

Announcement

ASX: ROC 10 October 2023

RocketBoots – Notice of Annual General Meeting & Explanatory Statement

RocketBoots Limited (Company) (ASX:ROC) is pleased to provide notice that the Annual General Meeting (Notice of **Annual General Meeting, AGM or Meeting**) of members will be held on Friday 10 November 2023 at 11:00am (Sydney time). The Meeting will be conducted as follows:

Attendance in Person only

Shareholders will only be able to attend the AGM in person at Level 11, 189 Kent Street, Sydney.

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

In accordance with sections 110C-110K of the Corporations Act, as amended by the Corporations Amendment (Meetings and Documents) Act 2023 (Cth), physical copies of the Meeting Materials will not be circulated unless otherwise requested by a Shareholder (after the date of this notice) no later than 8 November 2023, or a Shareholder has previously elected to receive physical communications from the Company.

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.

Proxy Forms

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

AGM Questions

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

About RocketBoots

RocketBoots helps retail banks and retailers save substantial operational costs at the same time as improving customer service, using AI to fill critical data gaps from existing workforce, customer experience and loss prevention management systems.

RocketBoots' software products are:

- Service-centric Workforce and Customer Experience Management (banking & retail)
- Loss prevention for Self-Check-Out & Staff fraud (retail)
- Service-centric Optimisation of Property Utilisation (everywhere)

End of Announcement

Authorised for release by the Board of RocketBoots Limited.

For further information contact:

- Joel Rappolt (Chief Executive Officer): investors@rocketboots.com

Keep up to date with RocketBoots news and announcements:

- LinkedIn: www.linkedin.com/company/rocketboots
- RocketBoots Investor Centre: www.rocketboots.com/investors



Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of

ROCKETBOOTS LIMITED

ACN 165 522 887

will be held at

11:00am Sydney time on 10 November 2023

at

RocketBoots Limited

Level 11, 189 Kent Street, Sydney 2000

Attendance in person only

Shareholders will be able to attend the AGM in person at Level 11, 189 Kent Street, Sydney.

Meeting registration commences at 10:30am Sydney time, on 10 November 2023

Voting

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

This Notice of AGM and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

ROCKETBOOTS LIMITED

ACN 165 522 887

Registered office: Level 11, 189 Kent Street, Sydney New South
Wales 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM or Meeting) of Members of RocketBoots Limited (Company) will be held at 11:00am Sydney time on 10 November 2023. Shareholders will only be able to attend the AGM in person only.

AGENDA

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

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the Financial Report of the Company and the related reports of the Directors (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2023.

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

Resolution 1: Adoption of Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' Report) for the year ended 30 June 2023 be adopted."

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

Resolution 2: Re-election of Cameron Petricevic as a Director of the Company

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

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

Resolution 3: Adoption of a new constitution

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

"That pursuant to section 136(2) of the Corporations Act and for all other purposes, the members of the Company approve the adoption of a new constitution for the Company, as detailed in the Explanatory Memorandum accompanying the Notice of Meeting."

By order of the Board.

Dated: 9 October 2023

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the AGM, shares will be taken to be held by the persons who are registered as holding the shares at 7:00 pm Sydney time 2 days before the date of the AGM. Only those persons will be entitled to vote at the AGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

3. **Voting Exclusion Statement: Resolution 1**

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

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

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

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

EXPLANATORY MEMORANDUM

Receipt and consideration of Accounts & Reports

The Corporations Act requires the Company's Annual Report for the financial period ending 30 June 2023 (which incorporates the Company's Financial Report, reports of the Directors (including the Remuneration Report) and the Auditor's Report) to be received and considered before the Annual General Meeting. The Annual Report is available at <https://www.rocketboots.com/investors>. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

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

The Remuneration Report is set out in the Directors' Report in the Company's 2023 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

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

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

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

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

Directors' Recommendations

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

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

Resolution 2: Re-election of Cameron Petricevic as a Director of the Company

The Company's Constitution requires there be an election of Directors at each Annual General Meeting, and that at least one Director must retire. If there would not otherwise be a vacancy on the Board, and no Director is required to retire, then the Director who has been longest in office since last elected must retire. Cameron Petricevic retires by rotation and being eligible, offers himself for re-election.

Mr Petricevic was appointed as a Director of the Company on 19 November 2021.

Mr Petricevic has spent over 18 years in the financial industry, with roles at AXA Asia Pacific Holdings (now AMP), Acorn Capital and Kentgrove Capital/Lucrum. Cameron has extensive investment banking experience, including valuations, mergers & acquisitions, initial public offerings and portfolio management. Cameron is a founder/director of Lucrum as well as other private organisations.

