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**ROOLIFE GROUP LTD**

ACN 613 410 398

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**NOTICE OF ANNUAL GENERAL MEETING**

**The 2020 Annual General Meeting of the Company will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 24 November 2020 at 10.00am (AWST).**

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*This Notice of Meeting and accompanying Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 6444 1702.***

# ROOLIFE GROUP LTD

ACN 613 410 398

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of Shareholders of RooLife Group Ltd (**Company**) will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 24 November 2020 at 10.00am (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 22 November 2020 at 4pm (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 13.

## AGENDA

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### FINANCIAL REPORTS

To receive and consider the annual Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2020, which are contained within the Annual Report.

**Note:** This item of business is for discussion only and is not a Resolution.

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### 1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (which is contained in the Directors' Report in the Annual Report) for the financial year ended 30 June 2020 be adopted.”*

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### Voting Exclusion

A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or

- (b) the person is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

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## **2. RESOLUTION 2 – RE-ELECTION OF MR GRANT PESTELL AS A DIRECTOR**

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

*“That, for the purposes of clause 11.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Grant Pestell, who retires by rotation and is eligible for re-election as a Director, is so re-elected.”*

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## **3. RESOLUTION 3 – RE-ELECTION OF MR TIMOTHY ALLISON AS A DIRECTOR**

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

*“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Timothy Allison, a Director who was appointed as an additional Director on 3 February 2020, retires, and being eligible, is re-elected as a director.”*

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## **4. RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES UNDER LISTING RULE 7.1 – TRANCHE 1 OF CAPITAL RAISING**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 25,546,595 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any of their associates.

However, the Company need not disregard a vote if:

1. it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
  - (a) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
  - (b) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
    - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 5. RESOLUTION 5 – ISSUE OF OPTIONS - TRANCHE 2 OF CAPITAL RAISING

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,546,595 Options on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who may participate in the proposed issue or a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary securities, or any associates of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO SEQUOIA CORPORATE FINANCE PTY LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,966,398 Options to Sequoia Corporate Finance Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Sequoia Corporate Finance Pty Ltd or an associate of Sequoia Corporate Finance Pty Ltd, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person or attorney who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## **7. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO TRIPLE C CONSULTING PTY LTD**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,800,000 Options to Triple C Consulting Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Triple C Consulting Pty Ltd or an associate of Triple C Consulting Pty Ltd, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person or attorney who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 8. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO RED LEAF SECURITIES PTY LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Red Leaf Securities Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Red Leaf Securities Pty Ltd or an associate of Red Leaf Securities Pty Ltd, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 20 October 2020

**BY ORDER OF THE BOARD**



Peter Torre  
Company Secretary

# ROOLIFE GROUP LTD

ACN 613 410 398

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## EXPLANATORY MEMORANDUM

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### 1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 24 November 2020 at 10.00am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on each Resolution.

#### 2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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### 3. FINANCIAL REPORTS

The Corporations Act requires the annual Financial Report, Directors' Report, and the Auditor's Report to be received and considered at the AGM. A copy of the Annual Report can be accessed online at [www.roolifegroup.com.au](http://www.roolifegroup.com.au).

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report.

The Company's auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies and the independence of the auditor in relation to the conduct of the audit.

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#### 4. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Annual Report for the year ended 30 June 2020 contains the Remuneration Report which:

- (a) sets out the remuneration policy for the Company;
- (b) discusses the relationship between the remuneration policy and the Company's performance; and
- (c) details the remuneration arrangements of Key Management Personnel, including the Managing Director, senior executives and non-executive Directors.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report (pages 10 to 19) and can be found in the annual report section of the website at [www.roolifegroup.com.au](http://www.roolifegroup.com.au).

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chair will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the meeting.

