



RECOILLESS TECHNOLOGIES INTERNATIONAL CORP. LIMITED

XXI Century Pioneer of Recoilless Technologies

ACN 092 154 857

**NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT**

2010 FINANCIAL YEAR

Annual General Meeting to be held at **HEMISPHERE CONFERENCE CENTRE**, 488 South Road, Moorabbin, Victoria, Australia on **THURSDAY 31 MARCH 2011** 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.



2010 ANNUAL GENERAL MEETING

The 2010 Annual General Meeting of Recoilless Technologies International Corp. Limited (ACN 092 154 857) will be held at Hemisphere Conference Centre, 488 South Road, Moorabbin, Victoria, Australia on Thursday 31 March 2011 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

Ordinary Business Item 1 – Financial Report

To receive and consider the Financial Report for the year ending 30 June 2010 incorporating the Independent Audit Report.

Refer to Annexure A of the Explanatory Statement.

Ordinary Business Item 2 – Directors’ Report

To receive and consider the Directors’ Report for the year ending 30 June 2010.

Refer to Annexure B of the Explanatory Statement.

SPECIAL RESOLUTIONS

Special Resolution 1 – Remuneration of Auditor

To consider and if thought fit, pass the following special resolution:-

“That the members ratify the Directors resolution that Whelan & Cook be remunerated an amount of \$31,000 plus GST for the financial year end audit including reviewing the accounts.”

ORDINARY RESOLUTIONS

Ordinary Resolution 1 - Election of Director: Mr Richard Giza

To consider and if thought fit, pass the following as an Ordinary Resolution:-

“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. “

Refer to Annexure C of the Explanatory Statement.

Ordinary Resolution 2 - Election of Director: Mr Joseph Vella

To consider and if thought fit, pass the following as an Ordinary Resolution:-

“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. “

Refer to Annexure D of the Explanatory Statement.

Ordinary Resolution 3 - Election of Director: Miss Janeen Cooke

To consider and if thought fit, pass the following as an Ordinary Resolution:-

“That Miss Janeen Cook be elected as a Director 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. “

Refer to Annexure E 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.

A loose leaf proxy form has been included with the notice of Annual General Meeting and provides further details on appointing proxies and lodging proxy forms. For a proxy form to be effective, it must be received by the Company Secretary of Recoilless Technologies International Corp. Limited by close of business **Tuesday 29 March 2011**:

in person at the Company's registered office:

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

by mail:

Recoilless Technologies
International Corp. Limited
PO Box 4406
Dandenong South VIC 3164
Australia

by email:

admin@rticl.com

or by facsimile:

+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 as set out in the register of Shareholders as at **5.00pm AEDT 29 March 2011**. Accordingly, transactions registered and proxy forms received after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

QUESTIONS FOR THE AUDITOR

A loose leaf form has been included with the notice of Annual General Meeting for Shareholders to outline questions they have for the Auditor. In order for questions to be addressed by the Auditor at the Annual General Meeting, and at the Auditors request, all questions must be received by Recoilless Technologies International Corp. Limited by close of business **Tuesday 29 March 2011**.



QUESTIONS FOR THE BOARD

A loose leaf form has been included with the notice of Annual General Meeting for Shareholders to outline questions they have for the Board of Recoilless Technologies International Corp. Limited. To assist with an efficient question and answer period following formalities at the Annual General Meeting, it would be appreciated if all questions to be addressed by the Board at the Annual General Meeting are received by Recoilless Technologies International Corp. Limited by close of business **Tuesday 29 March 2011**.

By Order of the Board

A handwritten signature in black ink, appearing to read "J. Cooke", written in a cursive, flowing style.

Janeen Cooke
Company Secretary
9 March 2011

THIS SPACE INTENTIONALLY LEFT BLANK



ORDINARY BUSINESS

Annexure A – Ordinary Business Item 1 ‘Financial Report’

The audited Financial Report for the financial year ended 30 June 2010 will be available for viewing and downloading from the RTICL website (www.rticl.com/pdf/financialreport2010.pdf).

Annexure B – Ordinary Business Item 2 ‘Directors’ Report’

The Directors Report for the financial year ended 30 June 2010 is included within the Financial Report for year ended 30 June 2010 and will be available for viewing and downloading from the RTICL website (www.rticl.com/pdf/financialreport2010.pdf).

Note:// If shareholders experience any difficulties in viewing or downloading the Financial Report a printed copy can be mailed upon request by contacting RTICL by email admin@rticl.com or by phone +61 3 9769 0770.

ORDINARY RESOLUTIONS

Annexure C – Ordinary Resolution 1 ‘Election of Director: Mr Richard Giza’



Mr Giza has been an Executive Director of RTICL since the Company's inception in March 2000.

Mr Giza, founder of RTICL, is responsible for the research and development, architecture and engineering of the technology, in addition to maintaining RTICL's vision and goals and overseeing the global operations of the Company.

Mr Giza's diverse background, and his involvement with both private and professional shooting associations worldwide, as well as experience with political and social movements, gives him the necessary skills and advantages to foster not only his research but face the challenges that RTICL may encounter and lead the Company into a very exciting future and new innovative areas of technological advancement.

Annexure D – Ordinary Resolution 2 ‘Election of Director: Mr Joseph ‘Vella



Mr Vella has been an Executive Director of RTICL since February 2001.

Mr Vella is a hands on entrepreneur with experience and interests in several businesses including the automotive industry and associated industries. As a founding director with Mr Giza, he has assisted with the development of models which led to working prototypes incorporating the Recoilless Technology. Mr Vella has been primarily responsible for RTICL fundraising and the protection of the Recoilless Technology to date.

Mr Vella's motivation is a testament to his belief in RTICL and is a source of continuous aspiration for other members of the Company.

Annexure E – Ordinary Resolution 3 ‘Election of Director: Miss Janeen Cooke’



Miss Janeen Cooke has had over 25 years experience working in both large and small companies in financial and administrative roles therefore she has a deep knowledge of the facets of running an efficient and productive company.

For the past 8 years, Miss Cooke has been managing her own business, presenting the powers of positive thinking to large groups of people, including organisations, and demonstrating how a positive ‘can-do’ attitude can change your life and therefore have a positive impact within the workplace. Miss Cooke has put this business on hold to devote her attention to assisting RTICL move into the next level of commercialisation and is enthusiastic about growing with the company to achieve many exciting short and long term objectives.