



# Prospectus

RocketBoots Limited ACN 165 522 887

Placement of up to 10,400,000 New Shares at an issue price of \$0.08 per New Share to raise a maximum of approximately \$832,000 before costs  
**(Offer)**

**This is an important document and should be read in its entirety. If, after reading this document, you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.**

**This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth).**

# Table of contents

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<b>IMPORTANT NOTICES</b>	<b>1</b>
<b>Letter from the Chair</b>	<b>1</b>
<b>1 Investment overview</b>	<b>2</b>
<b>2 ROC – the business</b>	<b>4</b>
<b>3 Details and effect of the Offer</b>	<b>6</b>
<b>4 How to apply</b>	<b>8</b>
<b>5 Financial information</b>	<b>10</b>
<b>6 Risk factors</b>	<b>13</b>
<b>7 Material agreements</b>	<b>16</b>
<b>8 Additional information</b>	<b>18</b>
<b>Glossary</b>	<b>24</b>
<b>Corporate directory</b>	<b>26</b>

## **IMPORTANT NOTICES**

### **General**

This Prospectus is dated 20 May 2024. A copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of any investment under this Prospectus. No New Shares will be allotted or transferred on the basis of this Prospectus after the expiry date. This Prospectus expires 13 months after the date of issue.

No person may give any information or make a representation about the Offer, which is not in this Prospectus. Information or representations not in this Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the Offer.

This Prospectus provides information for investors to decide if they wish to invest in ROC. Read this document in its entirety. Examine the assumptions underlying the risk factors that could affect the financial performance of ROC. Consider these factors carefully in light of your personal financial circumstances. Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Offer does not take into account the investment objectives, financial situation or needs of particular investors.

The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation by ASX of the New Shares the subject of the offer.

### **Transaction Specific Prospectus**

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers that potential investors may consult.

### **Risk Factors**

Potential investors should be aware that subscribing for New Shares involves a number of risks. The key risk factors of which investors should be aware of are set out in Section 6. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Potential investors should consider consulting their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

### **Electronic prospectus**

This Prospectus is available electronically at [www.rocketboots.com](http://www.rocketboots.com). Electronic versions of this Prospectus should be downloaded and read in their entirety. Obtain a paper copy of the Prospectus (free of charge) by emailing [investors@rocketboots.com](mailto:investors@rocketboots.com). Applications for New Shares may only be made on the Application Form attached to this Prospectus or in its paper copy form downloaded in its entirety from [www.rocketboots.com](http://www.rocketboots.com).

### **Foreign selling restrictions**

No action has been taken to register or qualify the New Shares or the Offer in any jurisdiction outside Australia, or otherwise to permit a public offering of the New Shares or outside Australia.

The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

Each potential investor warrants and represents that they will not offer or sell the New Shares in the United States or in any other jurisdiction outside Australia, or to a United States person, except in transactions exempt from registration under the US Securities Act 1933 as amended, and in compliance with all applicable laws in the jurisdiction in which the New Shares are offered and sold.

This Prospectus may not be released to US wire services or distributed in the United States except by the Company to "accredited investors" (as defined in Rule 501(a) under the US Securities Act).

### **Forward-looking statements**

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward-looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements.

Additional risk factors that could cause actual results to differ materially from those indicated in the forward-looking statements are set out in Section 6.

### **Exposure period**

No exposure period applies to this Prospectus by operation of the Corporations Act in respect of the New Shares.

### **Privacy**

The Company and the share registry collect, hold and use personal information received from you to communicate and provide services to you as a Shareholder. The Company may disclose information to its agents, service providers (such as the share registry) and government bodies. The Company's privacy policy sets out how you may access, correct and update the personal information that the Company holds about you (by contacting the share registry), how you can complain about privacy related matters and how the Company responds to complaints.

### **Defined terms**

Capitalised terms used in this Prospectus are defined in the Glossary.

### **Currency**

Monetary amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

### **Photographs and diagrams**

Photographs used in this Prospectus without descriptions are only for illustration. The people shown are not endorsing this Prospectus or its contents. Diagrams used in this Prospectus may not be drawn to scale. The assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

## **THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**

# Letter from the Chair

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20 May 2024

Dear Investor,

This Prospectus relates to the private placement to professional and sophisticated investors within section 708(8) and s708(11) of the Corporations Act (**Investor**), as announced by the Company today, of up to 10,400,000 fully paid ordinary shares in the Company (**New Shares**) at an offer price of \$0.08 per New Share to raise a maximum of approximately \$832,000 (**Placement**).

The offer price of \$0.08 under the Placement is a 23.81% discount to the last traded prices of \$0.105.

The Company has undertaken the Placement for the purposes of funding the Company's short-term working capital requirements. Given the previous suspension of the Company's Shares in the preceding 12 months, this Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of New Shares issued under the Placement.

The Offer is only available to the Investor who is participating in the Placement announced by the Company today and who has been personally invited to accept the Offer. An Application Form will be provided to the Investor only.

