



22 April 2025

Dear Shareholder

Annual General Meeting

The Company's Annual General Meeting is scheduled to be held on Friday, 30 May 2025 at 9.00am (WST) (**Meeting**).

Using technology powered by Automic, Shareholders will be given the opportunity to attend and participate in the Meeting virtually, where they will be able to watch, listen, ask questions and vote online.

The Company strongly encourages Shareholders to lodge a directed proxy form by 9.00am (WST) on Wednesday, 28 May 2025. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company whether they are in relation to specific agenda items, about the business in general or questions for the auditor, Hall Chadwick. However, votes and questions may also be submitted during the Meeting.

Please refer to the Proxy Form enclosed for instructions on how to lodge your proxy votes and refer to the Notice of Meeting for details on how to access the online meeting platform and how to participate in the virtual Meeting.

The Notice of Meeting and Annual Report can be viewed and downloaded from the Company's website at <https://www.rocketdna.com/au/asx-announcements>.

Shareholders who have a nominated email address and have elected to receive electronic communications from the Company, will receive an email to the nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Meeting documents, please contact Automic, our share registry, via email at meetings@automicgroup.com.au. Your request must be made by Wednesday, 21 May 2025.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

Yours sincerely

Stephen Buckley

Company Secretary

RocketDNA Ltd

For personal use only

ROCKETDNA LTD
ACN 618 678 701

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting:
Friday, 30 May 2025

Time of Meeting:
9.00am (WST)

Place:
by Virtual Meeting Facility

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automio, where Shareholders will be able to watch, listen, and vote online.

Details on how to access the virtual Meeting are set out in this Notice.

For the purpose of Section 249RA of the Corporations Act, the place at which the Meeting of the Company is held is taken to be:

Ground Floor, 366 Scarborough Beach Road, Osborne Park WA 6017.

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 5.00pm (WST) on Wednesday, 28 May 2025.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of RocketDNA Limited (the **Company**) will be held through the Virtual Meeting Facility on Friday, 30 May 2025 commencing at 9.00am WST (the Meeting).

Through the Virtual Meeting Facility, Shareholders will be able to participate in the meeting by listening, asking questions and voting on the resolutions. Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 8 of this Notice to ensure their votes are counted. Further information on how to participate and vote during the Meeting via the Virtual Meeting Facility is set out on page 9 of this Notice.

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

Should circumstances further change between the date of this Notice and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the directors, the Directors' Report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2024.”

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

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DAVID GRAHAM MORTON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That David Graham Morton, being a Director of the Company, who retires by rotation in accordance with clause 14.2 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company in accordance with Listing Rule 14.4 and clause 14.2 of the Company's Constitution.”

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

5. RESOLUTION 4 – ISSUE OF 2025 PERFORMANCE RIGHTS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 2025 Performance Rights to Christopher Sweigers Clark, on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

6. RESOLUTION 5 – ISSUE OF 2025 PERFORMANCE RIGHTS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 2025 Performance Rights to Paul Richard Williamson, on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – ISSUE OF TRANCHE 1 OPTIONS TO DAVID GRAHAM MORTON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Tranche 1 Options to David Graham Morton (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

8. RESOLUTION 7 – ISSUE OF TRANCHE 1 OPTIONS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Tranche 1 Options to Christopher Sweigers Clark (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

9. RESOLUTION 8 – ISSUE OF TRANCHE 1 OPTIONS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Tranche 1 Options to Paul Richard Williamson (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

10. RESOLUTION 9 – ISSUE OF TRANCHE 2 OPTIONS TO DAVID GRAHAM MORTON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Tranche 2 Options to David Graham Morton (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

11. RESOLUTION 10 – ISSUE OF TRANCHE 2 OPTIONS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Tranche 2 Options to Christopher Sweigers Clark (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

12. RESOLUTION 11 – ISSUE OF TRANCHE 2 OPTIONS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Tranche 2 Options to Paul Richard Williamson (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

13. RESOLUTION 12 – ISSUE OF TRANCHE 3 OPTIONS TO DAVID GRAHAM MORTON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Tranche 3 Options to David Graham Morton (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

14. RESOLUTION 13 – ISSUE OF TRANCHE 3 OPTIONS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Tranche 3 Options to Christopher Sweigers Clark (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

15. RESOLUTION 14 – ISSUE OF TRANCHE 3 OPTIONS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Tranche 3 Options to Paul Richard Williamson (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

16. RESOLUTION 15 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

17. RESOLUTION 16 – RENEWAL OF SOUTH AFRICAN EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.2, Exception 13(b) and for all other purposes, approval is given for the Company to issue up to a maximum of 15,000,000 securities under the RocketDNA South African Employee Incentive Plan as an exception to Listing Rule 7.1, as set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

18. RESOLUTION 17 – APPROVAL TO INCREASE MAXIMUM AWARDS UNDER THE COMPANY’S EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 7.2 exception 13(b), and for all other purposes, approval is given to increase the maximum number of Awards that may be issued under the RocketDNA Employee Incentive Plan from the present maximum of 30,000,000 Awards to a maximum of 60,000,000 Awards on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below for further details.

Dated: 4 April 2025

By order of the Board

Stephen Buckley, Company Secretary

For personal use only

Voting Prohibition Statements

For personal use only

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> 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 though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 4 – Issue of 2025 Performance Rights to Christopher Sweigers Clark as a Director</p> <p>Resolution 5 – Issue of 2025 Performance Rights to Paul Richard Williamson as a Director</p> <p>Resolution 6 – Issue of Tranche 1 Options to David Graham Morton as a Director</p> <p>Resolution 7 – Issue of Tranche 1 Options to Christopher Sweigers Clark as a Director</p> <p>Resolution 8 – Issue of Tranche 1 Options to Paul Richard Williamson as a Director</p> <p>Resolution 9 – Issue of Tranche 2 Options to David Graham Morton as a Director</p> <p>Resolution 10 Issue of Tranche 2 Options to Christopher Sweigers Clark as a Director</p> <p>Resolution 11 – Issue of Tranche 2 Options to Paul Richard Williamson as a Director</p> <p>Resolution 12 – Issue of Tranche 3 Options to David Graham Morton as a Director</p>	<p>In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (Resolutions 4 to 14 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 4 to 14 Excluded Party.</p> <p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

<p>Resolution 13 – Issue of Tranche 3 Options to Christopher Sweigers Clark as a Director</p> <p>Resolution 14 – Issue of Tranche 3 Options to Paul Richard Williamson as a Director</p>	
<p>Resolution16 – Renewal of South African Employee Incentive Plan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 40px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 40px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution17 – Approval to Increase Maximum Awards under the Company’s Employee Incentive Plan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 40px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 40px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<p>Resolution 4 – Issue of 2025 Performance Rights to Christopher Sweigers Clark as a Director</p> <p>Resolution 7 – Issue of Tranche 1 Options to Christopher Sweigers Clark as a Director</p> <p>Resolution 10 Issue of Tranche 2 Options to Christopher Sweigers Clark as a Director</p> <p>Resolution 13 – Issue of Tranche 3 Options to Christopher Sweigers Clark as a Director</p>	<p>Christopher Sweigers Clark (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Christopher Sweigers Clark (or his nominee) or those persons.</p>
<p>Resolution 5 – Issue of 2025 Performance Rights to Paul Richard Williamson as a Director</p> <p>Resolution 8 – Issue of Tranche 1 Options to Paul Richard Williamson as a Director</p> <p>Resolution 11 – Issue of Tranche 2 Options to Paul Richard Williamson as a Director</p> <p>Resolution 14 – Issue of Tranche 3 Options to Paul Richard Williamson as a Director</p>	<p>Paul Richard Williamson (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Paul Richard Williamson (or his nominee) or those persons.</p>
<p>Resolution 6 – Issue of Tranche 1 Options to David Graham Morton as a Director</p> <p>Resolution 9 – Issue of Tranche 2 Options to David Graham Morton as a Director</p> <p>Resolution 12 – Issue of Tranche 3 Options to David Graham Morton as a Director</p>	<p>David Graham Morton (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of David Graham Morton (or his nominee) or those persons.</p>
<p>Resolution 16 – Renewal of South African Employee Incentive Plan</p>	<p>A person who is eligible to participate in the South African Employee Incentive Plan or an associate of the person (or his or her nominee) or those persons.</p>

For personal use only

Resolution 17 – Approval to Increase Maximum Awards under the Company’s Employee Incentive Plan

Any person who is eligible to participate in the employee incentive scheme or an associate of the person (or his or her nominee) or those persons.

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 the 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 the directions given by the beneficiary to the holder to vote in that way.

How to vote and ask questions

The Company has decided to hold the Meeting as a virtual meeting. You may vote by proxy or via the Virtual Meeting Facility.

