

Notice of Extraordinary General Meeting & Explanatory Statement

RocketBoots Limited (**Company**) (ASX:ROC) provides notice that an Extraordinary General Meeting (**Extraordinary General Meeting, EGM or Meeting**) of its Shareholders will be held on 11 March 2025 at 5:30pm (Sydney time). The Meeting will be conducted as follows:

Attendance in Person only

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

The Notice of EGM, and accompanying Explanatory Statement (**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. If you are unable to access any of the Meeting Materials online, please contact the Company Secretary, Cameron Petricevic via email at investors@rocketboots.com.

In accordance with sections 110C-110K of the *Corporations Act 2001 (Cth)*, as amended by the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*, the Company will not send hard copies of the Meeting Materials to Shareholders unless Shareholders have already notified the Company that they wish to receive documents such as these Meeting Materials in hard copy. If you have elected to receive notices by email, a communication will be sent to your nominated email address.

Proxy Forms

The Company strongly encourages Shareholders to submit a completed Proxy Form ahead of the Meeting. Shareholders attending the Meeting will also be able to vote at the Meeting. Further details of how to participate in the Meeting are set out in the Notice of EGM.

EGM Questions

Shareholders can ask questions during the Meeting or submit questions in advance of the Meeting by email to investors@rocketboots.com.

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 (1) 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 (2) Adaptive Loss Prevention: A revolutionary approach to preventing loss and needless friction at self-checkout & registers.

End of Announcement

Authorised for release by the Board of RocketBoots Limited



Notice of Extraordinary General Meeting and Explanatory Statement

The Extraordinary General Meeting of

ROCKETBOOTS LIMITED

ACN 165 522 887

will be held at

5:30 pm Sydney time on 11 March 2025

at

RocketBoots Limited

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

Attendance in person only

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

Meeting registration commences at 5:00pm Sydney time, on 11 March 2025

Voting

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

This Notice of EGM 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.

ROCKETBOOTS LIMITED

ACN 165 522 887

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting (EGM or Meeting) of Shareholders of RocketBoots Limited (Company) will be held at 5:30pm Sydney time on 11 March 2025. Shareholders will only be able to attend the EGM in person.

AGENDA

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

BUSINESS OF MEETING

Resolution 1: Ratification of issue of First Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares on 18 October 2024 on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 2: Approval to issue Advisor Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,000,000 unlisted options to the Company's advisers for services in relation to the First Placement Shares and Second Placement Shares on 18 October 2024 and 24 December 2024 respectively, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 3: Ratification of issue of Second Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,529,411 Shares on 24 December 2024 on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 4: Re-election of Roy McKelvie as Director

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

"That, Roy McKelvie being a Director, who retires in accordance with rule 13.1(b) of the Constitution and being eligible, be re-elected as a Director."

Resolution 5: Approval to issue Shares to Roy McKelvie in the second placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,352,941 Shares to Roy McKelvie under the second placement, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 6: Approval to issue Shares to Roy McKelvie in lieu of directors' fees

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 550,000 Shares (the equivalent of \$55,000) in lieu of directors' fees for the period 18 December 2024 to 19 June 2025 to Roy McKelvie, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 7: Approval to issue Options to Roy McKelvie

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 6,000,000 Options to Roy McKelvie, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 8: Approval to issue Options to Karl Medak

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,000,000 Options to Karl Medak, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 9: Approval to issue Options to Cameron Petricevic

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,000,000 Options to Cameron Petricevic, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 10: Approval to issue Options and Performance Rights to Joel Rappolt as CEO

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,500,000 Options and 2,500,000 Performance Rights to Joel Rappolt, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

By order of the Board

Dated: 3 February 2025

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 EGM, shares will be taken to be held by the persons who are registered as holding the shares at 7:00 pm Sydney time 2 days before the date of the EGM. Only those persons will be entitled to vote at the EGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the EGM.
3. **Voting Exclusion Statements and Voting Prohibition Statements:**

Resolutions 1 & 3

The Company will disregard any votes cast on Resolutions 1 & 3 (in any capacity) by or on behalf of any person who participated in the issue of Shares, or any associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolutions 1 & 3 by:

- a person as proxy or attorney for a person who is 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:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

The Company will disregard any votes cast on Resolution 2 (in any capacity) by or on behalf of Taycol Nominees Pty Ltd, Taylor Collison Limited, Chaleyer Holdings Pty Ltd, JEC Capital Pty Ltd, and IRX Enterprises Pty Ltd who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is 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:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 5, 6, 7, 8 & 9

The Company will disregard any votes cast (in any capacity) by or on behalf of:

- Roy McKelvie for Resolutions 5, 6 & 7,
 - Karl Medak for Resolution 8,
 - Cameron Petricevic for Resolution 9,
- or any associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolutions 5, 6, 7, 8 & 9 by:

- a person as proxy or attorney for a person who is 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:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from

- o voting, and is not an associate of a person excluded from voting, on the resolution; and
- o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 6, 7, 8 & 9 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolution 10

The Company will disregard any votes cast on Resolution 10 (in any capacity) by or on behalf of Joel Rappolt who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a Shareholder), or any associate of that person.