The Company expects that it will be reinstated to quotation upon issue of the New Shares under the Prospectus. The Company is not aware of any reason that reinstatement to quotation would not occur.

I encourage you to read this Prospectus and the information referred to in it in its entirety before making an investment decision.

Yours faithfully



**Professor Hugh Bradlow**  
**Chair & Non-Executive Director**

## 1 Investment overview

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### 1.1 Summary offer details

Terms of offer	Details
Offer Price per New Share	\$0.08
Total number of New Shares offered under the Placement	10,400,000
Total maximum amount to be raised under the Placement (approximately)	\$832,000
Approximate total number of Shares after completion of the Offer	81,193,500

\* Subject to rounding.

### 1.2 Important dates

Event	Date
Prospectus date	20 May 2024
Opening date	20 May 2024
Closing Date (5:00pm AEST)	20 May 2024
Anticipated date of allotment of New Shares	21 May 2024
Shareholding statements expected to be despatched	22 May 2024
Expected date for official quotation of New Shares on ASX	22 May 2024

**All dates and times are subject to change and are indicative only. All times are to AEST. The Company reserves the right to vary these dates and times without notice.**

### 1.3 Purpose of the Offer and use of funds

Proceeds from the Capital Raising will be applied principally to fund the Company's short-term working capital requirements and for the acquisition of strategic assets.

## 1.4 Shareholding structure

The following table shows the shareholding structure of ROC on completion of the Offer:

<b>Existing Shares on issue</b>	70,793,500
<b>Approximate New Shares to be issued under the Offer</b>	10,400,000
<b>Approximate total number of Shares after completion of the Offer</b>	<b>81,193,500</b>

## 1.5 Potential questions and answers

<b>Question</b>	<b>Answer</b>	<b>Section</b>
<b>Who is the issuer of this Prospectus?</b>	RocketBoots Limited ACN 165 522 887	Not applicable
<b>What is the Offer?</b>	The Offer is placement of up to 10,400,000 New Shares in ROC at an issue price of \$0.08 per New Share to raise a maximum of approximately \$832,000 before costs.	section 3.2
<b>What is the Offer Price of the New Shares?</b>	The New Shares are being issued at \$0.08 per New Share.	section 3.2
<b>What rights and liabilities attach to the New Shares?</b>	The New Shares will rank equally in all respects with the Shares held by the Existing Shareholders. The rights and liabilities attaching to all Shares are set out in the Company's constitution.	sections 7.2 and 8.2
<b>What is the Company's financial position?</b>	The Company's financial position is set out in detail in section 5 of this Prospectus.	section 5
<b>What risks are involved with an investment in the Company?</b>	An investment in ROC is subject to both general and specific risks which you should consider before making a decision to apply for New Shares. Key specific risks include sufficiency of funding, business strategy execution risk, reliance on key personnel, competition, regulatory risk, trade secrets and infringement of third party IP	section 6
<b>Is the Offer underwritten?</b>	The Offer is not underwritten.	section 3.1
<b>Further questions</b>	If you have questions about the Offer, please contact the Company at <a href="mailto:investors@rocketboots.com">investors@rocketboots.com</a>	section 3.11

## 1.6 Important notice

This section is not intended to provide full details of the investment opportunity. The Investor must read this Prospectus in full to make an informed investment decision. The New Shares offered under this Prospectus carry no guarantee of return of capital, return on investment, payment of dividends or on the future value of the Shares.

## 2 ROC – the business

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### 2.1 Board and management team

#### **Professor Hugh Bradlow**

Chair & Non-Executive Director

Professor Hugh Bradlow was appointed as a Non-Executive Director and Chair on 18 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 worked at Telstra for over 22 years. He spent three years as the Chief Scientist at Telstra. 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.

#### **Karl Medak**

Non-Executive Director

Karl Medak was appointed as Non-Executive Director in 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 ('FAICD'), a Fellow of the Australian Institute of Project Management ('FAIPM') and is a Certified Practising Portfolio Executive ('CPPE') 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..

#### **Cameron Petricevic**

Non-Executive Director and Company Secretary

Cameron Petricevic was appointed as non-executive director on 18 November 2021 .

Cameron has spent over 20 years in the financial industry, an experienced Board member of both private and public companies. He has extensive investment banking experience, including mergers &

acquisitions, valuations, initial public offerings and portfolio management coupled with growing early-stage companies.

Cameron is a qualified Actuary (AIAA), holds a Bachelor of Commerce (Actuarial) and a Bachelor of Engineering (Electrical) from the University of Melbourne, with First Class Honours. He is also a Graduate of the Australian Institute of Company Directors (GAICD) and founder/treasurer of Brimbank ToRCH, a Royal Children's Hospital auxiliary charity.

He has held previous roles at AXA Asia Pacific (acquired by AMP), Acorn Capital and as a Partner at Kentgrove Capital. Cameron is currently a Director/Founder at Lucrum Ventures Pty Ltd and the Non-Executive Chairman of Butn Ltd (ASX-BTN).

### **Joel Rappolt**

Chief Executive Officer

Joel is a co-founder of the Beehive Technology and has been RocketBoots' CEO since joining RocketBoots in 2007.

