



ROCKETBOOTS
FAST • FOCUS • FUTURE

Rocketboots Limited

(formerly ENSOGO Limited)

Annual Report

For the year ended

30 June 2022

ABN 83 165 522 887

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GENERAL INFORMATION

The financial statements cover Rocketboots Limited as a consolidated entity consisting of Rocketboots Limited and the entities it controlled at the end of, or during the year. The financial statements are presented in Australian dollars, which is Rocketboots Limited's functional and presentation currency.

RocketBoots Limited is a listed public company limited by shares, incorporated and domiciled in Australia.

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors on 31 August 2022. The directors have the power to amend and reissue the financial statements.

CORPORATE DIRECTORY

DIRECTORS

Hugh Bradlow
Pang Ming Wee
Karl Medak
Cameron Petricevic

Chair and Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director

COMPANY SECRETARY

Cameron Petricevic

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

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AUDITORS

RSM Australia Partners
Level 21
55 Collins Street
Melbourne VIC 3000

SOLICITORS

K&L Gates
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525 Collins Street
Melbourne VIC 3000

DIRECTORS' REPORT

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the '**Group**') consisting of Rocketboots Limited (referred to hereafter as the '**Company**' or '**Parent Entity**') and the entity it controlled at the end of, or during the year ended 30 June 2022.

DIRECTORS

The following persons were directors of Rocketboots Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Hugh Bradlow	Chair (appointed 19 November 2021)
Pang Ming Wee	Non-Executive Director
Karl Medak	Non-Executive Director (appointed 19 November 2021)
Cameron Petricevic	Non-Executive Director (appointed 19 November 2021)
Mark Licciardo	Non-Executive Director (resigned 19 November 2021)
David Nairn	Non-Executive Director (resigned 19 November 2021)

PRINCIPAL ACTIVITIES

RocketBoots operates at scale using proprietary computer vision-based machine learning applications to optimise businesses and solve security challenges.

REVIEW OF OPERATIONS

The loss for the Group amounted to \$1,556,998 (30 June 2021: loss of \$1,095,937). RocketBoots Ltd's acquisition of RocketBoots Operations Pty Ltd (see Significant Changes In The State Of Affairs section of our Directors' Report for further details in relation to the acquisition) sees the Group investing in a larger and more capable workforce to support the Group's next stage of growth.

RocketBoots continued to progress trials, business collaborations, new sales opportunities and development of its proprietary BeeHive applications, BeeHive Core and RocketBoots Core products and services during the reporting period. Key existing customers also renewed their services with RocketBoots as well as extended the number of sites which use RocketBoots' products; no customers were lost.

RocketBoots listed on 7 December 2021, following the completion of a successful capital raise under the terms of a Replacement Prospectus dated 27 October 2021 and a Share Sale and Purchase Agreement to establish the RocketBoots Group.

RocketBoots completed a key hire of a senior software developer, who will accelerate the delivery or improvements to RocketBoots' software and core platform. RocketBoots also hired a Strategic Alliance Manager and began efforts to improve CRM reporting capabilities which improved visibility of new trials and contracts that are under negotiation and their potential value to the business. This CRM will also allow RocketBoots' channel partners to seamlessly collaborate on a shared pipeline.

Focus was also placed on preparation of marketing materials to support RocketBoots' partners campaign into retail banks in North America and Europe which commenced shortly after the end of the financial year. An entity in the USA was established to assist with business development activities in North America.

DIVIDENDS

No dividends were paid or declared during or for the financial year ended 30 June 2022.

DIRECTORS' REPORT

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 19 November 2021, Rocketboots Limited completed the acquisition of 100% of the issued capital of Rocketboots Operations Pty Ltd. Prior to the acquisition, Rocketboots Limited consolidated its existing shares at a ratio of 1: 3.7265 reducing the number of shares in issue from 39,128,220 to 10,500,032.

As part of the acquisition:

- The Company issued 28,500,000 new ordinary shares to the shareholders of Rocketboots Operations Pty Ltd as consideration in accordance with the Share Sale Agreement.
- The Company will issue 19,000,000 ordinary shares to the shareholders of Rocketboots Operations Pty Ltd as deferred consideration in accordance with the Share Sale Agreement
- The Company issued 21,250,000 fully paid ordinary shares to new shareholders upon listing on ASX

There were no other significant changes in the state of affairs of the Group during the financial year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

However, in line with the Company's Prospectus (section 6.5; as released to the ASX platform on 3 December 2021), the Company issued 813,250 Share Performance Rights under the Employee Incentive Plan (as approved by shareholders on 8 September 2021 and released to the ASX platform on 3 December 2021) to non-executive and non-Director employees on 24 August 2022. These shares will vest on 1 July 2023 at no cost, provided the employee is still employed with the Company.

ENVIRONMENTAL REGULATION

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

DIRECTORS' REPORT

INFORMATION ON DIRECTORS

Name	Hugh Bradlow
Title	Non-Executive Independent Chairman
Qualifications	
Experience and expertise	Hugh has been the President at Australian Academy of Technology and Engineering since October 2016. Since June 2017 he has also been a Non- Executive Director at Silicon Quantum Computing Pty Ltd, a joint venture start- up working to commercialise the University of New South Wales' silicon quantum computing technology. In 2021, Hugh served on the Australian Government's Regional Telecommunications Independent Review Committee. Hugh previously worked at Telstra for over 22 years. He spent three years as the Chief Scientist at Telstra. Prior to that he held the role of Telstra's Chief Technology Officer for over eight years, and Head of Innovation for 3 years. Prior to joining Telstra in 1995, Hugh was Professor of Computer Engineering at the University of Wollongong. He was also Professor of Electrical Engineering (Digital Systems) at the University of Cape Town. Hugh is a graduate in electrical engineering from the University of Cape Town and has received a D.Phil. degree for research in experimental nuclear physics from the University of Oxford. He has numerous academic appointments, and holds a Centenary Medal from the Commonwealth of Australia. In 2009, he was elected as the joint Australian Telecommunications Ambassador of the Year. Global Telecom Business has named him as one of the 100 most influential telecommunications executives in the world, and he has been named one of the 12 most influential people in Australian ICT by Smart Company
Other current directorships	None
Former directorships (last 3 years)	None
Special responsibilities	Member of the Audit & Risk Committee Member of the Nomination and Remuneration Committee
Interests in shares	50,000
Interests in options	None
Contractual rights to shares	None

DIRECTORS' REPORT

INFORMATION ON DIRECTORS (CONTINUED)

Name	Pang Ming Wee
Title	Non-Executive Independent Director
Qualifications	Chartered Accountant, CAANZ
Experience and expertise	Pang Ming is a qualified Chartered Accountant with the Institute of Chartered Accountants in Australia (ICAA, now Chartered Accountants Australia and New Zealand) and graduated with a Bachelor of Commerce in University of Queensland, Australia and comes with 8 years of Audit Assurance experience with KPMG and BDO. His portfolio ranged from telecommunications, property development, print & online media, construction, retail and trading and multi-level marketing.