However this does not apply to a vote cast in favour of Resolution 10 by:

- a person as proxy or attorney for a person who is 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:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

EXPLANATORY STATEMENT

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

Resolutions 1 & 3 Ratification of First and Second Placement Shares, and Resolution 2 Approval of Advisor Options

Background

On 14 October 2024, the Company announced it had:

- raised \$1,000,000 (before costs) at \$0.10 per Share through a placement of 10,000,000 Shares (**First Placement Shares**) to new and existing Shareholders. The First Placement Shares were issued on 18 October 2024 (the subject of Resolution 1); and
- agreed to issue 1,000,000 unlisted options (**First Placement Options**) to Taycol Nominees Pty Ltd (nominee of Taylor Collison Limited) (TC) as part consideration for services provided in connection with the first placement (the subject of Resolution 2). Of the First Placement Options, TC have assigned 250,000 of these options to be allocated to Chaleyer Holdings Pty Ltd and 150,000 of these options to be assigned to IRX Enterprises Pty Ltd (IRX) for participating in the first placement.

On 18 December 2024, the Company announced it had:

- raised \$500,000 (before costs) at \$0.085 per Share through a second placement of 5,882,352 Shares (**Second Placement Shares**) of which:
 - o 3,529,411 Shares were issued on 24 December 2024 to non-related sophisticated and professional investors (the subject of Resolution 3), and
 - o 2,352,942 Shares to Director Roy McKelvie (the subject of Resolution 5); and
- agreed to issue:
 - o 500,000 unlisted options (**Second Placement Options**) to TC as part consideration for services provided in connection with the second placement. Of the Second Placement Options, TC have assigned 200,00 of these options to be allocated to JEC Capital Pty Ltd for participating in the second placement, as well as
 - o 500,000 unlisted options (**Advisory Services Options**) to IRX as part consideration for general corporate advisory services provided and subject to shareholder approval,

The First Placement Options, the Second Placement Options and the Advisory Service Options together comprise the '**Advisor Options**'.

Resolutions 1 & 3

Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to a combined 25% of the fully paid ordinary securities it had on issue at the start of that period. Shareholders approved the additional 10% placement capacity under Listing Rule 7.1A at the annual general meeting held on 26 August 2024.

The issue of the First Placement Shares and Second Placement Shares do not fall within any of the

relevant exemptions and, as it has not yet been approved by Shareholders, it utilises the Company's 15% placement capacity in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, 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 Rules 7.1 and 7.1A, thereby replenishing the Company's combined 25% capacity, enabling it to issue further securities up to that limit.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issuances under Listing Rules 7.1 and 7.1A. Resolutions 1 & 3 therefore seeks approval of the issue of the First Placement Shares and Second Placement Shares under and for the purposes of Listing Rule 7.4.

Technical information required by Listing Rule 14.1A

If Resolutions 1 & 3 is passed, the Company's combined 25% placement capacity under Listing Rules 7.1 and 7.1A will be replenished.

If Resolutions 1 & 3 is not passed, the Company's ability to raise additional equity funds over the next 12-months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided to Shareholders in relation to Resolutions 1 & 3:

	Resolution 1	Resolution 3
Recipient of issue	<p>Various sophisticated and professional investors (as defined by section 708 of the Corporations Act).</p> <p>In accordance with section 7.4 of Guidance Note 21, the Company confirms:</p> <ol style="list-style-type: none"> that none of these investors are related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and <p>issued more than 1% of the issued capital of the Company.</p>	
Number and class of the securities to be issued	10,000,000 Shares	3,529,411 Shares
Material terms of the securities	The Shares issued rank equally in all respects with existing Shares on issue	
Date on which the securities were issued	18 October 2024	24 December 2024
Issue price	\$0.10	\$0.085
Purpose of the issue and use of funds	To raise working capital required by the Company, which will support sales and customer initiatives with respect to executing the Company's international expansion strategy	

Resolution 2

Resolution 2 seeks Shareholder approval to issue the Advisor Options under and for the purposes of Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Advisor Options issued will be excluded from the calculation of the Company's 15% limit allowing the Company to issue equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the proposed issue of Advisor Options will not proceed and the Company would need to consider alternative forms of payment including by way of cash payment.