Shareholders will be able to ask questions during the Meeting, in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company whether they are in relation to specific agenda items, about the business in general or questions for the auditor, Hall Chadwick. Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting to:

The Company Secretary
Ground Floor, 388 Scarborough Beach Rd
Osborne Park WA 6018

or via email:
stephen.buckley@rocketdna.com

Voting by proxy

The Company intends to conduct the Meeting virtually via Automic’s platform. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- By following the directions on the Proxy Form;
- By scan and email to meetings@automicgroup.com.au;
- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001; or
- By facsimile to +61 (0)2 8583 3040.

All proxy forms must be received by the Company not later than **9.00am WST on Wednesday, 28 May 2025**.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member’s votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Memorandum;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **9.00am WST on Wednesday, 28 May 2025**.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting. An appointment of corporate representative form can be obtained by via the Company's share registry website – www.automicgroup.com.au.

Voting Virtually and Webcast

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the virtual meeting through an online meeting platform powered by Automic (**Virtual Meeting Facility**), where shareholders will be able to watch, listen, ask questions and vote online.

To attend the Meeting virtually please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the Meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the Meeting to obtain their login details to attend virtually.

Attending the Meeting virtually

To access the virtual Meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting

6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted**

You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy’s authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on ‘**register**’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)8 6245 9194.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast in person by those in attendance at the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 8 of this Notice.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2024, together with the declaration of the directors, the Directors' Report, the Remuneration Report and the auditor's report.

There is no requirement for shareholders to vote on these statements and reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's auditor will be present for discussion purposes on matters of relevance to the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.RocketDNA.com/investors/>

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the company's remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out a company's remuneration arrangements for its directors and senior management. The remuneration report is part of the directors' report contained in the annual financial report of a company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

The Company's 2024 Annual Report, which contains the Remuneration Report, is available on the Company's website www.RocketDNA.com/pages/investors

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

2.3 Previous voting results

The Remuneration Report for the financial year ended 31 December 2023 did not receive a vote of more than 25% against its adoption at the Company's 2024 annual general meeting held on 27 November 2023. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, the Board makes no recommendation regarding this Resolution 1.

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DAVID GRAHAM MORTON AS A DIRECTOR

3.1 General

Pursuant to the clause 14.2 of the Company's Constitution, David Graham Morton, being eligible, offers himself for re-election as a Director.

3.2 Election of David Graham Morton

David Graham Morton, who has served as a Director since 28 March 2023, retires by rotation and seeks re-election.

(a) Qualifications and other material directorships

Mr Morton has the following qualifications: Graduate of the Australian Institute of Company Directors, B. Bus (Accounting), VUT (Victorian University of Technology), Advanced Management Program INSEAD.

Mr Morton had a successful career of 40 years with Westpac Banking Corporation and HSBC. He brings extensive experience as Chairman and Director of ASX-listed and unlisted technology companies operating with global footprints where he has demonstrated his ability to lead building organisational structure, culture and drive top line growth through enterprise level agreements and undertake business combinations and M&A.

Mr Morton was formerly the Non-Executive Chairman of ASX-listed Yojee (ASX:YOJ).

(b) Independence

If re-elected, the Board considers that Mr Morton will be an independent director.

3.3 Technical information required by Listing Rule 14.1A

As noted above, if Resolution 2 is passed, Mr Morton will be re-elected to the Board as an independent Director.

In the event that Resolution 2 is not passed, Mr Morton will not re-join the Board as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company and as a consequence, this may detract from the Board and Company's ability to execute on its strategic vision. Additionally, the Company will have less than the minimum required number of Directors and may be suspended by ASX until a new suitable Director is appointed.

3.4 Directors' Recommendation

The Board considers that Mr Morton's skills and experience will continue to enhance the Board's ability to perform its role.

Accordingly, the Directors (with Mr Morton abstaining) support the re-election of Mr Morton and recommend that you vote in favour of this Resolution 2. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 2.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number

of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10%.

An 'Eligible Entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is not included in the S&P/ASX 300 index and has a market capitalisation of \$300 million or less and is therefore an Eligible Entity for these purposes. The Company's market capitalisation as at 25 March 2025 is \$10.07 million.

This Resolution 3 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

This Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

4.3 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next Annual General Meeting; and
- (iii) the time and date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Capacity Period).

(b) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average market price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in the section 7.2 (b)(i) of this Notice, the date on which the Equity Securities are issued.

(c) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration in which case if undertaken, the Company intends to use funds raised to support the Company's growth strategies and general working capital.

(d) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 25 March 2025.

There is a risk that the market price for the Shares may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A; and the Shares may be issued at a price that is a discount to the market price for the Shares on the issue date.

The table below also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)	Potential Dilution and Funds Raised			
	Issue Price (per Share)	\$0.0055 (50% decrease in Issue Price)	\$0.011 (Issue Price)	\$0.0165 (50% increase in Issue Price)
Variable A 915,523,238	Shares issued – 10% voting dilution	91,552,323	91,552,323	91,552,323
	Funds raised	\$503,537	\$1,007,075	\$1,510,613
(50% increase in Variable A) 1,373,284,857	Shares issued – 10% voting dilution	137,328,485	137,328,485	137,328,485
	Funds raised	\$755,306	\$1,510,613	\$2,265,920
(100% increase in Variable A) 1,831,046,476	Shares issued – 10% voting dilution	183,104,647	183,104,647	183,104,647
	Funds raised	\$1,007,075	\$2,014,151	\$3,021,226

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are 915,523,238 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 25 March 2025 (being \$0.011).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Equity Securities under Listing Rule 7.1A.2**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 24 May 2024.

During the 12-month period preceding the date of the Meeting, being on and from 24 May 2024, the Company issued 65,611,484 Shares pursuant to the Previous Approval (**Previous Issue**), which represents approximately 9.22% of the total diluted number of Equity Securities on issue in the Company on 24 May 2024, which was 711,614,841.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue and Appendix 2A: 7 November 2024
Recipients	The Placement Shares were issued to new and existing Shareholders identified as professional and sophisticated investors under section 708 of the Corporations Act by Morgans Corporate Limited as lead manager to the Placement. None of the Placement Participants were material investors that are required to be disclosed under Guidance Note 21.
Number and Class of Equity Securities Issued	65,611,484 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.013 (1.3 cents) per Share at a 17.8% discount to the 15-day volume weighted average price of \$0.015817 and an 18.75% discount to the closing Market Price on 29 October 2024.
Total Cash Consideration and Use of Funds	Amount raised: \$2,500,000 Use of funds³: The Company intended to use funds raised under the Plan primarily to facilitate the following: Manufacturing and Scaling xBot® Inventory; Selective Business Development Hires; Accelerating Deployment of Drone as First Responder (DFR) Product; Enhancing Software Capabilities and Site Tube Development; Advancing XBot® Product Development (Phase 2); Strengthening Financial Position and Debt Management.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: RKT (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

(g) **Compliance with Listing Rules 7.1A.4 and 3.10.3**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must:

- (i) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and

- (ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

4.4 Voting Exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

4.5 Directors Recommendation

The Directors consider the approval of the 10% Placement Capacity to be in the best interests of the Company and recommend that Shareholders vote in favour of this Resolution 3 to give effect to the approval.

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 3.

5. RESOLUTION 4 AND RESOLUTION 5 – ISSUE OF 2025 PERFORMANCE RIGHTS TO DIRECTORS, CHRISTOPHER SWEIGERS AND PAUL RICHARD WILLIAMSON

5.1 General

Resolution 4 and Resolution 5 seek shareholder approval for the proposed issue of an aggregate of 15,000,000 2025 Performance Rights (**Rights**) to Christopher Sweigers Clark and Paul Richard Williamson, Directors of the Company, (or their nominee/s) on the terms and conditions set out below.

It is proposed that the Directors will receive the following Rights:

- (a) 10,000,000 2025 Performance Rights to Christopher Sweigers Clark (or his nominee/s); and
- (b) 5,000,000 2025 Performance Rights to Paul Richard Williamson (or his nominee/s).

5.2 Director Recommendation

David Morton recommends that Shareholders vote in favour of Resolution 4 and Resolution 5.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions.

5.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of 2025 Performance Rights to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the 2025 Performance Rights are proposed to be issued to two of the three Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the 2025 Performance Rights. Accordingly, Shareholder approval for the issue of 2025 Performance Rights to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

5.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of 2025 Performance Rights falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 and 5 seek the required Shareholder approval for the issue of the 2025 Performance Rights under and for the purposes of Listing Rule 10.11.

5.5 Technical Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the 10,000,000 2025 Performance Rights to Christopher Sweigers Clark within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the 2025 Performance Rights (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the 2025 Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the 2025 Performance Rights under that Resolution.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 5,000,000 2025 Performance Rights to Paul Richard Williamson within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the 2025 Performance Rights (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the 2025 Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 2025 Performance Rights under that Resolution.

