29 July 2026

RLG Renewable Energy Projects Acquisition & Placement

Global commerce group RooLife Group Ltd (ASX: RLG) ("**RLG**" or the "**Company**") is pleased to announce that RLG and its wholly owned subsidiary Aurora Advanced Technologies Pty Ltd ("**Aurora**") has entered into a binding term sheet ("**Term Sheet**") pursuant to which Aurora will acquire a renewable energy business ("**Business**") focused on battery energy storage, microgrid and hybrid power solutions (the "**Acquisition**"), accelerating the expansion of RLG's Renewable Energy division from branded products into project origination and delivery.

RLG has also received firm commitments for a $1,060,000 placement at $0.0025 per fully paid ordinary share in the capital of the Company ("**Shares**") to fund and support expansion.

Key Highlights

- Binding term sheet executed to acquire the renewable energy business of Kabunga Holdings Pty Ltd, through RLG's wholly owned renewable energy subsidiary Aurora.
- The Business identifies, originates, develops and delivers battery energy storage (BESS), microgrid and hybrid power solutions for mining, commercial, industrial, utility and government customers internationally.
- Established relationships across the battery value chain, including with battery technology companies, battery systems assemblers and sales and project development partners spanning Australia, East Africa and Europe.
- Business development pipeline including proposed power and battery storage projects and mine-site power purchase agreement opportunities.
- 100% scrip, performance-based consideration consisting of 80,000,000 Shares ("**Upfront Shares**") to be issued subject to shareholder approval within two months of completion of the Acquisition plus up to three tranches of performance rights totalling, 400,000,000 performance rights ("**Performance Rights**"), each convertible into one Share at a deemed issue price of $0.0025 subject to satisfaction of the Business achieving defined revenue contracts totalling in the aggregate $12.5 million with a minimum $1.56 million gross profit contribution.
- Upfront Shares and any Shares issued upon conversion of Performance Rights will be subject to 12-month voluntary escrow; with both the issue of the Upfront Shares and Performance Rights being subject to RLG shareholder approval and other customary conditions.
- Firm commitments received for a placement of 424,000,000 shares at $0.0025 to raise $1,060,000 (before costs) from sophisticated and professional investors, within existing Listing Rule 7.1 and 7.1A capacity.

The Acquisition - Building on RLG's Renewable Energy Division

The Acquisition builds directly on the Renewable Energy division RLG has established as one of its core business verticals operated through its wholly owned subsidiary Aurora.

As previously announced, RLG holds exclusive 10-year marketing and distribution agreements with Chinese manufacturers Genmia, Kemin and Sunda, covering photovoltaic power generation control systems, solar inverters and battery storage units manufactured under OEM arrangements, with RLG holding exclusive global branding and sales rights.

The Acquisition adds project origination and delivery capability to that product platform. RLG's existing agreements provide exclusively branded solar, inverter and battery products; the acquired business brings the customer relationships, development pipeline and delivery partnerships to deploy battery energy storage and hybrid power solutions at project scale. Together they create an integrated renewable energy offering spanning products, projects and long-term energy contracts, consistent with RLG's demand-led, asset-light model.

Under the Term Sheet, Aurora will acquire the contracts, business development pipeline, intellectual property, business records and goodwill of the Business.

Its strategic relationships and agreement include battery technology and manufacturing arrangements for customising and assembling battery systems; sales and distribution arrangements targeting residential, commercial property and data centres) and project origination relationships with operators to fund, install, own and operate mine-site power generation under long-term power purchase agreements.

A summary of the material transaction terms are set out below.

Murdoch University Research Partnership

Enhancing the Acquisition, RLG has entered into a research partnership with Murdoch University, via a Heads of Agreement, to form a strategic research partnership focused on the development and validation of battery management systems (BMS) and inverter control software for battery energy storage and renewable energy systems under Australian operating conditions, focussed on the development of scalable, modular energy solutions for remote, off-grid and grid-connected communities.

Combined with the Acquisition, the Murdoch University partnership creates a pathway for RLG Battery and inverter control technology to be deployed through RLG's project pipeline and delivery partnerships with the acquired business' projects. This partnership further strengthens RLG's positioning to service mining, government and critical infrastructure customers targeted by the acquired business and complements RLG's existing OEM rights over solar inverters and battery storage products.

