

Recoilless Technologies International
Corp. Limited.

XXI Century Pioneer of Recoilless Weapons
Technology
ACN 092 154 857 ABN 31 092 154 857



Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at
Hemisphere Conference Centre & Hotel, 488
South Road, Moorabbin, Victoria, Australia
on 4 November 2005 commencing at 7.00pm.**

**This Notice of Annual General Meeting and Explanatory
Statement must be read in its entirety. If Shareholders are in
doubt as to how they should vote, they should seek advice
from their accountant, solicitor or other professional adviser
without delay.**

Unit 18/595 Chandler Road, Keysborough, Victoria 3173

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Notice of AGM 051013



The 2005 Annual General Meeting of Recoilless Technologies International Corp. Limited (ACN 092 154 857) will be held at Hemisphere Conference Centre & Hotel, 488 South Road, Moorabbin, Victoria, Australia on Friday 4 November 2005 commencing at 7.00pm. Shareholders of Recoilless Technologies International Corp. Limited are invited to arrive at 6.30pm and be seated to enable proceedings to commence promptly at 7.00pm.

ORDINARY BUSINESS

Item 1 – Financial Report

To receive and consider the Financial Report for the year ending 30 June 2005. (*Refer to Annexure A of the Explanatory Statement*)

Item 2 – Independent Audit Report

To receive and consider the Independent Audit Report for the year ending 30 June 2005. (*Refer to Annexure B of the Explanatory Statement*)

Item 3 – Directors' Report

To receive and consider the Directors' Report. (*Refer to Annexure C of the Explanatory Statement*)

ORDINARY RESOLUTIONS

Item 4 – Election of Director: Mr Richard Giza

That Mr Richard Giza who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure D of the Explanatory Statement.

Item 5 – Election of Director: Mr Joseph Vella

That Mr Joseph Vella who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure E of the Explanatory Statement.



Item 6 – Election of Director: Mr John W. Murray

That Mr John W. Murray who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure F of the Explanatory Statement.

Item 7 – Election of Director: Mr Adam J. Vella

That Mr Adam J. Vella who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure G of the Explanatory Statement.

Item 8 – Election of Director: Major General Peter J. Dunn, AO (Retd.)

That Major General Peter J. Dunn, AO (Retd.) who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure H of the Explanatory Statement.

Item 9 – Election of Director: Brigadier Stephen H. Ayling, AM (Retd.)

That Brigadier Stephen H. Ayling, AM (Retd.) who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure I of the Explanatory Statement.

Item 10 – Election of Director: Professor Ross E. Babbage

That Professor Ross E. Babbage who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure J of the Explanatory Statement.

Item 11 – Election of Director: Mr Douglas A. Kelley

That Mr Douglas A. Kelley who retires as a Director in accordance with Clause 67 of the Company's Constitution, be re-elected as a Director in accordance with Clause 70 of the Company's Constitution. A brief profile is provided in Annexure K of the Explanatory Statement.



EXPLANATORY STATEMENT

This Explanatory Statement forms part of this notice of Annual General Meeting and must be read in conjunction with it by Shareholders.

PROXIES

Please note that:

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

The enclosed loose-leaf proxy form provides further details on appointing proxies and lodging proxy forms. For a proxy form to be effective, it must be received by Recoilless Technologies International Corp. Limited:

in person at the Company's registered office:

Recoilless Technologies
International Corp. Limited
Registered Office
18/595 Chandler Road
Keysborough VIC 3173
AUSTRALIA

by mail:

The Company Secretary
Recoilless Technologies
International Corp. Limited
PO Box 4406
Dandenong South VIC 3164
AUSTRALIA

or by facsimile to the Company on +61 3 9769 1606.



VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm AEST 2 November 2005. Accordingly, transactions registered and proxy forms received after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Annual General Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to be 'Getha Somasundaram', written over a faint, large watermark of the RTI logo.