5.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 and 5:

- (a) the 2025 Performance Rights will be issued to Christopher Sweigers Clark and Paul Richard Williamson (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as each are a related party of the Company by virtue of being a Director;
- (b) the maximum number of 2025 Performance Rights to be issued is 15,000,000 and will be issued as follows:
 - (i) Christopher Sweigers Clark: is to be issued an aggregate of 10,000,000 2025 Performance Rights being 4,000,000 2025 Performance Rights subject to Milestone 1, 4,000,000 2025 Performance Rights subject to Milestone 2 and 2,000,000 2025 Performance Rights subject to Milestone 3 to be issued; and

- (ii) Paul Richard Williamson: is to be issued an aggregate of 5,000,000 2025 Performance Rights being 2,000,000 2025 Performance Rights subject to Milestone 1, 2,000,000 2025 Performance Rights subject to Milestone 2 and 1,000,000 2025 Performance Rights subject to Milestone 3 to be issued.
- (c) the terms and conditions of the 2025 Performance Rights are set out in Schedule 5 and the performance milestones are set out in Schedule 6;
- (d) the 2025 Performance Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the issue price of the 2025 Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the 2025 Performance Rights;
- (f) the purpose of the issue of the 2025 Performance Rights is to provide a performance linked short-term incentive component in the remuneration package for those executive Directors to motivate and reward their performance as an executive Director and to provide cost effective remuneration enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;
- (g) the Company has agreed to issue the 2025 Performance Rights to those executive Directors as part of their remuneration package as a short-term performance incentive – the Board considers that Performance Rights are an appropriate form of incentive as they align remuneration with the short-term success of the Company, shareholder interests and current market practice;
- (h) the current total remuneration package for Christopher Sweigers Clark is \$241,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights (which have been valued as per Part A of Schedule 4) have an estimated total value of \$110,000. Together, the Options and Performance Rights the subject of Resolutions 4, 7, 10 and 13, have an estimated total value of \$301,167;
- (i) the current total remuneration package for Paul Richard Williamson is \$220,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights (which have been valued as per Part A of Schedule 4) have an estimated total value of 55,000. Together, the Options and Performance Rights the subject of Resolutions 5, 8, 11 and 14, have an estimated total value of \$150,583;
- (j) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in 2025 Performance Rights, Tranche 1 Options, Tranche 2 Options and Tranche 3 Options contemplated by this Notice, are set out below:

As at the date of this Notice

Director	Shares ¹	Options	Performance Rights	Undiluted ²	Fully Diluted
David Graham Morton	19,837,606	1,000,000 ³	-	2.17%	2.23%
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴	14,000,000	1.50%	3.17%
Paul Richard Williamson	6,296,955	-	7,000,000	0.68%	1.42%

Post-issue of the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options to Directors

Director	Shares ¹	Options	Performance Rights
David Graham Morton	19,837,606	1,000,000 ³ 5,000,000 ⁵ 5,000,000 ⁶ 5,000,000 ⁷	-
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴ 10,000,000 ⁵ 10,000,000 ⁶ 10,000,000 ⁷	24,000,000
Paul Richard Williamson	6,296,955	5,000,000 ⁵ 5,000,000 ⁶ 5,000,000 ⁷	12,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: RKT).
2. Based on 915,523,238 Shares on issue as at the date of this Notice.
3. Unquoted Options exercisable at \$0.015 each on or before 24 May 2027.
4. Unquoted Options exercisable at \$0.021 each on or before 30 May 2026.
5. Unquoted Options exercisable at \$0.02 each on 4 years from date of issue.
6. Unquoted Options exercisable at \$0.03 each on 5 years from date of issue.
7. Unquoted Options exercisable at \$0.04 each on 6 years from date of issue.

- (k) if the 2025 Performance Rights issued to the Directors are exercised, a total of 15,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 930,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.57%, comprising 1.04% by Christopher Sweigers Clark and 0.53% by Paul Richard Williamson.

If the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options issued to the Directors are exercised, a total of 75,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 990,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.24%, comprising 1.35% by David Graham Morton, 3.92% by Christopher Sweigers Clark and 1.97% by Paul Richard Williamson;

- (l) the trading history of the Shares on ASX in the 12 months before the date of this Notice are set out below:

	Price	Date
Highest	\$0.018	11 October 2024 & 14 October 2024
Lowest	\$0.006	31 May 2024 & 3 June 2024
Last	\$0.011	25 March 2025

For personal use only

- (m) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 and 5; and
- (n) a voting exclusion statement is included for Resolutions 4 and 5 of this Notice of Meeting.

6. RESOLUTION 6, RESOLUTION 7 AND RESOLUTION 8 – ISSUE OF TRANCHE 1 OPTIONS TO DIRECTORS, DAVID GRAHAM MORTON, CHRISTOPHER SWEIGERS AND PAUL RICHARD WILLIAMSON

6.1 General

Resolution 6, Resolution 7, and Resolution 8 seek shareholder approval for the proposed issue of an aggregate of 20,000,000 Tranche 1 Options to David Graham Morton, Christopher Sweigers Clark and Paul Richard Williamson, the Directors of the Company, (or their nominee/s) on the terms and conditions set out below.

It is proposed that the Directors will receive the following Tranche 1 Options:

- (a) 5,000,000 unlisted Tranche 1 Options exercisable at \$0.02 (2 cents) per Tranche 2 Option on or before 4 years from the date of issue to David Graham Morton (or his nominee/s);
- (b) 10,000,000 unlisted Tranche 1 Options exercisable at \$0.02 (2 cents) per Tranche 2 Option on or before 4 years from the date of issue to Christopher Sweigers Clark (or his nominee/s); and
- (c) 5,000,000 unlisted Tranche 1 Options exercisable at \$0.02 (2 cents) per Tranche 2 Option on or before 4 years from the date of issue to Paul Richard Williamson (or his nominee/s).

6.2 Director Recommendation

In the interests of good governance, as all of the Directors have an interest in the outcome of these Resolutions 6 to 8, the Directors abstain from making a recommendation in relation to these Resolutions.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions 6 to 8.

6.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Tranche 1 Options to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the Tranche 1 Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Tranche 1 Options. Accordingly, Shareholder approval for the issue of Tranche 1 Options to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

6.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;

- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Tranche 1 Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6, 7 and 8 seek the required Shareholder approval for the issue of the Tranche 1 Options under and for the purposes of Listing Rule 10.11.

6.5 Technical Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the 5,000,000 unlisted Tranche 1 Options exercisable at \$0.02 (2 cents) per Tranche 1 Option on or before 4 years from the date of issue to David Graham Morton within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 1 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 1 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Options under that Resolution.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the 10,000,000 unlisted Tranche 1 Options exercisable at \$0.02 (2 cents) per Option on or before 4 years from the date of issue to Christopher Sweigers Clark within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 1 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 1 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Options under that Resolution.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the 5,000,000 unlisted Tranche 1 Options exercisable at \$0.02 (2 cents) per Tranche 2 Option on or before 4 years from the date of issue to Paul Richard Williamson within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 1 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 1 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Options under that Resolution.

6.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6, 7 and 8:

- (a) the Tranche 1 Options will be issued to David Graham Morton, Christopher Sweigers Clark and Paul Richard Williamson (or their nominees), who each fall within the

- category set out in Listing Rule 10.11.1 as each are a related party of the Company by virtue of being a Director;
- (b) the maximum number of Tranche 1 Options to be issued is 20,000,000 and will be issued as follows:
 - (i) David Graham Morton: 5,000,000 Tranche 1 Options to be issued;
 - (ii) Christopher Sweigers Clark: 10,000,000 Tranche 1 Options to be issued; and
 - (iii) Paul Richard Williamson: 5,000,000 Tranche 1 Options to be issued.
 - (c) the terms and conditions of the Tranche 1 Options are set out in Schedule 1;
 - (d) the Tranche 1 Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
 - (e) the issue price of the Tranche 1 Options will be nil. The Company will not receive any other consideration in respect of the issue of the Tranche 1 Options (other than in respect of funds received on exercise of the Tranche 1 Options);
 - (f) the purpose of the issue of the Tranche 1 Options is to provide a performance linked long-term incentive component in the remuneration package for the Directors to motivate and reward their performance as a Director and to provide cost effective remuneration enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;
 - (g) the Tranche 1 Options are unquoted Tranche 1 Options. The Company has agreed to issue the Tranche 1 Options to the Directors subject to Shareholder approval for the following reasons:
 - (i) the Tranche 1 Options are unquoted; therefore, the issue of the Tranche 1 Options has no immediate dilutionary impact on Shareholders; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Tranche 1 Options on the terms proposed;
 - (h) the number of Tranche 1 Options to be issued to each of the Directors has been determined based upon a consideration of:
 - (i) the remuneration of the Directors; and
 - (ii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
 - (i) the current total remuneration package for David Graham Morton is \$60,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 1 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$30,583. Together, the Options the subject of Resolutions 6, 9 and 12, have an estimated total value of \$95,583;
 - (j) the current total remuneration package for Christopher Sweigers Clark is \$241,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 1 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$61,167. Together, the Options and Performance Rights the subject of Resolutions 4, 7, 10 and 13, have an estimated total value of \$301,167;
 - (k) the current total remuneration package for Paul Richard Williamson is \$220,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 1 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$30,583.