Technical information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 2:

Recipient of issue	Chaley Holdings Pty Ltd	JEC Capital Pty Ltd	Taycol Nominees Pty Ltd	IRX
Number and class of the securities to be issued	250,000 First Placement Options	200,000 Second Placement Options	600,000 First Placement Options 300,000 Second Placement Options	150,000 First Placement Options 500,000 Advisory Services Options
Material terms of the securities	First Placement Options are exercisable at \$0.12 and expire on 18 October 2026 Second Placement Options are exercisable at \$0.12 and expire on 17 December 2027 Advisory Services Options are exercisable at \$0.15 and expire on 9 October 2027			
Date on which the securities will be issued	Within 5 business days of Shareholder approval, but in any event by no later than 3 months from the date of the EGM			
Issue price	Nil			
Purpose of the issue and use of funds	First Placement Options and Second Placement Options were issued as part consideration for services provided in connection with the First Placement Shares and Second Placement Shares Advisory Services Options were issued as part consideration for corporate advisory services provided No funds will be raised from the issue of Advisor Options as they are issued for nil consideration			

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

The Directors recommend that Shareholders vote in favour of Resolution 2.

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 Re-election of Roy McKelvie as Director

Rule 13.1(b) of the Constitution provides that the Company may at any time by resolution passed at a general meeting appoint any person to be a Director.

Roy McKelvie was appointed as Independent Chair and Non-Executive Director on 18 December 2024. Pursuant to rule 13.1(d) of the Constitution, Roy McKelvie holds office until the next annual general meeting and is eligible for re-election at that meeting.

The Company has decided to bring forward the re-election to this meeting.

Roy 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.

Roy McKelvie is currently Chairman at WageSafe, Pathify Holdings Inc, Infocus Wealth Management and Encompass Corporation. Prior to this, he was previously a Non-Executive Director of ASX listed Broadspectrum, CEO of Transfield Holdings Limited, MD and CEO of Gresham Private Equity, MD and Asian Head of Deutsche Bank Capital Partners and a Director at 3i plc.

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

Directors' recommendation

The Directors (excluding Roy McKelvie) recommend that Shareholders vote in favour of Resolution 4.

Resolutions 5 & 6 Approval to issue Shares to Roy McKelvie

Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As a Director, Roy McKelvie is a related party of the Company, as such Shareholder approval is required for the issuance of securities.

Resolution 5

Resolution 5 seeks Shareholder approval to issue 2,352,942 Shares in the second placement to Director Roy McKelvie under and for the purposes of Listing Rule 10.11.

Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company can proceed with the Share issue to Roy McKelvie. Further, the issuance will not require approval under Listing Rule 7.1 as it falls within one of the exceptions to Listing Rule 7.1 and will not deplete the Company's 15% placement capacity as it will not be included in the capacity calculation.

If Resolution 5 is not passed, the Company will not be able to issue the Shares to Roy McKelvie and receive the consideration money.

Technical information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 5:

Recipients of issue	Roy McKelvie
Category under Listing Rule 10.11	Listing Rule 10.11.1 – Roy McKelvie is a Director of the Company, and therefore a related party of the Company
Number and class of the securities issued	2,352,941 Shares
Date on which the securities will be issued	Within 1 month from the date of the EGM
Issue price	\$0.085 per Share
Purpose of the issue, including the intended use of any funds raised by the issue	To raise working capital required by the Company, which will support sales and customer initiatives with respect to executing the Company's international expansion strategy

Resolution 6

Background

Roy McKelvie agreed to receive 550,000 Shares in lieu of directors' fees for the period 18 December 2024 to 19 June 2025.

Resolution 6 seeks Shareholder approval to issue 550,000 Shares (equivalent to \$55,000) in lieu of directors' fees to Roy McKelvie under and for the purposes of Listing Rule 10.11.

Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company can proceed to issue the Shares to Roy McKelvie in lieu of directors' fees. Further, the issuance will not require approval under Listing Rule 7.1 as it falls within one of the exceptions to Listing Rule 7.1 and will not deplete the Company's 15% placement capacity as it will not be included in the capacity calculation.

If Resolution 6 is not passed, the Company will not be able to issue the Shares in lieu of directors' fees to Roy McKelvie and will need to consider alternative forms of payment including by way of cash.

Technical information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 6:

Recipients of issue	Roy McKelvie
Category under Listing Rule 10.11	Listing Rule 10.11.1 – Roy McKelvie is a Director of the Company, and therefore a related party of the Company
Number and class of the securities issued	550,000 Shares

Date on which the securities will be issued	Within 1 month from the date of the EGM
Issue price	Nil
Purpose of the issue, including the intended use of any funds raised by the issue	Forms part of the Director's remuneration package (saving \$55,000). No funds will be raised from the issue of Shares
If the issue is intended to remunerate or incentivize the Director, details (including the amount) of the Director's current total remuneration package	Total remuneration \$110,000 per annum (including superannuation). However, subject to this Resolution 6, it is proposed to pay \$55,000 in Shares in lieu of cash for directors' fees for 6 months

Chapter 2E

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the giving of the financial benefit falls within one of the relevant exceptions, or prior shareholder approval is obtained to the giving of the financial benefit.

