
ROOLIFE GROUP LIMITED

ACN 613 410 398 (COMPANY)

NOTICE OF EXTRAORDINARY GENERAL MEETING & EXPLANATORY STATEMENT

Notice is given that an Extraordinary General Meeting of the Company will be held as follows:

TIME: 8.30am (AWST)

DATE: 30 December 2021

PLACE: The Meeting will be held as a virtual meeting at
<https://us02web.zoom.us/join/tZUkdOigqT0vGtQaguTCA6YITiMN80V3x6lz>

As this is an important document, please read it carefully and in its entirety. If you do not understand it please consult your professional advisors.

If you are unable to attend the Extraordinary General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

INTRODUCTION

Notice is given that an Extraordinary General Meeting of shareholders of the Company will be as a virtual meeting at <https://us02web.zoom.us/join/tZUkdOigqT0vGtQaguTCA6YITiMN80V3x6Iz> on 30 December 2021 commencing at 8.30am (AWST). The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the attached Glossary.

No voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety, Shareholders will not be permitted to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

Voting by proxy

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 encouraged to complete a Proxy Form to provide specific instructions to the Chair on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions. Shareholders will not be permitted to appoint any other person as their proxy for the purposes of the Meeting. Proxy Forms can be lodged as follows:

Online: www.investorvote.com.au

By Mail: Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001, Australia

Proxy Forms must be received by no later than 8.30am (AWST) on 28 December 2021, being at least 48 hours before the Meeting.

Remote attendance via Zoom

The Meeting will be accessible to all Shareholders via videoconference on Zoom, an online platform which will allow Shareholders to listen and observe the Meeting. If you are a Shareholder and you wish to attend the Meeting virtually, you will need to access the following link and enter the following Meeting ID and Passcode:

Link: <https://us02web.zoom.us/join/tZUkdOigqT0vGtQaguTCA6YITiMN80V3x6Iz>

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting may do so via the Lumi platform by using the link and Meeting ID below:

Link: <https://web.lumiagm.com/341076994>

Meeting ID: 341-076-994

Please also refer to the voting instructions in the online voting guide, accessible via the link below:

<http://www.computershare.com.au/onlinevotingguide>

You may still attend the Meeting via the Zoom videoconference facility if you have completed a Proxy Form, but the person you have appointed as proxy will cast your vote on your behalf.

AGENDA

1 RESOLUTION 1 – APPROVAL TO ISSUE PLACEMENT SHARES

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 38,461,538 Shares to the nominee(s) of the China Cross Border Trading Group consortium on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) LC Alliance Pty Ltd, Chen & Xing Pty Ltd, Guoxian Zheng, Ausrich Resources Pty Ltd, Cantonese WA Pty Ltd or Yudong Zhang (being, collectively, those parties which comprise the China Cross Border Trading Group consortium); and
- (b) an associate of LC Alliance Pty Ltd, Chen & Xing Pty Ltd, Guoxian Zheng, Ausrich Resources Pty Ltd, Cantonese WA Pty Ltd or Yudong Zhang (being, collectively, those parties which comprise the China Cross Border Trading Group consortium),

or any other 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 by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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 the 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.

2 RESOLUTION 2 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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 4,807,692 unlisted Options to the nominee(s) of the China Cross Border Trading Group consortium on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) LC Alliance Pty Ltd, Chen & Xing Pty Ltd, Guoxian Zheng, Ausrich Resources Pty Ltd, Cantonese WA Pty Ltd or Yudong Zhang (being, collectively, those parties which comprise the China Cross Border Trading Group consortium); and
- (b) an associate of LC Alliance Pty Ltd, Chen & Xing Pty Ltd, Guoxian Zheng, Ausrich Resources Pty Ltd, Cantonese WA Pty Ltd or Yudong Zhang (being, collectively, those parties which comprise the China Cross Border Trading Group consortium),

or any other 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 by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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 the 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.

3 RESOLUTION 3– APPROVAL TO ISSUE PERFORMANCE OPTIONS

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 30,000,000 unlisted Options to the nominee(s) of the China Cross Border Trading Group consortium on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) LC Alliance Pty Ltd, Chen & Xing Pty Ltd, Guoxian Zheng, Ausrich Resources Pty Ltd, Cantonese WA Pty Ltd or Yudong Zhang (being, collectively, those parties which comprise the China Cross Border Trading Group consortium); and
- (b) an associate of LC Alliance Pty Ltd, Chen & Xing Pty Ltd, Guoxian Zheng, Ausrich Resources Pty Ltd, Cantonese WA Pty Ltd or Yudong Zhang (being, collectively, those parties which comprise the China Cross Border Trading Group consortium),

or any other 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 by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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 the 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.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 4.00pm (AWST) on 28 December 2021.