Together, the Options and Performance Rights the subject of Resolutions 5, 8, 11 and 14, have an estimated total value of \$150,583;

- (l) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in 2025 Performance Rights, Tranche 1 Options, Tranche 2 Options and Tranche 3 Options contemplated by this Notice, are set out below:

As at the date of this Notice

Director	Shares ¹	Options	Performance Rights	Undiluted ²	Fully Diluted
David Graham Morton	19,837,606	1,000,000 ³	-	2.17%	2.23%
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴	14,000,000	1.50%	3.17%
Paul Richard Williamson	6,296,955	-	7,000,000	0.68%	1.42%

Post-issue of the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options to Directors

Director	Shares ¹	Options	Performance Rights
David Graham Morton	19,837,606	1,000,000 ³ 5,000,000 ⁵ 5,000,000 ⁶ 5,000,000 ⁷	-
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴ 10,000,000 ⁵ 10,000,000 ⁶ 10,000,000 ⁷	24,000,000
Paul Richard Williamson	6,296,955	5,000,000 ⁵ 5,000,000 ⁶ 5,000,000 ⁷	12,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: RKT).
2. Based on 915,523,238 Shares on issue as at the date of this Notice.
3. Unquoted Options exercisable at \$0.015 each on or before 24 May 2027.
4. Unquoted Options exercisable at \$0.021 each on or before 30 May 2026.
5. Unquoted Options exercisable at \$0.02 each on 4 years from date of issue.
6. Unquoted Options exercisable at \$0.03 each on 5 years from date of issue.
7. Unquoted Options exercisable at \$0.04 each on 6 years from date of issue.

- (m) if the Tranche 1 Options issued to the Directors are exercised, a total of 20,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 935,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.04%, comprising 0.49% by David Graham Morton, 1.04% by Christopher Sweigers Clark and 0.51% by Paul Richard Williamson.

The market price for Shares during the term of the Tranche 1 Options would normally determine whether the Tranche 1 Options are exercised. If, at any time any of the Tranche 1 Options are exercised and the Shares are trading on ASX at a price that

is higher than the exercise price of the Tranche 1 Options, there may be a perceived cost to the Company.

If the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options issued to the Directors are exercised, a total of 75,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 990,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.24%, comprising 1.35% by David Graham Morton, 3.92% by Christopher Sweigers Clark and 1.97% by Paul Richard Williamson;

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice are set out below:

	Price	Date
Highest	\$0.018	11 October 2024 & 14 October 2024
Lowest	\$0.006	31 May 2024 & 3 June 2024
Last	\$0.011	25 March 2025

- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 6 to 8; and
- (p) a voting exclusion statement is included for Resolutions 6 to 8 of this Notice of Meeting.

7. RESOLUTION 9, RESOLUTION 10 AND RESOLUTION 11 – ISSUE OF TRANCHE 2 OPTIONS TO DIRECTORS, DAVID GRAHAM MORTON, CHRISTOPHER SWEIGERS AND PAUL RICHARD WILLIAMSON

7.1 General

Resolution 9, Resolution 10, and Resolution 11 seek shareholder approval for the proposed issue of an aggregate of 20,000,000 Tranche 2 Options to David Graham Morton, Christopher Sweigers Clark and Paul Richard Williamson, the Directors of the Company, (or their nominee/s) on the terms and conditions set out below.

It is proposed that the Directors will receive the following Tranche 2 Options:

- (a) 5,000,000 unlisted Tranche 2 Options exercisable at \$0.03 (3 cents) per Tranche 2 Option on or before 4 years from the date of issue to David Graham Morton (or his nominee/s);
- (b) 10,000,000 unlisted Tranche 2 Options exercisable at \$0.03 (3 cents) per Tranche 2 Option on or before 4 years from the date of issue to Christopher Sweigers Clark (or his nominee/s); and
- (c) 5,000,000 unlisted Tranche 2 Options exercisable at \$0.03 (3 cents) per Tranche 2 Option on or before 4 years from the date of issue to Paul Richard Williamson (or his nominee/s).

7.2 Director Recommendation

In the interests of good governance, as all of the Directors have an interest in the outcome of these Resolutions, the Directors abstain from making a recommendation in relation to these Resolutions 9 to 11.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions 9 to 11.

7.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Tranche 2 Options to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the Tranche 2 Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Tranche 2 Options. Accordingly, Shareholder approval for the issue of Tranche 2 Options to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Tranche 2 Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 9, 10 and 11 seek the required Shareholder approval for the issue of the Tranche 2 Options under and for the purposes of Listing Rule 10.11.

7.5 Technical Information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the 5,000,000 unlisted Tranche 2 Options exercisable at \$0.03 (3 cents) per Tranche 2 Option on or before 4 years from the date of issue to David Graham Morton within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 2 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 2 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Options under that Resolution.

If Resolution 10 is passed, the Company will be able to proceed with the issue of the 10,000,000 unlisted Tranche 2 Options exercisable at \$0.03 (3 cents) per Option on or before 4 years from the date of issue to Christopher Sweigers Clark within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing

Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 2 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 2 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Options under that Resolution.

If Resolution 11 is passed, the Company will be able to proceed with the issue of the 5,000,000 unlisted Tranche 2 Options exercisable at \$0.03 (3 cents) per Tranche 2 Option on or before 4 years from the date of issue to Paul Richard Williamson within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 2 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 2 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Options under that Resolution.

7.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 9, 10 and 11:

- (a) the Tranche 2 Options will be issued to David Graham Morton, Christopher Sweigers Clark and Paul Richard Williamson (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as each are a related party of the Company by virtue of being a Director;
- (b) the maximum number of Tranche 2 Options to be issued is 20,000,000 and will be issued as follows:
 - (i) David Graham Morton: 5,000,000 Tranche 2 Options to be issued;
 - (ii) Christopher Sweigers Clark: 10,000,000 Tranche 2 Options to be issued; and
 - (iii) Paul Richard Williamson: 5,000,000 Tranche 2 Options to be issued.
- (c) the terms and conditions of the Tranche 2 Options are set out in Schedule 2;
- (d) the Tranche 2 Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the issue price of the Tranche 2 Options will be nil. The Company will not receive any other consideration in respect of the issue of the Tranche 2 Options (other than in respect of funds received on exercise of the Tranche 2 Options);
- (f) the purpose of the issue of the Tranche 2 Options is to provide a performance linked long-term incentive component in the remuneration package for the Directors to motivate and reward their performance as a Director and to provide cost effective remuneration enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;
- (g) the Tranche 2 Options are unquoted Tranche 2 Options. The Company has agreed to issue the Tranche 2 Options to the Directors subject to Shareholder approval for the following reasons:
 - (i) the Tranche 2 Options are unquoted; therefore, the issue of the Tranche 2 Options has no immediate dilutionary impact on Shareholders; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Tranche 2 Options on the terms proposed;

- (h) the number of Tranche 2 Options to be issued to each of the Directors has been determined based upon a consideration of:
- (i) the remuneration of the Directors; and
 - (ii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
- (i) the current total remuneration package for David Graham Morton is \$60,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 2 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$31,500. Together, the Options the subject of Resolutions 6, 9 and 12, have an estimated total value of \$95,583;
- (j) the current total remuneration package for Christopher Sweigers Clark is \$241,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 2 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$63,000. Together, the Options and Performance Rights the subject of Resolutions 4, 7, 10 and 13, have an estimated total value of \$301,167;
- (k) the current total remuneration package for Paul Richard Williamson is \$220,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 2 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$31,500. Together, the Options and Performance Rights the subject of Resolutions 5, 8, 11 and 14, have an estimated total value of \$150,583;
- (l) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in 2025 Performance Rights, Tranche 1 Options, Tranche 2 Options and Tranche 3 Options contemplated by this Notice, are set out below:

As at the date of this Notice

Director	Shares ¹	Options	Performance Rights	Undiluted ²	Fully Diluted
David Graham Morton	19,837,606	1,000,000 ³	-	2.17%	2.23%
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴	14,000,000	1.50%	3.17%
Paul Richard Williamson	6,296,955	-	7,000,000	0.68%	1.42%

Post-issue of the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options to Directors

Director	Shares ¹	Options	Performance Rights
David Graham Morton	19,837,606	1,000,000 ³ 5,000,000 ⁵ 5,000,000 ⁶ 5,000,000 ⁷	-
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴ 10,000,000 ⁵ 10,000,000 ⁶ 10,000,000 ⁷	24,000,000
Paul Richard Williamson	6,296,955	5,000,000 ⁵ 5,000,000 ⁶	12,000,000