	He has worked with various advisors in the initial public offering of iCar Asia Ltd, Ensogo Ltd and Frontier Digital Ventures Ltd.
Other current directorships	None
Former directorships (last 3 years)	None
Special responsibilities	Chair of the Audit & Risk Committee Member of the Nomination and Remuneration Committee
Interests in shares	134
Interests in options	None
Contractual rights to shares	None

Name	Karl Medak
Title	Non-Executive Director
Qualifications	Bachelor of Business & Commerce degree; Diploma in Project Management; Diploma - Company Directors Course
Experience and expertise	Karl has almost 40 years of deep experience within the information and communications technology (ICT) sector, across varied segments including corporate matters.

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

Karl has several other certifications and industry memberships, including a Fellow of the Australian Institute of Company Directors (FAICD) and is a Certified Practicing Portfolio Executive (CPPE) with the Australian Institute of Project Management.

Karl is currently the head of Frame Group's consulting practice, focusing on advice and solutions that help to improve organisational performance, improve return on investment ('ROI') and increase competitiveness

DIRECTORS' REPORT

Other current directorships	E8 Group Pty Ltd; E-Business Consulting Services Pty Ltd
Former directorships (last 3 years)	None
Special responsibilities	Member of the Audit & Risk Committee
Interests in shares	20,499,930
Interests in options	None
Contractual rights to shares	Karl is entitled to 13,500,000 Deferred Consideration Shares, which will be issued to E8 Group Pty Ltd (a company under his control) on 1 December 2023, being 2 years and 10 business days after the completion of the Reverse Acquisition (see Note 3 of the Notes to the Financial Statements).

Name	Cameron Petricevic
Title	Non-Executive Director
Qualifications	Actuary (AIAA), B Commerce/B Engineering (Hons) and Graduate of the Australian Institute of Company Directors (GAICD)
Experience and expertise	Cameron has spent over 18 years in the financial industry, with roles at AXA Asia Pacific Holdings (now AMP), Acorn Capital and Kentgrove Capital/Lucrum. Cameron has extensive investment banking experience, including valuations, mergers & acquisitions, initial public offerings and portfolio management. Cameron is a founder/director of Lucrum as well as other private organisations. Cameron is a qualified Actuary (AIAA) and holds a Bachelor of Commerce (Actuarial) and a Bachelor of Engineering (Electrical) from the University of Melbourne, with First Class Honours. He is also a Graduate of the Australian Institute of Company Directors (GAICD) and founder/treasurer of Brimbank ToRCH, a Royal Children's Hospital auxiliary charity.

Other current directorships	None
Former directorships (last 3 years)	TSN:ASX
Special responsibilities	Chair of RocketBoots Inc (RocketBoots Ltd's USA subsidiary) Chair of Nomination and Remuneration Committee
Interests in shares	3,750,000
Interests in options	None
Contractual rights to shares	Cameron is entitled to 2,500,000 Deferred Consideration Shares, which will be issued to TTOR Pty Ltd as trustee for the H, M & C Petricevic Superannuation Fund on 1 December 2023, being 2 years and 10 business days after the completion of the Reverse Acquisition (see Note 3 of the Notes to the Financial Statements).

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all types of other entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities unless otherwise stated.

DIRECTORS' REPORT

COMPANY SECRETARY

Mark Licciardo held the role until from the last report until November 2021.

Leslie Smith held the role from November 2021 to the report date.

Cameron Petricevic (AIAA, B Comm/Eng, GAICD) has held the role of Company Secretary since August 2022.

MEETINGS DIRECTORS

The number of meetings of the Company's Board of Directors ("the Board") and of each Board Committee held during the year ended 30 June 2022, and the number of meetings attended by each director were:

	<u>Directors' Meetings</u>		<u>Audit and Risk Committee</u>		<u>Nomination and Remuneration Committee</u>	
	No. eligible to attend	No. attended	No. eligible to attend	No. attended	No. eligible to attend	No. attended
H Bradlow	6	6	1	1	-	-
Pang Ming Wee	7	7	1	1	-	-
Karl Medak	6	6	1	1	-	-
Cameron Petricevic	6	6	-	-	-	-
Mark Licciardo	1	1	-	-	-	-
David Nairn	1	1	-	-	-	-

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosure relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage/alignment of executive compensation
- transparency

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Group depends on the quality of its directors and executives. The remuneration philosophy to attract, motivate and retain high performance and high-quality personnel.

The Group's remuneration framework is unchanged for that set-out in the Replacement Prospectus dated 27 October 2021; that is no external remuneration consultants have been engaged since that date.

The reward framework is designed to align executive reward to shareholders' interests. The Board has considered that it should seek to enhance shareholders' interests by:

- having an economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of growth in share price
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration will be separate. Currently there are no executive directors.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)(CONTINUED)

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments will be reviewed annually by the Nomination and remuneration Committee. The Nomination and remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. No external consultant was engaged during the year for the purposes of remuneration review. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by the general meeting.

Executive remuneration

The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components

- base pay
- short term incentives
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary and superannuation are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance and comparable market remunerations.

Executives receive their fixed remuneration in the form of cash.

The short-term incentives ('STI') program is designed to align the targets of the business unit with performance hurdles of executives. STI payments are granted to executives based on the achievement of performance criteria.

Group performance and linked to remuneration

No executive's remuneration is directly linked to the performance of the Group.

Use of remuneration consultants

No external remuneration consultants were engaged in the year.

Voting and comments made at the Company's 2021 Annual General Meeting

There was no requirement to vote on the adoption of the remuneration report at the Company's 2021 AGM.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)(CONTINUED)

Details of remuneration

Amounts of remuneration

Details of remuneration of key management personnel of the Group are set out in the following tables.