By Order of the Board

Peter Torre
Company Secretary
25 November 2021

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Roolife Group Limited (**Company**) in connection with the business to be conducted at the Extraordinary General Meeting of the Company to be held as a virtual meeting at <https://us02web.zoom.us/join/ztUkdOigqT0vGtQaguTCA6YITiMN80V3x6lz> on 30 December 2021 commencing at 8.30am (AWST).

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting. The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

No voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, Shareholders will not be permitted to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

Voting by Proxy

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 encouraged to complete Proxy Form to provide specific instructions to the Chair on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions. Shareholders will not be permitted to appoint any other person as their proxy for the purposes of the Meeting. Proxy Forms can be lodged as follows:

Online: www.investorvote.com.au

By mail: Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001

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

By mobile: Scan the QR Code on your Proxy Form and follow the prompts

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Remote attendance via Zoom

The Meeting will be accessible to all Shareholders via videoconference on Zoom, an online platform which will allow Shareholders to listen to and observe the Meeting. The link to access the Meeting is as follows:

<https://us02web.zoom.us/join/ztUkdOigqT0vGtQaguTCA6YITiMN80V3x6lz>

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting may do so via the Lumi platform by using the link below:

<https://web.lumiagm.com/341076994>

Meeting ID: 341-076-994

Please refer to the voting instructions in the online voting guide, accessible via the link below:

<http://www.computershare.com.au/onlinevotingguide>

You may still attend the Meeting via the Zoom videoconference facility if you have completed a Proxy Form, but the person you have appointed as proxy will cast your vote on your behalf.

1 BACKGROUND TO PLACEMENT AND APPOINTMENT OF CHINA SALES CHANNEL

As announced by the Company on 15 November 2021, the Company and each of the members of the China Cross Border Trading Group consortium (**CCTG**) have entered into a term sheet (**Term Sheet**) pursuant to which:

- (a) the Company has agreed to appoint CCTG to market and sell the Company's products through its retail stores and sales channels in China and other locations by written agreement, with a view to extending the Company's reach and sales volume in China as a priority (**Channel Distribution**); and
- (b) CCTG has agreed to subscribe (through its nominee(s)) for:
 - (i) 38,461,538 Shares at an issue price of \$0.026 each, representing an 18% premium to the closing Share price on 10 November 2021 (**Placement Shares**); and
 - (ii) 4,807,692 unlisted Options, issued for nil consideration but exercisable at \$0.05 each on or before 30 November 2024 (**Placement Options**),to raise approximately \$1,000,000 before costs (**Placement**).

The Placement Shares will be subject to voluntary escrow for a period of 6 months from the date of their issue.

Funds raised from the Placement will be used by the Company to further assist with sales and marketing, continued e-commerce platform enhancement, channel development for general trade and China-side distribution.

In addition the Company has agreed under the Term Sheet, subject to Shareholder approval, to issue 30,000,000 unlisted performance Options to the nominee(s) of CCTG in connection with the Channel Distribution (**Performance Options**). The Performance Options are intended to be issued to the nominee(s) of CCTG concurrently with the issue of the Placement Shares and Placement Options, and will be exercisable at \$0.05 each on or before 30 November 2024, subject to having first vested on the following basis:

- (a) The vesting of Performance Options will be determined during the 12 month period commencing from the date of issue of the Performance Options (**Vesting Period**).
- (b) 1,000,000 Performance Options will vest for every \$1,000,000 in revenue (with a minimum of \$100,000 gross margin, or equivalent gross profit amount) which the Channel Distribution directly provides to the Company during the Vesting Period, commencing only once an initial \$200,000 in gross margin (or equivalent gross profit amount) has been achieved.
- (c) The maximum number of Performance Options which can vest is 30,000,000, which would be achieved if the Channel Distribution directly provides the Company, during the Vesting Period, with \$30,000,000 or more in revenue and an associated gross margin of \$3,000,000 or more (or such equivalent gross profit amount)

The Company is seeking Shareholder approval:

- under Resolution 1 for the Company to issue 38,461,538 Placement Shares to the nominee(s) of CCTG pursuant to the Placement;
- under Resolution 2 for the Company to issue 4,807,692 Placement Options to the nominee(s) of CCTG pursuant to the Placement; and
- under Resolution 3 for the Company to issue 30,000,000 Performance Options to the nominee(s) of CCTG.

