

RocketBoots Successfully Completes Capital Raise and Board Changes; Positioned to Deliver International Expansion in 2025

Highlights

- **RocketBoots appoints experienced investor and growth company specialist Roy McKelvie as Chairman**
- **New Chairman to invest in RocketBoots along with other sophisticated investors in a Placement to raise \$500k**
- **Funds will primarily be used to execute on sales and customer initiatives that will deliver international expansion with a number of enterprise customers**
- **Further progress has been made with advanced stage customer discussions with several outcomes expected in early CY2025.**

Artificial Intelligence software company **RocketBoots Limited** (ASX:ROC) (**RocketBoots** or the **Company**), is pleased to announce the appointment of Mr Roy McKelvie as Chairman, to guide the company through a period of material scaling. Mr McKelvie will invest \$200k in RocketBoots, subject to shareholder approval, and cornerstone a raise for \$500k at \$0.085 per share (before costs) with other sophisticated investors (**Placement**).

Transforming for Growth

Appointment of Mr Roy McKelvie

The Company is pleased to announce the appointment of Mr Roy McKelvie as Independent, Non-Executive Chairman effective today, who will replace Mr Hugh Bradlow. Mr McKelvie's experience both investing in and leading growth phase businesses will be crucial to RocketBoots as it enters a major scaling phase with large customer contracting decisions approaching.

Mr McKelvie is well placed to provide corporate and public markets support during the Company's next phase of international expansion, having over 25 years' experience in private equity and financial markets in the US, UK, continental Europe, Asia and Australia. He has worked and consulted to companies across multiple sectors including financial services, resources, retail, business services and FMCG.

Mr McKelvie is currently Chairman at WageSafe, Pathify Holdings Inc, Infocus Wealth Management and Encompass Corporation. Prior to this, he was CEO of Transfield Holdings (previously ASX listed), MD and CEO of Gresham Private Equity, and MD and Asian Head of Deutsche Bank Capital Partners.

He has a BSc in Production Engineering from the University of Strathclyde and an MBA from the University of Edinburgh Business School.

RocketBoots Board of Directors would like to express their deep gratitude to Mr Bradlow for his services to the Company and as founding Chair. The Board thanks him for his substantial contribution taking RocketBoots to this point as we approach a material growth phase.

Mr McKelvie's key employment terms are described in Appendix A.

CEO & Board Remuneration update

As a part of the transition for growth, the Company undertook a review of the remuneration package of the current Chief Executive Officer (**CEO**), Mr Joel Rappolt and the Board. The review focused on how best to align delivery of Company milestones with value to shareholders and reflects that no increases have occurred since IPO in 2021. As a result of the review, the Board confirms that the CEO's total remuneration package has changed, effective as at 27 December 2024. Mr Rappolt's new remuneration package is set out in Appendix B and the Board's, which is subject to shareholder approval, set out in Appendix A.

Placement Details

Shares will be placed with sophisticated investors from a Placement raising \$500k (before costs). 5,882,352 fully paid ordinary shares are to be issued under the Company's existing ASX Listing Rule 7.1 capacity (**New Shares**). The New Shares will rank pari passu with the Company's existing fully paid ordinary shares. Taylor Collison Limited acted as sole lead manager to the Placement and received 6.0% (excluding GST) on proceeds raised and 500,000 options at a \$0.12 exercise price with an expiry date of 17 December 2027. The timeline of activities associated with the Placement are outlined in Table 1.

ROC confirms the issue of securities is subject to a s713 transaction-specific prospectus.

The Placement issue price of \$0.085 per share represents:

- 2.3% discount to the closing price of ROC shares on Friday, 13 December 2024 (\$0.087);
- 0.3% discount to the 15-day volume weighted average price (**VWAP**)

Use of Funds

The Placement proceeds will be utilised for general working capital purposes (including the costs of the Offer), which will support sales and customer initiatives with respect to executing the Company's international expansion strategy.

Commenting on the capital raise focused on delivering international expansion, RocketBoots

incoming Chairman, Roy McKelvie, said:

"I'm delighted to be joining RocketBoots in this capacity. Having done my due diligence, I am excited about the opportunity in front of the Company; The software works, the technology stack is scalable and the customer pipeline is incredibly strong. I'm joining the company to throw my support behind the business, including cornerstoning this capital raise."