The key management personnel of the Group consisted of the following directors of RocketBoots Limited:

- Hugh Bradlow – Non-executive Chairman (appointed 19 November 2021)
- Pang Ming Wee – Non-Executive Director
- Karl Medak – Non-Executive Director (appointed 19 November 2021)
- Cameron Petricevic – Non-executive Director and Company Secretary (appointed 19 November 2021 and 5 August 2022 respectively)
- Mark Licciardo – Non-Executive Director and Company Secretary (resigned both positions from 19 November 2021)
- David Nairn – Non-Executive Director (resigned 19 November 2021)

and the following persons:

- Joel Rappolt – Chief Executive Officer (appointed 19 November 2021)
- Harry Robin Hilliard – Chief Technology Officer (appointed 19 November 2021)
- Leslie Smith – Chief Financial Officer and Company Secretary (appointed 14 September 2021 and 19 November 2021 respectively)

Changes since the end of the reporting period:

Leslie Smith resigned as both Chief Financial Officer and Company Secretary on 5 August 2022.

Name	Position	Applicable Remuneration Period	Short-term benefit		Post-employment benefit	Other long term benefit	Total
			Cash salary and fees \$	Annual Leave \$	Superannuation \$	Long service leave \$	
2022							
Directors							
H Bradlow	Non-Executive Chairman	19 November 2021 to 30 June 2022	33,633	-	3,363	-	36,996
PM Wee	Non-Executive Director	1 July 2021 to 30 June 2022	77,440	-	-	-	77,740
K Medak	Non-Executive Director	19 November 2021 to 30 June 2022	28,039	-	2,804	-	30,843
C Petricevic	Non-Executive Director	19 November 2021 to 30 June 2022	33,917	-	-	-	33,917
M Licciardo	Non-Executive Director and Company Secretary	1 July 2021 to 19 November 2021	21,827	-	-	-	21,827
D Nairn	Non-Executive Director	1 July 2021 to 19 November 2021	21,826	-	-	-	21,826
Other KMP							
J Rappolt	Chief Executive Officer	19 November 2021 to 30 June 2022	110,117	32,132	11,011	13,716	166,976
R Hilliard	Chief Technology Officer	19 November 2021 to 30 June 2022	110,117	11,979	11,011	19,676	152,783
L Smith	Chief Financial Officer and Company Secretary	14 September 2021 to 30 June 2022	30,955	-	3,095	-	34,050
TOTAL			467,871	44,111	31,284	33,392	576,658
2021							
Directors							
PM Wee	Non-Executive Director	1 July 2020 to 30 June 2021	120,000	-	-	-	120,000
M Licciardo	Non-Executive Director and Company Secretary	1 July 2020 to 30 June 2021	38,517	-	-	-	38,517
D Nairn	Non-Executive Director	1 July 2020 to 30 June 2021	38,516	-	-	-	38,516
TOTAL			197,033	-	-	-	197,033

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)(CONTINUED)

Service Agreements

Remuneration and other terms of employment for key management personnel are formalized in service agreements. Details of these agreements are as follows:

Name	Joel Rappolt
Title	Chief Executive Officer
Agreement Commenced	19 November 2021
Term of agreement	Indefinite, subject to resignation or termination for any other reason.
Details	Base salary for the year ending 30 June 2023 of \$180,000 plus superannuation, to be reviewed annually by the Board of Directors. 3 month termination notice via resignation, 1 month termination notice by the Company. Cash bonus of \$40,000, subject to KPI achievement and at the discretion of the Board of Directors. Non-solicitation and non-compete clauses.

Name	Robin Hilliard
Title	Chief Technology Officer
Agreement Commenced	19 November 2021
Term of agreement	Indefinite, subject to resignation or termination for any other reason.
Details	Base salary for the year ending 30 June 2023 of \$180,000 plus superannuation, to be reviewed annually by the Board of Directors. 3 month termination notice via resignation, 1 month termination notice by the Company. Cash bonus of \$40,000, subject to KPI achievement and at the discretion of the Board of Directors. Non-solicitation and non-compete clauses.

Name	Leslie Smith
Title	Chief Financial Officer
Agreement Commenced	14 September 2021
Term of agreement	Resigned on 5 August 2022
Details	Base monthly salary of \$4,500 per month (or \$54,000 per year), inclusive of superannuation. 2 month termination notice via resignation, 1 month termination notice by the Company. Non-solicitation and non-compete clauses.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

No shares were issued to directors or other key management personnel as part of compensation during the year ended 30 June 2022.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)(CONTINUED)

Additional disclosures relating to key management personnel

Additional information

The earnings of the Group for the last five years to 30 June 2022 are summarised below:

	2022	2021	2020	2019	2018
Revenue	640,547	675,559	1,103,507	1,675,676	598,759
Loss after tax	(1,509,425)	(1,093,937)	(947,614)	(557,851)	(1,051,245)

The factors that are considered to affect total shareholder returns ('TSR') are summarised below:

	2022
Share price at financial year end – cents	0.092
Basic earnings per share - cents	(3.05)

Shareholding

The number of shares in the Company held during the period from 19 November 2021 to 30 June 2022 by each director and other member of key management personnel of the Group, including their personally related parties is set out below

	Opening balance No. of shares	Acquired No. of shares	Disposed No. of shares	Closing balance No. of shares
H Bradlow	50,000	-	-	50,000
PM Wee	134	-	-	134
K Medak	20,435,000	64,930	-	20,499,930
C Petricevic	3,750,000	-	-	3,750,000
J Rappolt	2,250,000	-	-	2,250,000
R Hilliard	2,250,000	150,000	-	2,400,000

Option holding

No options over ordinary shares in the Company were held during the financial year by a director or other member of key management personnel, including their personally related parties.

This concludes the remuneration report, which has been audited

DIRECTORS' REPORT

SHARES UNDER OPTION

Unissued ordinary shares of RocketBoots Limited under option at the date of this report are as follows:

<u>Grant date</u>	<u>Expiry date</u>	<u>Exercise price</u>	<u>Number under option</u>
07 December 2021	07 December 2024	\$0.30	903,750
16 February 2022	16 February 2025	\$0.30	903,750

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate

SHARES ISSUED ON THE EXERCISE OF OPTIONS

No shares were issued during the year ended 30 June 2022 on the exercise of options granted.

