

Cleansing Prospectus

RocketBoots Limited ACN 165 522 887

Offer of up to 1,000 New Shares at an issue price of \$0.085 per New Share to raise a maximum of approximately \$85 before costs (**Offer**)

This is an important document and should be read in its entirety. If, after reading this document, you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth).

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IMPORTANT NOTICES

General

This Prospectus is dated 24 December 2024. A copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of any investment under this Prospectus. No New Shares will be allotted or transferred on the basis of this Prospectus after the expiry date. This Prospectus expires 13 months after the date of issue.

The Offer is only available to those who are personally invited to accept the Offer by the Directors. Applications to accept the Offer under this Prospectus can only be submitted on the Application Form which will be provided by the Company to invited investors. The Directors reserve the right to issue Shares pursuant to the Offer at their absolute discretion.

No person may give any information or make a representation about the Offer, which is not in this Prospectus. Information or representations not in this Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the Offer.

This Prospectus provides information for investors to decide if they wish to invest in ROC. Read this document in its entirety. Examine the assumptions underlying the risk factors that could affect the financial performance of ROC. Consider these factors carefully in light of your personal financial circumstances. Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Offer does not take into account the investment objectives, financial situation or needs of particular investors.

The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation by ASX of the New Shares the subject of the offer.

Transaction Specific Prospectus

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers that potential investors may consult.

Risk Factors

Potential investors should be aware that subscribing for New Shares involves a number of risks. The key risk factors of which investors should be aware of are set out in Section 6. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Potential investors should consider consulting their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

Electronic prospectus

This Prospectus is available electronically at www.rocketboots.com. Electronic versions of this Prospectus should be downloaded and read in their entirety. Obtain a paper copy of the Prospectus (free of charge) by emailing investors@rocketboots.com. Applications for New Shares may only be made on the Application Form attached to this Prospectus or in its paper copy form downloaded in its entirety from www.rocketboots.com.

Foreign selling restrictions

No action has been taken to register or qualify the New Shares or the Offer in any jurisdiction outside Australia, or otherwise to permit a public offering of the New Shares or outside Australia.

The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

Each potential investor warrants and represents that they will not offer or sell the New Shares in the United States or in any other jurisdiction outside Australia, or to a United States person, except in transactions exempt from registration under the US Securities Act 1933 as amended, and in compliance with all applicable laws in the jurisdiction in which the New Shares are offered and sold.

This Prospectus may not be released to US wire services or distributed in the United States except by the Company to "accredited investors" (as defined in

Rule 501(a) under the US Securities Act).

Forward-looking statements

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward-looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements.

Additional risk factors that could cause actual results to differ materially from those indicated in the forward-looking statements are set out in Section 6.

Exposure period

No exposure period applies to this Prospectus by operation of the Corporations Act in respect of the New Shares.

Privacy

The Company and the share registry collect, hold and use personal information received from you to communicate and provide services to you as a Shareholder. The Company may disclose information to its agents, service providers (such as the share registry) and government bodies. The Company's privacy policy sets out how you may access, correct and update the personal information that the Company holds about you (by contacting the share registry), how you can complain about privacy related matters and how the Company responds to complaints.

Defined terms

Capitalised terms used in this Prospectus are defined in the Glossary.

Currency

Monetary amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

Photographs and diagrams

Photographs used in this Prospectus without descriptions are only for illustration. The people shown are not endorsing this Prospectus or its contents. Diagrams used in this Prospectus may not be drawn to scale. The assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

1. Investment overview

1.1 Summary offer details

Terms of offer	Details
Offer Price per New Share	\$0.085
Total number of New Shares offered under the Offer	1,000
Total maximum amount to be raised under the Offer (approximately)	\$85
Approximate total number of Shares after completion of the Offer	113,723,911

1.2 Important dates

Event	Date
Prospectus date	24 December 2024
Opening date	25 December 2024
Closing Date (5:00pm AEDT)	25 December 2024

All dates and times are subject to change and are indicative only. All times are to AEDT. The Company reserves the right to vary these dates and times without notice.

1.3 Purpose of the Offer and use of funds

As announced on 18 December 2024, the Company raised \$500,000 via a placement of 5,882,352 Shares at \$0.085 per Share to sophisticated and professional investors (**Placement**). On 24 December 2024, the Company issued 3,529,411 Shares under the Placement, with the remaining issue of 2,352,941 Shares under the Placement subject to shareholder approval.