2 RESOLUTION 1 – APPROVAL TO ISSUE PLACEMENT SHARES

2.1 General

As set out in Section 1, Resolution 1 seeks Shareholder approval for the Company to issue 38,461,538 Placement Shares to the nominee(s) of CCTG pursuant to the Placement.

2.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of shareholders over any 12 month period to 15% of the fully paid Shares it had on issue at the start of that period.

The proposed issue of Placement Shares the subject of Resolution 1 does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Placement Shares the subject of Resolution 1. In addition, the issue of the Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Placement Shares the subject of Resolution 1.

2.4 Technical information required by Listing Rule 7.3

The following information is provided to Shareholders for the purpose of Listing Rule 7.3 in relation to Resolution 1:

- (a) the Placement Shares will be issued to the nominee(s) of CCTG, none of whom are a related party of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person;
- (b) the number of Placement Shares to be issued pursuant to Resolution 1 is 38,461,538;
- (c) the issue price per Placement Share will be \$0.026 each, raising a total of approximately \$1,000,000;
- (d) the Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Shares will occur on the same date;
- (e) the Placement Shares will be fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (f) the Company intends to use the funds raised from the issue of the Placement Shares in equal proportions to:
 - (i) further assist with sales and marketing;
 - (ii) progress the Company's e-commerce platform enhancement;
 - (iii) advance channel developments for general trade; and
 - (iv) advance the Company's China-side distribution;
- (g) a summary of the material terms of the Term Sheet under which the Placement Shares will be issued is set out in Schedule 1; and
- (h) a voting exclusion statement is included in the Notice of Meeting.

3 RESOLUTION 2 – APPROVAL TO ISSUE PLACEMENT OPTIONS

3.1 General

As set out in Section 1, Resolution 2 seeks Shareholder approval for the Company to issue 4,807,692 Placement Options to the nominee(s) of CCTG pursuant to the Placement.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of Placement Options the subject of Resolution 2 does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Placement Options the subject of Resolution 2. In addition, the issue of the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Placement Options the subject of Resolution 2.

3.4 Technical information required by Listing Rule 7.3

The following information is provided to Shareholders for the purpose of Listing Rule 7.3 in relation to Resolution 2:

- (a) the Placement Options will be issued to the nominee(s) of CCTG, none of whom are a related party of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person;
- (b) the number of Placement Options to be issued pursuant to Resolution 2 is 4,807,692;

- (c) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (d) the Placement Options will be granted for nil consideration as they are being issued in consideration for CCTG subscribing for the Placement Shares pursuant to the Placement;
- (e) the Company intends to use the funds raised from the Placement in equal proportions to:
 - (i) further assist with sales and marketing;
 - (ii) progress the Company's e-commerce platform enhancement;
 - (iii) advance channel development for general trade; and
 - (iv) advance the Company's China-side distribution;
- (f) a summary of the material terms of the Term Sheet under which the Placement Options will be issued is set out in Schedule 1;
- (g) a summary of the material terms and conditions of the Placement Options is set out in Schedule 2; and
- (h) a voting exclusion statement is included in the Notice of Meeting.

4 RESOLUTION 3 – APPROVAL TO ISSUE PERFORMANCE OPTIONS

4.1 General

As set out in Section 1, Resolution 3 seeks Shareholder approval for the Company to issue 30,000,000 Performance Options to the nominee(s) of CCTG under the Term Sheet.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of Performance Options the subject of Resolution 3 does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Performance Options the subject of Resolution 3. In addition, the issue of the Performance Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Performance Options the subject of Resolution 3.

4.4 Technical information required by Listing Rule 7.3

The following information is provided to Shareholders for the purpose of Listing Rule 7.3 in relation to Resolution 3:

- (a) the Performance Options will be issued to nominees of CCTG, none of whom are a related party of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person;
- (b) the number of Performance Options to be issued pursuant to Resolution 3 is 30,000,000;
- (c) the Performance Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Options will occur on the same date;
- (d) the Performance Options will be granted for nil consideration as they are being issued in consideration for CCTG entering into the Term Sheet and agreeing to manage the Channel Distribution;
- (e) a summary of the material terms of the Term Sheet under which the Performance Options will be issued is set out in Schedule 1;
- (f) a summary of the material terms and conditions of the Performance Options is set out in Schedule 3; and
- (g) a voting exclusion statement is included in the Notice of Meeting.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

AWST means Western Standard Time as observed in Perth, Western Australia.