Joel Rappolt is an experienced technology entrepreneur with deep skills in connecting emerging and complex technologies with the fundamental issues faced by today's business leaders.

Since 2012, as CEO, Joel has overseen a pivot from complex business software solutions development for leading Australian brands into the research and development of software products leveraging advances in machine learning, computer vision and Internet of Things (IoT) to solve long standing problems in retail, banking and workplace management.

Joel's business acumen has been honed through a succession of successful and eclectic business ventures locally and internationally in entertainment, import/export, superannuation and tourism. Joel is a fluent Japanese speaker and translator, and graduated with merit from a Masters in International Business at the University of Sydney.

### **Robin Hilliard**

Chief Technology Officer

Robin is a software technology leader and innovator with over three decades of experience researching and developing original, disruptive solutions for clients that leverage the full capabilities of software engineering and computer science. Robin worked with major Australian financial services, retail and manufacturing clients in technical design roles through Andersen Consulting and leading Australian dot com Zivo before joining US software vendor Macromedia at the turn of the century. Here he trained and grew an extensive regional development partner community and through them pioneered new Web technologies including video and web meeting capabilities for hundreds of high-profile clients.

Founding RocketBoots in 2004, Robin lead the design and development of major web applications for companies including Flight Centre, Fairfax and Telstra Wholesale. Over the last decade he has participated in and guided increasing levels of research and development into computer vision technology, resulting in RocketBoots switching to full-time development of their Beehive computer vision product.

Robin is a regular guest speaker at user groups, conferences and universities. He has wide interests in new technologies and graduated with a Bachelor of Science majoring in Computer Science and Pure Mathematics from the University of Sydney.



### **3 Details and effect of the Offer**

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#### **3.1 Purpose of prospectus**

The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result was precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act to ensure the New Shares are not subject to on-sale restrictions. This Prospectus will remove the on-sale restrictions.

#### **3.2 Overview**

The Offer is placement of up to 10,400,000 New Shares in ROC at an issue price of \$0.08 per New Share to raise a maximum of approximately \$832,00 (before costs including fees paid to advisers and to providers of specific services to cover share registry, printing and postage costs).

The Board intends to use the proceeds of the Offer to fund its short-term working capital requirements.

The Offer is only available to the Investor who is participating in the placement announced by the Company today and who has been personally invited to accept the Offer. An Application Form will be provided to the Investor only.

The offer price of \$0.08 under the Placement is a 23.81% discount to the last traded prices of \$0.105. The Applicant should be aware that an investment in ROC involves risks. The key risks identified by ROC are set out in section 6 of this Prospectus.

#### **3.3 Underwriting**

The Offer is not underwritten.

#### **3.4 Purpose of the Prospectus**

This Prospectus has been prepared primarily to facilitate the secondary trading of the New Shares issued under this Prospectus.

Only the Investor is eligible to receive New Shares under this Prospectus.

#### **3.5 Impact on control**

The issue of the New Shares under this Prospectus is not expected to have any material effect on the control of the Company.

#### **3.6 Financial position**

The effect of the Offer on the financial position of the Company is set out in section 5.

#### **3.7 Taxation considerations**

The taxation consequences of an investment in the Company depend upon your particular circumstances. You should make your own enquiries about the taxation consequences of an investment in the Company. If you are in doubt about the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

#### **3.8 United States**

This Prospectus does not constitute a general offer to sell, or the solicitation of an offer to buy, any securities in the United States. The Offer or the New Shares have not been, nor will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United

States. This Prospectus may not be released to US wire services or distributed in the United States except by the Company to "accredited investors" (as defined in Rule 501(a) under the US Securities Act). The New Shares will only be offered and sold outside the United States in 'offshore transactions' as defined in and in reliance on Regulation S under the U.S. Securities Act.

### **3.9 Foreign selling restrictions**

No action has been taken to register or qualify the New Shares or the Offer in any jurisdiction outside of Australia and New Zealand, or otherwise to permit a public offering of the New Shares outside Australia and New Zealand.

The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

The Applicant warrants and represents that they will not offer or sell the New Shares in the United States or in any other jurisdiction outside Australia or New Zealand, or to a United States person, except in transactions exempt from registration under the US *Securities Act 1933* as amended, and in compliance with all applicable laws in the jurisdiction in which the New Shares are offered and sold. The Applicant warrants and represents that they have not and will not send any materials relating to the Offer to any person in the United States or a person acting for the account or benefit of a person in the United States

### **3.10 Withdrawal**

The Company reserves the right to withdraw the Offer, at any time before the allotment of New Shares. If the Offer does not proceed, the Application Money will be refunded. No interest will be paid to the Investor on any Application Money refunded because of the withdrawal of the Offer.

### **3.11 Enquiries**

If you have questions about the Offer, please contact the Company at [investors@rocketboots.com](mailto:investors@rocketboots.com).