The Directors of the Company have formed the view (with Mr McKelvie abstaining) that the issue of the Shares to Mr McKelvie does not require Shareholder approval under section 208 of the Corporations Act, as the issue constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

In reaching this view, the Company has considered the role and responsibilities of Mr McKelvie and the need for the Company to effectively incentivise its Directors, while aligning the incentive with increasing Shareholder value and the desirability of preserving cash resources within the Company.

The Directors of the Company believe (with Mr McKelvie abstaining) that the proposed issuance of Shares provides a cost-effective form of remuneration for the Mr McKelvie which aligns their interests to improved overall Shareholder value.

Directors' recommendation

The Directors (excluding Roy McKelvie) recommend that Shareholders vote in favour of Resolution 5.

The Directors (excluding Roy McKelvie) recommend that Shareholders vote in favour of Resolution 6.

Resolutions 7, 8 & 9 Approval to issue Options to Directors

Background

Following a remuneration review, the Directors have been granted equity-based incentives as part of their remuneration package.

No Directors currently hold any Options.

The Directors of the Company propose (with each Director abstaining with respect to their proposed entitlement) to issue the following Options to Directors on the terms set out in Schedule 1 annexed:

Director	Options	Exercise price	Expiry
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Roy McKelvie	2,000,000	\$0.12	18/12/2029
	2,000,000	\$0.15	18/12/2029
	2,000,000	\$0.18	18/12/2029
Karl Medak	1,000,000	\$0.12	18/12/2029
	1,000,000	\$0.15	18/12/2029
	1,000,000	\$0.18	18/12/2029
Cameron Petricevic	1,000,000	\$0.12	18/12/2029
	1,000,000	\$0.15	18/12/2029
	1,000,000	\$0.18	18/12/2029
Total	12,000,000		

In accordance with Listing Rule 10.11, Resolutions 7, 8 & 9 seeks Shareholder approval to issue Options to the Directors.

Technical information required by Listing Rule 14.1A

If Resolutions 7, 8 & 9 is passed, the Company can proceed to issue the Options to each of the Directors. Further, the issuance to Directors will not require approval under Listing Rule 7.1 as it falls within one of the exceptions to Listing Rule 7.1 and will not deplete the Company's 15% placement capacity as it will not be included in the capacity calculation.

If Resolutions 7, 8 & 9 is not passed, the Company will not be able to issue the Options to each of the Directors and will need to consider alternative forms of remuneration including by way of cash payments.

Technical information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 7, 8 & 9:

	Resolution 7	Resolution 8	Resolution 9
Recipient of issue	Roy McKelvie	Karl & Jasmina Medak <Vitez Superannuation A/C>	TTOR Pty Ltd
Category under ASX Listing Rule 10.11	Listing Rule 10.11.1 – Roy McKelvie is a Director of the Company, and therefore a related	Listing Rule 10.11.1 – Karl Medak is a Director of the Company, and therefore a related party	Listing Rule 10.11.1 – Cameron Petricevic is a Director of the Company, and therefore a related

	party of the Company	of the Company	party of the Company
Number and class of the securities issued	2,000,000 Options, exercisable at \$0.12 and expire 18 December 2029 2,000,000 Options, exercisable at \$0.15 and expire 18 December 2029 2,000,000 Options, exercisable at \$0.18 and expire 18 December 2029	1,000,000 Options, exercisable at \$0.12 and expire 18 December 2029 1,000,000 Options, exercisable at \$0.15 and expire 18 December 2029 1,000,000 Options, exercisable at \$0.18 and expire 18 December 2029	1,000,000 Options, exercisable at \$0.12 and expire 18 December 2029 1,000,000 Options, exercisable at \$0.15 and expire 18 December 2029 1,000,000 Options, exercisable at \$0.18 and expire 18 December 2029
Material terms of the securities	See Schedule 1 annexed		
Date on which the securities will be issued	Within 1 month from the date of the EGM		
Issue price	Nil		
Purpose of the issue, including the intended use of any funds raised by the issue	Forms part of the Director's remuneration package. No funds will be raised from the issue of Options		
If the issue is intended to remunerate or incentivize the Director, details (including the amount) of the Director's current total remuneration package	Total remuneration \$110,000 per annum (including superannuation). However, subject to Resolution 6, \$55,000 in Shares in lieu of cash for director's fees for 6 months	Total remuneration \$55,000 per annum (including superannuation)	Total remuneration \$55,000 per annum (including superannuation)
If the securities are issued under an agreement, a summary of any other material terms of the agreement	See Schedule 1 annexed		

Chapter 2E

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the giving of the financial benefit falls within one of the relevant exceptions, or prior shareholder approval is obtained to the giving of the financial benefit.