The primary purpose of the Offer and this Prospectus is to remove any on-sale trading restrictions that may have attached to the Shares issued under the Placement, and any other Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act, on or before the Closing Date. The Company is therefore undertaking a placement of up to 1,000 New Shares in ROC at an issue price of \$0.085 per New Share to raise a maximum of approximately \$85 before costs (**Offer**).

By the Company complying with section 708A(11) of the Corporations Act, the Shareholders who received Shares can sell those Shares within the next twelve months without the issue of a prospectus or other disclosure document.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant

securities were issued but before the day on which the sale offer is made; or

- (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The Company is seeking to raise only a nominal amount of \$85 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital. These funds will be put towards the costs of the Offer. After paying for the expenses of the Offer of approximately \$11,206, there will be no proceeds from the Offer (if any). The expenses of the Offer will be met from the Company's existing cash reserves.

1.4 Shareholding structure

The following table shows the shareholding structure of ROC on completion of the Offer:

Existing Shares on issue	113,722,911
Approximate New Shares to be issued under the Offer	1,000
Approximate total number of Shares after completion of the Offer	113,723,911

See section 8.3 in relation to options on issue in the capital of the Company.

1.5 Potential questions and answers

Question	Answer	Section
Who is the issuer of this Prospectus?	RocketBoots Limited ACN 165 522 887	Not applicable
What is the Offer?	The Offer is placement of up to 1,000 New Shares in ROC at an issue price of \$0.085 per New Share to raise a maximum of approximately \$85 before costs.	section 3.2
What is the Offer Price of the New Shares?	The New Shares are being issued at \$0.085 per New Share.	section 3.2
What rights and liabilities attach to the New Shares?	The New Shares will rank equally in all respects with the Shares held by the Existing Shareholders. The rights and liabilities attaching to all Shares are set out in the Company's constitution.	sections 7.2 and 8.2
What risks are involved with an investment in the Company?	An investment in ROC is subject to both general and specific risks which you should consider before making a decision to apply for New Shares. Key specific risks include sufficiency of funding, business strategy execution risk, reliance on key personnel, competition, regulatory risk, trade secrets and infringement of third party IP.	section 6
Is the Offer underwritten?	The Offer is not underwritten.	section 3.3

Further questions	If you have questions about the Offer, please contact the Company at investors@rocketboots.com	section 3.11
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1.6 Important notice

This section is not intended to provide full details of the investment opportunity. Investors must read this Prospectus in full to make an informed investment decision. The New Shares offered under this Prospectus carry no guarantee of return of capital, return on investment, payment of dividends or on the future value of the Shares.

2. ROC – the business

2.1 Board

(a) Roy McKelvie

Independent Chair & Non-Executive Director

Roy McKelvie was appointed as a Non-Executive Director and Chair on 18 December 2024.

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

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

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

(b) Karl Medak

Non-Executive Director

Karl Medak was appointed as Non-Executive Director in 2007.

Karl has almost 40 years of deep experience within the information and communications technology (ICT) sector, across varied segments including corporate matters.

Karl has worked for Telstra, Ericsson Australia, Lend Lease Communications, Communications Design & Management and was a founding member of The Frame Group (Frame) in 2000. He has experience working with some of Australia's largest corporates as well as government and defence clients.

Karl has a Bachelor of Business & Commerce/E-Commerce degree and has a number of other certifications and industry memberships. He is a Fellow of the Australian Institute of Company Directors ('FAICD'), a Fellow of the Australian Institute of Project Management ('FAIPM') and is a Certified Practising Portfolio Executive ('CPPE') with the Australian Institute of Project Management.

Karl is focused on advice and solutions that help to improve organisational governance and performance, return on investment ('ROI'), and marketplace competitiveness.

(c) **Cameron Petricevic**

Non-Executive Director and Company Secretary

Cameron Petricevic was appointed as non-executive director on 18 November 2021.

A successful accelerator of business growth through experienced leadership, strategy, governance & innovation with an entrepreneurial flair. Over 20 years of demonstrated success in solving complex problems, leveraging strong business acumen, executing investment strategies, building long-term relationships & closing significant financial transactions, including international capital raisings.

A consummate Board member of both private and public companies enveloping a myriad of sectors, Cameron is a qualified Actuary (AIAA), holding 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 a co-founder of Brimbank ToRCH, a Royal Children's Hospital auxiliary charity.

Cameron is currently an executive Director of several private companies and publicly, Chair of Butn Ltd (ASX-ROC), Director and Company Secretary of RocketBoots Ltd (ASX-ROC) in addition to Chair/member of several Committees.