		5,000,000 ⁷	
--	--	------------------------	--

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: RKT).
 2. Based on 915,523,238 Shares on issue as at the date of this Notice.
 3. Unquoted Options exercisable at \$0.015 each on or before 24 May 2027.
 4. Unquoted Options exercisable at \$0.021 each on or before 30 May 2026.
 5. Unquoted Options exercisable at \$0.02 each on 4 years from date of issue.
 6. Unquoted Options exercisable at \$0.03 each on 5 years from date of issue.
 7. Unquoted Options exercisable at \$0.04 each on 6 years from date of issue.
- (m) if the Tranche 2 Options issued to the Directors are exercised, a total of 20,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 935,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.04%, comprising 0.49% by David Graham Morton, 1.04% by Christopher Sweigers Clark and 0.51% by Paul Richard Williamson.
- The market price for Shares during the term of the Tranche 2 Options would normally determine whether the Tranche 2 Options are exercised. If, at any time any of the Tranche 2 Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Tranche 2 Options, there may be a perceived cost to the Company.
- If the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options issued to the Directors are exercised, a total of 75,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 990,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.24%, comprising 1.35% by David Graham Morton, 3.92% by Christopher Sweigers Clark and 1.97% by Paul Richard Williamson;
- (n) trading history of the Shares on ASX in the 12 months before the date of this Notice are set out below:
- | | Price | Date |
|---------|---------|-----------------------------------|
| Highest | \$0.018 | 11 October 2024 & 14 October 2024 |
| Lowest | \$0.006 | 31 May 2024 & 3 June 2024 |
| Last | \$0.011 | 25 March 2025 |
- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 9 to 11; and
- (p) a voting exclusion statement is included for Resolutions 9 to 11 of this Notice of Meeting.

8. RESOLUTION 12, RESOLUTION 13 AND RESOLUTION 14 – ISSUE OF TRANCHE 3 OPTIONS TO DIRECTORS, DAVID GRAHAM MORTON, CHRISTOPHER SWEIGERS AND PAUL RICHARD WILLIAMSON

8.1 General

Resolution 12, Resolution 13, and Resolution 14 seek shareholder approval for the proposed issue of an aggregate of 20,000,000 Tranche 3 Options to David Graham Morton, Christopher Sweigers Clark and Paul Richard Williamson, the Directors of the Company, (or their nominee/s) on the terms and conditions set out below.

It is proposed that the Directors will receive the following Tranche 3 Options:

- (a) 5,000,000 unlisted Tranche 3 Options exercisable at \$0.04 (4 cents) per FY27 Option on or before 4 years from the date of issue to David Graham Morton (or his nominee/s);
- (b) 10,000,000 unlisted Tranche 3 Options exercisable at \$0.04 (4 cents) per FY27 Option on or before 4 years from the date of issue to Christopher Sweigers Clark (or his nominee/s); and
- (c) 5,000,000 unlisted Tranche 3 Options exercisable at \$0.04 (4 cents) per FY27 Option on or before 4 years from the date of issue to Paul Richard Williamson (or his nominee/s).

8.2 Director Recommendation

In the interests of good governance, as all of the Directors have an interest in the outcome of these Resolutions 12 to 14, the Directors abstain from making a recommendation in relation to these Resolutions.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions 12 to 14.

8.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Tranche 3 Options to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the Tranche 3 Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Tranche 3 Options. Accordingly, Shareholder approval for the issue of Tranche 3 Options to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Tranche 3 Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 12, 13 and 14 seek the required Shareholder approval for the issue of the Tranche 3 Options under and for the purposes of Listing Rule 10.11.

8.5 Technical Information required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the 5,000,000 unlisted Tranche 3 Options exercisable at \$0.04 (4 cents) per FY27 Option on or before 4 years from the date of issue to David Graham Morton within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 3 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 3 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Tranche 3 Options under that Resolution.

If Resolution 13 is passed, the Company will be able to proceed with the issue of the 10,000,000 unlisted Tranche 3 Options exercisable at \$0.04 (4 cents) per Option on or before 4 years from the date of issue to Christopher Sweigers Clark within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 3 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 3 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 13 is not passed, the Company will not be able to proceed with the issue of the Tranche 3 Options under that Resolution.

If Resolution 14 is passed, the Company will be able to proceed with the issue of the 5,000,000 unlisted Tranche 3 Options exercisable at \$0.04 (4 cents) per FY27 Option on or before 4 years from the date of issue to Paul Richard Williamson within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 3 Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Tranche 3 Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 14 is not passed, the Company will not be able to proceed with the issue of the Tranche 3 Options under that Resolution.

8.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 12, 13 and 14:

- (a) the Tranche 3 Options will be issued to David Graham Morton, Christopher Sweigers Clark and Paul Richard Williamson (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as each are a related party of the Company by virtue of being a Director;
- (b) the maximum number of Tranche 3 Options to be issued is 20,000,000 and will be issued as follows:
 - (i) David Graham Morton: 5,000,000 Tranche 3 Options to be issued;
 - (ii) Christopher Sweigers Clark: 10,000,000 Tranche 3 Options to be issued; and
 - (iii) Paul Richard Williamson: 5,000,000 Tranche 3 Options to be issued.
- (c) the terms and conditions of the Tranche 3 Options are set out in Schedule 3;
- (d) the Tranche 3 Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

- (e) the issue price of the Tranche 3 Options will be nil. The Company will not receive any other consideration in respect of the issue of the Tranche 3 Options (other than in respect of funds received on exercise of the Tranche 3 Options);
- (f) the purpose of the issue of the Tranche 3 Options is to provide a performance linked long-term incentive component in the remuneration package for the Directors to motivate and reward their performance as a Director and to provide cost effective remuneration enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;
- (g) the Tranche 3 Options are unquoted Tranche 3 Options. The Company has agreed to issue the Tranche 3 Options to the Directors subject to Shareholder approval for the following reasons:
- (i) the Tranche 3 Options are unquoted; therefore, the issue of the Tranche 3 Options has no immediate dilutionary impact on Shareholders; and
- (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Tranche 3 Options on the terms proposed;
- (h) the number of Tranche 3 Options to be issued to each of the Directors has been determined based upon a consideration of:
- (i) the remuneration of the Directors; and
- (ii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
- (i) the current total remuneration package for David Graham Morton is \$60,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 3 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$33,500. Together, the Options the subject of Resolutions 6, 9 and 12, have an estimated total value of \$95,583;
- (j) the current total remuneration package for Christopher Sweigers Clark is \$241,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 3 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$67,000. Together, the Options and Performance Rights the subject of Resolutions 4, 7, 10 and 13, have an estimated total value of \$301,167;
- (k) the current total remuneration package for Paul Richard Williamson is \$220,000 per annum plus statutory superannuation, comprising of directors' fees/salary, together with additional reimbursement benefits. The Tranche 3 Options (which have been valued as per Part B of Schedule 4) have an estimated total value of \$33,500. Together, the Options and Performance Rights the subject of Resolutions 5, 8, 11 and 14, have an estimated total value of \$150,583;
- (l) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in 2025 Performance Rights, Tranche 1 Options, Tranche 2 Options and Tranche 3 Options contemplated by this Notice, are set out below:

As at the date of this Notice

Director	Shares ¹	Options	Performance Rights	Undiluted ²	Fully Diluted
David Graham Morton	19,837,606	1,000,000 ³	-	2.17%	2.23%
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴	14,000,000	1.50%	3.17%
Paul Richard Williamson	6,296,955	-	7,000,000	0.68%	1.42%

Post-issue of the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options to Directors

Director	Shares ¹	Options	Performance Rights
David Graham Morton	19,837,606	1,000,000 ³ 5,000,000 ⁵ 5,000,000 ⁶ 5,000,000 ⁷	-
Christopher Sweigers Clark	13,775,936	2,000,000 ⁴ 10,000,000 ⁵ 10,000,000 ⁶ 10,000,000 ⁷	24,000,000
Paul Richard Williamson	6,296,955	5,000,000 ⁵ 5,000,000 ⁶ 5,000,000 ⁷	12,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: RKT).
2. Based on 915,523,238 Shares on issue as at the date of this Notice.
3. Unquoted Options exercisable at \$0.015 each on or before 24 May 2027.
4. Unquoted Options exercisable at \$0.021 each on or before 30 May 2026.
5. Unquoted Options exercisable at \$0.02 each on 4 years from date of issue.
6. Unquoted Options exercisable at \$0.03 each on 5 years from date of issue.
7. Unquoted Options exercisable at \$0.04 each on 6 years from date of issue.

(m) if the Tranche 3 Options issued to the Directors are exercised, a total of 20,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 935,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.04%, comprising 0.49% by David Graham Morton, 1.04% by Christopher Sweigers Clark and 0.51% by Paul Richard Williamson.

The market price for Shares during the term of the Tranche 3 Options would normally determine whether the Tranche 3 Options are exercised. If, at any time any of the Tranche 3 Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Tranche 3 Options, there may be a perceived cost to the Company.