The board of Directors of the Company have formed the view that the issue of the Options does not require Shareholder approval under section 208 of the Corporations Act, as the issue constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

In reaching this view, the Company has considered the role and responsibilities of the Directors and the need for the Company to effectively incentivise its Directors, while aligning the incentive with increasing Shareholder value and the desirability of preserving cash resources within the Company.

The board of Directors of the Company believe that the proposed issuance of Options provides a cost-effective form of remuneration for the Directors which aligns their interests to improved overall Shareholder value.

Directors' recommendation

The Directors (excluding Roy McKelvie) recommend that Shareholders vote in favour of Resolution 7.

The Directors (excluding Karl Medak) recommend that Shareholders vote in favour of Resolution 8.

The Directors (excluding Cameron Petricevic) recommend that Shareholders vote in favour of Resolution 9.

Resolution 10 Approval to issue Options and Performance Rights to Joel Rappolt as CEO

Background

Following a remuneration review, the Directors have agreed to increase the CEO's remuneration package, effective 27 December 2024. The CEO's remuneration package has not changed since the Company's IPO in 2021.

The Directors of the Company propose to issue Joel Rappolt the following Options and Performance Rights:

- 1,500,000 Options; and
- 2,500,000 Performance Rights.

Broadly speaking, and subject to a number of exceptions, Listing Rules 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 Options and Performance Rights do not fall within any of the relevant exceptions and 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. An issue of equity securities approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit.

Resolution 10 seeks Shareholder approval to issue Options and Performance Rights to Joel Rappolt under and for the purposes of Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Options and Performance Rights issued to Joel Rappolt will be excluded from the calculation of the Company's 15% limit allowing the Company to issue equity securities in the

future without having to obtain Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Options and Performance Rights issued to Joel Rappolt will be included in calculating the Company's 15% limit thereby restricting its ability to issue further equity securities over the next 12-months without Shareholder approval.

Technical information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 10:

Recipient of issue	Joel Rappolt
Number and class of the securities to be issued	1,500,000 Options exercisable at \$0.20 and expire 1 September 2027 2,500,000 Performance Rights
Material terms of the securities	<p>See Schedule 1 & 2 annexed</p> <p>Options</p> <p>Only vest if the cumulative value invoiced and received of new business exceeds \$25M during the period between 1 September 2024 and 31 August 2027.</p> <p>Performance Rights</p> <p>500,000 Shares vest the first time the 30-day VWAP reaches \$0.30 during the period between 1 September 2024 and 31 August 2027 (Period);</p> <p>500,000 Shares vest the first time the 30-day VWAP reaches \$0.45 during the Period;</p> <p>500,000 Shares vest for the first time the 30-day VWAP reaches \$0.60 during the Period;</p> <p>500,000 Shares vest if the total value of invoiced and received contracts won in any 12 month period exceeds \$5M; and</p> <p>500,000 Shares vest if the total value of invoiced and received contracts won in any 12 month period exceeds \$9M.</p> <p>Other</p> <p>Shares issued upon exercise of Options or Performance Rights are subject to escrow until 31 August 2027.</p> <p>Additionally, each award tranche may vest in the event of the completion of a merger/take over if the price of such a merger/take over is high enough for the condition of an award tranche to be met. Additionally, in such an event, it should be noted that shares already vested will be released from any restriction conditions.</p>
Date on which the securities will be issued	Within 1 month from the date of the EGM

Issue price	Nil
Purpose of the issue, including the intended use of any funds raised by the issue	Forms part of the CEO's remuneration package. No funds will be raised from the issue of Options and Performance Rights
If the securities are being issued under an agreement, a summary of any other material terms of the agreement	See Schedule 1 & 2 annexed

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 10.

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 7.00 pm Melbourne time on 9 March 2025 (being the date 2 days before the date of the Extraordinary General Meeting) will be taken, for the purposes of the Extraordinary 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 5:30pm (Sydney time) on 11 March 2025.

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 5:30 pm Sydney time on 11 March 2025.

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 5:30 pm (Sydney time) on 11 March 2025 (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 5:30pm pm (Sydney time) on 11 March 2025.
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;

"Accounting Standards" has the meaning given to that term in the Corporations Act.

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

"Closely Related Party" has the meaning given to that term 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;

"Explanatory Statement" means the explanatory statement which forms part of the Notice;

"Key Management Personnel" has the meaning given to that term in the Accounting Standards.