Mr Petricevic is a qualified Actuary (AIAA) and 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.

Mr Petricevic is the Chair of RocketBoots Inc (RocketBoots Limited's USA subsidiary) and the Chair of RocketBoots Operations UK Ltd (Rocketboots Limited's UK subsidiary)

Mr Petricevic is the Chair of the Nomination and Remuneration Committee.

Directors' Recommendations

The Board (other than Mr Petricevic) unanimously recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3: Adoption of a new constitution

Background

Resolution 3 is a Special Resolution which will allow the Company to amend its existing constitution dated 8 September 2021 (**Existing Constitution**) by adopting a new constitution (the **Proposed Constitution**), to reflect the current requirements of the Corporations Act, the ASX Listing Rules and corporate governance principles since the constitution was first adopted. The Board is of the view it is preferable to repeal the Existing Constitution with the Proposed Constitution, rather than amend a multitude of specific rules.

The Proposed Constitution is broadly consistent with the provisions of the Existing Constitution.

A copy of the Proposed Constitution is available for review on the Company's website: <https://www.rocketboots.com/investors>, together with a mark-up of proposed amendments against the Company's Existing Constitution.

It is not practicable to detail all the proposed changes to the constitution, rather a summary of those amendments are set out below.

Summary of material changes

Amendments which are not material include:

1. updating immaterial provisions to reflect amendments to the Corporations Act, ASX Listing Rules and other applicable rules;
2. drafting, procedural or administrative in nature;
3. providing for virtual general meetings; and
4. removing outdated and redundant provisions.

Where appropriate, the Proposed Constitution removes duplication of existing requirements under the Corporations Act or the ASX Listing Rules, which would otherwise require amendments if there are future legislative or regulatory changes.

The *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth) introduced a new Division 1A into Part 7.12 of the Corporations Act in relation to employee share schemes (**New Rules**). The legislation, effective from 1 October 2022, replaced and extends the current ASIC Class Order [CO 14/1000].

A summary of the material differences between the Existing Constitution and Proposed Constitution is set out below (capitalised terms have the meaning given to them in the Proposed Constitution):

| Change | Explanation |
|-----------------------------------|--|
| Virtual general meetings | <p>The Existing Constitution did not provide for holding general meetings exclusively using technology, as virtual meetings.</p> <p>The provisions of the Proposed Constitution provide that any general meeting may be held virtually, using technology only, provided the technology gives members as a whole a reasonable opportunity to attend, participate, be heard and vote, and otherwise meets applicable legal requirements.</p> |
| Employee incentive plan issue cap | In accordance with the New Rules, the provisions of the Proposed Constitution provide that, for the purposes of section 1100V of Division 1A of Part 7.12 of the Corporations Act, the issue cap percentage for the Company is 5%. |

Directors' Recommendations

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

Further information

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

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

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 8 November 2023 (being the date 2 days before the date of the Annual General Meeting) will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together 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 11, 189 Kent Street, Sydney at 11:00am (Sydney time) on Friday 10 November 2023.

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 11:00 am Sydney time on 8 November 2023.

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 11 am (Sydney time) on 8 November 2023 (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 11:00 am (Sydney time) on 8 November 2023.
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;

"Annual Report" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023;

"Auditor's Report" means the auditor's report on the Financial Report;

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

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

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

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

"Company" means RocketBoots Limited ACN 165 522 887;

"Constitution" means the constitution of the Company as at the date of the Meeting;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Director" means a Director of the Company;

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

"Explanatory Memorandum" means the explanatory memorandum which forms part of the Notice;

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

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

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

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

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

"Remuneration Report" means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2023 and which is set out in the Annual Report.

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

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

"Shareholder" means shareholder of the Company.

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 Annual General Meeting

The RocketBoots Limited Annual General Meeting will be held on Friday, 10 November 2023 at 11:00am (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 11:00am (AEDT) on Wednesday, 8 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 11, 189 Kent 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 **11:00am (AEDT) on Wednesday, 8 November 2023.**

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.



I 9999999999

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 Annual General Meeting of RocketBoots Limited to be held at Level 11, 189 Kent Street, Sydney, NSW 2000 on Friday, 10 November 2023 at 11:00am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

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

| | | For | Against | Abstain |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Cameron Petricevic as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Adoption of a new constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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



ROCRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

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

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

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

You are requested to include the following;

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

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

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

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

Yours sincerely

RocketBoots Limited