Board means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors.

CCTG means the China Cross Border Trading Group consortium, which comprises (collectively) LC Alliance Pty Ltd, Chen & Xing Pty Ltd, Guoxian Zheng, Ausrich Resources Pty Ltd, Cantonese WA Pty Ltd and Yudong Zhang.

Chair means the chair of the Extraordinary General Meeting.

Channel Distribution has the meaning given in Section 1.

Company means Roolife Group Limited ACN 613 410 398.

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

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

Director means a current director of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Extraordinary General Meeting or Meeting means the extraordinary general meeting convened by the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the Listing Rules of ASX.

Notice or Notice of Meeting means the notice of meeting which forms part of this Explanatory Statement.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Option means an option to acquire one Share.

Performance Options has the meaning given in Section 1 .

Placement has the meaning given in Section 1.

Placement Options has the meaning given in Section 1.

Placement Shares has the meaning given in Section 1.

Proxy Form means the enclosed appointment of proxy form.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Term Sheet has the meaning given in Section 1.

Vesting Period has the meaning given in Section 1.

SCHEDULE 1 – MATERIAL TERMS OF AGREEMENT – PLACEMENT (RESOLUTIONS 1 AND 2)

The Company and each member of the CCTG are parties to the Term Sheet. The material terms of the Term Sheet are set out below.

- CCTG has agreed to subscribe (through its nominee(s)) for 38,461,538 Placement Shares at an issue price of \$0.026 each, raising approximately \$1,000,000 (before costs).
- In consideration for agreeing to subscribe for the Placement Shares, the Company has agreed to issue (for nil consideration) a total of 4,807,692 Placement Options to the nominee(s) of CCTG. The Placement Options have the terms and conditions set out in Schedule 2.
- Completion of the Placement under the Term Sheet is subject to and conditional on:
 - (a) the Company completing due diligence in respect of CCTG and its business and operations and notifying CCTG that it is satisfied (in the Company's sole and absolute discretion) with the outcome of those investigations by no later than 23 November 2021 – this condition is for the benefit of the Company and may be waived by the Company, conditionally or unconditionally, at the Company's discretion;
 - (b) CCTG completing due diligence in respect of the Company and its business and operations and notifying the Company that it is satisfied (in CCTG's sole and absolute discretion) with the outcome of those investigations by no later than 23 November 2021 – this condition is for the benefit of CCTG and may be waived by CCTG, conditionally or unconditionally, at CCTG's discretion;
 - (c) CCTG making payment of the funds to subscribe for the 38,461,538 Placement Shares to the account nominated by the Company by no later than 10 December 2021. If the Placement does not proceed then these funds will be repaid to CCTG;
 - (d) the parties agreeing to the terms of a distribution agreement with CCTG by no later than 23 November 2021 (or such later date as the parties may agree), which will be subject to and come into effect following completion of the Placement – this condition is for the benefit of the Company and CCTG and may only be waived if both parties agree in writing;
 - (e) the Company and Xu Gang, a member of the CCTG, agreeing to the terms of a consultancy agreement pursuant to which Xu Gang will be appointed by the Company as a consultant responsible for general trade sales in China and Australia by no later than 23 November 2021 (or such later date as the parties may agree), which will be subject to and come into effect following completion of the Placement – this condition is for the benefit of the Company and CCTG and may only be waived if both parties agree in writing ; and
 - (f) the Company obtaining Shareholder approval for the issue of the Placement Shares and Placement Options (which are the subject of Resolutions 1 and 2 and accordingly which must occur by the date of the Meeting).
- As set out in paragraph (d) above, the parties will agree to terms of a distribution agreement to be entered into between them, pursuant to which the Company will appoint CCTG to manage the Channel Distribution.
- In connection with the Term Sheet and CCTG agreeing to its role in managing the Channel Distribution, the nominee(s) of CCTG will, subject to Shareholder approval (which are the subject of Resolution 3 and accordingly which must occur by the date of the Meeting), be issued with 30,000,000 Performance Options on the terms and conditions set out in Schedule 3.

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS (RESOLUTION 2)

The Placement Options the subject of Resolution 2 have the following terms and conditions:

(a) Entitlement

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

(b) Exercise Price and Expiry Date

The Placement Options have an exercise price of \$0.05 (**Exercise Price**) and an expiry date of 5.00pm (AWST) on 30 November 2024 (**Expiry Date**).

