

Notice of Extraordinary General Meeting & Explanatory Statement

Extraordinary General Meeting – Tuesday, 14 May 2024 at 11:00am (Sydney time)

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 14 May 2024 at 11:00am (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 takes a first principles approach to solving fundamental business problems — applying the power of mathematics, computer science and machine learning to create compelling, disruptive software. RocketBoots portfolio of software helps its retail banking and retail customers:

- Optimise workforce management across physical and digital channels;
- Align property capital investment and operating costs to customer demand;
- Deliver better customer experiences; and
- Stem fraud and loss.

End of Announcement

Authorised for release by the Board of RocketBoots Limited



ROCKETBOOTS
FAST • FOCUS • FUTURE

Notice of Extraordinary General Meeting and Explanatory Statement

The Extraordinary General Meeting of

ROCKETBOOTS LIMITED

ACN 165 522 887

will be held at

11:00am Sydney time on Tuesday, 14 May 2024

at

RocketBoots Limited

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

Attendance in person only

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

Meeting registration commences at 10:30am Sydney time, on 14 May 2024

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 11:00am Sydney time on Tuesday, 14 May 2024. 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 the issue of the First Placement Shares

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 fully paid ordinary shares in the Company, issued on 8 February 2024 on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 2: Ratification of the issue of the Advisor Options

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 500,000 unlisted options in the Company, issued on 13 February 2024 on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies with respect to this resolution.

Resolution 3: Ratification of the issue of the Second Placement Shares

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,555,000 fully paid ordinary shares in the Company, issued on 9 April 2024 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: 15 April 2024

Notes

- 1. Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
- 2. Voting:** The Company has determined that for the purposes of the 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:**

Resolution 1

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any person who participated in the issue of fully paid ordinary shares, or any associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 1 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

The Company will disregard any votes cast on Resolution 2 (in any capacity) by or on behalf of Taycol Nominees Pty Ltd and Taylor Collison Limited who participated in the issue of unlisted options, or any associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

The Company will disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of any person who participated in the issue of fully paid ordinary shares, or any associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

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, 2 and 3: Ratification of the prior issues of Shares and Options under Listing Rule 7.4

The Company announced:

- On 5 February 2024, it had raised \$500,000 (before costs) at \$0.10 per Share through a placement of 5,000,000 Shares (**First Placement Shares**) to new and existing shareholders (**First Placement**);
- On 13 February 2024, it had issued 500,000 unlisted options to Taycol Nominees Pty Ltd (nominee of Taylor Collison Limited) as part consideration for services provided in connection with the First Placement (**Advisor Options**); and
- On 5 April 2024, it had raised \$355,500 (before costs) at \$0.10 per Share through a second placement of 3,555,000 Shares (**Second Placement Shares**) to new and existing sophisticated international and domestic investors (**Second Placement**).

Listing Rule 7.4

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

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

By ratifying the issue of the First Placement Shares, Advisor Options and Second Placement Shares, the Company will retain the flexibility to issue additional equity securities in the future without having to obtain Shareholder approval for such issues up to the 15% annual placement capacity set out in Listing Rule 7.1.

Accordingly, the Company seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the:

- First Placement Shares;
- Advisor Options; and
- Second Placement Shares.

If each of Resolution 1, Resolution 2 and Resolution 3 are approved by Shareholders, the issue of the First Placement Shares, Advisor Options and Second Placement Shares will no longer utilise the

Company's 15% capacity limit under Listing Rule 7.1 effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the issue dates.

If each or any of Resolution 1, Resolution 2 and Resolution 3 are not approved by Shareholders, the Company's ability to issue further equity securities over the next 12 months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

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

(a) First Placement Shares (Resolution 1)

Recipient of issue	Various investors who are sophisticated and professional investors (as defined by section 708 of the Corporations Act)
Number and class of the securities to be issued	5,000,000 Shares
Material terms of the securities	The terms of the Shares issued are the same as the terms of other Shares on issue in the capital of the Company
Date on which the securities were issued	5 February 2024
Issue price	\$0.10
Purpose of the issue and use of funds	To raise working capital required by the Company
Other material terms of agreement	N/A
Voting exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice

(b) Advisor Options (Resolution 2)

Recipient of issue	Taycol Nominees Pty Ltd (nominee of Taylor Collison Limited)
Number and class of the securities to be issued	500,000 unlisted options
Material terms of the securities	The options expire on 9 February 2027 and have an exercise price of \$0.20 each
Date on which the securities were issued	13 February 2024
Issue price	\$Nil
Purpose of the issue and use of funds	As part consideration for services provided in connection with the First Placement. No funds were raised from the issue of the Advisor Options
Other material terms of agreement	N/A
Voting exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice

(c) Second Placement Shares (Resolution 3)

Recipient of issue	Various investors who are sophisticated and professional investors (as defined by section 708 of the Corporations Act)
Number and class of the securities to be issued	3,555,000 Shares

Material terms of the securities	The terms of the Shares issued are the same as the terms of other Shares on issue in the capital of the Company
Date on which the securities were issued	9 April 2024
Issue price	\$0.10
Purpose of the issue and use of funds	To raise working capital required by the Company
Other material terms of agreement	N/A
Voting exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of each of Resolution 1, Resolution 2 and Resolution 3.

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 12 May 2024 (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 11:00am (Sydney time) on Tuesday, 14 May 2024.

Voting by proxy

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

to vote as the proxy decides.

13. A Proxy Form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions set out in the Proxy Form by no later than 11 am Sydney time on 12 May 2024.

Voting by attorney

14. If a Shareholder wishes to appoint an attorney to vote at the Meeting, the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Company no later than 11 am (Sydney time) on 12 May 2024 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).
15. Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.
16. The appointment of an attorney is not revoked merely by a Shareholder's participation and taking part in the Meeting, but if a Shareholder votes on a resolution, the attorney is not entitled to vote, and must not vote, as the Shareholder's attorney on that resolution.

Voting by corporate representative

17. To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a Certificate of Appointment of Corporate Representative from the Company, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Company before 11 am (Sydney time) on 12 May 2024.
18. The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.
19. The original Certificate of Appointment of Corporate Representative, a certified copy of the Certificate of Appointment of Corporate Representative, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

GLOSSARY

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

“\$” means Australian Dollars;

“**Board**” means the board of Directors of the Companies;

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

“**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;

“**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.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time) on Sunday, 12 May 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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: 133701

SRN/HIN:

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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 Level 1, 6-10 O'Connell Street, Sydney, NSW 2000 on Tuesday, 14 May 2024 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

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	Ratification of the issue of the First Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of the issue of the Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of the issue of the Second Placement Shares	<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