

## Annual General Meeting – 26 August 2024 at 2:00pm (Sydney time)

RocketBoots Limited (**Company**) (ASX: ROC) is pleased to provide notice that the Annual General Meeting (Notice of **Annual General Meeting, AGM** or **Meeting**) of members will be held on Monday 26 August 2024 at 2:00pm (Sydney time). The Meeting will be conducted as follows:

### Attendance in Person only

Shareholders will only be able to attend the AGM in person at Level 1, 6-10 O'Connell Street, Sydney NSW 2000.

The Notice of AGM, accompanying Explanatory Statement and the Annual Report (**Meeting Materials**) will be made available to Shareholders electronically. To access the Meeting Materials, use the following link: <https://www.rocketboots.com/investors>. Alternatively, the Meeting Materials have been posted on the Company's ASX market announcements page.

In accordance with sections 110C-110K of the *Corporations Act 2001 (Cth)*, as amended by the *Corporations Amendment (Meetings and Documents) Act 2023 (Cth)*, physical copies of the Notice of AGM, Explanatory Statement and the Annual Report will not be circulated unless otherwise requested by a Shareholder (after the date of this notice) no later than 24 August 2024, or a Shareholder has previously elected to receive physical communications from the Company.

### Proxy Forms

The Company strongly encourages Shareholders to lodge a completed Proxy Form in accordance with the Notice of AGM. Nonetheless, votes may also be cast during the Meeting. Further details of how to participate in the Meeting are set out in the Notice of AGM.

### AGM Questions

Shareholders may ask questions during the AGM. Shareholders are also encouraged to submit written questions in advance of the Meeting by emailing them to [investors@rocketboots.com](mailto:investors@rocketboots.com). The Company's auditor will also attend the AGM.

### About RocketBoots

RocketBoots helps retail banks and retailers deliver the best possible customer service at the lowest cost using AI to fill critical data gaps from existing workforce, customer experience and loss prevention management systems. RocketBoots ([www.rocketboots.com](http://www.rocketboots.com)) portfolio of software:

- Retail banking branch & digital channel service optimisation
- Retail checkout service optimisation
- Stemming loss at self checkouts & counter checkouts

### End of Announcement

Authorised for release by the Board of RocketBoots Limited

For further information contact Cameron Petricevic (Company Secretary & Non-Executive Director) by email at [investors@rocketboots.com](mailto:investors@rocketboots.com)



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FAST • FOCUS • FUTURE

## Notice of Annual General Meeting and Explanatory Statement

*The Annual General Meeting of*

***ROCKETBOOTS LIMITED***

*ACN 165 522 887*

*will be held at*

*2:00pm Sydney time on 26 August 2024*

*at*

*RocketBoots Limited*

*Level 1, 6-10 O'Connell Street, Sydney 2000*

### **Attendance in person only**

Shareholders will be able to attend the AGM in person at Level 1, 6-10 O'Connell Street, Sydney 2000.

Meeting registration commences at 1:30pm (Sydney time) on 26 August 2024

### **Voting**

Shareholders are strongly encouraged to vote by submitting a Proxy Form in accordance with the Notice of AGM.

This Notice of AGM and Explanatory Statement should 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 advisor without delay.

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# ROCKETBOOTS LIMITED

ACN 165 522 887

Registered office: Level 1, 6-10 O'Connell Street, Sydney New  
South Wales 2000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM or Meeting) of Members of RocketBoots Limited (Company) will be held at 2:00pm (Sydney time) on 26 August 2024. Shareholders will only be able to attend the AGM in person.

## AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in detail the matters to be considered. Please read this Notice, the Explanatory Statement and the Proxy Form in its entirety.

### ORDINARY BUSINESS

#### Receipt and consideration of Accounts & Reports

To receive and consider the Financial Report of the Company and the related reports of the Directors (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2024.

*Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business.*

#### Resolution 1: Adoption of Remuneration Report

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

*"That for the purposes of section 250R(2) of the Corporations Act 2001(Cth) and for all other purposes, the Remuneration Report (included in the Directors' Report) for the year ended 30 June 2024 be adopted."*

*Note: Section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.*

#### Resolution 2: Re-election of Karl Medak as a Director of the Company

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

*"That Karl Medak, who retires in accordance with the Company's Constitution and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."*

#### Resolution 3: Re-election of Professor Hugh Bradlow as a Director of the Company

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

*"That Hugh Bradlow, who retires in accordance with the Company's and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."*

#### Resolution 4: Ratification of prior issue of 10,400,000 Shares

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

*"That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 10,400,000 Shares, in the Company issued on 20 May 2024 on the terms and conditions more particularly*

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*described in the Explanatory Statement.”*

A voting exclusion statement applies with respect to this resolution.

#### **Resolution 5: Approval of issue of 800,000 Advisor Options**

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

*“That for the purposes of Listing Rule 7.1 and 7.2 Exception 17, and for all other purposes, Shareholders approve the issue and allotment of 400,000 unlisted options in the Company (**Advisor Options**) to each of Twyford Hawk Limited and JLO Enterprises Pty Ltd < Callanan Family AVC> on the terms and conditions more particularly described in the Explanatory Statement.”*

A voting exclusion statement applies with respect to this resolution.

#### **Resolution 6: Renewal of approval of Equity Incentive Plan**

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

*“That, for the purposes of Listing Rule 7.1 and 7.2 Exception 13(b), section 259B(2) of the Corporations Act 2001 (Cth) and all other purposes, the Shareholders renew the approval of the Company’s existing Equity Incentive Plan and to issue securities under that plan, on the terms and conditions described in the Explanatory Statement from time to time.”*

A voting exclusion statement applies with respect to this resolution.

#### **Resolution 7: Approval of 10% Placement Facility**

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

*“That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders authorise the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Statement.”*

A voting exclusion statement applies with respect to this resolution.

By order of the Board

Dated: 25 July 2024

## Notes

- 1. Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
- 2. Voting:** The Company has determined that for the purposes of the AGM, shares will be taken to be held by the persons who are registered as holding the shares at 2:00 pm (Sydney time) 2 days before the date of the AGM. Only those persons will be entitled to vote at the AGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.
- 3. Voting Exclusion Statements**

### Resolution 1

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a member, unless:

- the vote is cast as proxy for a person entitled to vote is in accordance with a direction on the Proxy Form; or
- the vote is cast by the Chair of the Meeting as proxy for a person entitled to vote and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on the Resolution; and
  - expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Any undirected proxies held by Directors or other Key Management Personnel or their Closely Related Parties (excluding the Chair) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chair's box on the Proxy Form you expressly acknowledge that the Chair of the Meeting will vote as indicated on the Proxy Form even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the Chair. The Chair will vote undirected proxies in favour of Resolution 1.

### Resolution 4

The Company will disregard any votes cast on Resolution 4 (in any capacity) by or on behalf of any person who participated in the issue of fully paid ordinary shares, or an any of associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 5

The Company will disregard any votes cast on Resolution 5 (in any capacity) by or on behalf of Twyford Hawk Limited and JLO Enterprises Pty Ltd who are each a party to the agreement to issue of unlisted options, or any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;

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or

- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 6**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is eligible to participate in the employee incentive scheme or their relevant associates.

However, the Company need not disregard a vote if it is cast by:

- 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
- the chair of the meeting 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
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
  - the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

#### **Resolution 7**

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- any person who a person who is expected to participate in, or who will obtain a material benefit as a result of, a proposed issue of Shares under the Additional Placement Capacity (except a benefit solely in the capacity of a holder of Shares); and
- any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## EXPLANATORY STATEMENT

### Receipt and consideration of Accounts & Reports

The *Corporations Act 2001 (Cth)* (**Corporations Act**) requires the Company's Annual Report for the financial period ending 30 June 2024 (which incorporates the Company's Financial Report, reports of the Directors (including the Remuneration Report) and the Auditor's Report) to be received and considered before the Annual General Meeting. The Annual Report is available at <https://www.rocketboots.com/investors>. Except for as set out in Resolution 1, no resolution is required on these reports.

### Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. Section 250R(3) of the Corporations Act requires that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The Remuneration Report is available at <https://www.rocketboots.com/investors>.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

### *Directors' Recommendations*

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with Closely Related Parties of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1.

