

Notice of Annual General Meeting & Explanatory Statement

RocketBoots Limited (**Company**) (ASX:ROC) provides notice that the Annual General Meeting (**Annual General Meeting, AGM or Meeting**) of its Shareholders will be held on 26 November 2025 at 12:00 pm (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 1, 6-10 O'Connell Street, Sydney.

The Notice of AGM, 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 on how to participate at the Meeting are set out in the Notice of AGM.

AGM 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 Annual General Meeting and Explanatory Statement

The Annual General Meeting of

ROCKETBOOTS LIMITED

ACN 165 522 887

will be held at

12:00 pm Sydney time on 26 November 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 AGM in person at

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

Meeting registration commences at 11:30 am Sydney time, on 26 November 2025

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 1, 6-10 O'Connell Street, Sydney, New South Wales 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting (AGM or Meeting) of Shareholders of RocketBoots Limited (Company) will be held at 12:00 pm Sydney time on 26 November 2025. Shareholders will only be able to attend the AGM 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

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 2025.

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(Cth) and for all other purposes, the Remuneration Report (included in the Directors' Report) for the year ended 30 June 2025 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.

A voting exclusion statement applies with respect to this resolution.

Resolution 2: Election of Lew Starita as a Director of the Company

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

"That pursuant to the Company's Constitution, ASX Listing Rule 14.4, and for all other purposes, the Shareholders of the Company approve the election of Lew Starita as an Independent Non-Executive Director of the Company, who pursuant to clause 13.1(c) of the Company's Constitution was appointed by Directors and now pursuant to clause 13.1(d) of the Company's Constitution offers himself for election by shareholders."

Resolution 3: Appointment of Auditor

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

"That pursuant to and in accordance with section 327B(1) of the Corporations Act and for all other purposes, Armada Audit & Assurance Pty Ltd be appointed as auditor of the Company on the terms and conditions in the Explanatory Statement which accompanies this Notice of Meeting."

Resolution 4: Approval of 10% Placement Facility

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders authorise the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Statement."

A voting exclusion statement applies with respect to this resolution.

By order of the Board

Dated: 30 September 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 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 Statements and Voting Prohibition Statements:**

Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (**KMP**) whose remuneration details are disclosed in the remuneration report for the year ended 30 June 2025 or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, and the proxy does not specify the way the proxy is to vote on the Resolution and in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

The Chairman intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by a person who may participate in a proposed issue of equity securities under the 10% Placement Capacity, and any person who is 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 holder of ordinary securities in the entity), if this resolution is passed and any associate of such a person, unless the vote is cast:

- by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy 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 person to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of Resolution 4.

Note: In accordance with ASX Listing Rule 14.11.1 and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this notice of Meeting it is not known who may participate in a proposed issue (if any). On that basis, no Shareholders are currently excluded.

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.

1. Receipt and consideration of Accounts & Reports

The *Corporations Act 2001 (Cth)* (**Corporations Act**) requires the Company's Annual Report for the financial period ending 30 June 2025 (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.

2. 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 2025 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.

3. Resolution 2: Election of Lew Starita as Director

In accordance with the Constitution, the Company may at any time by resolution passed at a general meeting appoint any person to be a Director (see rule 13.1(b) of the Constitution).

Mr Starita was appointed following the resignation of Mr Karl Medak as a Director of the Company.

Mr Starita has over 40 years' experience in the information and communications technology (ICT)

sector, across varied public and private sector roles. Mr Starita is a Director of the Company's major shareholder, E8 Investments Pty Ltd (**E8**). Mr Starita worked for various Federal government departments, Westpac and is a founding member of The Frame Group in 2000 (owned by E8). He has extensive experience working in the financial services industry, state and federal government and with some of Australia's largest corporates. Prior to the IPO of RocketBoots, Mr Starita was a Director and Chair of RocketBoots Pty Ltd (now a wholly owned subsidiary of the Company).

Directors' recommendation

The Board (with Mr Starita abstaining) recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3: Appointment of Auditor

As announced on the ASX on 1 May 2025, Armada Audit & Assurance Pty Ltd (**Armada**) was appointed as auditor of the Company following the resignation of RSM Australia Partners (**RSM**) and ASIC's consent to the resignation in accordance with section 329(5) of the Corporations Act.

In accordance with section 327C of the Corporations Act, Armada is submitted for appointment as Company auditor.