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors of the Company. However, under the Corporations Act if there are two consecutive votes at annual general meetings of the Company against the Company's remuneration report of 25% or more (each year's votes being considered a **Strike**), at the second consecutive annual general meeting at which a Strike occurs (**Second Strike**), a resolution must be put to Shareholders to hold another meeting where each Director is nominated for re-election (**Spill Resolution**). If the Spill Resolution is passed, then the Company is required to hold an additional general meeting (**Further Meeting**) within 90 days of the Spill Resolution. At the Further Meeting all Directors (excluding the Managing Director) must be nominated for re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution being cast by Key Management Personnel (or their associates) whose remuneration details are disclosed in the Remuneration Report. However, an exception to this prohibition exists to enable the Chair to vote Shareholders' undirected proxy votes. In this regard, you should specifically note that if you appoint the Chair as your proxy and you indicate on the Proxy Form you do not wish to specify how the Chair should vote on Resolution 1, the Chair will cast your votes in favour of Resolution 1. **If you wish to appoint the Chair as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.**



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## **5. RESOLUTION 2 – RE-ELECTION OF MR GRANT PESTELL AS A DIRECTOR**

Clause 11.3 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. Clause 11.4 provides that a retiring Director is eligible for re-election.

Pursuant to Listing Rule 14.4, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Listing Rule 14.5 provides that an entity must hold an election of directors at each annual general meeting.

Mr Grant Pestell retires in accordance with clause 11.3 of the Constitution and, being eligible, offers himself for re-election pursuant to clause 11.4 of the Constitution.

Mr Pestell has been the Independent non-executive chairman of the Company since July 2016. He is a founding director of Murcia Pestell Hillard solicitors, who act for the Company. Over 20 years' experience in commercial litigation, corporate and commercial law with extensive experience advising both listed and private companies particularly in the Information & Technology, Energy Resources and Mining Resources Industries; and Managing Director of Murcia Pestell Hillard since 2000.

He is a Non-Executive Director of COSOL Limited from August 2019.

Mr Pestell is considered to be an independent Non-Executive Director. The Company engages the services of MPH from time to time, however the quantum of fees associated with the services are not considered material to both the Company and MPH. As such, the provision of services by MPH is not considered to interfere, nor might it reasonably be seen to interfere, with Mr Pestell's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

The Board (with the exception of Mr Pestell) recommends Shareholders vote in favour of 2.

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## **6. RESOLUTION 3 – RE-ELECTION OF MR TIMOTHY ALLISON AS A DIRECTOR**

Clause 11.10 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.11 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Timothy Allison was appointed as an additional director by the Directors on 3 February 2020 and retires in accordance with clause 11.11 of the Constitution and ASX Listing Rule 14.4. He offers himself for re-election pursuant to clause 11.11 of the Constitution.

Mr Allison has extensive digital and e-Commerce experience and a successful track record in commercialisation and scaling across a range of technology businesses, from traditional retail and distribution to cutting-edge consumer technology in the online and mobile sectors. He has proven experience in growing export value and delivering strong operational results in international markets for technology businesses, including structuring, negotiating and managing joint ventures in China. Tim is currently Executive Director and Chairman of Custom Innovation Company and Executive Director of Tec. Fit, a B2B cloud based SaaS licensing company focused on providing world-class technology

solutions to the fashion industry and collaborating with for Universities focused on innovation and cutting edge 3D/2D scanning and 3D printing.

If elected, the Board considers Mr Allison to be an independent director.

The Board (with the exception of Mr Allison) recommends Shareholders vote in favour of 3.

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## 7. BACKGROUND TO CAPITAL RAISING AND ENTITLEMENT ISSUE

On 21 August 2020, the Company announced a capital raising for the issue to sophisticated and professional investors of Sequoia Corporate Finance Pty Ltd of a total of up to 25,546,595 Shares (**Placement Shares**) and 25,546,595 free attaching Options (**Placement Options**) to raise a total of approximately \$766,397 million before costs, comprising two tranches as follows:

- (a) 25,546,595 Shares at an issue price of \$0.03 per Share (**Tranche 1 Placement Shares**), to raise a total of \$766,397m (before costs); and
- (b) 25,546,595 free attaching Options to the Tranche 1 Placement Shares exercisable at \$0.05 on or before 31 October 2021 (**Tranche 2 Placement Options**),

(together, the **Placement**).

The funds raised from the Placement will be used to accelerate new client acquisition and target sales growth for its China-focussed e-Commerce operations.