## **Resolutions 2 and 3: Re-election of Karl Medak and Professor Hugh Bradlow as Directors of the Company**

The Company's Constitution requires there be an election of Directors at each Annual General Meeting, and that at least one Director must retire. The Company's Constitution also requires that a director is required to submit themselves for re-election if that director holds office for the longer of the following periods:

- 3 years from the date of their appointment; or
- beyond the third annual general meeting following the director's election as a director.

Karl Medak and Professor Hugh Bradlow were each appointed as directors on 19 November 2021 and their terms as Directors of the Company will expire on 19 November 2024.

Accordingly, Karl Medak and Professor Hugh Bradlow each submit themselves for re-election in accordance with the Company's Constitution.

### **Karl Medak**

Karl Medak was appointed as a Non-Executive Director of the Company on 19 November 2021. He previously held roles in the Company as a director prior to its admission to the ASX since 2007.

Karl has almost 40 years of deep experience within the information and communications technology (ICT) sector, across varied segments including corporate matters.

Karl has worked for Telstra, Ericsson Australia, Lend Lease Communications, Communications Design & Management and was a founding member of The Frame Group (Frame) in 2000. He has experience working with some of Australia's largest corporates as well as government and defence clients.

Karl has a Bachelor of Business & Commerce/E-Commerce degree and has a number of other certifications and industry memberships. He is a Fellow of the Australian Institute of Company Directors, a Fellow of the Australian Institute of Project Management and is a Certified Practising Portfolio Executive with the Australian Institute of Project Management.

Karl is focused on advice and solutions that help to improve organisational governance and performance, return on investment ('ROI'), and marketplace competitiveness.

Mr Medak is a member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

### **Professor Hugh Bradlow**

Professor Hugh Bradlow was appointed as a Non-Executive Director and Chair on 19 November 2021.

Hugh is a Non-Executive Director at Silicon Quantum Computing Pty Ltd, a joint venture start-up working to commercialise the University of New South Wales' silicon quantum computing technology. Hugh was previously President at Australian Academy of Technology and Engineering (October 2016 to December 2022). He also worked at Telstra for over 22 years, spending three years as the Chief Scientist and prior to that he held the role of Telstra's Chief Technology Officer for over eight years.

Prior to joining Telstra in 1995, Hugh was Professor of Computer Engineering at the University of Wollongong. He was also Professor of Electrical Engineering (Digital Systems) at the University of Cape Town.

Hugh is a graduate in electrical engineering from the University of Cape Town and has received a D.Phil. degree for research in experimental nuclear physics from the University of Oxford. He has numerous academic appointments and holds a Centenary Medal from the Commonwealth of



Australia. In 2009, he was elected as the joint Australian Telecommunications Ambassador of the Year. Global Telecom Business has named him as one of the 100 most influential telecommunications executives in the world, and he has been named one of the 12 most influential people in Australian ICT by Smart Company.

Professor Bradlow is a member of the Nomination and Remuneration Committee and the Audit and Risk Committee.

#### ***Directors' Recommendations***

The Directors (with Mr Medak and Professor Bradlow abstaining), unanimously recommend that Shareholders vote in favour of Resolutions 2 and 3. The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 2 and 3.

#### **Resolution 4: Ratification of prior issue of 10,400,000 Shares under Listing Rule 7.4**

On 20 May 2024, the Company announced it had raised \$832,000 (before costs) at \$0.08 per Share through a placement of 10,400,000 Shares (**Placement Shares**) to new and existing shareholders (**Placement**).

#### **ASX Listing Rule 7.4**

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 the 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.

The issue of the Placement Shares did not fit within any of these exceptions and, as the issues have not yet been approved by Shareholders, utilise the Company's 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval for the 12-month period following the issue dates.

Listing Rule 7.4 provides that where Shareholders subsequently approve an issue of securities, the issue will be treated as having been approved under Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.

By ratifying the issue of the Placement Shares, the Company will retain the flexibility to issue additional equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1.

Accordingly, the Company seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

If Resolution 4 is approved, the issue of Placement Shares will not utilise the Company's 15% capacity limit under Listing Rule 7.1 effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the issue dates.

If Resolution 4 is not approved by Shareholders, the Company's ability to issue further equity securities over the next 12 months without Shareholder approval will be restricted.