## **4 How to apply**

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### **4.1 Applying for New Shares**

The Offer is only available to the Investor who is participating in the Placement announced by the Company today and who has been personally invited to accept the Offer. An Application Form will be provided to the Investor only.

A completed Application Form for New Shares must be mailed or delivered to the Company by the Closing Date set out in section 1.2 in accordance with the instructions provided by the Company to the Investor.

The Opening Date and Closing Date for the Offer (as set out in section 1.2) are indicative only and subject to change without notice. The Company may vary these dates, including to close the Offer early, extend the Closing Date or to withdraw the Offer at any time prior to issue. If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Application Form as soon as possible after the opening date.

### **4.2 Payment**

The consideration for the New Shares is payable in full on application by a payment of \$0.08 per New Share. The Company will contact the Investor with details regarding how payment can be made.

### **4.3 Application Form is binding**

A completed and lodged Application Form, or a payment made through BPAY or directly to the Company, constitutes a binding offer to acquire New Shares on the terms of this Prospectus and cannot be withdrawn.

If the Application Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your personalised Application Form with the requisite Application Money or making a payment by BPAY or directly to the Company, you will also be taken to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that you:

- (a) are not a person to whom it would be illegal to make an offer or issue New Shares under the Offer; and
- (b) acknowledge that the New Shares have not been, and will not be, registered under the US *Securities Act of 1933* or under the laws of any other jurisdiction outside Australia or New Zealand.

### **4.4 Validity of Application Forms**

By completing and lodging an Application Form received with this Prospectus provided by the Company, the Applicant represents and warrants that the Applicant has personally received a complete and unaltered copy of this Prospectus before completing the Application Form.

The Company does not accept a completed Application Form if it has reason to believe the Applicant has not received a complete copy of the Prospectus or it has reason to believe that the Application Form has been altered in any way.

#### **4.5 Brokerage and Stamp Duty**

No brokerage fee is payable by the Applicant who applies for New Shares. No stamp duty is payable for subscribing for New Shares under the Offer.

#### **4.6 Information Availability**

The Applicant can obtain a copy of this Prospectus from ROC's website at [www.rocketboots.com](http://www.rocketboots.com) or by calling the share registry on 1300 850 505 (within Australia) and +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (AEST) until the Closing Date.

## 5 Financial information

### 5.1 Historical and pro forma consolidated balance sheet as at 31 December 2023

Set out below is a summary of the historical financial information for ROC as at 31 December 2023 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 30 April 2024 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**).

The Financial Information has been prepared to illustrate the effect of the Offer.

### 5.2 Basis of preparation of financial information

The stated basis of preparation for the Historical Financial Information is in accordance with the recognition and measurement principles of the Australian Accounting Standards.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in this section of the Prospectus, as if those events or transactions had occurred as at 30 April 2024.

### 5.3 Pro-forma adjustments to consolidated balance sheet

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis that the following significant transactions occurred as at 30 April 2024:

*Material transactions since 31 December 2023:*

- (a) On 5 April 2024, ROC announced the placement of 3,555,000 new Shares at an issue price of \$0.10 per Share to raise \$355,500; and
- (b) On 7 May 2024, ROC announced it had completed a share purchase plan which will result in the issue of 1,200,000 new Shares at an issue price of \$0.10 per Share to raise \$120,000.

	31 December 2023 (AUDITED) **	Cash Burn 1 Jan to 30 April 2024	Capital Raising 1 Jan to 30 April 2024	Proforma Accounts 30 Apr 2024
	\$'000	\$'000	\$'000	\$'000
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$476,733	(1,200,974)	975,000	\$250,759
Trade and other receivables	183,629	(121,273)		62,356
Inventory and other current assets	128,128	(46,532)		81,596
Assets of group held for sale	-			
<b>TOTAL CURRENT ASSETS</b>	<b>788,490</b>	<b>(1,368,779)</b>	<b>975,000</b>	<b>394,711</b>
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment	15,551	(2,202)		13,349

	31 December 2023 (AUDITED) **	Cash Burn 1 Jan to 30 April 2024	Capital Raising 1 Jan to 30 April 2024	Proforma Accounts 30 Apr 2024
	\$'000	\$'000	\$'000	\$'000
Goodwill and other intangibles	-			
Other Non-Current Assets	-			
Right of use assets	-			
<b>TOTAL NON-CURRENT ASSETS</b>				
<b>TOTAL ASSETS</b>	<b>804,041</b>	<b>(1,370,981)</b>	<b>975,000</b>	<b>408,060</b>
<b>LIABILITIES</b>				
<b>CURRENT LIABILITIES</b>				
Trade and other payables	514,359	(18,363)		495,996
Contract liabilities / deferred revenue	443,196	(149,493)		293,703
Borrowings	-			-
Lease Liabilities – short term	-			-
Employee Benefits	441,277	9,395		450,672
Provisions	-			-
Other current liabilities	-			-
Liabilities directly associated with disposal group held for sale	-			-
<b>TOTAL CURRENT LIABILITIES</b>	<b>1,398,832</b>	<b>(158,461)</b>	<b>0</b>	<b>1,240,371</b>
<b>NON-CURRENT LIABILITIES</b>				
Borrowings	-			-
Lease Liabilities – long term	-			-
Deferred tax liabilities	-			-
Employee benefits	67,705	3,166		70,871
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>67,705</b>	<b>3,166</b>		<b>70,871</b>
<b>TOTAL LIABILITIES</b>	<b>1,466,537</b>	<b>(155,295)</b>	<b>0</b>	<b>1,311,242</b>
<b>NET ASSETS / (LIABILITIES)</b>	<b>(662,496)</b>	<b>(1,215,686)</b>	<b>975,000</b>	<b>(903,182)</b>
<b>EQUITY</b>				
Issued capital	11,827,022	(30,000)	975,000	12,772,022
Reserves	90,201	24,746		114,947
Accumulated losses	(12,579,720)	(1,210,431)		(13,790,151)
<b>TOTAL EQUITY/ (DEFICIENCY)</b>	<b>(662,496)</b>	<b>(1,215,686)</b>	<b>975,000</b>	<b>(903,182)</b>