If the 2025 Performance Rights, Tranche 1 Options, the Tranche 2 Options and the Tranche 3 Options issued to the Directors are exercised, a total of 75,000,000 Shares would be issued. This will increase the number of Shares on issue from 915,523,238 to 990,523,238 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.24%, comprising 1.35% by David Graham Morton, 3.92% by Christopher Sweigers Clark and 1.97% by Paul Richard Williamson;

For personal use only

- (n) trading history of the Shares on ASX in the 12 months before the date of this Notice are set out below:

	Price	Date
Highest	\$0.018	11 October 2024 & 14 October 2024
Lowest	\$0.006	31 May 2024 & 3 June 2024
Last	\$0.011	25 March 2025

- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 12 to 14; and
- (p) a voting exclusion statement is included for Resolutions 12 to 14 of this Notice of Meeting.

9. RESOLUTION 15 – REPLACEMENT OF CONSTITUTION

9.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 15 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (Proposed Constitution) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was last adopted on 28 July 2020.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.rocketdna.com and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

9.2 Summary of the material proposed changes

Issue cap for incentive plans (clause 2.9)

The Proposed Constitution specifies that, for the purpose of section 1100V (issue cap for offers involving consideration) of the Corporations Act, the issue cap percentage is 10%.

Offers of securities pursuant to employee incentive schemes of the Company, that are made for monetary consideration, must comply with the issue cap in section 1100V of the Corporations Act (being 5%) unless the Company's constitution specifies a different cap.

Offers of securities pursuant to employee incentive schemes of the Company, that are not made for monetary consideration, are not subject to an issue cap. However, when calculating the issue cap, all offers of incentives made (including those offers which are not made for monetary consideration) must be taken into account.

Partial (proportional) takeover provisions (clause 17)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of the Proposed Constitution.

Information required by section 648G of the Corporations Act:

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders.

9.3 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 15.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 15.

Note: A copy of the Company's constitution is available for review on the Company's website.

10. RESOLUTION 16 – RENEWAL OF SOUTH AFRICAN EMPLOYEE INCENTIVE PLAN

10.1 General

Resolution 16 seeks Shareholder approval for the renewal of the South African Employee Incentive Plan (**SA Incentive Plan**) for the purposes of the Corporations Act, for Listing Rule 7.2, Exception 13(b), and for all other purposes. The SA Incentive Plan was first adopted by Shareholders on 31 May 2022 and the Company is seeking to renew the SA Incentive Plan.

The aim of the SA Incentive Plan is to allow the Board to attract, motivate and retain eligible employees, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to the Company. It is considered that the adoption of the SA Incentive Plan and the future issue of securities under the SA Incentive Plan will provide selected participants with the opportunity to participate in the future growth of the Company.

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 ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2, Exception 13(b) sets out an exception to Listing Rule 7.1, which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

Pursuant to the Listing Rules, Shareholders must re-approve the SA Incentive Plan and all unallocated securities issuable pursuant to the SA Incentive Plan every three years.

Resolution 16 is an ordinary resolution.

10.2 Information required by Listing Rule 7.2, Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, Exception 13(b), the following information is provided in relation to Resolution 16:

- (a) a summary of the terms of the SA Incentive Plan is set out in Schedule 8 to this Notice of Meeting;
- (b) subsequent to shareholder approval of the SA Incentive Plan on 31 May 2022, the Company has issued 6,500,000 Options under the SA Incentive Plan;
- (c) the maximum number of securities proposed to be issued under the SA Incentive Plan following the approval (if applicable) of this Resolution 16 is 15,000,000; and

a voting exclusion statement is included in this Notice.

10.3 Technical Information required by Listing Rule 14.1A

If this Resolution are passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 9.2 above) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to

that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

11. RESOLUTION 17 – APPROVAL TO INCREASE MAXIMUM AWARDS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN

11.1 General

The Company has adopted an employee incentive scheme called the "RocketDNA Employee Incentive Plan" (**Plan**). The Plan provides an opportunity to eligible participants to participate in the Company's future. Further, the Plan acts as a mechanism to ensure the interests of Shareholders, management and employees of the Company are aligned.

Resolution 17 seeks Shareholder approval to increase the maximum number of Awards that may be issued under the Plan from the present maximum of 30,000,000 Awards to a maximum of 90,000,000 Awards in accordance with Listing Rule 7.2 exception 13(b). A summary of the Plan is set out in Schedule 7. Further details relating to the Listing Rule requirements, including a renewed maximum number of Awards that may be issued, is set out below in this Section 11.

11.2 Listing Rule 7.1

Subject to certain exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.2, Exception 13(b), an issue of Equity Securities under an employee incentive scheme is excluded from the 15% capacity limit imposed by Listing Rule 7.1 if the issue is made under an employee incentive scheme that was approved by the entity's Shareholders within 3 years before the date of issue.

If this Resolution 17 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years which will be treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1 and will be excluded from the 15% capacity limit. If Resolution 17 is not passed, any Equity Securities issued under the Plan that exceed the 15% limit in Listing Rule 7.1 will require the approval of Shareholders, unless the issue falls within one of the exceptions in Listing Rule 7.2.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

11.3 Information required by Listing Rule 7.2, Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, Exception 13(b), the following information is provided in relation to Resolution 17:

- (a) a summary of the terms of the Plan is set out in Schedule 7 to this Notice;
- (b) 4,000,000 Awards have been issued under the Plan since the previous Shareholder approval relating to the Plan on 24 May 2024;
- (c) the maximum number of Awards proposed to be issued under the Plan is 60,000,000 (representing approximately 9.8% of the number of Shares on issue as at the date of this Notice). This maximum number is not intended to be a prediction of the actual number of Awards to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Awards to be issued under the Plan for the purposes of Listing Rule 7.2, exception 13(b). In any event, no Awards will be issued if to do so would contravene any applicable laws, including the issue cap under the Corporations Act which applies to issues for monetary consideration; and
- (d) a voting exclusion statement is included in this Notice.

11.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution 17.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 17.

12. GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4.1.

2025 Performance Right means a performance right which entitles its holder, upon vesting and exercise of that performance right, to a fully paid ordinary share in the Company, subject to the holder satisfying relevant Performance Milestone as set out in section 5.6(b), a summary of the terms of which is set out in Schedule 5.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Award means any Equity Security offered in accordance with the RocketDNA Employee Incentive Plan.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means RocketDNA Limited (ACN 618 678 701).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Group means the Company and its Related Bodies Corporate from time to time.

Group Company means a member of the Group.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means any of a Tranche 1 Option, a Tranche 2 Option and a Tranche 3 Option.

Optionholder means a holder of an Option.

Performance Milestone means the performance milestones attaching to each 2025 Performance Right as set out in Schedule 6 (as applicable).

Performance Rights means performance rights granted by the Company (for the avoidance of doubt, including the 2025 Performance Rights).

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given in section 9 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 31 December 2024.

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

Section means a section of the Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Registry Services.

Tranche 1 Option means an option to acquire a Share with the terms and conditions set out in Schedules 1.

Tranche 2 Option means an option to acquire a Share with the terms and conditions set out in Schedules 2.

Tranche 3 Option means an option to acquire a Share with the terms and conditions set out in Schedules 3.

Variable A means "A" as set out in the formula in Listing Rule 7.1A(2).

Virtual Meeting Facility means the online meeting platform powered by Automic Group.

Volume Weighted Average Market Price in relation to the ordinary fully paid shares of RocketDNA Limited for a particular period, means the volume weighted average price of trading in the ordinary fully paid shares on the ASX market and the Chi-X market over that period on which trades in that class were recorded, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

WST means Australian Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1: TERMS AND CONDITIONS OF TRANCHE 1 OPTIONS

(a) Entitlement

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

(b) Exercise Price

The Options have an exercise price of \$0.02 (2 cents).

(c) Expiry Date

Each Option will expire at 5:00pm (WST) on four years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Vesting Date

The Tranche 1 Options vest in two years after the date of issue provided the holder remains an employee of the Group on that date (**Vesting Date**).

(e) Acceleration

- (i) the Company enters into a scheme of arrangement with its members or any class thereof pursuant to section 411 of the Corporations Act;
- (ii) a Takeover Period (given the meaning set out below) commences;
- (iii) a person or a group of associated persons having a relevant interest in, subsequent to the grant of the Options, sufficient Shares to give it or them the ability in general meeting to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons;
- (iv) any person or corporation having a relevant interest in not less than 90% of the Shares of the Company issues a notice of meeting convening a meeting of shareholders in order to enter into a scheme of arrangement (pursuant to the provisions of the Corporations Act) which, if implemented would result in a person or corporation having a relevant interest in not less than 90% of the Shares; or
- (v) the Board forms the view (acting reasonably) that one of the events set out in (i) – (iv) is likely to occur,)

then, to the extent permitted by the Listing Rules, the Board may declare an Option to be free of any conditions of vesting and exercisable.

Options which are so declared free of any restrictions on vesting and exercisable may be exercised at any time before the Expiry Date.