3. Details and effect of the Offer

3.1 Purpose of prospectus

As announced on 18 December 2024, the Company raised \$500,000 via a placement of 5,882,352 Shares at \$0.085 per Share to sophisticated and professional investors (**Placement**). On 24 December 2024, the Company issued 3,529,411 Shares under the Placement, with the remaining issue of 2,352,941 Shares under the Placement subject to shareholder approval.

The primary purpose of the Offer and this Prospectus is to remove any on-sale trading restrictions that may have attached to the Shares issued under the Placement, and any other Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act, on or before the Closing Date. The Company is therefore undertaking a placement of up to 1,000 New Shares in ROC at an issue price of \$0.085 per New Share to raise a maximum of approximately \$85 before costs (**Offer**).

By the Company complying with section 708A(11) of the Corporations Act, the Shareholders who received Shares can sell those Shares within the next twelve months without the issue of a prospectus or other disclosure document.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (d) the relevant securities are in a class of securities that are quoted securities of the body; and
- (e) either:
 - (iii) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (iv) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (f) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The Company is seeking to raise only a nominal amount of \$85 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital. These funds will be put towards the costs of the Offer. After paying for the expenses of the Offer of approximately \$11,206, there will be no proceeds from the Offer (if any). The expenses of the Offer will be met from the Company's existing cash reserves.

3.2 Overview

The Offer is placement of up to 1,000 New Shares in ROC at an issue price of \$0.085 per New Share to raise a maximum of approximately \$85 (before costs including fees paid to advisers and to providers of specific services to cover share registry, printing and postage costs).

After paying for the expenses of the Offer of approximately \$11,206, there will be no proceeds from the Offer (if any). The expenses of the Offer will be met from the Company's existing cash reserves.

The Offer is only available to any Investor who is participating in the placement announced by the Company today and who has been personally invited to accept the Offer. An Application Form will be provided to select Investors only.

The Offer is only available to the Investor who is participating in the placement announced by the Company today and who has been personally invited to accept the Offer. An Application Form will be provided to the Investor only.

The offer price of \$0.085 under the Placement is a 2.29% discount to the last traded prices of \$0.087. The Applicant should be aware that an investment in ROC involves risks.

The key risks identified by ROC are set out in section 6 of this Prospectus.

3.3 Underwriting

The Offer is not underwritten.

3.4 Purpose of the Prospectus

This Prospectus has been prepared primarily to facilitate the secondary trading of the New Shares issued under the Placement, and any other Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act, on or before the Closing Date.

3.5 Impact on control

The issue of the New Shares under this Prospectus is not expected to have any material effect on the control of the Company.

3.6 Financial position

The effect of the Offer on the Company's financial position will be minimal. The expenses of the Offer in excess of the proceeds received will be met by the Company's existing cash reserves, resulting in the Company's cash reserves decreasing by approximately \$11,206.

The effect of the Offer on the financial position of the Company is set out in section 5.

3.7 Taxation considerations

The taxation consequences of an investment in the Company depend upon your particular circumstances. You should make your own enquiries about the taxation consequences of an investment in the Company. If you are in doubt about the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

3.8 United States

This Prospectus does not constitute a general offer to sell, or the solicitation of an offer to buy, any securities in the United States. The Offer or the New Shares have not been, nor will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. This Prospectus may not be released to US wire services or distributed in the United States except by the

Company to “accredited investors” (as defined in Rule 501(a) under the US Securities Act). The New Shares will only be offered and sold outside the United States in 'offshore transactions' as defined in and in reliance on Regulation S under the U.S. Securities Act.

3.9 Foreign selling restrictions

No action has been taken to register or qualify the New Shares or the Offer in any jurisdiction outside of Australia and New Zealand, or otherwise to permit a public offering of the New Shares outside Australia and New Zealand.

The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

The Applicant warrants and represents that they will not offer or sell the New Shares in the United States or in any other jurisdiction outside Australia or New Zealand, or to a United States person, except in transactions exempt from registration under the US Securities Act 1933 as amended, and in compliance with all applicable laws in the jurisdiction in which the New Shares are offered and sold. The Applicant warrants and represents that they have not and will not send any materials relating to the Offer to any person in the United States or a person acting for the account or benefit of a person in the United States

3.10 Withdrawal

The Company reserves the right to withdraw the Offer, at any time before the allotment of New Shares. If the Offer does not proceed, the Application Money will be refunded. No interest will be paid to Investors on any Application Money refunded because of the withdrawal of the Offer.

3.11 Enquiries

If you have questions about the Offer, please contact the Company at investors@rocketboots.com.