#### 5.4 Pro forma cash flow statement as at 30 April 2024

The Company's pro forma historical cash position at 30 April 2024 adjusted for the Offer is derived from actual cash as follows:

Cash as at 30 April 2024	\$250,759
Gross proceeds of the Offer	\$832,000
Offer costs of the Offer	(\$66,000)
Pro forma historical cash balance	<u>\$1,016,759</u>

## **6 Risk factors**

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### **6.1 Factors influencing success and risk**

#### **Introduction**

This section identifies the major risks the Board believes are associated with an investment in ROC.

The ROC business is subject to risk factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of ROC and the value of an investment in the Company. There can be no guarantee that ROC will achieve its stated objectives or that any forward-looking statements will eventuate. An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks set out below could, if it eventuates, have a material adverse impact on ROC's operating performance and profits, and the market price of the Shares.

Before deciding to invest in the Company, the potential investor should:

- (a) read the entire Prospectus;
- (b) consider the assumptions underlying the risk factors that could affect the financial performance of ROC;
- (c) review these factors in light of their personal circumstances; and
- (d) seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

### **6.2 General market risks**

The Investor should be aware that the market price of ROC's securities may be influenced by a number of factors. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of ROC's securities. These risks apply generally to any investment on the stock market.

In addition to the general risks associated with investing in the stock market, there are risks specific to investing in any particular entity. Some risks may be outside ROC's control and not capable of mitigation. If in doubt about the general or specific risks associated with ROC's securities, you should seek advice from your professional advisers.

#### **Investment risks**

Factors affecting the price at which ROC Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.

#### **Macro economic risks**

ROC's operational and financial performance is affected by the Australian and other international economies and, in particular, the consumer markets within those economies. General and business conditions, inflation, interest rates, monetary and fiscal policy, political circumstances and currency exchange rates are all matters which may affect ROC's operating and financial performance.

#### **Taxation risks**

A change to the current taxation regime in Australia or in overseas jurisdictions in which ROC operates may affect ROC and its shareholders.



## **Accounting standards**

Australian accounting standards are set by the Australian Accounting Standards Board (**AASB**) and are outside ROC's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in ROC's financial statements.

### **6.3 Specific risks**

Below is an analysis of some of the specific business risks facing ROC in the conduct of its activities. ROC is exposed to risks relevant to many businesses, including increasing competition, information systems failure risk and protection of intellectual property. This section is intended to be a concise summary of the key risks to ROC's business – not an exhaustive list of all possible risks.

#### **Sufficiency of funding**

The Company currently has limited financial resources to fund operations. The Company is in the process of securing new contracts, including in overseas markets, in order to become cashflow positive. The ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors.

#### **Business strategy execution risk**

The Company is reliant on retaining its current pipeline of customers as well as winning contracts and developing relationships with new customers. This includes overseas customers. Onboarding of new customers requires significant initial investment on their behalf, which may discourage them from adopting BeeHive.

#### **Reliance on key personnel**

The Company depends to a significant extent on the ability, performance and experience of its key personnel. A loss of key personnel or an inability to recruit suitable replacements can have a material impact on the Company's leadership as well as its ability to onboard new customers. ROC is dependent on key personnel to increase sales and develop its sales pipeline.

#### **Competition**

The Company faces risks associated with new entrants to the market, as well as current competitors. These risks include aggressive marketing campaigns, product innovation, price discounting, advances in technology and acquisitions. If any of these risks materialise, it could have a negative impact upon the Company's ability to compete in the market. Additionally, the Company exists in a relatively fast-paced industry and is at risk of new technology becoming available that supersedes BeeHive. This may result in lower competitiveness or discounting required to continue to drive sales.

#### **Regulatory risk**

The Company and its products are subject to various laws and regulations, including accounting standards, taxes, cybersecurity and privacy laws. Changes in these laws could negatively affect financial performance. Additionally, laws are specific to each geographic location, and the Company has expanded into both the US and UK markets. There is a risk that the Company is not compliant with new, unfamiliar laws in these locations.

