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UNLOCK A WORLD OF POTENTIAL

31 March 2025

PLACEMENT TO STRATEGIC INVESTOR AT 14.3% PREMIUM & CORPORATE UPDATE

Highlights:

- **Strategic Placement including to China Channel Partner at 14.3% premium to the prior day's closing price to raise approximately $653,000**
- **Directors participating for $100,000 in the Placement, subject to shareholder approval**
- **Incentive Scheme implemented for RLG Board of Directors**

e-Commerce company RooLife Group Ltd (**ASX:RLG**) ("**RLG**" or "**Company**") is pleased to announce it has accepted a strategic investment from the representative of a key channel partner in China, Cheng Qingheng, with the Placement proceeds received to subscribe for a total of 138,250,000 ordinary shares at an issue price of $0.004, representing a 14.3% premium to the prior day's closing price ($0.0035) and a 21.9% premium to the preceding 5-day Volume Weighted Average Price (VWAP).

Strategic Placement Details:

- 74,000,000 Ordinary Shares will be issued using RLG's existing ASX Listing Rule 7.1A capacity and will be allotted on or around Monday 31 March 2025; and
- 64,250,000 Ordinary Shares will be issued subject to shareholder approval*.

Additionally, forming part of the Strategic Placement, newly appointed Directors Mr Reece O'Connell and Mr Jeremy Baldock have each subscribed for $50,000 on the same terms as the Strategic Placement. Their participation represents 12,500,000 new ordinary shares each. As required by ASX Listing Rule 10.11, Director participation will be subject to shareholder approval*.

The funds raised from the Strategic Placement will be used for development and production of RLG's own products to be sold through the Company's online stores and channels, the launch and marketing of new stores and sales channels globally focussed on sales of high-margin, high demand products and general working capital.

As part of its strategy to promote the Company to a new segment of the investment community, RLG has appointed Australia's largest, full-service stockbroking and wealth management company, Morgans Corporate Limited ("Morgans"), as Advisor to the Company for key services including financial, strategic advice and to provide introductions and engagement with high net worth and institutional investors.

Morgans Corporate Limited acted as Sole Lead Manager to the Strategic Placement.

RooLife Group CEO, Bryan Carr said: *"We have been working diligently on putting in place the building blocks to grow the business profitably with a key element being to partner with strong and established sales distribution channels in RLG's key markets – who have also elected to become shareholders in RLG. The benefit of the natural alignment of interests is expected to flow through to benefit all shareholders.*

We also see it as a great vote of confidence in the Company that our two new directors who sought to join the RLG Board are seeking to take up increased investment in the Company. They have immediately become active contributors towards growing the business and driving shareholder value and we welcome their contribution and participation.

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Partnering with Morgans, a company which has such great reach and exposure to a quality investor client base, will allow us to present and explain the RLG investment proposition to a new and high-quality group of potential investor and we look forward to working with their team of advisors around Australia."

The Company does not presently have an incentive arrangement in place for its Board of Directors and so has agreed, subject to obtaining shareholder approval*, to issue Options (Incentive Options) in two tranches to members of the Board or their nominees (each an Incentive Option Recipient), as follows:

Incentive Option Recipient	Tranche A Options	Tranche B Options	Total Options
Bryan Carr or his nominee	13,750,000	13,750,000	27,500,000
Grant Pestell or his nominee	11,250,000	11,250,000	22,500,000
Reece O'Connell or his nominee	7,500,000	7,500,000	15,000,000
Jeremy Baldock or his nominee	7,500,000	7,500,000	15,000,000
Terrence Leung or his nominee	2,500,000	2,500,000	5,000,000

The Incentive Options granted to each Incentive Option Recipient under Tranche A are exercisable at $0.006 each on or before 21 May 2027.
The Incentive Options granted to each Incentive Option Recipient under Tranche B are exercisable at $0.01 each on or before 21 May 2027.
Tranche A and Tranche B options will vest immediately on issue, subject to shareholder approval*.

* The Company will seek approval for the issue of ordinary shares and incentive options, which are the subject of shareholder approval, at a general meeting to be convened by the Company in the near future.

Issued by: RooLife Group Ltd
Authorised by: The Board of RooLife Group Ltd

For further information, please visit the RooLife website at www.roolifegroup.com.au or contact:

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