"Meeting", "Extraordinary General Meeting", and "EGM" has the meaning given in the introductory paragraph of the Notice;

"Notice" means the Notice of Meeting accompanying this Explanatory Statement;

"Proxy Form" means the proxy form attached to the Notice;

"Resolution" means a resolution referred to in the Notice;

"Share" means a fully paid ordinary share in the capital of the Company; and

"Shareholder" means shareholder of the Company.

Schedule 1 - Option Terms

1. Entitlement

- (a) On the relevant issue date, an 'option' once issued by the Company in accordance with these terms entitles the Optionholder to subscribe for one Share for each 'option' at the exercise price specified in clause 3, during the option period specified in clause 4 of these Option Terms (**Options**).
- (b) Options will be granted to the Optionholder free of charge and may only be granted in the Optionholder's or the Optionholder's nominee's name.
- (c) The Options are not transferrable.

2. Issue price

No amount is payable on issue of the Options.

3. Exercise price

The exercise price of an Option is \$[●see resolutions 7, 8, 9 and 10].

4. Option period and vesting

- (a) Unless otherwise stated in the Notice of Meeting, there are no vesting conditions attaching to the Options.
- (b) The Options may be exercised in part or in whole at any time.
- (c) The Options automatically expire on [●see resolutions 7, 8, 9 and 10].

5. Participation rights, bonus issues, rights issues and reorganisations

5.1 Participation

The Optionholder is not entitled to participate in any new entitlement issues of securities except to the extent it has exercised its Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding Shares.

5.2 Notice of new issue

In accordance with the ASX Listing Rules, the Company must give the Optionholder notice of:

- (a) the proposed terms of the issue or offer proposed under clause 5.1 of these Option Terms; and
- (b) where the Option can be exercised by the Optionholder, the right to exercise its Options under clause 5.1 of these Option Terms.

5.3 Bonus issues

If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Options before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Options are exercisable is increased by the number

of Shares which the Optionholder would have received if the Optionholder had exercised the Options before the record date for determining entitlements to the issue.

5.4 Pro rata issues

If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares has been issued in respect of the Options before the record date for determining entitlements to the issue, the exercise price of each Option is reduced in accordance with the ASX Listing Rules.

5.5 Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Optionholder (including the number of Options to which the Optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

5.6 Calculations and adjustments

Any calculations or adjustments which are required to be made under clause 5 of these Option Terms will be made by the Board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Optionholder.

5.7 Notice of change

The Company must within a reasonable period give to the Optionholder notice of any change under clause 5 of these Option Terms to the exercise price of any Options held by the Optionholder or the number of Shares which the Optionholder is entitled to subscribe for on exercise of an Option.

6. Method of exercise of Options

6.1 Method and payment

To exercise Options, the Optionholder must give the Company or its share registry, at the same time:

- (a) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued; and
- (b) payment of the exercise price for the Shares the subject of the exercise notice by way of bank cheque or by other means of payment approved by the Company.

6.2 Exercise of Options

- (a) The Optionholder may exercise the Options in part or in whole.
- (b) Options will be deemed to have been exercised on the date the application is lodged with the Company Secretary of the Company.

6.3 Issue of Shares

Within 10 business days after receiving an application for exercise of Options and payment by the Optionholder of the exercise price, the Company must issue the Optionholder the number of Shares specified in the application.

7. Ranking of Shares issued on exercise of Options

Subject to the Company's constitution, all Shares issued on the exercise of Options rank in all respects (including rights relating to dividends) *pari passu* with the existing Shares at the date of issue.

8. Quotation

- (a) The Company will not apply to ASX Limited for official quotation of the Options.
- (b) The Company will apply to ASX Limited for official quotation of the Shares issued on exercise of Options.

9. Deferral of Exercise if resulting in a prohibited acquisition of Shares

If the exercise of an Option would result in any person being in contravention of section 606(1) of the Corporations Act (**Prohibition**), the exercise of those Options shall be deferred until such time or times when the exercise would not result in a contravention of the Prohibition. In assessing whether the exercise of an Option would result in any person being in contravention of the Prohibition:

- (a) Optionholders may give written notice to the Company if they consider that the exercise of an Option may result in contravention of the Prohibition. The absence of such written notice from the Optionholder will entitle the Company to assume that the exercise of an Option will not result in any person being in contravention of the Prohibition.
- (b) The Company may (but is not obliged to) by written notice to an Optionholders request that an Optionholder provides the written notice referred to in paragraph 9(a) within 7 days if the Company considers that the exercise of an Option may result in the contravention of the Prohibition. The absence of such written notice from the Optionholders will entitle the Company to assume that the exercise of an Optionholders will not result in any person being in contravention of the Prohibition.