4. How to apply

4.1 Applying for New Shares

Applications for Shares under the Offer must only be made those persons personally invited to accept the Offer and submitted using an Application Form provided by the Company to invited investors.

By completing the Application Form, an Applicant will be taken to have declared that all details and statements made by the Applicant are complete and accurate and that the Applicant has received personally the Application Form together with a complete and unaltered copy of the Prospectus.

Payment for Shares must be made in full at the issue price of \$0.085 per Share. Completed Application Forms and accompanying evidence of payment of the application price must be delivered to the address set out on the Application Form by no later than the Closing Date.

The Directors reserve the right to issue Shares pursuant to the Offer at their absolute discretion. Accordingly, potential investors should not submit an Application Form unless directed to do so by the Directors.

The Company reserves the right to close the Offer early.

4.2 Payment

The consideration for the New Shares is payable in full on application by a payment of \$0.085 (8.5 cents) per New Share. The Company will contact Investors with details regarding how payment can be made.

4.3 Application Form is binding

A completed and lodged Application Form, or a payment made through BPAY or directly to the Company, constitutes a binding offer to acquire New Shares on the terms of this Prospectus and cannot be withdrawn.

If the Application Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your personalised Application Form with the requisite Application Money or making a payment by BPAY or directly to the Company, you will also be taken to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that you:

- (a) are not a person to whom it would be illegal to make an offer or issue New Shares under the Offer; and
- (b) acknowledge that the New Shares have not been, and will not be, registered under the US *Securities Act of 1933* or under the laws of any other jurisdiction outside Australia or New Zealand.

4.4 Validity of Application Forms

By completing and lodging an Application Form received with this Prospectus provided by the Company, the Applicant represents and warrants that the Applicant has personally received a complete and unaltered copy of this Prospectus before completing the Application Form.

The Company does not accept a completed Application Form if it has reason to believe the Applicant has not received a complete copy of the Prospectus or it has reason to believe that the Application Form has been altered in any way.

4.5 Brokerage and Stamp Duty

No brokerage fee is payable by the Applicant who applies for New Shares. No stamp duty is payable for subscribing for New Shares under the Offer.

4.6 Information Availability

The Applicant can obtain a copy of this Prospectus from ROC's website at www.rocketboots.com or by calling the share registry on 1300 850 505 (within Australia) and +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (AEDT) until the Closing Date.

5. Financial information

5.1 Historical and pro forma consolidated balance sheet as at 30 June 2024

Set out below is a summary of the historical financial information for ROC as at 30 June 2024 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 30 November 2024 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**).

The Financial Information has been prepared to illustrate the effect of the Offer.

5.2 Basis of preparation of financial information

The stated basis of preparation for the Historical Financial Information is in accordance with the recognition and measurement principles of the Australian Accounting Standards.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in this section of the Prospectus, as if those events or transactions had occurred as at 30 November 2024.

5.3 Pro-forma adjustments to consolidated balance sheet

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis that the following significant transactions occurred as at 30 November 2024:

Material transactions since 30 June 2024:

- (a) On 14 October 2024, ROC announced the placement of 10,000,000 new Shares at an issue price of \$0.10 per Share to raise \$1,000,000; and
- (b) on 14 December 2024, ROC announced the placement of 5,882,352 new Shares at an issue price of \$0.085 per Share to raise \$500,000.

	30 June 2024 (AUDITED)	Cash Burn 1 Jul to 30 Nov 2024	Capital Raising 1 Jul to 30 Nov 2024	Proforma Accounts 30 Nov 2024
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	555,789	(903,664)	939,600	591,725
Trade and other receivables	12,689	1,831	-	14,520
Contract assets	27,558	(19,069)	-	8,489
Other assets	42,802	50,430	-	93,232
TOTAL CURRENT ASSETS	638,838	(870,472)	939,600	707,966
NON-CURRENT ASSETS				
Plant and equipment	12,498	(4,084)	-	8,414
TOTAL NON-CURRENT ASSETS	12,498	(4,084)	-	8,414
TOTAL ASSETS	651,336	(874,556)	939,600	716,380
LIABILITIES				
CURRENT LIABILITIES				