The Tranche 1 Placement Shares were issued out of the Company's Listing Rule 7.1 capacity on 27 August 2020 (**Placement Shares Issue Date**).

Resolution 4 seeks ratification of the issue of the Tranche 1 Placement Securities.

Resolution 5 seeks Shareholder approval for the issue of the Tranche 2 Placement Options, as the Company did not have sufficient placement capacity to issue those Options without prior Shareholder approval.

In addition, the Company announced on 21 August 2020 a non-renounceable entitlement issue to shareholders on the same terms as the Placement to raise up to \$5,492,518.

The Company undertook a non-renounceable entitlement issue of 1 Share for every 2 Shares held by Shareholders registered at the Record Date at an issue price of \$0.03 per Share, together with 1 free attaching Option for every 1 Share (**Entitlement Issue**).

The purpose of the Entitlement Issue was to raise up to \$5,492,518. The funds raised from the Entitlement Issue are planned to be used on expansion projects and general working capital.

The Company engaged Sequoia Corporate Finance Pty Ltd to act as Lead Manager to the Placement and Entitlement Issue. Sequoia Corporate Finance Pty Ltd also used the services of Triple C Consulting Pty Ltd and Red Leaf Securities Pty Ltd as part of that engagement.

Sequoia Corporate Finance Pty Ltd received fees totalling 6% of the Placement value and of the value of the Entitlement Issue and Residual Offer. The Company has agreed to issue 4,966,398 Options to

Sequoia Corporate Finance Pty Ltd as part of the fees associated with the Placement and Entitlement Issue, 1,800,000 Options to Triple C Consulting Pty Ltd, and 1,000,000 Options to Red Leaf Securities Pty Ltd, as fees for their services under the Placement and Entitlement Issue.

Resolution 6, 7 and 8 seek Shareholder approval for the issue of the Options to Sequoia Corporate Finance Pty Ltd, Triple C Consulting Pty Ltd and Red Leaf Securities Pty Ltd.

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## **8. RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES – TRANCHE 1 OF CAPITAL RAISING**

### **8.1 General**

Resolutions 4 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

### **8.2 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

While the Tranche 1 Placement Shares does not exceed the 15% of the Company's fully paid ordinary securities on issue on the Placement Shares Issue Date and can therefore be made without breaching Listing Rule 7.1, the Company believes that the ratification of Tranche 1 Placement Shares is beneficial for the Company as it allows the Company to retain the flexibility to issue the maximum number of equity securities permitted by Listing Rule 7.1.

### **8.3 Listing Rule 7.4**

Listing Rule 7.4 permits the ratification of previous issues of Equity Securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to the limit imposed by Listing Rule 7.1.

The Company confirms the issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital under Listing Rule 7.1 (if this Resolution 4 is approved by Shareholders).

If Resolution 4 is not approved by Shareholders, the Placement remains but it will reduce, to that extent, the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1 for 12 months following the Placement Shares Issue Date.

### **8.4 Technical information required by Listing Rule 7.4**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolutions 4:

- (a) on 27 August 2020 the Company issued 25,546,595 Tranche 1 Placement Shares pursuant to Listing Rule 7.1;
- (b) the Tranche 1 Placement Shares were issued for \$0.03 each, raising a total of \$766,397 (before costs);
- (c) the Tranche 1 Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued to sophisticated and professional investor clients of Sequoia Corporate Finance Pty Ltd, none of whom are related parties of the Company;
- (e) The funds raised from the Placement will be used to accelerate new client acquisition and target sales growth for its China-focussed e-Commerce operations.
- (f) a voting exclusion statement for Resolution 4 is included in the Notice.

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## **9. RESOLUTION 5 – ISSUE OF OPTIONS – TRANCHE 2 OF CAPITAL RAISING**

### **9.1 General**

Resolution 5 seeks Shareholder approval for the issue of the Tranche 2 Placement Options.

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 5 will be to allow the Company to issue the Tranche 2 Placement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

If Resolution 5 is not approved by Shareholders, the Company will proceed to issue and allot the Tranche 2 Placement Options when it has sufficient capacity to do so under Listing Rule 7.1, which will result in a reduction, to that extent, of the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1.