#### **Trade secrets**

ROC relies on its trade secrets. The protective measures that ROC employs may not provide adequate protection for its trade secrets. This could erode the Company's competitive advantage and materially harm its business. The Company cannot be certain that others will not independently develop the same or similar products, services or technologies on their own or gain access to trade

secrets or disclose such products, services or technologies, or that the Company will be able to meaningfully protect its trade secrets and unpatented know-how and keep them secret.

### **Infringement of third party IP**

If a third party accuses ROC of infringing its IP rights or if a third party commences litigation against ROC for the infringement of patent or other IP rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Costs that the Company incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further developing discoveries or commercialising its technologies, products or services. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in technologies, product and service introductions and loss of substantial resources while it attempts to develop alternative technologies, products or services. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Company or its partners from commercialising available technologies, products or services and could cause it to incur substantial expenditure.

### **6.4 Cautionary statement**

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements.

Additional factors that could cause actual results to differ materially from those indicated in the forward-looking statements are discussed earlier in this section.

## **7 Material agreements**

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### **7.1 Key documents**

The Board considers that certain recent agreements relating to ROC are significant to the Offer, the operations of ROC or may be relevant to investors. A description of material agreements or arrangements, together with a summary of the more important details of each of these agreements is set out below.

### **7.2 Constitution**

The following is a summary of the major provisions of the Company's constitution:

#### **General Meeting**

Shareholders are entitled to be present in person (which includes attendance in a virtual or hybrid meeting), or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

#### **Voting rights**

Any resolution considered at a general meeting will be decided on a show of hands unless a poll is demanded at or before the declaration of the result of the show of hands. However, any resolution to be considered at a general meeting and which seeks an approval under the Listing Rules must be decided by way of a poll.

#### **Dividends and interim dividends**

The Directors may resolve to pay any dividends they think appropriate and fix the time for payment.

#### **Dividend reinvestment plan**

The Directors of the Company may on terms they decide, implement a dividend reinvestment plan. No such plan exists as at the date of this Prospectus.

#### **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of Shareholders, divide among the Shareholders the whole or any part of the property of the Company and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

#### **Shareholder liability to forfeiture of Shares**

As the New Shares under the Prospectus are fully paid ordinary shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

#### **Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a

law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

### **Future increase in capital**

Subject to the Constitution, the Directors may issue new Shares and preference shares from time to time.

### **7.3 Documents available for inspection**

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company for 13 months after the date of this Prospectus:

- (a) the constitution of ROC; and
- (b) the consents to the issue of this Prospectus.

## 8 Additional information

### 8.1 Continuous reporting and disclosure obligations

This Prospectus is a 'transaction specific prospectus' issued under section 713 Corporations Act as a prospectus for the issue of continuously quoted securities.

In general terms, a transaction specific prospectus is only required to contain information about the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information about all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

The Company is subject to regular reporting and disclosure obligations because it is a 'disclosing entity' for the purposes of the Corporations Act. Additionally, as a listed company, ROC is subject to the Listing Rules which require disclosure to ASX of any information the Company has which a reasonable person would expect to have a material effect on the price or value of its Shares.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the financial report for the Company for the full year ended 30 June 2023;
  - (ii) the financial report of the Company for the half year ended 31 December 2023; and
  - (iii) all continuous disclosure notices given by the Company after the lodgement of the full year financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

Copies of ASX announcements are available on the ASX website or the Company's website at [www.rocketboots.com](http://www.rocketboots.com).

The Company's ASX announcements since the Company lodged its annual report for the financial year ended 30 June 2023 to the date of this Prospectus are set out below.

Date	Announcements
14/05/24	Results of Meeting

<b>Date</b>	<b>Announcements</b>
08/05/24	Application for quotation of securities – ROC
07/05/24	Completion of Share Purchase Plan
06/05/24	Continuation of Suspension from Quotation
01/05/24	Suspension from Quotation
01/05/24	Quarterly Activities/Appendix 4C Cash Flow Report
15/04/24	Notice of Extraordinary General Meeting/Proxy Form
10/04/24	Share Purchase Plan Offer Documents
9/04/24	Cleansing Statement
09/04/24	Application for quotation of securities – ROC
05/04/24	Proposed issue of securities – ROC
05/04/24	Successful Placement & Proposed Share Purchase Plan
14/03/24	Change in substantial holding – E8 Investments
13/03/24	Application for quotation of securities – ROC
12/03/24	Escrow Update
29/02/24	Appendix 4D & Half Year Report (1H24)
13/02/24	Notification regarding unquoted securities – ROC
12/02/24	Proposed issue of securities – ROC
08/02/24	Application for quotation of securities – ROC
08/02/24	Final Director's Interest Notice
08/02/24	Cleansing Statement
05/02/24	Investor Presentation
05/02/24	Proposed issue of securities – ROC
05/02/24	Successful Placement & Director Resignation
01/02/24	Trading Halt
31/01/24	Quarterly Activities/Appendix 4C Cash Flow Report
25/01/24	North American Entry via Major Retailer Trial
23/01/24	UK Business Progresses Positively
28/11/23	Change of Registered Office
13/11/23	Amended Constitution
13/11/23	Results of Meeting
31/10/23	Quarterly Activities/Appendix 4C Cash Flow Report
10/10/23	Notice of Annual General Meeting/Proxy Form
14/09/23	Annual General Meeting Date & Director Nominations
31/08/23	Appendix 4G – Corporate Governance
31/08/23	Corporate Governance Policy & Statement
31/08/23	Annual Report – 30 June 2023

In addition, copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The Company will give free of charge, to any person who requests it before the Closing Date, a copy of the Annual Report and any continuous disclosure notices lodged by the Company from lodgement of the Annual Report to the date of this Prospectus.