Table 1 - Placement Timeline

Trading Halt and Placement conducted	Monday, 16 December 2024
Trading Halt Lifted and Announcement of Placement	Wednesday, 18 December 2024
Settlement of New Shares under the Placement	Monday, 23 December 2024
Issue (and normal trading) of New Shares issued under the Placement	Tuesday 24 December 2024

All dates and times are indicative only. The commencement and quotation of New Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, the Company reserves the right to amend this timetable at any time, either generally or, in particular cases, without notice.

This announcement has been authorised for release by the Board of RocketBoots Board.

- Ends -

For more information:

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About RocketBoots

RocketBoots is a Software-as-a-Service (SaaS) platform that leverages AI, machine learning, edge computing, and cloud technology to empower retail banks and retailers to address the challenges of a dynamic customer landscape.

Our core focus is to help customers adapt In-Person channels to continuously changing customer behaviour patterns and ensure physical locations remain relevant and efficient. To do this, RocketBoots software delivers optimised staffing, customer experience & loss prevention strategies, ultimately leading to improved profitability. Core Solutions include:

- 🔗 **Workforce & Customer Experience Optimisation:** Optimise staffing levels to meet customer service expectations whilst reducing costs and maintaining or improving customer service to drive loyalty & NPS; and
- 🔗 **Adaptive Loss Prevention:** A revolutionary approach to preventing loss and needless friction at self checkout & registers.



Appendix A – Non-Executive Chairman, Mr Roy McKelvie - Contract Key Terms & Board Remuneration

Roy McKelvie (Independent, Non-Executive Chair)

Base salary of \$110,000 cash per annum (including superannuation and excluding GST if any are applicable), where for the first year, \$55,000 of the total annual salary is agreed to be taken in equity at \$0.10 a share.

Plus:

2,000,000 options at a strike price of \$0.12

2,000,000 options at a strike price of \$0.15

2,000,000 options at a strike price of \$0.18

Karl Medak (Non-Executive Director)

No change to base salary.

Plus:

1,000,000 options at a strike price of \$0.12

1,000,000 options at a strike price of \$0.15

1,000,000 options at a strike price of \$0.18

Cameron Petricevic (Non-Executive Director)

No change to base salary.

Plus:

1,000,000 options at a strike price of \$0.12

1,000,000 options at a strike price of \$0.15

1,000,000 options at a strike price of \$0.18

Noting: all option expiry is 18/12/2029.

Appendix B – Chief Executive Officer Contract – Remuneration Update Key Terms

Title	Chief Executive Officer	
Remuneration	Cash	\$17,500 per month, plus superannuation (unchanged)
	Short Term Incentive	▪ Up to \$82,000 cash bonus earned on achieving the following outcomes: - 25% if new ARR contracted and announced is at least \$1m - 25% if new ARR contracted and announced is at least \$2m - 25% of the amount if there is at least one cash flow positive quarter during the period - 25% if share dilution is no more than 25% during the period ▪ Payment can be made in shares (in lieu of cash) if mutually agreed.

	Long Term Incentive	▪ Up to 2,500,000 performance rights (converting to ordinary fully paid shares) to be earned over a 3-year period starting 1 September 2024, as outlined below. ▪ Shares and options can vest anytime within the next 3 years if the tranche conditions below are met, but will only be released from escrow at the end of 3 years (i.e. 31 August 2027) ▪ The award tranches consist of share price and revenue targets as follows: - 500,000 shares vest the first time the 30-day share price VWAP reaches at least \$0.30 during the period (this award is only made the first time the 30-day VWAP reaches the \$0.30 threshold); - 500,000 shares vest the first time the 30-day share price VWAP reaches at least \$0.45 during the period (this award is only made the first time the 30-day VWAP reaches the \$0.45 threshold); - 500,000 shares vest the first time the 30-day share price VWAP reaches at least \$0.60 (this award is only made the first time the 30-day VWAP reaches the \$0.60 threshold); - 500,000 shares vest if the total value of invoiced and received contracts won in any 12-month period exceeds \$5M; and - 500,000 shares vest if the total value of invoiced and received contracts won in any 12-month period reaches \$9M. ▪ 1,500,000 options vest at a strike price of \$0.20 if the cumulative total contract value invoiced and received of new business exceeds \$25M during the period (expiry 3 years from 1 September 2024). ▪ Additionally, each award tranche may vest in the event of the completion of a merger/take over if the event price or financial result (at the time of event completion) meets the condition to vest for each tranche, noting: - Shares already vested will also be included; and - Shares can be exercised after the time of the event completion.
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