(c) Exercise Period

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

(d) Notice of Exercise

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

(f) Shares issued on exercise

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

(h) Timing of issue of Shares

Within 5 business days after the later of the following:

- (a) the Exercise Date; and
- (b) 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:

- (a) allot and issue the Shares pursuant to the exercise of the Placement Options;
- (b) 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
- (c) apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.

(i) Participation in new issues

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

- (a) the number of Shares which must be issued on the exercise of a Placement Option will be increased by the number of Shares which the Placement Option holder would have received if the Placement Option holder had exercised the Placement Option before the record date for the bonus issue; and
- (b) 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 a Placement Option.

(l) Adjustment for reorganisation

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

(m) Quotation of Options

The Company will not apply for Official Quotation of the Placement Options on ASX.

(n) Options transferable

Placement Options are transferable provided that the transfer of the Placement Options complies with section 707(3) of the Corporations Act.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE OPTIONS (RESOLUTION 3)

The Performance Options the subject of Resolution 3 have the following terms and conditions:

(a) Vesting Conditions and Vesting Date

The Performance Options have the following Vesting Condition and Vesting Date:

Performance Options	Vesting Condition	Vesting Date
30,000,000	<p>The vesting of Performance Options will be determined during the Vesting Period.</p> <p>1,000,000 Incentive Options will vest for every \$1,000,000 in revenue (with a minimum of \$100,000 gross margin, or equivalent gross profit amount) which the Channel Distribution directly provides to the Company during the Vesting Period, commencing only once an initial \$200,000 in gross margin (or equivalent gross profit amount) has been achieved.</p> <p>The maximum number of Incentive Options which can vest is 30,000,000, which would be achieved if the Channel Distribution directly provides the Company, during the Vesting Period, with \$30,000,000 or more in revenue and an associated gross margin of \$3,000,000 or more (or such equivalent gross profit amount).</p> <p>For the purposes of the above, gross margin (or equivalent gross profit) and revenue will:</p> <ul style="list-style-type: none">• be determined based on the audit/audit reviewed financial statements for the relevant period released by the Company to the ASX;• exclude one-off or extraordinary revenue items;• exclude revenue received in the form of government grants, allowances, rebates or other hand-outs; and• exclude revenue or profit that has been “manufactured” to achieve the milestone.	1 March 2023

(b) Notification to holder

The Company will notify the Performance Option holder in writing as soon as possible upon becoming aware, and in any event by no later than the day before the Vesting Date, of:

- (i) the number of Performance Options which have met the applicable Vesting Condition and have become vested Performance Options; and
- (ii) the number of Performance Options which have not met the applicable Vesting Condition and are unvested.

(c) Lapse of a Performance Option

On the Vesting Date, all unvested Performance Options will automatically lapse (and thereafter be incapable of exercise).

(d) Entitlement

Each vested Performance Option entitles the holder to subscribe for one Share upon exercise of the vested Performance Option.

(o) Exercise Price and Expiry Date

Vested Performance Options have an exercise price of \$0.05 (**Exercise Price**) and an expiry date of 5.00pm (AWST) on 30 November 2024 (**Expiry Date**).

(p) Exercise Period

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

(q) Notice of Exercise

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

(r) 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 vested Performance Option being exercised in cleared funds (**Exercise Date**).

(s) Shares issued on exercise

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

(t) 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 vested Performance Options.

(u) Timing of issue of Shares

Within 5 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:

- (i) allot and issue the Shares pursuant to the exercise of the vested Performance Options;
- (ii) 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
- (iii) apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the vested Performance Options.

(v) Participation in new issues

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

(w) 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 a vested Performance Option will be increased by the number of Shares which the vested Performance Option holder would have received if the vested Performance Option holder had exercised the vested Performance Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(x) 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 a vested Performance Option.

(y) Adjustment for reorganisation

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

(z) Quotation of Options

The Company will not apply for Official Quotation of the Performance Options on ASX.

(aa) Options transferable

Performance Options are transferable provided that the transfer of the Performance Options complies with section 707(3) of the Corporations Act.

For personal use only

RooLife Group Ltd

ABN 14 613 410 398

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact

RLG

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **8:30am (AWST) on Tuesday, 28 December 2021.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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

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 as a virtual meeting on Thursday, 30 December 2021 at 8:30am (AWST) and at any adjournment or postponement of that meeting.

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
Resolution 1	Approval to Issue Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to Issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Performance Options	<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

RLG

2 8 3 2 7 6 A



Computershare