#### **Technical information required by Listing Rule 7.5**

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders for the purpose of Listing Rule 7.5 in relation to:

<b>Recipient of issue</b>	Various investors who are sophisticated and professional investors
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	<p>(as defined by section 708 of the Corporations Act) introduced by or identified by Twyford Hawk Australia Pty Ltd and Taylor Collison Limited and determined by the Board.</p> <p>Mrs Robyn Laughton is an associate of Twyford Hawk Australia Pty Ltd and was issued more than 1% of the capital as a result of participation in the Placement (1,250,000 shares acquired).</p> <p>NJK Pearse Trustees Limited &lt;TEK A/C&gt; became a substantial shareholder as a result of its participation in the Placement (2,812,500 shares acquired).</p>
<b>Number and class of the securities to be issued</b>	<p>10,400,000 Shares.</p> <p>The Placement Shares rank equally with all existing Shares on issue.</p>
<b>Material terms of the securities</b>	<p>The terms of the Shares issued are the same as the terms of other Shares on issue in the capital of the Company</p>
<b>Date on which the securities were issued</b>	<p>21 May 2024</p>
<b>Issue price</b>	<p>\$0.08</p>
<b>Purpose of the issue and use of funds</b>	<p>The Company proposes to use the funds received from the issue of the Placement Shares to fund working capital as the Company continues its expansion activities, advances trials, and progresses contract negotiations with several customers.</p>
<b>Voting exclusion</b>	<p>A voting exclusion statement applies to this resolution, as set out in this Notice.</p>

### *Directors' Recommendations*

The Directors unanimously recommend that Shareholders vote in favour of each of Resolution 4. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

### **Resolution 5: Approval of issue of 800,000 Advisor Options under Listing Rule 7.1**

The Company has conditionally agreed to issue a total of 800,000 unlisted options (**Advisor Options**) to Twyford Hawk Australia Pty Ltd (or its nominee) (**Advisor**) as consideration for the provision of corporate advisory services for a 12 month period starting on 2 July 2024. The corporate advisory services may be terminated by the Company with two business days' notice with the Advisor Options not being refundable. The Advisor may terminate the corporate advisory services with two business days' notice with the Advisor Options not being refundable under several conditions only including: if there is a material adverse change in the Company, if any statements by the Company are found to be false or misleading, if there is a default of the Company with respect to its obligations under the corporate advisory mandate or if there are any (or threatened) issues with any Australian regulatory body at the Advisor's discretion. The Advisor has subsequently nominated JLO Enterprises Pty Ltd < Callanan Family A/C> to receive 400,000 of the Advisor Options and Twyford Hawk Limited to receive 400,000 of the Advisor Options.

### **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 the 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.

One of the exceptions to Listing Rule 7.1 is Listing Rule 7.2 (Exception 17), which provides that Listing Rule 7.1 does not apply to an agreement to issue equity securities that is conditional on shareholders approving the issues under Listing Rule 7.1 before the issue is made.

If this Resolution is approved, the Company will be able to issue the Advisor Options, without using the Company's 15% rolling 12-month placement capacity.

### Technical information required by Listing Rule 7.3

In accordance with the requirements of Listing Rule 7.3, the following information is provided to Shareholders for the purpose of Listing Rule 7.3 in relation to:

Recipient of issue	Twyford Hawk Limited and JLO Enterprises Pty Ltd < Callanan Family A/C>
Number and class of the securities to be issued	800,000 unlisted options (in total)
Material terms	The Advisor Options have an exercise price of \$0.10 each and an expiry of 24 months from the proposed date of issue.  Annexure A contains further details about terms of the Advisor Options.
Issue price	Nil
Date of issue	The Advisor Options are to be issued immediately following shareholder approval and, in any event, by no later than 3 months after the date of this meeting.
Purpose of the issue and use of funds	As consideration for as consideration for corporate advisory services. No funds were raised from the issue of the Advisor Options.
Voting exclusion	A voting exclusion statement applies to this resolution, as set out in this Notice.

### *Directors' Recommendations*

The Directors unanimously recommend that Shareholders vote in favour of each of Resolution 5. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.

### Resolution 6: Renewal of approval of Equity Incentive Plan

#### Background

The Company has previously adopted the Equity Incentive Plan (**EIP**) in order to assist in the motivation and retention of selected Company employees. The EIP is designed to align the interests of eligible employees more closely with the interests of the Company by providing an opportunity for eligible employees to receive an equity interest in the Company.