Professor Peter Eastwood, Deputy Vice Chancellor for Research and Innovation at Murdoch University commented, "*Murdoch University is excited to partner with RLG to support the development and validation of Australian-designed battery management and inverter control technologies for local operating conditions. Led by Professor Chris Lund and our renewable energy research team, this collaboration brings together research expertise and industry capability to accelerate the deployment of scalable energy solutions for remote, off-grid and grid-connected communities, while strengthening Australia's sovereign energy innovation capability*."

Capital Raising

RLG is pleased to advise that it has received firm commitments from sophisticated and professional investors (within the meaning of section 708 of the *Corporations Act 2001* (Cth)) for a placement of 424,000,000 new Shares at an issue price of $0.0025 per Share ("**Placement Shares**"), to raise $1,060,000 before costs ("**Placement**"). The issue price represents a premium of 25% to the last traded share price of $0.0020 on 24 July 2026 and a premium of 12.5% to the 15-day volume weighted average price at which Shares were traded of $0.0022.

The Placement Shares will be issued within the Company's existing placement capacity, with 283,274,335 shares to be issued under ASX Listing Rule 7.1 and 140,725,665 shares to be issued under ASX Listing Rule 7.1A.

Settlement of the Placement is expected to occur on or about 6 August 2026. The Placement was managed by SP Corporate Advisory Pty Ltd as exclusive lead manager and will receive a fee of 6% (plus GST) of the funds raised.

Proceeds of the Placement will be applied to fund and support the expansion of RLG's renewable energy projects and market presence, transaction costs associated with the Acquisition and general working capital.

Transaction Structure and Terms

The total consideration payable under the Term Sheet is set out below:

- The Upfront Shares comprising of 80,000,000 Shares at a deemed issue price of $0.0025 per Share (amounting to a deemed value of $200,000). Once issued the Upfront Shares will be subject to a 12-month voluntary escrow.
- A total of 400,000,000 Performance Rights comprising of:
  - Tranche 1 performance rights: 80,000,000 each convertible into a Share subject to and conditional upon the Business securing a $2.5 million revenue contract and delivering $312,500 gross profit.
  - Tranche 2 performance rights: 160,000,000 each convertible into a Share subject to and conditional upon the Business securing an additional $5.0 million revenue contract delivering $625,000 gross profit; and
  - Tranche 3 performance rights: 160,000,000 each convertible into a Share subject to and conditional upon the Business securing a further $5.0 million revenue contract delivering $625,000 gross profit.

  Any Shares issued on conversion of the Performance Rights will subject to a 12 month voluntary escrow period.

The issue of the Upfront Shares and Performance Rights is subject to the Company having sufficient capacity under Listing Rule 7.1 or obtaining shareholder approval in respect of the issue. In that regard, the Company is required to obtain shareholder approval in connection with the issue of the Upfront Shares and the Performance Rights within 2 months of completion of the Acquisition.

Approximately 83% of the total consideration vests only on the delivery of contracted revenue and gross profit outcomes.

Completion of the Acquisition is subject to conditions precedent including completion of due diligence, novation or assignment of the business contracts, RLG shareholder approval of the issue of the consideration securities and any other required regulatory approvals, with a sunset date of 30 September 2026.

The Term Sheet includes customary provisions for a document of its nature including vendor warranties, conduct of the Business pending completion and restraint of trade provisions imposed upon the vendor post completion.

Management Commentary
Bryan Carr, Managing Director of RLG said:
"This Acquisition marks an important milestone in our strategy to build RLG's Renewable Energy division, ***Aurora Advanced Technologies****, into a fully integrated business - from our exclusively branded solar, inverter and battery products through to the origination and delivery of energy storage and hybrid power projects.*

The energy transition in mining and industry is one of the largest demand opportunities in our markets, and this business brings the relationships, pipeline and delivery partnerships to convert that demand at project scale for RLG's own branded products and those supplied via our key business partnerships.

Importantly, the structure aligns interest with the consideration entirely scrip, escrowed and overwhelmingly performance-based - the vendor is rewarded only as contracted revenue and gross profit are delivered.

Combined with our existing OEM product, RLG now spans the renewable energy value chain from product to project. We look forward to updating the market as the transaction and the pipeline progress."

ENDS

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About RLG

RLG (ASX:RLG) is a data-driven commerce company focused on identifying demand for high-margin products and rapidly deploying them into the world's fastest-growing markets. With a focus on China, Australia and India, RLG leverages market data, supplier networks and multi-channel sales infrastructure to deliver products across consumer goods, food & beverage and renewable energy sectors. The Company's model enables speed to market, margin optimisation and scalability without warehousing costs.