Getha Somasundaram
Company Secretary
13 October 2005



**ANNEXURE D – MR RICHARD GIZA; EXECUTIVE DIRECTOR, CHAIRMAN, CEO
AND TECHNOLOGY ARCHITECT**



Mr Richard Giza has been an Executive Director of Recoilless Technologies International Corp. Limited since the Company's inception on 23 March 2000.

Mr Giza has responsibility for research and development, architecture and technology engineering in addition to maintaining Company's vision and goals and overseeing the global operations of Recoilless Technologies International Corp. Limited. He has had a long interest in military affairs, weapons and weapons technology, leading him to his current research into recoilless technologies.



ANNEXURE E – MR JOSEPH VELLA; EXECUTIVE DIRECTOR



Mr Joseph Vella has been an Executive Director of Recoilless Technologies International Corp. Limited since 13 February 2001.

Mr Vella has extensive experience in the retail petroleum and sand mining industries and has previously held an interest in an earth-moving and excavating venture.

Mr Vella is an entrepreneur and is currently involved in several businesses. He has worked closely with Mr Richard Giza in the development of models which eventually lead to working prototypes incorporating Recoilless Technology. Mr Vella's main responsibility within Recoilless Technologies International Corp. Limited has been fundraising, which to date has been very successful.

For the past eighteen years Mr Vella has been a member of the Australian Clay Target Association where he has been involved in committee management and regular weekend competitions. He is also the father and coach of the 2004 Olympic trap shooting bronze medallist and current World Cup Champion.



ANNEXURE F – MR JOHN W. MURRAY; VICE CHAIRMAN AND NON-EXECUTIVE DIRECTOR



Mr John W. Murray joined the Board of Recoilless Technologies International Corp. Limited on 3 March 2005.

Mr Murray has over 15 years senior management experience in banking and financial services. He is currently a Senior Manager with the National Australia Bank and a Director of two National Bank subsidiary company Boards. He is also a Director of the Australasian Compliance Institute and Graduate Member of the Australian Institute of Company Directors.

Mr Murray is a Fellow of the Institute of Legal Executives, Associate of the Victorian Law Institute and Associate Fellow of the Australian Institute of Management.

He is a Graduate in business from Deakin University majoring in the areas of management, psychology and law.

Mr Murray brings extensive blue chip corporate expertise in compliance, risk and governance.



ANNEXURE G –MR ADAM J. VELLA; NON-EXECUTIVE DIRECTOR



Mr Adam J. Vella joined the Board of Recoilless Technologies International Corp. Limited on 13 March 2005.

Mr Vella is a member of the Australian and Olympic Clay Target Shooting Team. His successes include an Olympic Bronze in Athens, Commonwealth Games Gold and Silver, two World Cup Final Gold medals, four World Cup Gold's three Silver and two Bronze. He is also the only shooter that has been ranked number one in the World in two disciplines at the same time.

Since 1996 Mr Vella has been managing his own plumbing business servicing commercial properties in the petroleum industry in the Melbourne Metropolitan area. Between 1996 and 2000, Mr Vella was an Executive Director of McIntyre Target Products Pty Ltd and Rio Oceania Pty Ltd. Both businesses imported and distributed clay targets and ammunition Australia Wide. Mr Vella's associations, which include contacts with worldwide media and global armaments companies, make him a vital liaison for RTI.



ANNEXURE H – MAJOR GENERAL PETER J. DUNN, AO (RETD.); NON-EXECUTIVE DIRECTOR



Major General Peter J. Dunn, AO (Retd.) joined the Board of Recoilless Technologies International Corp. Limited on 17 June 2005.

In November 2003 the ACT Government appointed Major General Dunn as the inaugural Commissioner of the ACT Emergency Services Authority. The Authority, consisting of Ambulance, Urban Fire Brigade, Rural Fire Brigade and ACT State Emergency Service, was established as a result of recommendations made following the disastrous fires in Canberra in January 2003.