	30 June 2024 (AUDITED)	Cash Burn 1 Jul to 30 Nov 2024	Capital Raising 1 Jul to 30 Nov 2024	Proforma Accounts 30 Nov 2024
Trade and other payables	620,384	(252,646)	-	367,738
Contract liabilities	209,759	354,770	-	564,529
Employee entitlements	491,398	10,899	-	502,297
TOTAL CURRENT LIABILITIES	1,321,541	113,023	-	1,434,564
NON-CURRENT LIABILITIES				
Employee entitlements	49,282	13,584	-	62,866
TOTAL NON-CURRENT LIABILITIES	49,282	13,584	-	62,866
TOTAL LIABILITIES	1,370,823	126,607	-	1,497,430
NET ASSETS / (LIABILITIES)	(719,487)	(1,001,163)	939,600	(781,050)
EQUITY				
Issued capital	13,532,602	-	939,600	14,472,202
Reserves	114,948	-	-	114,948
Retained earnings	(14,367,037)	(1,001,163)	-	(15,368,200)
TOTAL EQUITY/ (DEFICIENCY)	(719,487)	(1,001,163)	939,600	(781,050)

5.4 Pro forma cash flow statement as at 30 November 2024

The Company's pro forma historical cash position at 30 November 2024 adjusted for the Offer is derived from actual cash as follows:

Cash as at 30 November 2024	591,725
Gross proceeds of the Offer	85
Offer costs of the Offer	11,206
Pro forma historical cash balance	<u>580,604</u>

6. Risk factors

6.1 Factors influencing success

This section identifies the major risks the Board believes are associated with an investment in ROC.

The ROC business is subject to risk factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of ROC and the value of an investment in the Company. There can be no guarantee that ROC will achieve its stated objectives or that any forward-looking statements will eventuate. An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks set out below could, if it eventuates, have a material adverse impact on ROC's operating performance and profits, and the market price of the Shares.

Before deciding to invest in the Company, the potential investor should:

- (a) read the entire Prospectus;

- (b) consider the assumptions underlying the risk factors that could affect the financial performance of ROC;
- (c) review these factors in light of their personal circumstances; and
- (d) seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

6.2 General market risks

The Investors should be aware that the market price of ROC's securities may be influenced by a number of factors. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of ROC's securities. These risks apply generally to any investment on the stock market.

In addition to the general risks associated with investing in the stock market, there are risks specific to investing in any particular entity. Some risks may be outside ROC's control and not capable of mitigation. If in doubt about the general or specific risks associated with ROC's securities, you should seek advice from your professional advisers.

Investment risks

Factors affecting the price at which ROC Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.

Macro economic risks

ROC's operational and financial performance is affected by the Australian and other international economies and, in particular, the consumer markets within those economies. General and business conditions, inflation, interest rates, monetary and fiscal policy, political circumstances and currency exchange rates are all matters which may affect ROC's operating and financial performance.

Taxation risks

A change to the current taxation regime in Australia or in overseas jurisdictions in which ROC operates may affect ROC and its shareholders.

Accounting standards

Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside ROC's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in ROC's financial statements.

6.3 Specific risks

Below is an analysis of some of the specific business risks facing ROC in the conduct of its activities. ROC is exposed to risks relevant to many businesses, including increasing competition, information systems failure risk and protection of intellectual property. This section is intended to be a concise summary of the key risks to ROC's business – not an exhaustive list of all possible risks.

Sufficiency of funding

The Company currently has limited financial resources to fund operations. The Company is in the process of securing new contracts, including in overseas markets, in order to become cashflow positive. The ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors.

Business strategy execution risk

The Company is reliant on retaining its current pipeline of customers as well as winning contracts and developing relationships with new customers. This includes overseas customers. Onboarding of new

customers requires significant initial investment on their behalf, which may discourage them from adopting BeeHive.

Reliance on key personnel

The Company depends to a significant extent on the ability, performance and experience of its key personnel. A loss of key personnel or an inability to recruit suitable replacements can have a material impact on the Company's leadership as well as its ability to onboard new customers. ROC is dependent on key personnel to increase sales and develop its sales pipeline.

Competition

The Company faces risks associated with new entrants to the market, as well as current competitors. These risks include aggressive marketing campaigns, product innovation, price discounting, advances in technology and acquisitions. If any of these risks materialise, it could have a negative impact upon the Company's ability to compete in the market. Additionally, the Company exists in a relatively fast-paced industry and is at risk of new technology becoming available that supersedes BeeHive. This may result in lower competitiveness or discounting required to continue to drive sales.

Regulatory risk

The Company and its products are subject to various laws and regulations, including accounting standards, taxes, cybersecurity and privacy laws. Changes in these laws could negatively affect financial performance. Additionally, laws are specific to each geographic location, and the Company has expanded into both the US and UK markets. There is a risk that the Company is not compliant with new, unfamiliar laws in these locations.