Under the EIP, incentives may be provided to any employee, officer, Director or consultant of the Company or any of its subsidiaries (**Eligible Participants**), at the discretion of the Board. Eligible Participants may be offered performance rights, options, loan shares, deferred share awards or exempt share awards which may be subject to vesting conditions set by the Board.

At the same time, the Company desires to maintain maximum ability to raise capital in accordance with Listing Rule 7.1 without seeking prior shareholder approval. Accordingly, the Board seeks further shareholder approval of the Company's existing Equity Incentive Plan for the purposes of Listing Rule 7.2 Exception 13(b).

### **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 the 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.

One of the exceptions to Listing Rule 7.1 is Listing Rule 7.2 (Exception 13(b)), which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date of issue, shareholders have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

If this Resolution is approved, the Company will be able to issue performance rights, options, loan shares, deferred share awards or exempt share awards to Eligible Participants (in the case of Directors which will require separate Shareholder approval in accordance with Listing Rule 10.14 at the relevant time), pursuant to the EIP during the period of 3 years after the Meeting (or a longer period, if allowed by ASX), and to issue Shares to those persons if they achieve the vesting conditions of the performance rights, options, loan shares, deferred share awards or exempt share awards issued, without using the Company's 15% rolling 12 month placement capacity.

### **Technical information required for Listing Rule 7.2 Exception 13(b)**

Listing Rule 7.2 Exception 13(b) requires the information detailed in sections (a) to (d) below to be provided to members for approval under this resolution:

#### **Summary of the terms of the scheme**

##### **(a) Employee Rights**

Under the Equity Incentive Plan, the Company may offer or issue to eligible employees, the following employee rights (**Employee Rights**):

- performance rights: a right to be issued or provided with a Share at nil issue price on specific vesting conditions being achieved;
- options: a right to be issued or provided with a Share on payment of an exercise price and which can only be exercised if specific vesting conditions are achieved;
- loan shares: Shares issued subject to a limited recourse loan and at nil interest rate, subject to specific vesting conditions;

- deferred share awards: Shares issued to employees:
  - » who elect to receive Shares in lieu of any wages, salary, director's fees, or other remuneration; or
  - » by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; or
- exempt share awards: Shares issued for no consideration or at an issue price which is a discount to the market price with the intention that up to \$1,000 (or such other amount which is exempted from tax under the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth) from time to time) of the total value or discount received by each employee will be exempt from tax.

(b) **Eligible employees**

Employee Rights may be granted at the discretion of the Board to any person who is an employee, officer, director or consultant of a member of the Group.

(c) **Price**

The Board has discretion to determine the issue price and/or exercise price for the Employee Rights.

(d) **Vesting and exercise of Employee Rights**

The Employee Rights held by a participant will vest in and become exercisable by that participant upon the satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the Equity Incentive Plan. Vesting conditions may be waived at the discretion of the Board.

(e) **Change of control**

In the event a takeover bid is made to acquire all of the Shares on issue, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid, the Board may waive unsatisfied vesting conditions in relation to some or all Employee Rights. Further, if a takeover bid is made to acquire all of the Shares on issue, participants may accept the takeover bid in respect of any Employee Rights (other than exempt share awards) which they hold notwithstanding the restriction period in respect of those Employee Rights has not expired.

(f) **Claw-back**

If any vesting conditions of an Employee Right are mistakenly waived or deemed satisfied when in fact they were not satisfied, then in accordance with the terms of the Equity Incentive Plan, the Board may determine that the relevant Employee Rights expire (if not yet exercised), or it may otherwise recover from the participant some or all Shares issued upon exercise of the Employee Rights or any proceeds received from the sale of those shares.

(g) **Variation of Share capital**

If prior to the exercise of an Employee Right, Company undergoes a reorganisation of capital or bonus issue, the terms of the Employee Right will be changed to the extent necessary to comply with the Listing Rules.

### **Securities issued under the scheme**

The Company has issued 813,250 Performance Rights (30 August 2022) pursuant to the EIP since listing on the ASX, with 24,750 of those Performance Rights lapsing (1 August 2023). The remaining 788,500 Performance Rights converted to ordinary equity on 1 August 2023.