Major General Dunn also worked in the Department of Defence and was responsible for major corporate and supply chain information systems. Immediately prior to his appointment, Major General Dunn served in the Australian Army where he saw active service in Vietnam and also served in Singapore, the United Kingdom and the United States of America. Highlights of Major General Dunn's military career were his command appointments in combat elements of the Army, heading the Australian Defence Force Personnel Executive and working to establish the Defence Materiel Organisation.

In senior military appointments Major General Dunn was engaged in major change management roles.

Major General Dunn is currently active as a Director on a number of Boards in the public sector.



ANNEXURE I – BRIGADIER STEPHEN H. AYLING, AM (RETD.); NON-EXECUTIVE DIRECTOR



Brigadier Stephen H. Ayling, AM (Retd.) joined the Board of Recoilless Technologies International Corp. Limited on 17 June 2005.

Brigadier Ayling brings the benefit of an extensive military and security background to the Board of Recoilless Technologies International Corp. Limited. His expertise and experience in operations has reinforced the importance of thorough teamwork, planning, evaluation and coordination. He promotes these characteristics and the creation of partnerships as the ingredients of success.

Brigadier Ayling enjoyed many adventures in a 30-year career in the Australian Army. He retired in 2002 with the rank of Brigadier, with proven performance in a variety of operational and planning appointments. On retirement he established his own company and worked with a variety of organisations and industry sectors as a consultant.

He now works in the developing field of all hazards emergency management operations for both domestic and international situations.

Brigadier Ayling has the aptitude and enthusiasm to participate in new technology projects and to support their transformation into viable capabilities. His expertise within the corporate business, business and workplace levels will support this new exciting endeavour.



ANNEXURE J – PROFESSOR ROSS E. BABBAGE; NON-EXECUTIVE DIRECTOR



Professor Ross E. Babbage joined the Board of Recoilless Technologies International Corp. Limited on 17 June 2005.

Professor Babbage is the Managing Director of Strategy International (ACT) Pty Ltd, a defence consulting and education service delivery organisation.

Professor Babbage is also Chairman of The Kokoda Foundation, a non-for-profit organisation connected to researching Australia's most difficult future security challenges. In addition, Professor Babbage is a Council Member of the International Institute for Strategic Studies in London and an Adjunct Professor in strategic and defence studies at the Australian National University.

Professor Babbage has wide-ranging expertise in international security affairs. He has held several senior positions in the Australian Public Service including Head of Strategic Analysis in the Office of National Assessments and has led the branch in the Department of Defence responsible for ANZUS policy. Professor Babbage was Assistant Secretary Force Development in the late 1980's, carrying responsibility for the analysis of all major defence capability proposals and the preparation of recommendations for the senior Defence committees and for Cabinet.

From 1986 to 1990 he was Deputy Head of the Strategic and Defence Studies Centre at the Australian National University. Through the 1990's Professor Babbage worked with ADI Limited, Australia's largest defence company. In the late 1990's he served as Corporate Executive Strategic Analysis, carrying primary responsibility for the company's longer term thinking and planning. In 2000 he was appointed the inaugural Director of the Centre for International Strategic Analysis in Perth. In 2003 and 2004 he served as Head of the Strategic and Defence Studies Centre at the Australian National University.



ANNEXURE K – MR DOUGLAS A. KELLEY; NON-EXECUTIVE DIRECTOR



Mr Douglas A. Kelley joined the Board of Recoilless Technologies International Corp. Limited on 17 June 2005.

Mr Kelley is a well respected trial attorney who has been involved in several high-profile cases. He is the President and partner of the firm Kelley & Wolter in Minneapolis, Minnesota, USA. He is a graduate of the University of Minnesota Law School and a past president of the Law Review.

Mr Kelley possesses substantial military and political experience, having been a member of the USA Army Green Berets and Chief-of-Staff to the Chairman of the USA Senate Select Committee on intelligence. As a senior member of the Republican Party, Mr Kelley was also his party's Candidate for Governor of Minnesota.

Mr Kelley is the key link in developing relationships between RTI and defence companies in the USA.

Mr Kelley is a member of the Board of Directors of Recoilless Technologies International Corp. Limited but will not act as an attorney for, or legal advisor to, the Company.