## **8.2 Rights attaching to New Shares**

The rights attaching to the New Shares, which are the same as the Existing Shares, are set out in the Company's constitution and summarised in section 7.2 of this Prospectus.

## **8.3 Existing Options**

<b>Code</b>	<b>Existing Options</b>	<b>Exercise price</b>	<b>Expiry date</b>
ROCAP	903,750	\$0.30	8 March 2025
ROCAC	500,000	\$0.20	9 February 2027
ROCAB	903,750	\$0.30	7 December 2024

The Board considers it is unlikely that any Existing Options will be exercised before the Closing Date. However, if any Existing Options are exercised before the Closing Date, any proceeds raised will be applied to the general working capital of ROC.

## **8.4 Litigation**

To the best of the Directors' knowledge and belief, no litigation, mediation, conciliation or administrative proceeding is taking place, pending or threatened against the Company.

## **8.5 Consents and disclaimers of responsibility**

None of the parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as specified below. Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for, any part of this Prospectus, other than the reference to its name and the statement included in this Prospectus with the consent of that party, as specified below.

K&L Gates has given, and has not withdrawn, its written consent to be named as lawyers to the Company in the form and context in which it is named.

Computershare Investor Services Pty Ltd has given, and has not withdrawn, its written consent to be named as Share Registry of the Company in the form and context in which it is named.

## **8.6 Interests of experts and advisers**

Except as set out in this Prospectus:

- (a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has any interest or has had any interest during the last two years:
  - (i) in the formation or promotion of ROC;
  - (ii) in property acquired or proposed to be acquired by ROC in connection with its formation or promotion or the offer of the New Shares, or

- (iii) the offer of the New Shares; and
- (b) no amount has been paid or agreed to be paid, and no benefit has been given, or agreed to be given, to any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus in connection with the services provided by the person in connection with the:
  - (i) formation or promotion of ROC, or
  - (ii) offer of the New Shares.

K&L Gates has acted as legal adviser to the Company for the Offer and has provided legal advice on the Offer. K&L Gates will be paid an amount of approximately \$7,500 for these services (excluding GST and disbursements). During the 24 months preceding lodgement of this Prospectus with ASIC, K&L Gates has provided other general legal services provided to the Company on standard industry terms and conditions.

Computershare Investor Services Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Application Forms received pursuant to this Prospectus, and are paid for these services on standard industry terms and conditions.

Twyford Hawk Australia Pty Ltd (Corporate Authorised Representative number 1299405 of BR Securities Australia Pty Ltd, Australian Financial Services Licence 456663) has been appointed as placement agent in relation to the Offer and will receive a fee equal to 6.0% of the amount raised and pro-rata unlisted options on standard industry terms and conditions.

## 8.7 Substantial Shareholders

The following Shareholders have a substantial holding in ROC (excluding deferred consideration shares to be issued post 30 June 2024):

Shareholder	Shares	Percentage interest
E8 Investments Pty Ltd	20,250,000	28.60%
TTOR Pty Ltd	4,432,791	6.26%

## 8.8 Interests of Directors

Other than as set out above or elsewhere in this Prospectus:

- (a) no Director or proposed Director of ROC has, or has had in the two years before lodgement of this Prospectus, any interest in:
  - (i) the formation or promotion of ROC;
  - (ii) any property acquired or proposed to be acquired by ROC in connection with the formation or promotion or the offer of the New Shares; or
  - (iii) the offer of the New Shares, and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of ROC either:
  - (i) to induce him or her to become, or to qualify him or her as, a Director, or



- (ii) otherwise for services rendered by him or her in connection with the formation or promotion of ROC or the offer of the New Shares.

## Shareholdings

The Directors or their associates have a beneficial interest in the following Shares and Existing Options at the date of this Prospectus:

Director	Shareholder	Indirect Shares
Professor Hugh Bradlow	Held indirectly via a related entity	50,000
Karl Medak	Held indirectly via a related entity	20,499,930
Cameron Petricevic	Held indirectly via a related entity	4,432,791

## Payments to Directors

The constitution of ROC provides that the Directors may be paid, as remuneration for their services, a sum set from time to time by the Shareholders in general meeting, with that sum to be divided among the Directors as they agree.

The current non-executive directors fees are \$50,000 for Karl Medak, \$55,000 for Cameron Petricevic per annum and \$60,000 per annum for the Chair.