### **9.2 Technical information required by Listing Rule 7.1**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 5:

- (a) the maximum number of Options to be issued is 25,546,595 Tranche 2 Placement Options;
- (b) the Tranche 2 Placement Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Tranche 2 Placement Options will occur on one date as soon as practicable after the Meeting;
- (c) the Tranche 2 Placement Options are free attaching Options to the Shares issued pursuant to Resolution 4 issued on the basis of one free attaching Option for every one Tranche 1 Placement Shares subscribed for, for which no additional consideration is payable;
- (d) the Tranche 2 Placement Options will be granted on the terms and conditions set out in Schedule 1 and on the same terms and conditions of existing Listed Options;

- (e) the Tranche 2 Placement Options will be issued to sophisticated and professional investors, none of whom are related parties of the Company;
- (f) no funds will be raised from the issue of the Tranche 2 Placement Options; and
- (g) a voting exclusion statement is included in the Notice.

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## **10. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO SEQUOIA CORPORATE FINANCE PTY LTD**

### **10.1 General**

Resolution 6 seeks Shareholder approval for the issue of 4,966,398 Options to Sequoia Corporate Finance Pty Ltd (or its nominee) in consideration for corporate advisory services to be provided to the Company in connection with its role as Lead Manager to the Placement and Entitlement Issue.

In addition to the Options the subject of Resolution 6, Sequoia Corporate Finance Pty Ltd also received a fee of 6% of the funds raised through the placement of shares the subject of Resolution 4 being a total fee of \$45,983. In addition, Sequoia will receive 6% of the value of the Entitlements Issue and Shortfall Offer of \$5,492,548. Sequoia will have no entitlement to a payment in respect of securities subscribed for by directors of the Company in the Entitlements Issue and parties known to the Company up to an estimated value of \$492,518.

Sequoia Corporate Finance Pty Ltd will pay Triple C Consulting Pty Ltd and Red Leaf Securities Pty Ltd 6% of firm commitments introduced by them as part of the Entitlement Issue and Shortfall Offer up to a maximum fee of \$168,000 in total.

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 6 will be to allow the Company to issue the Options to Sequoia Corporate Finance Pty Ltd (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

If Resolution 6 is not approved by Shareholders, the Company will proceed to issue and allot the Options to Sequoia Corporate Finance Pty Ltd when it has sufficient capacity to do so under Listing Rule 7.1, which will result in a reduction, to that extent, of the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1.

### **10.2 Technical information required by Listing Rule 7.1**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 6:

- (a) the maximum number of Options to be issued is 4,966,398;
- (b) the Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Options will occur on one date as soon as practicable after the Meeting;
- (c) the Options will be issued for nil consideration in part satisfaction of the fees for services provided by Sequoia Corporate Finance Pty Ltd;
- (d) the Options will be issued to Sequoia Corporate Finance Pty Ltd (or its nominee), who is not a related party of the Company;

- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) no funds will be raised from the issue to Sequoia Corporate Finance Pty Ltd as the Options are being issued as part consideration for services provided to the Company; and
- (g) a voting exclusion statement is included in the Notice.

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## **11. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO TRIPLE C CONSULTING PTY LTD**

### **11.1 General**

Resolution 7 seeks Shareholder approval for the issue of 1,800,000 Options to Triple C Consulting Pty Ltd (or its nominee) in consideration for corporate advisory services provided to the Company in connection with its role in the Placement and Entitlement Issue. Please refer to Section 10.1 for further information on fees to be received by Triple C Consulting Pty Ltd.

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 7 will be to allow the Company to issue the Options to Triple C Consulting Pty Ltd (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

If Resolution 7 is not approved by Shareholders, the Company will proceed to issue and allot the Options when it has sufficient capacity to do so under Listing Rule 7.1, which will result in a reduction, to that extent, of the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1.