INDEMNITY AND INSURANCE OF OFFICERS

The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

INDEMNITY AND INSURANCE OF AUDITOR

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

NON-AUDIT SERVICES

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 19 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

DIRECTORS' REPORT

The directors are of the opinion that the services as disclosed in note 19 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks or rewards.

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF RSM AUSTRALIA PARTNERS

There are no officers of the Company who are former partners of RSM Australia Partners.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* is set out immediately after this directors' report.

AUDITOR

RSM Australia Partners continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.



Hugh Bradlow

Chair

31 August 2022

RSM Australia Partners

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F +61 (0) 3 9286 8199

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Rocketboots Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA PARTNERS

M Parameswaran

M PARAMESWARAN

Partner

Melbourne, VIC

Dated: 31 August 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2022

		30 Jun 2022	30 Jun 2021
	Notes	\$	\$
Continuing operations			
Revenue	4	640,547	675,559
Direct employee expense		(99,962)	(138,214)
Direct costs		(193,271)	(272,590)
Gross profit		347,314	264,755
Employee benefit expenses		(1,739,163)	(1,072,620)
Other expenses	5	(685,336)	(338,072)
Other income	5	520,195	50,000
Loss before income tax		(1,556,998)	(1,095,937)
Income tax expense	6	-	-
Loss for period		(1,556,998)	(1,095,937)
Other comprehensive income for the period		-	-
Total comprehensive income for the period attributable to shareholders of the Company		(1,556,998)	(1,095,937)
		Cents	Cents
Basic loss per share	26	(3.05)	(2.80)
Diluted loss per share	26	(3.05)	(2.80)

The calculation of weighted average number of shares has been adjusted retrospectively for the effects of the equity recapitalisation associated with the reverse acquisition, refer Note 3 and Note 14.

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	Notes	30 Jun 2022 \$	30 Jun 2021 \$
Current assets			
Cash and cash equivalents	7	3,896,630	3,289
Trade and other receivables	8	45,464	128,106
Contract assets	9	39,310	-
Prepayments		59,683	-
Total current assets		4,041,088	131,395
Non-current assets			
Property, plant and equipment	10	4,873	4,420
Total non-current assets		4,873	4,420
Total assets		4,045,961	135,815
Current liabilities			
Trade and other payables	11	361,856	287,188
Contract liabilities	12	154,615	2,152
Employee benefits	13	458,582	251,838
Total current liabilities		975,053	541,178
Non-current liabilities			
Employee benefits	13	58,048	95,288
Total non-current liabilities		58,048	95,288
Total liabilities		1,033,101	636,466
Net Assets/(deficiency)		3,012,859	(500,651)
Equity			
Issued capital	14	11,763,941	6,783,640
Reserves	15	90,201	-
Accumulated losses		(8,841,283)	(7,284,291)
Total Equity		3,012,859	(500,651)

The above statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2022

	Share capital	Reserves	Accumulated losses	Total equity
	\$	\$	\$	\$
Balance at 1 July 2020	3,640	-	(6,188,354)	(6,184,714)
Contributions of equity net of transaction costs	6,780,000	-	-	6,780,000
Contributions of equity net of transaction cost				
Total comprehensive loss for the period	-	-	(1,095,937)	(1,095,937)
Balance at 30 June 2021	6,783,640	-	(7,284,291)	(500,651)
Balance at 1 July 2021	6,783,640	-	(7,284,291)	(500,651)
Total comprehensive income for the period	-	-	(1,556,998)	(1,556,998)
Transactions with owners in their capacity as owners:				
Contributions	4,250,000	-	-	4,250,000
Fair value of options issued	(29,207)	90,201	-	60,994
Capital raise costs	(243,000)	-	-	(243,000)
Shares issued to original shareholders of Rocketboots Operation Pty Ltd (Refer Note 3)	1,002,508	-	-	1,002,508
Balance at 30 June 2022	11,763,941	90,201	(8,841,289)	3,012,859

The above statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2022

		30 Jun 2022	30 Jun 2021
	Notes	\$	\$
Cash Flow from Operating Activities			
Receipts from customers		942,403	328,983
Payments to suppliers and employees		(2,070,066)	(1,168,141)
Net cash provided by operating activities	22	(1,127,663)	(1,359,158)
Cash Flow from Investing Activities			
Payments for fixed assets		(2,000)	-
Net cash used in investing activities		(2,000)	-
Cash Flow from Financing Activities			
Loans received from related parties		-	1,165,847
Proceeds from issue of equity securities		4,250,000	30,000
Payments for capital raise costs		(243,000)	-
Acquired cash balance at acquisition date	3	1,016,004	-
Net cash provided by financing activities		5,023,004	1,195,847
Net increase/(decrease) in cash and cash equivalents held		3,893,341	(163,311)
Cash at beginning of period		3,289	166,600
Cash at end of period	7	3,896,630	3,289

The above statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all of the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted.

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not mandatory have not been early adopted.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the Parent Entity is disclosed in note 21.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of RocketBoots Limited ('Company' or 'Parent Entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. RocketBoots Limited and its subsidiaries together referred to in these financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances, and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Principles of consolidation (continued)

Intercompany transactions and balances between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

On 19 November 2021, the formerly named Ensogo Limited ("the Company") completed the acquisition of 100% of the ordinary shares in Rocketboots Operation Pty Ltd ("ROPL"). As a result, the transaction is considered a reverse acquisition of the Company by ROPL. For accounting purposes, the acquisition is considered to be outside the scope of AASB 3 Business Combination since Ensogo Limited, prior to the transaction, did not constitute a business. The transaction is accounted for under AASB 2 Share-based Payments whereby ROPL is deemed to have issued shares in exchange for the net assets of Ensogo Limited together with its coming ASX listing status, at the fair value of the consideration received by ROPL.

Further detail on the reverse acquisition can be found in note 3.

Operating segments

Operating segments are presented using the 'management approach' where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the avocation of resources to operating segments and assessing their performance.

Unless stated otherwise, all amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Group.

The Group's principal activities are those of a software Company and therefore identifies only one corporate reportable segment. The results of this segment are the same as the Group's results.

Foreign currency translation

The financial statements are presented in Australian dollars, which is RocketBoots Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer the Group; identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods and services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of the cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Rendering of services

Revenue from a contract to provide services is recognised over time as the services are rendered. Revenue is determined with reference to the stage of completion of the transaction at reporting date and where the outcome of the contract can be estimated reliably. Stage of completion is determined with reference to the services performed to date as a percentage of total anticipated services to be performed. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent that related expenditure is recoverable.