### **Maximum number of equity securities proposed to be issued under the EIP following approval**

The maximum number of additional securities which may be issued under the EIP from time to time is 5,009,677 securities, being an amount equal to approximately 5% of the issued capital of the Company as at the date of this Notice.

### **Security over loan shares under EIP**

Section 259B(2) of the Corporations Act permits a Company to take security over its own shares issued pursuant to an employee share scheme under certain conditions, including where prior shareholder approval of the employee share scheme has been obtained. Accordingly, the Company is seeking shareholder approval under Resolution 6 in respect of the operation of section 259B(2) of the Corporations Act, for circumstances where the Company elects to provide an employee assistance in the acquisition of shares in itself, such as providing a loan for the payment of the purchase price of a Share to be issued under the EIP.

Section 260A of the Corporations Act allows only limited circumstances under which a company may provide financial assistance for the acquisition of shares in itself without obtaining prior shareholder approval, including the giving of the assistance which does not materially prejudice (i) the interests of the company or its shareholders, or (ii) the company's ability to pay its creditors. The Board is of the view that this exemption is applicable, and at the relevant times will be applicable, to any loans that may be granted for the acquisition of Shares under the EIP. Accordingly, the Company will not be seeking shareholder approval with respect to Section 260A of the Corporations Act.

### ***Directors' Recommendations***

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 6.

### **Resolution 7: Approval of Additional Placement Capacity**

#### **General**

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 the 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% to 25% (subject to some limitations described below).

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 an eligible entity for these purposes.

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the additional placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**Additional Placement Capacity**). Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed. By this resolution the Company is seeking shareholder approval to increase its capacity to issue shares under Listing Rule 7.1A. There is no guarantee that the Company will issue any shares under its Additional Placement Capacity.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the 15% limit under Listing Rule 7.1 plus an additional 10% under Listing Rule 7.1A, both without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the Additional Placement Capacity and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Any Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of quoted Equity Securities, must be only for cash consideration and is subject to the below described minimum price restriction (where the 15% limitation under Listing Rule 7.1 is not subject to this cash only limitation or price restriction). The Company currently has one class of quoted Equity Security on issue, being Shares (ASX Code: ROC).

The Directors currently have no intention to issue any securities under the Additional Placement Capacity and therefore the allottees under the Additional Placement Capacity have not yet been determined. If Directors decide to issue securities under the Additional Placement Capacity, allottees may include existing Shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

1. plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
2. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - (a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
3. plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
4. plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4, including fully paid ordinary securities issued in the relevant period under a conditional agreement within rule 7.2 exception 17 where the issue was subsequently approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

5. plus the number of partly paid ordinary securities that became fully paid in the relevant period;
6. less the number of ordinary securities cancelled in the relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rule 7.4.

#### ***Technical information required by Listing Rule 7.3A***

In accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

#### ***Minimum Price***

Pursuant to ASX Listing Rule 7.1A.3, the minimum price at which the Equity Securities may be issued under the Additional Placement Capacity is 75% of the volume weighted average 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 securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

#### **Purposes of Issue under Additional Placement Capacity**

The Company may only issue Equity Securities under the Additional Placement Capacity for cash consideration. In general terms, the Company could issue equity securities under its Additional Placement Capacity to raise cash for product research and development and general working capital and administration.

#### **Applicable Period for the Approval**

The Equity Securities may be issued under the Additional Placement Capacity commencing on the date of the annual general meeting at which the approval is obtained and expiring on the first to occur of the following:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (ii) The time and date of the entity's next annual general meeting.
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking) after which date an approval under Listing Rule 7.1A ceases to be valid.

#### **Risk of voting dilution**

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1, below). There is also the risk that:

- » the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- » the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.



Table 1, below, shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A2.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of the Notice.

The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

<u>Variable 'A' in Listing Rule 7.1A.2</u>		<u>50% Decrease in issue price (\$0.047)</u>	<u>Issue price (\$0.093)</u>	<u>100% increase in issue Price (\$0.186)</u>
Current Variable A 100,193,532 Shares	10% Voting Dilution	10,019,353	10,019,353	10,019,353
	Funds Raised	\$465,900	\$931,800	\$1,863,600
50% increase in Variable A 150,290,298 Shares	10% Voting Dilution	15,029,030	15,029,030	15,029,030
	Funds Raised	\$698,850	\$1,397,700	\$2,795,400
100% increase in Variable A 200,387,064 Shares	10% Voting Dilution	20,038,706	20,038,706	20,038,706
	Funds Raised	\$931,800	\$1,863,600	\$3,727,199

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue on the date of the Notice.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The issue price of \$0.093 was the price as at 25 July 2024 when the Notice of Meeting was finalised. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were issued under an exception in ASX Listing Rule 7.2 or with approval under Listing Rule 7.1.