## 8.9 Expenses of the Offer

The total estimated expenses of the Offer payable by the Company including ASX and ASIC fees, accounting fees, legal fees, share registry fees, printing costs, public relations costs and other miscellaneous expenses are estimated to be \$66,000.

## 8.10 Allotment

ROC will apply within seven days from the date of this Prospectus for quotation of the New Shares on ASX. It is expected that allotment of the New Shares under the Offer will take place no more than five Business Days after the close of the Offer.

Application Money will be held by ROC on trust for the Applicant until the New Shares are allotted. No interest will be paid on Application Money.

It is the responsibility of the Applicant to work out the number of New Shares allotted and issued to them before trading the New Shares. The sale by the Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

## 8.11 CHESS

The Company will apply for the New Shares to participate in CHESS. An Applicant who is issued New Shares under this Offer will receive a shareholding statement instead of a share certificate. It sets out the number of New Shares issued to the successful Applicant.

The shareholding statement also provides details of the Shareholder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

Shareholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the share registry. Further statements are given to Shareholders showing changes in their shareholding during a particular month. Additional statements may be requested at any time, although the Company reserves the right to charge a fee for them.

### **8.12 Privacy**

The Applicant may be asked to give personal information to ROC directly, and through the share registry, such as name, address, telephone and fax numbers, tax file number and account details. The Company and the share registry collect, hold and use that personal information to provide facilities and services to the Applicant and undertake administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with the information under the *Privacy Act 1988* (Cth). The Company's privacy policy sets out how Shareholders may request access to and correction of their personal information held by or on behalf of the Company (by contacting the share registry), how Shareholders can complain about privacy related matters and how the Company responds to complaints.

### **8.13 Authorisation**

This Prospectus is issued by the Company. Each Director has consented to the lodgement of the Prospectus with ASIC.

Dated 20 May 2024



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**Professor Hugh Bradlow**  
Chair & Non-Executive Director

## Glossary

<b>AEST</b>	means Australian Eastern Standard Time
<b>Annual Report</b>	means the annual report of the Company for the financial year ended 30 June 2023 which includes audited financial statements for the financial year ended 30 June 2023 and the auditor's report, which was lodged with ASX and ASIC on 31 August 2023.
<b>Applicant</b>	means a person or entity who participated in the placement announced by the Company on 20 May 2024 and who submits an Application Form.
<b>Application Form</b>	means an application form provided by the Company to the Investor.
<b>Application Money</b>	means the money received by the Company under the Offer, being the Offer Price multiplied by the number of New Shares applied for by an Applicant.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	means the board of directors of the Company.
<b>Business Day</b>	means a business day as defined in the Listing Rules.
<b>Capital Raising</b>	means the capital raising taking the form of the Placement and the Loan Facilities.
<b>CHESS</b>	means Clearing House Electronic Subregister System, operated by ASX Settlement.
<b>Closing Date</b>	Means 5.00pm AEST on 21 May 2024.
<b>Company or ROC</b>	means RocketBoots Limited ACN 165 522 887.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Existing Options</b>	means the Options already on issue in ROC and referred to in section 8.3 of this Prospectus.
<b>Existing Shareholders</b>	means the holders of Shares before the date of this Prospectus.
<b>Existing Shares</b>	means the Shares already on issue in ROC.
<b>Listing Rules</b>	means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
<b>New Shares</b>	means the Shares issued by ROC under this Prospectus.
<b>Offer or Placement</b>	means the placement of up to 10,400,000 New Shares at an issue price of \$0.08 per New Share to raise up to approximately \$832,000 (before costs), under this Prospectus.
<b>Offer Price</b>	means \$0.08 per New Share.
<b>Prospectus</b>	means this prospectus.
<b>Shareholders</b>	means shareholders in ROC.
<b>Shares</b>	means fully paid ordinary shares in ROC.
<b>Us or we</b>	means the Company.

<b>VWAP</b>	has the meaning given to the term 'volume weighted market average price' under the Listing Rules.
<b>You</b>	means the investors under this Prospectus.

# Corporate directory

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## **Company**

RocketBoots Limited ACN 165 522 887

Level 1, 6-10 O'Connell Street

Sydney, NSW 2000

Tel: +61 417 141 577

[www.rocketboots.com](http://www.rocketboots.com)

## **Directors and executives**

Professor Hugh Bradlow - Chair & Non-Executive Director

Karl Medak - Non-Executive Director

Cameron Petricevic - Non-Executive Director and Company Secretary

Joel Rappolt - Chief Executive Officer

## **Company Secretary**

Cameron Petricevic

## **Share Registry**

Computershare Investor Services Pty Ltd ACN 152 260 814

Tel: +61 2 9698 5414

Within Australia: 1300 288 664

Outside Australia: +61 2 9698 5414

[www.Computershare\\_Investor\\_Servicesgroup.com.au](http://www.Computershare_Investor_Servicesgroup.com.au)

## **Lawyers**

K&L Gates

25/525 Collins Street

Melbourne VIC 3000