Interest

Interest income is recognised on a time proportionate basis taking into account the effective interest rates applicable to the financial assets

Government assistance

Government assistance (grants) in the form of forgiveness of payroll-related liabilities is recognised as Other Income, once all complying conditions have been met and the forgiveness effected.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax

The income tax expense or benefit for the period is the tax payable on the period's taxable income based on the applicable income tax rate adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences in the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted except for;

- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that the future taxable amounts will be available to utilise those temporary difference and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intent to settle simultaneously.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based upon current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with maturities of three months or less at balance date that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Contract assets

Contract assets are recognised when the Group has purchased goods for delivery to a customer under a pre-paid customer contract. Contract assets are treated as financial assets for impairment purposes.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost include expenditure that is directly attributable to the acquisition of the items:

Depreciation is calculated on straight line basis to write off the net cost of each item of plant and equipment over their expected useful lives as follows:

- Computers and Equipment 2 to 5 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill are initially measured at their fair value at the date of acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being 3-5 years.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable cost. Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the financial year end and which are unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition

Provisions

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable that the Group will be required to settle an obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provision are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefit

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits (continued)

Other long-term benefit

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of the services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement (continued)

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of RocketBoots Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2022. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

2. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgement, estimates and assumptions on historical experience and on various factors, including expectations of future events, management believe to be reasonable under the circumstances. The resulting accounting judgments and estimates will seldom equal the related actual results. The judgments, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

2. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the Group based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the Group operates. Other than as addressed in specific notes, there does not current appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the Group unfavourably as at the reporting date or subsequently as a result of the coronavirus (COVID-19) pandemic

Revenue recognition

Licences are generally considered a distinct single performance obligation. Revenue related to license fee is recognised evenly over the contracted term in which the customer is entitled to receive the services. Enablement revenue is recognised when control over the hardware and software are installed and delivered on customer premises. Determination of when controls has passed depends on whether the customer has legal title over the products or whether the customer has obtained possession of the products.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Group considers it probable that future taxable amounts will be available to utilise these temporary differences and losses.

Employee benefits provision

As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account. Deferred tax assets are recognised for deductible temporary differences only if the Group considers it probable that future taxable amounts will be available to utilise these temporary differences and losses.

3. REVERSE ACQUISITION

On 19 November 2021, the formerly named Ensogo Limited ("the Company") completed the acquisition of 100% of the ordinary shares in Rocketboots Operation Pty Ltd ("ROPL"). The Company issued 28,500,000 shares and will issue deferred consideration shares of 19,000,000 in 2 years to the original shareholders of ROPL, which resulted in ROPL's original shareholders holding a majority share interest in ROC. Upon completion of the transaction, the Company was renamed to Rocketboots Limited and got listed on the ASX on 7 December 2021.

Post the transaction on 19 November 2021, the ownership structure of the Company was as follows:

	<u>Number of shares</u>	<u>% of shares</u>
Previous shareholders of ROPL	28,500,000	73.08%
Previous shareholders of Ensogo Limited	10,500,032	26.92%

Post the listing on 7 December 2021, the ownership structure of the Company was as follows:

	<u>Number of shares</u>	<u>% of shares</u>
Previous shareholders of ROPL	28,500,000	47.30%
Previous shareholders of Ensogo Limited	10,500,032	17.43%
New shareholders from listing	21,250,000	35.27%

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

3. REVERSE ACQUISITION (CONTINUED)

When deferred shares are issued in 2 years from completion, the ownership structure of the Company will be as follows:

	<u>Number of shares</u>	<u>% of shares</u>
Previous shareholders of ROPL	47,500,000	59.94%
Previous shareholders of Ensogo Limited	10,500,032	13.25%
New shareholders from listing	21,250,000	26.81%

As a result, the transaction is considered a reverse acquisition of the Company by ROPL. For accounting purpose, the acquisition is considered to be outside the scope of AASB 3 Business Combination since Ensogo Limited, prior to the transaction, did not constitute a business. The transaction is accounted for under AASB 2 Share-based Payments whereby ROPL is deemed to have issued shares in exchange for the net assets of Ensogo Limited together with its coming ASX listing status, at the fair value of the consideration received by ROPL.

Accordingly, these accounts have been prepared as follows:

Consolidated statement of	For the year ended 30 June 2022	Previous corresponding period ("PCP")
Profit or loss and other comprehensive income	ROPL: 1 July 2021 to 31 December 2021 the Company: 19 November 2021 to 31 December 2021	ROPL only for the period from 1 July 2020 to 31 December 2020
Financial position	ROPL and the Company consolidated as at 31 December 2021	ROPL only as at 31 December 2020
Changes in equity	Equity balances of ROPL as at 1 July 2021, their results for the year and transactions with equity holders for the year. The Company's transactions with equity holders since 19 November 2021 and its results for the period from 19 November 2021 to 31 December 2021	ROPL only for the period from 1 July 2020 to 31 December 2020
Cash flows	ROPL: 1 July 2021 to 31 December 2021 the Company: 19 November 2021 to 31 December 2021	ROPL only for the period from 1 July 2020 to 31 December 2020

As the Company is deemed to be the "acquiree" for accounting purposes, the carrying values of its assets and liabilities are required to be recorded at fair value for the purposes of the acquisition. No adjustments were required to the historical values to effect this change.