For the purposes of this item (e), a **Takeover Period** means in relation to a takeover bid in respect of Shares, the period referred to in section 624 of the Corporations Act, provided that where a takeover bid is publicly announced prior to the service of a bidder's statement on the Company in relation to that takeover bid, the takeover period shall be deemed to have commenced at the time of that announcement.

(f) Exercise Period

- (i) All unvested Options will expire on termination of employment for any reason whatsoever.
- (ii) An Option may only be exercised at any time after any applicable Vesting Date and prior to the Expiry Date.

(g) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electric funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be effective notice of the exercise of that Option on and from the date of receipt of the Notice of Exercise and the receipt of the full amount of the Exercise Price for each Option exercised in cleared funds.

The Options may only be exercised in multiples of 500,000 on each occasion.

(h) **Shares issued on exercise**

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

(i) **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.

(j) **Timing of issue of Shares**

After the Exercise Date, the Company must, within, five business days:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

If a notice delivered under paragraph (j)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(k) **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 give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(l) **Adjustment for bonus issues 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.

(m) **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be adjusted according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the Company's Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date of the relevant pro rata issue.
- S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(n) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(o) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(p) **Options not transferable**

The Options will not be transferrable.

(q) **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 registered office.

SCHEDULE 2: TERMS AND CONDITIONS OF TRANCHE 2 OPTIONS

(a) Entitlement

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

(b) Exercise Price

The Options have an exercise price of \$0.03 (3 cents).

(c) Expiry Date

Each Option will expire at 5:00pm (WST) on five years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Vesting Date

The Tranche 2 Options vest in three years after the date of issue provided the holder remains an employee of the Group on that date (**Vesting Date**).

(e) Acceleration

- (i) the Company enters into a scheme of arrangement with its members or any class thereof pursuant to section 411 of the Corporations Act;
- (ii) a Takeover Period (given the meaning set out below) commences;
- (iii) a person or a group of associated persons having a relevant interest in, subsequent to the grant of the Options, sufficient Shares to give it or them the ability in general meeting to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons;
- (iv) any person or corporation having a relevant interest in not less than 90% of the Shares of the Company issues a notice of meeting convening a meeting of shareholders in order to enter into a scheme of arrangement (pursuant to the provisions of the Corporations Act) which, if implemented would result in a person or corporation having a relevant interest in not less than 90% of the Shares; or
- (v) the Board forms the view (acting reasonably) that one of the events set out in (i) – (iv) is likely to occur,)

then, to the extent permitted by the Listing Rules, the Board may declare an Option to be free of any conditions of vesting and exercisable.

Options which are so declared free of any restrictions on vesting and exercisable maybe exercised at any time before the Expiry Date.

For the purposes of this item (e), a **Takeover Period** means in relation to a takeoverbid in respect of Shares, the period referred to in section 624 of the Corporations Act, provided that where a takeover bid is publicly announced prior to the service of a bidder's statement on the Company in relation to that takeover bid, the takeover period shall be deemed to have commenced at the time of that announcement.

(f) Exercise Period

- (i) All unvested Options will expire on termination of employment for any reason whatsoever.
- (ii) An Option may only be exercised at any time after any applicable Vesting Date and prior to the Expiry Date.

(g) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the ExercisePrice for each Option being exercised in Australian currency by electric funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be effective notice of the exercise of that Option on and from the date of receipt of the Notice of Exercise and the receipt of the full amount of the Exercise Price for each Option exercised in cleared funds.

The Options may only be exercised in multiples of 500,000 on each occasion.

(h) **Shares issued on exercise**

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

(i) **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.

(j) **Timing of issue of Shares**

After the Exercise Date, the Company must, within, five business days:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

If a notice delivered under paragraph (j)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(k) **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 give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(l) **Adjustment for bonus issues 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.

(m) **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be adjusted according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the Company's Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date of the relevant pro rata issue.
- S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(n) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(o) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(p) **Options not transferable**

The Options will not be transferrable.

(q) **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 registered office.

SCHEDULE 3: TERMS AND CONDITIONS OF TRANCHE 3 OPTIONS

(a) Entitlement

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

(b) Exercise Price

The Options have an exercise price of \$0.04 (4 cents).

(c) Expiry Date

Each Option will expire at 5:00pm (WST) on six years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Vesting Date

The Tranche 3 Options vest in four years after the date of issue and provided the holder remains an employee of the Group on that date (**Vesting Date**).

(e) Acceleration

- (i) the Company enters into a scheme of arrangement with its members or any class thereof pursuant to section 411 of the Corporations Act;
- (ii) a Takeover Period (given the meaning set out below) commences;
- (iii) a person or a group of associated persons having a relevant interest in, subsequent to the grant of the Options, sufficient Shares to give it or them the ability in general meeting to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons;
- (iv) any person or corporation having a relevant interest in not less than 90% of the Shares of the Company issues a notice of meeting convening a meeting of shareholders in order to enter into a scheme of arrangement (pursuant to the provisions of the Corporations Act) which, if implemented would result in a person or corporation having a relevant interest in not less than 90% of the Shares; or
- (v) the Board forms the view (acting reasonably) that one of the events set out in (i) – (iv) is likely to occur,)

then, to the extent permitted by the Listing Rules, the Board may declare an Option to be free of any conditions of vesting and exercisable.

Options which are so declared free of any restrictions on vesting and exercisable maybe exercised at any time before the Expiry Date.

For the purposes of this item (e), a **Takeover Period** means in relation to a takeoverbid in respect of Shares, the period referred to in section 624 of the Corporations Act, provided that where a takeover bid is publicly announced prior to the service of a bidder's statement on the Company in relation to that takeover bid, the takeover period shall be deemed to have commenced at the time of that announcement.

(f) Exercise Period

- (i) All unvested Options will expire on termination of employment for any reason whatsoever.
- (ii) An Option may only be exercised at any time after any applicable Vesting Date and prior to the Expiry Date.

(g) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the ExercisePrice for each Option being exercised in Australian currency by electric funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be effective notice of the exercise of that Option on and from the date of receipt of the Notice of Exercise and the receipt of the full amount of the Exercise Price for each Option exercised in cleared funds.

The Options may only be exercised in multiples of 500,000 on each occasion.

(h) **Shares issued on exercise**

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

(i) **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.

(j) **Timing of issue of Shares**

After the Exercise Date, the Company must, within, five business days:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

If a notice delivered under paragraph (j)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(k) **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 give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(l) **Adjustment for bonus issues 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.

(m) **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be adjusted according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the Company's Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date of the relevant pro rata issue.
- S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(n) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(o) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(p) **Options not transferable**

The Options will not be transferrable.

(q) **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 registered office.

SCHEDULE 4: VALUATION OF OPTIONS AND PERFORMANCE RIGHTS

Part A – Valuation of Performance Rights

The Performance Rights to be issued pursuant to Resolutions 4 and 5 have been valued by internal management. The 'per security' value of the Performance Rights has been used to arrive at the valuation.

The underlying the Share price of \$0.011, being the closing market price of the Shares on the ASX on 28 March 2025, was used in estimating the value of the Performance Rights.

The total value of the financial benefits (if approved) are estimated to be as follows:

- Christopher Sweigers Clark – \$110,000; and
- Paul Richard Williamson – \$55,000.

Part B – Valuation of Options

The Options to be issued to the Directors pursuant to Resolutions 6 to 14 have been valued using the Hoadley Trading & Investment Tools ESO2 valuation model, and based on the assumptions set out below, the Options were ascribed the following value:

Valuation Inputs	Notes	Tranche 1	Tranche 2	Tranche 3
Number		20,000,000	20,000,000	20,000,000
Valuation Date	1	05-Mar-25	05-Mar-25	05-Mar-25
Spot Price	2	\$0.011	\$0.011	\$0.011
Exercise Price		\$0.020	\$0.030	\$0.040
Vesting Date		5-Mar-27	5-Mar-28	5-Mar-29
Expiry Date		5-Mar-29	5-Mar-30	5-Mar-31
Expected Future Volatility	3	100%	100%	100%
Risk Free Rate	4	3.88%	3.88%	4.36%
Early Exercise Multiple	5	2.5x	2.5x	2.5x
Dividend Yield	6	Nil	Nil	Nil
Valuation		\$0.0061	\$0.0063	\$0.0067
Total Value		\$122,334	\$126,265	\$133,709

1. *Valuation Date* – We have used an indicative valuation date of 5 March 2025.
2. *Spot price* – The closing spot price of RKT on 5 March 2025.
3. *Future volatility* – In assessing the expected future volatility we have considered the historical volatility of RKT's shares over recent trading periods and concluded that a volatility figure of 100% is reflective of the future volatility of RKT's shares over the life of the Options.
4. *Risk Free Rate* – Tranche 1 and 2 utilise the RfR for the 5-year Australian Government Bond as at 5 March 2025, in line with the maximum life of the options. Tranche 3, having a life exceeding the life of the 5-year government bond, utilises the 10-year Australian Government Bond rate as at 5 March 2025.
5. *Early Exercise Multiple* - The early exercise multiple reflects the tendency for the majority of option holders to choose to exercise their options prior to the expiry date. Historical studies suggest that holders typically

their options when the asset price is between 2 to 3 times the exercise price (once all vesting conditions have been met). We have used a mid-point of 2.5x for the purpose of our valuation.