10. Control events

Options issued to an Optionholder may be immediately exercised and Shares issued to the Optionholder on the occurrence of any of the following events:

- (a) a Takeover Bid is made to acquire all or some of the ordinary shares in the capital of the Company and the directors of the Company recommend to Shareholders that the Takeover Bid be accepted;
- (b) a court approves a Scheme of Arrangement which would result in a person having a Relevant Interest in more than 50% of the ordinary shares in the capital of the Company; or
- (c) the Company announces to the ASX an intention to sell all or substantially all of its business undertakings or assets.

11. Dealing restrictions

11.1 Options

Any Dealing in respect of an Option is prohibited, unless the Board determines otherwise or the Dealing is required by law.

11.2 Shares

Subject to any overriding restriction in these terms, the Optionholder will be free to Deal in the Shares which are delivered on vesting and exercise of an Option.

12. Definitions:

Company means RocketBoots Limited ACN 165 522 887.

Dollar means an Australian dollar.

Offer means the placement offer of Shares by the Company to its Shareholders (and related offers) to which the Options relate.

Optionholder means the person holding the Option.

Relevant Interest has the meaning given to it in the Corporations Act.

Scheme of Arrangement has the meaning given to it in the Corporations Act.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means shareholder of the Company.

Takeover Bid has the meaning given to it in the Corporations Act.

Schedule 2 - Performance Rights Terms

These rights are rights to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act).

- (a) **(Performance Rights)**: subject to the relevant Milestones being met in respect of up to 100% of the Performance Rights issued, each of those Performance Rights are to be converted into one fully paid ordinary Share in the capital of the Company.
- (b) **(General meetings)**: each Performance Right does not confer upon the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to holders of fully paid ordinary Shares in the capital of the Company (**Members**).
- (c) **(Dividends and voting)**: a Performance Right does not confer upon the Holder an entitlement to vote or receive dividends, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these Terms.
- (d) **(No rights to return of capital)**: a Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (e) **(Share ranking)**: all Shares issued upon exercise of the Performance Rights will upon issue rank *pari passu* in all respects with all other Shares.
- (f) **(Value of Shares)**: the value of any Shares issued in conversion of the Performance Rights will be equal to the Company's 20 day volume weighted average price measured during the 20 trading days prior to 30 June on each applicable vesting year.
- (g) **(Listing of Shares on ASX)**: the Company will not apply for quotation of the Performance Rights on ASX. However, at the time of exercise of the Performance Rights and issue of Shares (in respect of those Performance Rights that are convertible to Shares), the Company will apply for quotation of all Shares issued pursuant to the exercise of Performance Rights on ASX within the period required by ASX.
- (h) **(Transfer of Performance Rights)**: unless expressly set out in the Performance Rights Terms, a Performance Right is not transferable (including encumbering the Performance Rights). Unless the relevant dealing is effected by force of law on death or legal incapacity to the Holder's legal personal representative or the Board otherwise determines, a Holder may not dispose of a Performance Right that has been granted to them.

The Company may require that a Performance Right be forfeited if a disposal occurs or is purported to occur other than in accordance with these terms. The Holder may choose to nominate a Nominated Party, to be issued with the Performance Rights, provided that the Nominated Party is a related body corporate, family trust (but not a self-managed superannuation fund) or a relative being a parent, spouse or adult child and agrees to be bound by the Performance Rights Terms, and any other documents which are or would be binding on the Holder. In such a case, all references to the Holder in these terms are references to the Nominated Party or both (as appropriate).

- (i) **(Participation in new issues)**: there are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Members during the currency of the Performance Rights.
- (j) **(Adjustment for reconstruction)**: if, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the exercise conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