The fair values of the identifiable net assets acquired in the Company on 19 November 2021 are as follows:

	\$
Cash and cash equivalents	1,016,004
GST receivable and other receivable	44,174
Accounts payable	(57,670)
Fair value of net assets	1,002,508
Consideration shares issued to the vendors	1,002,508
Excess of consideration over the fair value of net assets at the date of acquisition, being the share-based payments expense on acquisition	-

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

4. REVENUE

	30 Jun 2022	30 Jun 2021
	\$	\$
Revenue from contracts with customers	640,547	675,559

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

License fee	482,722	485,832
Enablement revenue	157,825	189,727
	640,547	675,559

Timing of revenue recognition

Services transferred over time	482,722	485,832
Services at a point in time	157,825	189,727
	640,547	675,559

5. OTHER EXPENSES AND OTHER INCOME

	30 Jun 2022	30 Jun 2021
	\$	\$

Other expenses

Loss before income tax includes the following specific expenses:

Contractor expense whose work is not billable	74,972	-
Software subscriptions	124,296	138,522
Marketing costs	167,997	-
Professional expenses and other expenses	318,071	199,550
Total	685,336	338,072

Other income

Related party loan forgiveness as condition precedent to the IPO	516,199	-
Interest income	3,996	-
Government grant	-	50,000
Total	520,195	50,000

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

6. INCOME TAX EXPENSE

	30 Jun 2022 \$	30 Jun 2021 \$
Loss before income tax	(1,556,998)	(1,095,937)
<i>Permanent differences:</i>		
- Share Based Payments	60,994	-
- Entertainment expenses	4,924	-
	(1,491,080)	(1,095,937)
Domestic tax rate	25%	26%
Prima facie tax benefit	(372,770)	(284,944)
<i>Adjustments for the tax effect of temporary differences:</i>		
- Movement in annual leave provision	22,935	7,261
- Movement in long service leave provision	19,441	6,747
	42,376	14,007
Deferred tax asset not recognised in respect of losses nor temporary differences	330,394	270,936
Income tax expense	-	-

The Company decided not to recognise a deferred tax asset in respect of the Group losses, given its financial outlook for the 2023 financial year and future financial years in the short term.

7. CASH AND CASH EQUIVALENTS

	30 Jun 2022 \$	30 Jun 2021 \$
Cash at bank	896,630	3,289
Term deposit*	3,000,000	-
Total	3,896,630	3,289

*A term deposit with a maturity date of 23 August 2022 but can be called in a matter of days with minimal financial impact

8. TRADE AND OTHER RECEIVABLES

	30 Jun 2022 \$	30 Jun 2021 \$
Trade receivables	18,623	79,990
Less: provision for expected credit loss	-	-
	18,623	79,990
Accrued income	-	32,168
Interest receivable	3,995	-
Amounts receivable from related party (note 20)	-	4,014
Sundry debtors	22,846	11,934
	45,464	128,106

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

9. CONTRACT ASSETS

	30 Jun 2022	30 Jun 2021
	\$	\$
Contract assets	39,310	-
Closing balance	39,310	-

10. PROPERTY, PLANT AND EQUIPMENT

Plant and equipment	30 Jun 2022	30 Jun 2021
	\$	\$
Gross carrying amount		
Balance at 1 July 2021	110,135	110,135
Additions	2,007	-
Balance at 30 June 2022	112,142	110,135
Amortisation and impairment		
Balance at 1 July 2021	(105,715)	(102,226)
Depreciation	(1,554)	(3,489)
Balance at 30 June 2022	(107,269)	(105,715)
Carrying amount 30 June 2022	4,873	4,420

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Computer Equipment	Software	Total
Balance at 1 July 2020	7,402	506	7,908
Depreciation expense	(3,362)	(126)	(3,489)
Balance at 30 June 2021	4,040	380	4,420
Additions	2,006	-	2,006
Depreciation expense	(1,508)	(45)	(1,554)
Balance at 30 June 2022	4,538	335	4,873

11. TRADE AND OTHER PAYABLES

	30 Jun 2022	30 Jun 2021
Current	\$	\$
Trade payables	103,313	87,705
GST payable	19,186	19,490
Sundry payables and accrued expenses	239,357	179,993
	361,856	287,188

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

12. CONTRACT LIABILITIES

	30 Jun 2022	30 Jun 2021
Current	\$	\$
Contract liabilities	154,615	2,152
	154,615	2,152

13. EMPLOYEE BENEFITS

	30 Jun 2022	30 Jun 2021
Current	\$	\$
Annual leave	285,398	193,659
Long service leave	173,184	58,179
	458,582	251,838
Non-current		
Long service leave	58,048	95,288
	58,048	95,288

Amounts not expected to be settled within the next 12 months

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Company does not have an unconditional right to defer settlement. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

14. ISSUED CAPITAL

Share Capital

	Jun22 Shares	Jun21 Shares	Jun22 \$	Jun21 \$
Shares issued and fully paid	60,250,032	39,128,220*	11,763,941	6,783,640

*Per AASB 3, the equity structure (i.e., the number of ordinary shares issued) reflects the equity structure of Rocketboots Limited (formerly Ensogo Limited) (the accounting acquiree), including the shares issued by it to effect the reverse acquisition transaction. Refer to Note 3 for further details.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

14. ISSUED CAPITAL (CONTINUED)

Details	Date	Shares	Issue Price	\$
			\$	\$
Balance	01 July 2021	39,128,220		6,783,640
Consolidation	19 November 2021	(28,628,188)	-	-
Post-Consolidation	19 November 2021	10,500,032	-	6,783,640
Shares issued to original shareholders of ROPL (Note4)	19 November 2021	28,500,000		1,002,508
Shares issued on listing	7 December 2021	21,250,000	0.20	4,250,000
Capital raise costs		-		(243,000)
Fair value of options issued		-		(29,207)
Balance	30 June 2022	60,250,032		11,763,941

During the financial year ended on 30 June 2022, Rocketboots Limited issued 21,250,000 ordinary shares and raised \$4,250,000 before transaction costs. In addition, the Company also issued 28,500,00 ordinary shares in relation to the acquisition of Rocketboots Operations Pty Ltd, completed on 19 November 2021. These consideration shares are subject to escrow for 24 months from official quotation.

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

This is no current on-market share buy-back.

Deferred consideration shares

Under the Share Sale Agreement, 40% of the Consideration Shares owed to the Sellers of the subsidiary are not to be issued, being 19,000,000 deferred consideration shares until the Deferred Period comes to an end (but will still be subject to escrow for 24 months from Official Quotation).

Capital Risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, and that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

This capital risk management policy remains unchanged from the 30 June 2021 Annual Report.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

15. RESERVES

	30 Jun 2022 \$	30 Jun 2021 \$
Share-based payment	90,201	-

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to the corporate advisor:

As part of the capital raise as described in Note 3 to the financial statements.