As a result of the timing of the change, Armada filled a casual vacancy in accordance with section 327C(1) of the Corporations Act. Under section 327C(2) of the Corporations Act, an auditor who has been appointed by the Directors under section 327C(1) of the Corporations Act only holds office until the Company's next Annual General Meeting.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination of auditor that nominated Armada to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

Armada has provided the Company, and has not withdrawn, its written consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act.

Directors' Recommendations

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

5. Resolution 4: Approval of Additional Placement Capacity

General

Broadly speaking, and subject to a number of exceptions, Listing Rule 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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (subject to some limitations described below).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**Additional Placement Capacity**). Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed. By this resolution the Company is seeking shareholder approval to increase its capacity to issue shares under Listing Rule 7.1A. There is no guarantee that the Company will issue any shares under its Additional Placement Capacity.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the 15% limit under Listing Rule 7.1 plus an additional 10% under Listing Rule 7.1A, both without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the Additional Placement Capacity and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Any Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of quoted Equity Securities, must be only for cash consideration and is subject to the below described minimum price restriction (where the 15% limitation under Listing Rule 7.1 is not subject to this cash only limitation or price restriction). The Company currently has one class of quoted Equity Security on issue, being Shares (ASX Code: ROC).

The Directors currently have no intention to issue any securities under the Additional Placement Capacity and therefore the allottees under the Additional Placement Capacity have not yet been determined. If Directors decide to issue securities under the Additional Placement Capacity, allottees may include existing Shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

1. plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
2. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
3. plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where the agreement was entered into before the commencement of the relevant period or the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
4. plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4, including fully paid ordinary securities issued in the relevant period under a conditional agreement within rule 7.2 exception 17 where the issue was subsequently approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
5. plus the number of partly paid ordinary securities that became fully paid in the relevant period;
6. less the number of ordinary securities cancelled in the relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rule 7.4.

Technical information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

Minimum Price

Pursuant to ASX Listing Rule 7.1A.3, the minimum price at which the Equity Securities may be issued under the Additional Placement Capacity is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

Purposes of Issue under Additional Placement Capacity

The Company may only issue Equity Securities under the Additional Placement Capacity for cash consideration. In general terms, the Company could issue equity securities under its Additional Placement Capacity to raise cash for product research and development and general working capital and administration.

Applicable Period for the Approval

The Equity Securities may be issued under the Additional Placement Capacity commencing on the date of the annual general meeting at which the approval is obtained and expiring on the first to occur of the following:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (ii) The time and date of the entity's next annual general meeting.
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking) after which date an approval under Listing Rule 7.1A ceases to be valid.

Risk of voting dilution

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1, below). There is also the risk that:

- » the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- » the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1, below, shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A2.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of the Notice.

The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

<u>Variable 'A' in Listing Rule 7.1A.2*</u>		<u>50% decrease in issue price (\$0.055)</u>	<u>Issue price (\$0.11)</u>	<u>100% increase in issue Price (\$0.22)</u>
Current Variable A 171,313,352 Shares	10% Voting Dilution	17,131,335 Shares	17,131,335 Shares	17,131,335 Shares
	Funds Raised	\$942,223	\$1,884,447	\$3,768,894
50% increase in Variable A 256,970,028 Shares	10% Voting Dilution	25,697,002 Shares	25,697,002 Shares	25,697,002 Shares
	Funds Raised	\$1,413,335	\$2,826,670	\$5,653,341
100% increase in Variable A 342,626,704 Shares	10% Voting Dilution	34,262,670 Shares	34,262,670 Shares	34,262,670 Shares
	Funds Raised	\$1,884,447	\$3,768,894	\$7,537,787

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue on the date of the Notice.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The issue price of \$0.11 was the price as at market close on 22 September 2025 immediately prior to when the Notice of Meeting was finalised. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were issued under an exception in ASX Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of

Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer), or that are issued with Shareholder approval under Listing Rule 7.1.

Risk of economic and voting dilution

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of approval of this Resolution; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Allocation policy under the Additional Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the Additional Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities which may be issued under the Additional Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the Additional Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Previous approval under Listing Rule 7.1A

Shareholders approved the additional 10% placement capacity under Listing Rule 7.1A at the annual general meeting held on 26 August 2024.