Trade secrets

ROC relies on its trade secrets. The protective measures that ROC employs may not provide adequate protection for its trade secrets. This could erode the Company's competitive advantage and materially harm its business. The Company cannot be certain that others will not independently develop the same or similar products, services or technologies on their own or gain access to trade secrets or disclose such products, services or technologies, or that the Company will be able to meaningfully protect its trade secrets and unpatented know-how and keep them secret.

Infringement of third party IP

If a third party accuses ROC of infringing its IP rights or if a third party commences litigation against ROC for the infringement of patent or other IP rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Costs that the Company incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further developing discoveries or commercialising its technologies, products or services. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in technologies, product and service introductions and loss of substantial resources while it attempts to develop alternative technologies, products or services. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Company or its partners from commercialising available technologies, products or services and could cause it to incur substantial expenditure.

6.4 Cautionary statement

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and

other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements.

Additional factors that could cause actual results to differ materially from those indicated in the forward-looking statements are discussed earlier in this section.

For personal use only

7. Material agreements

7.1 Key documents

The Board considers that certain recent agreements relating to ROC are significant to the Offer, the operations of ROC or may be relevant to investors. A description of material agreements or arrangements, together with a summary of the more important details of each of these agreements is set out below.

7.2 Constitution

The following is a summary of the major provisions of the Company's constitution:

General Meeting

Shareholders are entitled to be present in person (which includes attendance in a virtual or hybrid meeting), or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

Voting rights

Any resolution considered at a general meeting will be decided on a show of hands unless a poll is demanded at or before the declaration of the result of the show of hands. However, any resolution to be considered at a general meeting and which seeks an approval under the Listing Rules must be decided by way of a poll.

Dividends and interim dividends

The Directors may resolve to pay any dividends they think appropriate and fix the time for payment.

Dividend reinvestment plan

The Directors of the Company may on terms they decide, implement a dividend reinvestment plan. No such plan exists as at the date of this Prospectus.

Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution of Shareholders, divide among the Shareholders the whole or any part of the property of the Company and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

Shareholder liability to forfeiture of Shares

As the New Shares under the Prospectus are fully paid ordinary shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

Future increase in capital

Subject to the Constitution, the Directors may issue new Shares and preference shares from time to time.

7.3 Documents available for inspection

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company for 13 months after the date of this Prospectus:

- (a) the constitution of ROC; and
- (b) the consents to the issue of this Prospectus.

8. Additional information

8.1 Continuous reporting and disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information that:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the body; and
 - (ii) the rights and liabilities attaching to the securities being offered.

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus.

This Prospectus does not necessary include general information about all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (c) it is subject to regular reporting and disclosure obligations;
- (d) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (e) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the financial report for the Company for the full year ended 30 June 2024; and
 - (ii) all continuous disclosure notices given by the Company after the lodgement of the full year financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (f) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and

(g) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. It has been prepared in accordance with section 713 of the Corporations Act. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Copies of ASX announcements are available on the ASX website or the Company's website at www.rocketboots.com.

The Company's ASX announcements since the Company lodged its annual report for the financial year ended 30 June 2024 on 25 July 2024 to the date of this Prospectus are set out below.

Date	Announcements
18/12/2024	Initial Director's Interest Notice
18/12/2024	Final Director's Interest Notice
18/12/2024	Reinstatement to Official Quotation
18/12/2024	Proposed issue of securities - ROC
18/12/2024	Successful Placement and Board Changes
18/12/2024	Suspension from Quotation
16/12/2024	Trading Halt
11/12/2024	Supplementary Release Clarification
9/12/2024	Notification of cessation of securities – ROC
6/12/2024	Contract Renewal with Major Australian Retailer
30/10/2024	Quarterly Activities/Appendix 4C Cash Flow Report
18/10/2024	Proposed issue of securities - ROC
18/10/2024	Proposed issue of securities - ROC
18/10/2024	Cleansing Prospectus
18/10/2024	Application for quotation of securities - ROC
14/10/2024	Proposed issue of securities - ROC
14/10/2024	Successful Placement

10/10/2024	Trading Halt
04/10/2024	Investor Presentation
16/09/2024	Major International Contract Win
30/08/2024	Notification regarding unquoted securities - ROC
27/08/2024	Results of Meeting
20/08/2024	Contract Extension with Major NZ Bank
31/07/2024	Change in substantial holding
31/07/2024	Change in substantial holding
31/07/2024	Quarterly Activities/Appendix 4C Cash Flow Report
25/07/2024	Notice of Annual General Meeting/Proxy Form
25/07/2024	Appendix 4G - Corporate Governance
25/07/2024	Corporate Governance Policy & Statement

In addition, copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The Company will give free of charge, to any person who requests it before the Closing Date, a copy of the Annual Report and any continuous disclosure notices lodged by the Company from lodgement of the Annual Report to the date of this Prospectus.