Number of options granted	903,750
Grant date	7 December 2021
Volatility	42.1%
Risk free rate	0.98%
Exercise price	\$0.30
Fair value of each option on grant date	\$0.032
Fair value of the options	\$29,207
Expiry date	7 December 2024
Voluntary escrow for 2 years from date of issue	

For ongoing advisory services

Number of options granted	903,750
Grant date	16 February 2022
Volatility	94.5%
Risk free rate	1.62%
Exercise price	\$0.30
Fair value of each option on grant date	\$0.0675
Fair value of the options	\$60,994
Expiry date	8 March 2025
Voluntary escrow for 2 years from date of issue	

16. DIVIDENDS

There were no dividends paid, recommended or declared during the current or previous financial year.

17. FINANCIAL INSTRUMENTS

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives who report to the Board on a monthly basis.

Market Risk

Foreign currency risk

The Group is not exposed to any significant foreign currency risk

Price Risk

The Group is not exposed to any significant price risk

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

17. FINANCIAL INSTRUMENTS (CONTINUED)

Interest rate risk

The Group is not exposed to any significant interest rate risk

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group insists on receiving payment in advance for the full contract value before service commences.

Liquidity Risk

Liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves by continuously monitoring actual and forecast cash flows.

As at 30 June the Group \$3,896,630 in cash and cash equivalents and has no fixed rate debt.

As at 30 June the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Recovered/ settled within 12 months \$'000	Recovered/ settled after 12 months \$'000
2022		
Trade and other payables	361,856	-
Total	361,856	-
2021		
Trade and other payables	287,188	-
Total	287,188	-

18. KEY MANAGEMENT PERSONNEL DISCLOSURES

Compensation

The aggregate compensation made to directors and other members of the key management personnel of the Group is set out below

	2022 \$	2021 \$
Short-term employee benefits	511,982	197,033
Post-employment benefits	31,284	-
Other long-term benefits	33,392	-
Total	576,658	197,033

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

19. REMUNERATION OF AUDITORS

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners .

	2022	2021
	\$	\$
Audit services – RSM Australia Partners		
Audit or review of the financial statements	43,500	33,000
Other services – RSM Australia Partners		
Other services	4,000	4,000
Tax due diligence – pre IPO	8,500	-
Investigating accountant's services	33,500	-
	46,000	4,000
	89,500	37,000

20. RELATED PARTY TRANSACTIONS

Parent entity

RocketBoots Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in Note 24 to the financial statements.

Key management personnel

Disclosures relating to key management personnel are set out in Note 18 and the remuneration report included in the directors' report.

The Company currently operates from office premises that are being on-leased by Frame Group Pty Ltd (Frame). E8 Group Pty Limited is the owner of Frame and is the major shareholder of the Company following the completion of the transaction as per Note 3. The Company and Frame have entered into an agreement pursuant to which Frame will grant the Company a sub-lease to continue to operate out of the current premises under that rent payable will be \$1 per annum for a 2-year term. Frame has assessed the fair value of the rent payable to be \$109,000 per annum.

At Completion of the Share Sale Agreement and as a condition precedent to the IPO, Frame forgave all related party loans totalling \$516,200.

	30 June 2022	30 June 2021
	\$	\$
Payment made by Frame on behalf of ROPL	583,166	491,515
Loan forgiven by Frame	516,200	-

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

20. RELATED PARTY TRANSACTIONS (CONTINUED)

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	30 Jun 2022	30 Jun 2021
	\$	\$
Other receivable from/(payable to) Frame	-	4,014

21. PARENT ENTITY INFORMATION

Information relating to RocketBoots Limited ("the Parent Entity"):

	2021	2020
Total current assets	3,810,881	1,503,126
Total assets	4,745,881	1,503,126
Total current liabilities	53,821	91,928
Total liabilities	53,821	91,929
Net Assets	4,692,060	1,411,198
Equity		
Issued capital	167,061,086	163,083,293
Share based payment reserve	90,201	-
Retained earnings	(162,459,226)	(161,672,095)
Total Equity	4,692,060	1,411,198
Financial Performance		
(Loss)/profit for the year	(378,443)	(488,958)
Other comprehensive income	-	-
Total Comprehensive Income	(378,443)	(488,958)

Contingent liabilities

The Parent Entity had no contingent liabilities as at 30 June 2022 and 30 June 2021.

Capital commitments – Property, plant and equipment

The Parent Entity had no capital commitments for property, plant and equipment as at 30 June 2022 and 30 June 2021.

Significant accounting policies

The accounting policies of the Parent Entity are consistent with those of the Group, as disclosed in Note1 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

22. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES

	2021	2020
	\$'000	\$'000
Cash flows from operating activities		
Loss for the period	(1,556,998)	(1,095,937)
Adjustments for:		
Depreciation – fixed assets	1,547	3,489
Share-based payments	47,566	-
Changes in assets and liabilities relating to operations		
Increase/(decrease) in creditors and accruals	74,600	25,992
Increase/(decrease) in deferred income	152,463	(385,654)
(Increase)/decrease in receivables	82,642	39,078
(Increase)/decrease in contract assets	(39,310)	-
(Increase)/decrease in prepayments	(59,684)	-
Increase/(decrease) in provision for employee entitlements	169,504	53,874
Net cash used in operating activities	(1,127,663)	(1,359,158)

23. CONTINGENT ASSETS AND LIABILITIES

At balance date the Group has no contingent assets or contingent liabilities.

24. INTEREST IN SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in note 1.

Controlled Entities	Country of Incorporation	Ownership Interest	Ownership Interest
		30 Jun 2022	30 Jun 2021
		%	
Rocketboots Operations Pty Ltd	Australia	100	-

25. EVENTS AFTER THE REPORTING PERIOD

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

However, in line with the Company's Prospectus (section 6.5; as released to the ASX platform on 3 December 2021), the Company issued 813,250 Share Performance Rights under the Employee Incentive Plan (as approved by shareholders on 8 September 2021 and released to the ASX platform on 3 December 2021) to non-executive and non-Director employees on 31 August 2022. These shares will vest on 1 July 2023 at no cost, provided the employee is still employed with the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

26. LOSS PER SHARE

	2022	2021
	\$	\$
Loss after income tax attributable to the owners of the Company	(1,556,998)	(1,095,9378)
Weighted average number of common shares used in calculating basic loss per share	50,984,832	39,128,220
Weighted average number of common shares used in calculating diluted loss per share	50,984,832	39,128,220
	cents	cents
Basic and diluted loss per share	(3.05)	(2.80)

The calculation of weighted average number of shares has been adjusted retrospectively for the effects of the equity recapitalisation associated with the reverse acquisition, refer Note 3 and Note 14.