6. *Dividend Yield* – We have assumed a dividend yield is nil as RKT does not expect to pay dividends in the near future.

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

For personal use only

SCHEDULE 5: 2025 PERFORMANCE RIGHTS MATERIAL TERMS

A summary of the key terms is set out below:

- (a) **(Entitlement)** Each Performance Right entitles its holder, upon vesting and exercise of that Performance Right, to a fully paid ordinary Share in the Company on a one-for-one basis.
- (b) **(Performance Milestones)** Each Performance Right is subject to specific Performance Milestones (as set out in Schedule 6; as allocated), which must be satisfied in order for the Performance Right to vest.
- (c) **(No consideration)** The Performance Rights will be issued to each participant for no consideration and, subject to vesting, no consideration will be payable by a participant to exercise a Performance Right.
- (d) **(Lapse)** Unless the Board determines otherwise, a Performance Right will lapse:
 - (i) on the earlier of 30 September 2026 or confirmation that the Performance Milestone has not been satisfied;
 - (ii) if the participant ceases to be an employee and/or a director (as applicable) of a Group Company, unless cessation of employment is due to a Good Leaver Event (as determined by the Board in its sole discretion, including death, Permanent Disablement, Retirement and Redundancy); or
 - (iii) if the participant commits an act of fraud or gross misconduct in relation to the affairs of the Group or is in breach of their material duties or obligations to any Group Company.
- (e) **(Not transferrable)** The Performance Rights will not be transferrable and, consequently, will not be quoted on the ASX.
- (f) **(No additional rights)** The Performance Rights will not confer any:
 - (i) right to vote, except as otherwise required by law;
 - (ii) entitlement to dividends;
 - (iii) right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (iv) right to participate in the surplus profits or assets of the Company upon winding up; and
 - (v) right to participate in new issues of securities (e.g. bonus issues or entitlement issues).
- (g) **(Change of control)** To the extent permitted by the Listing Rules, Performance Rights may vest on a change of control of the Company, notwithstanding that the relevant Performance Milestone has not been achieved.
- (h) **(Anti-dilution)** The terms of the Performance Rights will be adjusted for any reorganisation of the issued capital of the Company to ensure that there is no advantage or disadvantage to the participant.
- (i) **(Exercise Notice)** To exercise a Performance Right, the Participant must deliver a signed Notice of Exercise to the Board.
- (j) **(Taxation)** Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to any grants of Performance Rights under this Offer.

For personal use only

SCHEDULE 6: PERFORMANCE MILESTONES

The 2025 Performance Rights to be issued to the Directors pursuant to Resolutions 4 and 5 are subject to the following relevant milestones (in each case) in accordance with section 5.6(b):

Milestone	Description
<i>Milestone 1</i>	<p>The Company achieving a 30-day VWAP price of \$0.02 (two cents) between the 1 July 2025 and 30 June 2026, as calculated by an external source or other suitable expert.</p> <p>For these purposes, the VWAP of trading in the Company's securities on the ASX market and Chi-X market, excludes block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.</p>
<i>Milestone 2</i>	<p>The Company having revenue of \$10,000,000 between 1 July 2025 and 30 June 2026, excluding:</p> <ul style="list-style-type: none">(i) one-off or extraordinary items;(ii) revenue received in the form of government grants, allowances, rebates or other hand-outs; and(iii) revenue that has been 'manufactured' to achieve the milestone, based on accounts which have been audited or reviewed by an external auditor or other suitable expert.
<i>Milestone 3</i>	<p>The Company establishing a new 'vertical' that contributes an additional \$1,000,000 of revenue between 1 July 2025 and 30 June 2026 based on accounts which have been audited or reviewed by an external auditor or other suitable expert.</p> <p>For these purposes, as at the date of this notice of meeting, the Company's current 'verticals' are: mining; public safety (drone as a first responder).</p>

For personal use only

SCHEDULE 7: EMPLOYEE INCENTIVE PLAN SUMMARY

A summary of the key terms of the Employee Incentive Plan is set out below:

- (a) **(Form of awards)** The Employee Incentive Plan provides for the issue of awards in the form of either options or performance rights to eligible participants.
- (b) **(Eligibility)** Participation in the Employee Incentive Plan will be offered to full time or permanent part-time employees and/or directors of a Group Company.
- (c) **(Terms and conditions)** The Board has the discretion to determine the terms on which options or performance rights under the Plan are issued, including:
 - (i) the number and type of awards to be received by an eligible participant;
 - (ii) whether the awards are satisfied by the delivery of cash on vesting;
 - (iii) in the case of awards that are options, the exercise price, exercise period and expiry date;
 - (iv) whether the awards must be or are able to be satisfied by the payment of cash on exercise or vesting (i.e. the Company paying the participant the market price for the Shares, rather than issuing or transferring the Shares to the participant); and
 - (v) any vesting conditions and/or performance criteria.
- (d) **(Lapse/early vesting)** Other than in special circumstances, awards granted under the Plan will lapse if the participant cease to be employed by a member of the Group before the vesting date. The special circumstances include death, permanent disablement, retirement or redundancy, and in those circumstances some or all of the awards may vest immediately or remain on issue as if the participant remained an employee.
- (e) **(Voting)** Awards granted under the Employee Incentive Plan do not carry any voting rights prior to vesting.
- (f) **(Change of control)** In the event of a change of control, the Board, in its absolute discretion, may determine that some or all of the awards granted under the Employee Incentive Plan vest or lapse.
- (g) **(Trustee)** The Company may appoint a trustee to acquire and hold Shares on behalf of participants, for transfers to future participants or otherwise for the purpose of the Employee Incentive Plan. At this stage, no trustee has been appointed.
- (h) **(Bonus issues and reorganisations of capital)** The Employee Incentive Plan provides for adjustments to be made to:
 - (i) the number of Shares which a participant would be entitled to receive on the exercise of options or vesting of performance rights; or
 - (ii) the exercise price (if any) of options,in the event of a bonus issue (other than an issue of Shares in lieu of dividends or by way of a dividend reinvestment) or a reorganisation of capital.
- (i) **(Other terms)** The Employee Incentive Plan also contains customary and usual terms for dealing with administration, variation, acceleration and termination of the Plan and awards issued under the Plan.

SCHEDULE 8: SOUTH AFRICAN EMPLOYEE INCENTIVE PLAN SUMMARY

A summary of the key terms of the Employee Incentive Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an invitation made on or after 1 October 2022; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.
- Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, the Company shall notify the Participant as soon as practicable on or after the vesting, informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed

by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Cashless exercise of Convertible Securities):** At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (o) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **(Compliance with Applicable Laws):** Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an invitation:

- (i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and
- (ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the invitation is made,

does not exceed:

- (i) if the Constitution specifies an issue cap percentage, that percentage; or
- (ii) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the invitation.

- (r) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (s) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

For personal use only

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

For personal use only

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

For personal use only

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY



If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

RocketDNA Ltd | ABN 17 618 678 701

Your proxy voting instruction must be received by **9.00am (AWST) on Wednesday, 28 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of RocketDNA Ltd, to be held virtually at **9.00am (AWST) on Friday, 30 May 2025** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16 and 17 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16 and 17 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.



STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 ISSUE OF TRANCHE 2 OPTIONS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RE-ELECTION OF DAVID GRAHAM MORTON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 ISSUE OF TRANCHE 2 OPTIONS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
APPROVAL OF 7.1A MANDATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 ISSUE OF TRANCHE 3 OPTIONS TO DAVID GRAHAM MORTON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ISSUE OF 2025 PERFORMANCE RIGHTS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 ISSUE OF TRANCHE 3 OPTIONS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ISSUE OF 2025 PERFORMANCE RIGHTS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 ISSUE OF TRANCHE 3 OPTIONS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ISSUE OF TRANCHE 1 OPTIONS TO DAVID GRAHAM MORTON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 REPLACEMENT OF CONSTITUTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ISSUE OF TRANCHE 1 OPTIONS TO CHRISTOPHER SWEIGERS CLARK AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 RENEWAL OF SOUTH AFRICAN EMPLOYEE INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ISSUE OF TRANCHE 1 OPTIONS TO PAUL RICHARD WILLIAMSON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 APPROVAL TO INCREASE MAXIMUM AWARDS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ISSUE OF TRANCHE 2 OPTIONS TO DAVID GRAHAM MORTON AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; width: 100%; height: 30px;"></div>	<div style="border: 1px solid black; width: 100%; height: 30px;"></div>	<div style="border: 1px solid black; width: 100%; height: 30px;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<div style="border: 1px solid black; width: 100%; height: 25px;"></div>		
Email Address:		
<div style="border: 1px solid black; width: 100%; height: 25px;"></div>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).