8.2 Rights attaching to New Shares

The rights attaching to the New Shares, which are the same as the Existing Shares, are set out in the Company's constitution and summarised in section 7.2 of this Prospectus.

8.3 Existing Options and Performance Rights

Code	Existing Options	Exercise price	Expiry date
ROCAP	903,750	\$0.30	8 March 2025
ROCAC	500,000	\$0.20	9 February 2027
ROCAR	800,000	\$0.10	26 August 2026

The Board considers it is unlikely that any Existing Options will be exercised before the Closing Date. However, if any Existing Options are exercised before the Closing Date, any proceeds raised will be applied to the general working capital of ROC.

As per the Company's announcement on 18 December 2024, the Company proposes to issue 2,500,000 performance rights (converting to ordinary shares) which expire on 31 August 2027 and the following Options:

Options	Exercise price	Expiry date
500,000	\$0.12	17 December 2027
4,000,000	\$0.12	18 December 2029
4,000,000	\$0.15	18 December 2029
4,000,000	\$0.18	18 December 2029
1,500,000	\$0.20	1 September 2027

8.4 Litigation

To the best of the Directors' knowledge and belief, no litigation, mediation, conciliation or administrative proceeding is taking place, pending or threatened against the Company.

8.5 Consents and disclaimers of responsibility

None of the parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as specified below. Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for, any part of this Prospectus, other than the reference to its name and the statement included in this Prospectus with the consent of that party, as specified below.

K&L Gates has given, and has not withdrawn, its written consent to be named as lawyers to the Company in the form and context in which it is named.

Computershare Investor Services Pty Ltd has given, and has not withdrawn, its written consent to be named as Share Registry of the Company in the form and context in which it is named.

8.6 Interests of experts and advisers

Except as set out in this Prospectus:

- (a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has any interest or has had any interest during the last two years:
 - (i) in the formation or promotion of ROC;
 - (ii) in property acquired or proposed to be acquired by ROC in connection with its formation or promotion or the offer of the New Shares, or
 - (iii) the offer of the New Shares; and
- (b) no amount has been paid or agreed to be paid, and no benefit has been given, or agreed to be given, to any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus in connection with the services provided by the person in connection with the:
 - (i) formation or promotion of ROC, or
 - (ii) offer of the New Shares.

K&L Gates has acted as legal adviser to the Company for the Offer and has provided legal advice on the Offer. K&L Gates will be paid an amount of approximately \$8,000 for these services (excluding GST and disbursements). During the 24 months preceding lodgement of this Prospectus with ASIC, K&L Gates has provided other general legal services provided to the Company on standard industry terms and conditions.

Computershare Investor Services Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Application Forms received pursuant to this Prospectus, and are paid for these services on standard industry terms and conditions.

8.7 Substantial Shareholders

The following Shareholders have a substantial holding in ROC:

Shareholder	Shares	Percentage interest
E8 Investments Pty Ltd	33,547,500	33.48%
TTOR Pty Ltd	6,932,791	6.92%
NJK Pearse Trustees Limited	5,111,500	6.30%

8.8 Interests of Directors

Other than as set out above or elsewhere in this Prospectus:

- (a) no Director or proposed Director of ROC has, or has had in the two years before lodgement of this Prospectus, any interest in:
- (iv) the formation or promotion of ROC;
 - (v) any property acquired or proposed to be acquired by ROC in connection with the formation or promotion or the offer of the New Shares; or
 - (vi) the offer of the New Shares, and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of ROC either:
- (i) to induce him or her to become, or to qualify him or her as, a Director, or
 - (ii) otherwise for services rendered by him or her in connection with the formation or promotion of ROC or the offer of the New Shares.

Shareholdings

The Directors or their associates have a beneficial interest in the following Shares and Existing Options at the date of this Prospectus:

Director	Shareholder	Indirect Shares
Roy McKelvie	-	Nil
Karl Medak	Held indirectly via a related entity	33,797,430
Cameron Petricevic	Held indirectly via a related entity	6,932,791

Payments to Directors

The constitution of ROC provides that the Directors may be paid, as remuneration for their services, a sum set from time to time by the Shareholders in general meeting, with that sum to be divided among the Directors as they agree.

The current non-executive directors fees are \$55,000 for Karl Medak, \$55,000 for Cameron Petricevic per annum and \$110,000 per annum for the Chair (which include fees for being members of the Company's committees).