The Company provides the following information in relation to securities issues under ASX Listing Rule 7.1A.2 in the 12 month period preceding the date of the Meeting:

	Placement announced on 14 October 2024	Placement announced on 31 March 2025
Total number of securities issues or agreed to be issued under rule 7.1A.2 and the percentage those securities represented of the total number of securities on issue at the commencement of that 12 month period.	10,000,000 fully paid ordinary shares representing 9.98% of the total number of securities on issue at the commencement of that 12 month period.	11,657,500 fully paid ordinary shares representing 11.64% of the total number of securities on issue at the commencement of that 12 month period. The Company notes the intervening issue of securities in the Company and subsequent approval of those issuances at the Company's Extraordinary General

		Meeting held on 11 March 2025.
Names of person to whom securities were issued or basis on which they were identified or selected	Various sophisticated and professional investors introduced to the Company by Taylor Collison Limited as the sole lead manager to the capital raising. In accordance with section 7.4 of ASX Guidance Note 21, the Company confirms that none of these investors are related parties of the Company, a member of key management personnel, a substantial holder in the Company, an adviser to the Company, or an associate of any of the above, and the securities issued or agreed to be issued to any of them did not constituted more than 1% of the Company's issued capital at the time of issue.	Various sophisticated and professional investors introduced to the Company by Taylor Collison Limited and Originate Capital Pty Ltd as joint lead managers to the capital raising. In accordance with section 7.4 of ASX Guidance Note 21, the Company confirms that none of these investors are related parties of the Company, a member of key management personnel, a substantial holder in the Company, an adviser to the Company, or an associate of any of the above, and the securities issued or agreed to be issued to any of them did not constituted more than 1% of the Company's issued capital at the time of issue.
Number and class of equity securities issues or agreed to be issued	10,000,000 fully paid ordinary shares	11,657,500 fully paid ordinary shares
The price at which the securities were issues or agreed to be issued and the discount (if any) that the issue price represented to closing market price on the date of issue or agreement	The Placement issue price of \$0.10 per share represents: - 20% discount to the closing price of ROC shares on 9 October 2024; and - 1.8% discount to the 15-day volume weighted average price (VWAP)	The Offer Price of \$0.08 per share represents a: - 20.0% discount to the closing price of ROC shares on 26 March 2025; and - 13.6% discount to the 15-day VWAP
Total cash consideration received, the amount of cash that has been spent, what it was spent on and what is the intended use fo the remaining amount of that cash (if any)	\$1,000,000 The cash consideration received was utilised for general working capital purposes (including the costs of the placement), which supported sales and customer initiatives with respect to executing the Company's international expansion strategy.	\$932,600 The cash consideration received was utilised for the continued execution of sales initiatives across the Company's global enterprise customer pipeline, and for general working capital purposes (including the costs of the placement).
Other information	N/A	N/A

The Company also confirms that it has not agreed before 12 month period preceding the date of the Meeting to issue any equity securities under rule 7.1A.2 but as at the date of the Meeting not yet issued those equity securities.

Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6. Further information

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

The Directors recommend Shareholders read this Explanatory Statement 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 Sydney time on 24 November 2025 (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 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 12:00 pm (Sydney time) on 26 November 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 12:00 pm Sydney time on 24 November 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 12:00 pm (Sydney time) on 24 November 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 12:00 pm (Sydney time) on 24 November 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", "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;

"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.

Annexure A - Nomination of auditor

Notice Nomination of Auditor

30 September 2025

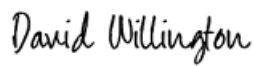
The Board of Directors

Notice of Nomination of Auditor of RocketBoots Limited ACN 165 522 887 (Company)

In accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Act**), I, David Willington being a member of the Company and the Chair of the Audit and Risk Committee, hereby nominate Armada Audit & Assurance Pty Ltd for the appointment as auditor of the Company at the next annual general meeting of the Company.

Please distribute this Notice of Nomination of Auditor as required by section 328B(3) and (4) of the Act.

Yours sincerely



.....
David Willington

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 Wednesday, 26 November 2025 at 12:00pm (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 12:00pm (AEDT) on Monday, 24 November 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 1, 6-10 O'Connell 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 **12:00pm (AEDT) on Monday, 24 November 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.



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 1, 6-10 O'Connell Street, Sydney, NSW 2000 on Wednesday, 26 November 2025 at 12:00pm (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	☐	☐	☐
Resolution 2	Election of Lew Starita as a Director of the Company	☐	☐	☐
Resolution 3	Appointment of Auditor	☐	☐	☐
Resolution 4	Approval of 10% Placement Facility	☐	☐	☐

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