### **11.2 Technical information required by Listing Rule 7.1**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 7:

- (a) the maximum number of Options to be issued is 1,800,000;
- (b) the Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Options will occur on one date as soon as practicable after the Meeting;
- (c) the Options will be issued for nil consideration in part satisfaction of the fees for services provided by Triple C Consulting Pty Ltd;
- (d) the Options will be issued to Triple C Consulting Pty Ltd (or its nominee), who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) no funds will be raised from the issue to Triple C Consulting Pty Ltd as the Options are being issued as part consideration for services provided to the Company; and
- (g) a voting exclusion statement is included in the Notice.

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## 12. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO RED LEAF SECURITIES PTY LTD

### 12.1 General

Resolution 8 seeks Shareholder approval for the issue of 1,000,000 Options to Red Leaf Securities Pty Ltd (or its nominee) in consideration for corporate advisory services provided to the Company in connection with its role in the Placement and Entitlement Issue. Please refer to Section 10.1 for further information on fees to be received by Red Leaf Securities Pty Ltd.

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 8 will be to allow the Company to issue the Options to Red Leaf Securities Pty Ltd (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

If Resolution 8 is not approved by Shareholders, the Company will proceed to issue and allot the Options when it has sufficient capacity to do so under Listing Rule 7.1, which will result in a reduction, to that extent, of the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1.

### 12.2 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 8:

- (a) the maximum number of Options to be issued is 1,000,000;
- (b) the Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Options will occur on one date as soon as practicable after the Meeting;
- (c) the Options will be issued for nil consideration in part satisfaction of the fees for services provided by Red Leaf Pty Ltd;
- (d) the Options will be issued to Red Leaf Securities Pty Ltd (or its nominee), who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) no funds will be raised from the issue to Red Leaf Securities Pty Ltd as the Options are being issued as part consideration for services provided to the Company; and
- (g) a voting exclusion statement is included in the Notice.

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## 13. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

**\$** means Australian Dollars (unless otherwise specified).

**10% Placement Facility** has the meaning given in Section 18.1.

**Associate** has the meaning given in section 12 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**AWST** means Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors of the Company.

**Chair** means the person appointed to chair the Meeting or any part of the Meeting.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means OpenDNA Limited ACN 613 410 398 (to be renamed RooLife Group Ltd).

**Constitution** means the Constitution of the Company in force as at the date of this Notice.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Director's Report** means the annual director's report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to this Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** has the meaning given to that term in the Corporations Act.

**Listing Rules** means the listing rules of ASX.

**Managing Director** means the managing Director of the Company.

**Meeting** or **AGM** has the meaning in the introductory paragraph of the Notice.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting and includes the Explanatory Memorandum.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Director's Report.

**Resolution** means a resolution contained in this Notice.

**Section** means a section contained in this Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.



**Schedule** means a schedule to this Notice.

**Shareholder** means a shareholder of the Company.

**VWAP** means volume weighted average market price of a Share.

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## SCHEDULE 1 – TERMS OF OPTIONS

The following terms and conditions apply to the Options the subject of Resolutions 3 and 4.

(a) **Entitlement**

The Options entitle the holder to subscribe for one Share upon exercise of each Option.

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of \$0.05 (**Exercise Price**) and an expiry date of 5.00pm (AWST) on 31 October 2021 (**Expiry Date**).

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date. If an Option is not exercised before the Expiry Date it will automatically lapse (and thereafter be incapable of exercise).

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised.

(e) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt by the Company as cleared funds of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(f) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then shares of the Company.

(g) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

Within 15 business days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

- (iii) allot and issue the Shares pursuant to the exercise of the Options;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and

- (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(k) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(l) **Adjustment for reorganization**

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Quotation of Options**

Application will be made by the Company to ASX for quotation of the Options upon issue.

(n) **Options transferable**

The Options are transferable in accordance with relevant market rules.

(o) **Lodgement instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.





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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AWST) on Sunday, 22 November 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of RooLife Group Ltd hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RooLife Group Ltd to be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA 6000 on Tuesday, 24 November 2020 at 10:00 AM (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Grant Pestell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Timothy Allison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of issue of Shares under Listing Rule 7.1 – Tranche 1 of Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Options - Tranche 2 of Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Options to Sequoia Corporate Finance Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Options to Triple C Consulting Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to issue Options to Red Leaf Securities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