- (k) **(Exercise of Performance Rights)**: subject to the Performance Rights Terms, 50% of the Performance Rights issued confers upon the Holder the right to be issued Shares on a 1 for 1 basis, following the later of (i) any ASX imposed escrow period on the relevant Holder (if any); and (ii) the achievement of the Milestones as set out in the Schedule, subject to the completion of an exercise form.
- (l) **(Deferral of exercise if resulting in a prohibited acquisition of Shares)**: if the exercise of a Performance Right would result in any person being in contravention of section 606(1) of the Corporations Act (**Prohibition**), the exercise of those Performance Rights shall be deferred until such time or times when the exercise would not result in a contravention of the Prohibition. In assessing whether the exercise of a Performance Right would result in any person being in contravention of the Prohibition:
 - (i) Holders may give written notice to the Company if they consider that the exercise of a Performance Right may result in a contravention of the Prohibition. The absence of such written notice from the Holder will entitle the Company to assume that the exercise of a Performance Right will not result in any person being in contravention of the Prohibition; and
 - (ii) the Company may (but is not obliged to) by written notice to a Holder request that a Holder provides the written notice referred to in paragraph (i) above within 7 days if the Company considers that the exercise of a Performance Right may result in the contravention of the Prohibition. The absence of such written notice from the Holder will entitle the Company to assume that the exercise of a Performance Right will not result in any person being in contravention of the Prohibition.
- (m) **(Lapse if Milestone not achieved)**: if the relevant Milestone is not achieved by the due date as set out in the Schedule, then the corresponding Performance Rights will automatically lapse on non-satisfaction of the Milestone.
- (n) **(Expiry)**: the Performance Rights (not yet exercised) will automatically lapse on the fifth anniversary of the date of grant (being the date on which the Performance Rights are issued).
- (o) **(Exercise procedure)**: the Company will issue the Holder with a new holding statement for any Share issued upon exercise of a Performance Right within 10 business days following exercise.
- (p) **(Tranches)**: Performance Rights issued to a Holder may be exercised in tranches at the request of the Holder.
- (q) **(Continued service)**:
 Unless the Board determines otherwise:
 - (i) if the employment or engagement (as applicable) (**Engagement**) of the Holder is 'terminated for cause' (as defined below) or the Holder resigns (or gives notice of resignation) prior to the relevant vesting date (**Vesting Date**) for the Performance Rights, all of the unvested Performance Rights will lapse;
 - (ii) if the Holder ceases its Engagement for any other reason prior to the Vesting Date, a pro-rata portion of unvested Performance Rights (based on the proportion of the performance period that has elapsed up to the date of cessation) will remain on foot and will be vested in the ordinary course as though the Holder had not ceased its Engagement; or
 - (iii) if the Holder ceases its Engagement for any other reason on or following the Vesting Date, all Performance Rights will lapse.
- (r) The Holder will be considered to be 'terminated for cause', where the Holder's Engagement with the Group is terminated because the Holder:
 - (i) acted fraudulently or dishonestly;

- (ii) engaged in serious or wilful misconduct;
 - (iii) committed a serious breach of the Engagement contract;
 - (iv) committed an act, whether at work or otherwise, which could reasonably be regarded to have brought the Company or a Group company into disrepute; or
 - (v) is convicted of an offence punishable by imprisonment.
- (s) **(Control Events):** Performance Rights issued to a Holder may be immediately exercised and Shares issued to the Holder at the total discretion of the Board of the Company on the occurrence of any of the following events:
- (i) a Takeover Bid is made to acquire all or some of the ordinary shares in the capital of the Company and the directors of the Company recommend to shareholders that the Takeover Bid be accepted;
 - (ii) a court approves a Scheme of Arrangement which would result in a person having a Relevant Interest in more than 50% of the ordinary shares in the capital of the Company; or
 - (iii) the Company announces to the ASX an intention to sell all or substantially all of its business undertakings or assets.

In this subsection:

Company means RocketBoots Limited ACN 165 522 887.

Dollar means an Australian dollar.

Offer means the placement offer of Shares by the Company to its shareholders (and related offers) to which the Options relate.

Relevant Interest has the meaning given to it in the Corporations Act.

Scheme of Arrangement has the meaning given to it in the Corporations Act.

Share means a fully paid ordinary share in the capital of the Company.

Takeover Bid has the meaning given to it in the Corporations Act.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

ROC

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

RocketBoots Limited Extraordinary General Meeting

The RocketBoots Limited Extraordinary General Meeting will be held on Tuesday, 11 March 2025 at 5:30pm (AEDT). 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 and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 5:30pm (AEDT) on Sunday, 9 March 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
RocketBoots Limited, Level 1, 6-10 OConnell 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.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

ROC

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **5:30pm (AEDT) on Sunday, 9 March 2025.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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

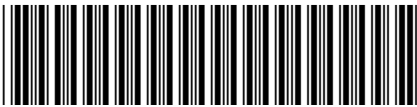


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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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I ND

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 Extraordinary General Meeting of RocketBoots Limited to be held at RocketBoots Limited, Level 1, 6-10 OConnell Street, Sydney, NSW 2000 on Tuesday, 11 March 2025 at 5:30pm (AEDT) 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 6, 7, 8, 9, 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 6, 7, 8, 9, 10 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 6, 7, 8, 9, 10 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			For	Against	Abstain
Resolution 1	Ratification of issue of First Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Approval to issue Options to Roy McKelvie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval to issue Options to Karl Medak	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of Second Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval to issue Options to Cameron Petricevic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Roy McKelvie as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval to issue Options and Performance Rights to Joel Rappolt as CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Shares to Roy McKelvie in the second placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Approval to issue Shares to Roy McKelvie in lieu of directors' fees	<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	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically
Mobile Number	Email Address		
<input type="text"/>	<input type="text"/>		