- For personal use only
- 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.
  - This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
  - 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%.
  - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

\*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.

#### ***Risk of economic and voting dilution***

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 approval of this Resolution; 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.

#### ***Allocation policy under the Additional Placement Capacity***

The Company's allocation policy for the issue of Equity Securities under the Additional Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities which may be issued under the Additional 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 Additional 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).

#### ***Previous approval under Listing Rule 7.1A***

N/A

#### ***Voting exclusion statement***

A voting exclusion statement is provided in this Notice of Meeting. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, the Company does not expect any existing Shareholders will be excluded from voting on Resolution 7.

***Directors' recommendations***

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

**Further information**

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Statement in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

For personal use only

## PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 2.00 pm (Sydney time) on 24 August 2024 (being the date 2 days before the date of the Annual General Meeting) will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. Shareholders may vote by participating in person at the Meeting or by appointing an attorney or corporate representative to participate in person at the Meeting and vote on their behalf. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this Notice.
4. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

### Voting at the Meeting

5. Shareholders wishing to vote in person, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must be in attendance at Level 1, 6-10 O'Connell Street, Sydney at 2:00pm (Sydney time) on Friday 26 August 2024.

### Voting by proxy

6. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
7. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that Resolution as they think fit.
8. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
9. Shareholders who return their Proxy Forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf.
10. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, or does not vote on the Resolution, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions.
11. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in this Notice.
12. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or where it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form

to vote as the proxy decides.

13. A Proxy Form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions set out in the Proxy Form by no later than 2:00pm (Sydney time) on 24 August 2024.

#### **Voting by attorney**

14. If a Shareholder wishes to appoint an attorney to vote at the Meeting, the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Company no later than 2:00pm (Sydney time) on 24 August 2024 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).
15. Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.
16. The appointment of an attorney is not revoked merely by a Shareholder's participation and taking part in the Meeting, but if a Shareholder votes on a resolution, the attorney is not entitled to vote, and must not vote, as the Shareholder's attorney on that resolution.

#### **Voting by corporate representative**

17. To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a Certificate of Appointment of Corporate Representative from the Company, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Company before 2:00pm (Sydney time) on 24 August 2024.
18. The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.
19. The original Certificate of Appointment of Corporate Representative, a certified copy of the Certificate of Appointment of Corporate Representative, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“Additional Placement Capacity” means the additional issuance capacity to issue equity securities under Listing Rule 7.1A;

“Advisor Options” means as defined in Resolution 5 of this Explanatory Statement;

“Annual Report” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2024;

“ASX” means ASX Limited;

“Auditor’s Report” means the auditor’s report on the Financial Report;

“Board” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“Chair” means the person appointed to chair the Meeting of the Company convened by the Notice;

“Closely Related Party” of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealings with the entity;
- (e) a company the member controls;
- (f) a private trust of which the member is a beneficiary; or
- (g) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of ‘closely related party’ in the Corporations Act.

“Company” means RocketBoots Limited ACN 165 522 887;

“Constitution” means the constitution of the Company as at the date of the Meeting;

“Corporations Act” means the *Corporations Act 2001 (Cth)*;

“Director” means a Director of the Company;

“Directors’ Report” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“Equity Incentive Plan” means the equity incentive plan approved by the Directors of the Company in November 2021;

“Equity Security” is defined in Listing Rule 19.12 as: (a) a share; (b) a unit; (c) an option over an issued or unissued share or unit; (d) a right to an issued or unissued share or unit; (e) an option over, or right to, a security referred to in (c) or (d); (f) a convertible security; and (g) any security that ASX decides to classify as an equity security; but not (h) a security ASX decides to classify as a debt security;

“Explanatory Statement” means the Explanatory Statement which forms part of the Notice;

**“Financial Report”** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

**“Key Management Personnel”** means those persons having authority and responsibility for directing and controlling the activities of the Company, including any director (whether executive or otherwise) of the Company.