8.9 Expenses of the Offer

The total estimated expenses of the Offer payable by the Company including ASX and ASIC fees, accounting fees, legal fees, share registry fees, printing costs, public relations costs and other miscellaneous expenses are estimated to be \$11,206.

8.10 Allotment

ROC will apply within seven days from the date of this Prospectus for quotation of the New Shares on ASX. It is expected that allotment of the New Shares under the Offer will take place no more than five Business Days after the close of the Offer.

Application Money will be held by ROC on trust for the Applicant until the New Shares are allotted. No interest will be paid on Application Money.

It is the responsibility of the Applicant to work out the number of New Shares allotted and issued to them before trading the New Shares. The sale by the Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

8.11 CHESS

The Company will apply for the New Shares to participate in CHESS. An Applicant who is issued New Shares under this Offer will receive a shareholding statement instead of a share certificate. It sets out the number of New Shares issued to the successful Applicant.

The shareholding statement also provides details of the Shareholder's HIN (in the case of a holding on the CHESS sub-registry) or SRN (in the case of a holding on the issuer sponsored sub-registry).

Shareholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the share registry. Further statements are given to Shareholders showing changes in their shareholding during a particular month. Additional statements may be requested at any time, although the Company reserves the right to charge a fee for them.

8.12 Privacy

The Applicant may be asked to give personal information to ROC directly, and through the share registry, such as name, address, telephone and fax numbers, tax file number and account details. The Company and the share registry collect, hold and use that personal information to provide facilities and services to the Applicant and undertake administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with the information under the Privacy Act 1988 (Cth). The Company's privacy policy sets out how Shareholders may request access to and correction of their personal information held by or on behalf of the Company (by contacting the share registry), how Shareholders can complain about privacy related matters and how the Company responds to complaints.

8.13 Authorisation

This Prospectus is issued by the Company. Each Director has consented to the lodgement of the Prospectus with ASIC.

Dated 24 December 2024



Roy McKelvie

Chair & Non-Executive Director

Glossary

AEDT	means Australian Eastern Daylight Savings Time
Annual Report	means the annual report of the Company for the financial year ended 30 June 2024 which includes audited financial statements for the financial year ended 30 June 2024 and the auditor's report, which was lodged with ASX and ASIC on 25 July 2024.
Applicant	means a person or entity who participated in the placement announced by the Company on 18 December 2024 and who submits an Application Form.
Application Form	means an application form provided by the Company to an Investor.
Application Money	means the money received by the Company under the Offer, being the Offer Price multiplied by the number of New Shares applied for by an Applicant.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Business Day	means a business day as defined in the Listing Rules.
CHESS	means Clearing House Electronic Subregister System, operated by ASX Settlement.
Closing Date	Means 5.00pm AEDT on 25 December 2024.
Company or ROC	means RocketBoots Limited ACN 165 522 887.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Existing Options	means Options on issue in ROC and referred to in section 8.3 of this Prospectus.
Existing Shareholders	means the holders of Shares before the date of this Prospectus.
Existing Shares	means the Shares already on issue in ROC.
Listing Rules	means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
New Shares	means the Shares issued by ROC under this Prospectus.
Offer	means the placement of up to 1,000 New Shares at an issue price of \$0.085 per New Share to raise up to approximately \$85 (before costs), under this Prospectus.
Offer Price	means \$0.085 per New Share.

Prospectus	means this prospectus.
Shareholders	means shareholders in ROC.
Shares	means fully paid ordinary shares in ROC.
Us or we	means the Company.
VWAP	has the meaning given to the term 'volume weighted market average price' under the Listing Rules.
You	means the investor(s) under this Prospectus.

Corporate directory

Company

RocketBoots Limited ACN 165 522 887

Level 1, 6-10 O'Connell Street

Sydney, NSW 2000

Tel: +61 417 141 577

www.rocketboots.com

Directors and executives

Roy McKelvie – Independent Chair & Non-Executive Director

Karl Medak - Non-Executive Director

Cameron Petricevic - Non-Executive Director and Company Secretary

Joel Rappolt - Chief Executive Officer

Robin Hilliard – Chief Technology Officer

Company Secretary

Cameron Petricevic

Share Registry

Computershare Investor Services Pty Ltd ACN 152 260 814

Tel: +61 2 9698 5414

Within Australia: 1300 288 664

Outside Australia: +61 2 9698 5414

Lawyers

K&L Gates

25/525 Collins Street

Melbourne VIC 3000