DIRECTORS' DECLARATION

For the year ended 30 June 2022

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, The Accounting Standards, the Corporations Regulations 2001 and other mandatory reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.

On behalf of the directors

A handwritten signature in dark ink, appearing to read 'HBradlow', is written over a light grey rectangular background.

Hugh Bradlow
Chair

Dated the 31 August 2022

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
To the Members of Rocketboots Limited

Opinion

We have audited the financial report of Rocketboots Limited (the Company) and its subsidiaries (the Group) which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters (Continued)

Key Audit Matter	How our audit addressed this matter
Recognition of Revenue Refer to Note 4 in the financial statements	
Revenue for the year ended 30 June 2022 was \$640,547. The primary revenue streams are: • License revenue of \$482,722 • Enablement revenue of \$157,825 Revenue is considered to be a Key Audit Matter given it is material to the financial statements. We have considered the recognition of revenue due to its size and magnitude in the financial statements. The nature and timing of recognition of deferred revenue at year end involves management judgement.	Our audit procedures included, among others: • Obtaining a detailed understanding of the processes and internal controls associated with the capture and recording of revenue; • Assessing whether the Group's revenue recognition policies were in compliance with AASB 15 <i>Revenue from Contracts with Customers</i>; • On a sample basis, reviewing sales contracts and delivery documentations, and reviewing of the allocation of revenue to various elements in the contracts; and • Testing sales transactions before and after year-end to ensure that revenue is recognised in the correct period.
Reverse Acquisition Accounting Refer to Note 3 in the financial statement	
During the year Rocketboots Limited completed the acquisition of Rocketboots Operations Pty Ltd. The terms of the transaction are such that it has been accounted for as a reverse acquisition. We considered the transaction to be a Key Audit Matter because of: • The judgement involved in determining whether the transaction is a business combination or a reverse acquisition; • The judgement over the valuation of identifiable net assets acquired as part of the transaction; and • The complexity in determining any resulting share-based payment expense.	Our audit procedures included, among others: • Obtaining the share purchase agreements and other associated documents, and understanding the nature of the transaction to confirm that it met the definition of Reverse acquisition under AASB 2 rather than being a Business combination; • Confirming the identity of the accounting acquirer and acquiree; • Reviewing the calculation of the value for the consideration issued to the vendors; • Assessing the accuracy and completeness of the fair values of the identifiable net assets acquired; and • Reviewing the adequacy of the relevant disclosures in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: www.auasb.gov.au/auditors_responsibilities/ar2.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Rocketboots Limited, for the year ended 30 June 2022, complies with section 300A of the Corporations Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in blue ink, appearing to read 'RSM'.

RSM AUSTRALIA PARTNERS

A handwritten signature in blue ink, appearing to read 'M Parameswaran'.

M PARAMESWARAN

Partner

Dated: 31 August 2022
Melbourne, Victoria

SHAREHOLDER INFORMATION

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 30 June 2022

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding

Size of holding	Holders	Ordinary shares held	%
1-1,000	678	188,551	0.31
1,001-5,000	204	475,181	0.79
5,001-10,000	98	854,171	1.42
10,001-100,000	233	9,271,076	15.39
100,001 and over	60	49,461,053	82.09
Total	1,273	60,250,032	100.00

888 shareholders held less than a marketable parcel.

Equitable security holders

Twenty largest quoted equity security holders

Shareholder	Number of ordinary shares	% Held of issued ordinary capital
E8 GROUP PTY LTD	20,250,000	33.61
TTOR PTY LTD <H M & C PETRICEVIC S/F A/C>	3,750,000	6.22
HARRY ROBIN HILLIARD	2,250,000	3.73
RAPPOLT INVESTMENTS PTY LTD <RAPPOLT FAMILY A/C>	2,250,000	3.73
ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	1,846,500	3.06
MR ALEX FERGUSON KNOWLES	1,250,000	2.07
SERET NOMINEES PTY LTD <TOPTEC SUPER NO 3 A/C>	1,200,000	1.99
E&A BELINA INVESTMENTS LIMITED	1,021,516	1.70
GE EQUITY INVESTMENTS PTY LTD	815,000	1.35
SPA SPECIAL INVESTMENT FUND LP	737,138	1.22
SERET NOMINEES PTY LTD <TOPTEC SUPER NO 2 A/C>	700,000	1.16
MIDDLE KINGDOM CAPITAL GROUP/C	682,791	1.13
MR DOMINIC VIRGARA	625,000	1.04
MR JOEL DAVID WEBB	620,000	1.03
MR JOSHUA CHARLES PRICE	618,498	1.03
CADEX PETROLEUM PTY LIMITED	600,000	1.00
CITICORP NOMINEES PTY LTD	557,496	0.93
LOCOPE PTY LTD	545,000	0.90
MR STUART MORGAN BROWN <STUART BROWN FAMILY A/C>	500,000	0.83
DAVID JOHN KRAUSE WHITEING	500,000	0.83
Twenty largest shareholders	41,318,939	68.58
Others	18,931,093	31.42
Total	60,250,032	100.00

SHAREHOLDER INFORMATION

Equitable security holders (continued)

Unquoted equity securities

Option type	Number of options	Number of holders
Exercise Price AUD0.300 Expiry 07Dec2024 – subject to voluntary escrow for 2 years from issue date	903,750	1
Exercise Price AUD0.300 Expiry 16Feb2025 – subject to voluntary escrow for 2 years from issue date	903,750	1
Total	1,807,500	1

SUBSTANTIAL SHAREHOLDERS

As at the date of this report substantial shareholder are considered to be (that is by volume of holding as no substantial shareholder notices has been lodged in relation to the Company's securities since the Company's re-listing on 07 December 2021):

Name	Number of ordinary shares	% Held of issued ordinary capital
E8 GROUP PTY LTD	20,250,000	33.61
TTOR PTY LTD <H M & C PETRICEVIC S/F A/C>	3,750,000	6.22

VOTING RIGHTS

- At meetings of members each member entitled to vote may vote in person or by proxy or attorney or, in the case of a member which is a body corporate, by representative duly authorized.
- On a show of hands every member entitled to vote and be present in person or by proxy or attorney or representative duly authorised shall have one (1) vote.
- On a poll every member entitled to vote and be present in person or by proxy or attorney or representative duly authorised shall have one (1) vote for each fully paid share of which he is a holder.