**“Listing Rule”** and **“Listing Rules”** means a reference to the official rules of the ASX;

**“Meeting”, “Annual General Meeting”, and “AGM”** has the meaning given in the introductory paragraph of the Notice;

**“Notice”** means the Notice of Meeting accompanying this Explanatory Statement;

**“Placement”** means the placement to new and existing shareholders undertaken by the Company as described in Resolution 4 and 5 of the Explanatory Statement;

**“Placement Shares”** means the 10,400,000 Shares issued by the Company through the Placement as described in Resolution 4 and 5 of the Explanatory Statement;

**“Proxy Form”** means the proxy form attached to the Notice;

**“Remuneration Report”** means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2024 and which is set out in the Annual Report.

**“Resolution”** means a resolution referred to in the Notice;

**“Share”** means a fully paid ordinary share in the capital of the Company;

**“Shareholder”** means shareholder of the Company; and

**“Twyford Hawk Australia”** means Twyford Hawk Australia Pty Ltd.

## Annexure A – Advisor Option Terms and Conditions

Each Advisor Option entitles the holder (**Optionholder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in the Company on the following terms:

1. Subject to clause 2 and any restrictions imposed by the ASX Limited (**ASX**), each Advisor Option is exercisable at any time after the date it is issued (**Issue Date**), until and including their expiry date, being 24 months after the Issue Date (**Expiry Date**). Any Advisor Options not exercised by the Expiry Date will automatically lapse at 5pm on the Expiry Date.
2. The Advisor Options may be exercised for part or all of the Advisor Options held at a particular time by the Optionholder giving written notice in the form set out below (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date together with payment in full of the exercise price of A\$0.10 per Advisor Option (**Exercise Price**).
3. On receipt by the Company of the Notice of Exercise and payment of the Exercise Price, the Company must, within 4 business days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (**Listing Rules**):
  - (a) allot to the Optionholder one Share in the Company for each Advisor Option exercised by the Optionholder;
  - (b) cause to be despatched to the Optionholder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
  - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Advisor Options that remain unexercised.
4. Shares allotted on the exercise of Advisor Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Advisor Option) and will be subject to the provisions of the Constitution of the Company.
5. The Advisor Options are transferable in accordance with the Listing Rules.
6. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Advisor Options, the number of Advisor Options to which the Optionholder is entitled or the Exercise Price of its Advisor Options or both must be reorganised in accordance with the Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
7. An Advisor Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Advisor Options without exercising the Advisor Options. However, the Company will use reasonable endeavours to see that for the purpose of determining rights entitlements to any such issue, the Optionholder is to receive at least 2 business days written notice from the Company of the pending closing or record date and sufficient time for the Optionholder to exercise the Advisor Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.



8. In the event of the liquidation of the Company, all unexercised Advisor Options will lapse upon the occurrence of that liquidation.
9. The Advisor Options do not provide any entitlement to dividends paid to ordinary shareholders.
10. The Advisor Options do not entitle the Optionholder to vote at any meeting of shareholders.
11. To the extent (if any) that any of these Advisor Option Terms and Conditions are inconsistent with or contrary to the Listing Rules, the Listing Rules provisions will prevail and these Advisor Option Terms and Conditions are deemed to incorporate the relevant Listing Rules provisions as an amendment to these terms; and
12. These Advisor Option Terms and Conditions are governed by the laws of New South Wales. The parties submit to the non-exclusive jurisdiction of the courts of New South Wales.

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

ROC

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## RocketBoots Limited Annual General Meeting

The RocketBoots Limited Annual General Meeting will be held on Monday, 26 August 2024 at 2:00pm (AEST). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 2:00pm (AEST) on Saturday, 24 August 2024.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
Level 1, 6-10 O'Connell Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

ROC

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEST) on Saturday, 24 August 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of RocketBoots Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RocketBoots Limited to be held at Level 1, 6-10 O'Connell Street, Sydney, NSW 2000 on Monday, 26 August 2024 at 2:00pm (AEST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Karl Medak as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Professor Hugh Bradlow as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of prior issue of 10,400,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of issue of 800,000 Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Renewal of approval of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ROC

999999A



Computershare



ROCRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in RocketBoots Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**RocketBoots Limited**