



19 October 2020

Company Announcements Office
Australia Securities Exchange

Cleansing Notice under section 708(12C)(e) of the *Corporations Act 2001* (Cth) (as inserted by ASIC Corporations (Sale Offers: Securities Issued On Conversion of Convertible Notes) Instrument 2016/82)

1. INTRODUCTION AND TERMS OF TRANCHE 2 INVESTMENT

As announced on 4 August 2020, Roto-Gro International Limited (ACN 606 066 059) (**Company, RotoGro or RGI**) has executed formal documentation with Obsidian Global GP, LLC (**Obsidian**) for the investment by Obsidian of a total of up to AU\$1.25 million in the Company in two tranches in exchange for convertible notes issued by the Company (**Notes**) convertible into RGI fully paid ordinary shares (**Shares**) with the second tranche of Notes to be issued in relation to an investment of AU\$1,000,000 (**Tranche 2 Notes**). The funds raised will be used for the Company's general corporate and working capital purposes applying at the time. The Tranche 1 Notes were issued to Obsidian on 12 August 2020.

The key terms of the Tranche 2 Notes as set out in the formal agreement (**Agreement**) are as follows (all figures in AUD unless otherwise stated):

Investment Amount	AU\$1,000,000.
Securities to be issued	721,200 Notes. Calculated as that number of Notes which is equal to the actual amount paid in US\$ by Obsidian, so as to procure the transfer of the Investment Amount to RGI, divided by US\$1.00, provided that if the resultant number contains a fraction, the number must be rounded upwards to the next whole number. Each Note has a face value of US\$1.20 subject to amendment in accordance with the default provisions of the Agreement (see " Events of Default " section below).
Commitment Fee	RGI to pay Obsidian a commitment fee of AU\$50,000 payable in 1,123,451 Shares calculated on the basis of the lowest VWAP of Shares in the 5 actual trading days prior to the date of funding.

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Directors

Michael Carli (Non-Executive Chairman)
Michael Di Tommaso (Executive Director)
Jamie Myers (Non-Executive Director)
Terry Gardiner (Non-Executive Director)

Chief Financial Officer

Melanie Leydin

Company Secretary

Melanie Leydin



Maturity Date	16 April 2022 (being 18 months from the date of issue).
Interest	None.
Conversion Price	The Conversion Price for the Tranche 2 Notes is AU\$0.075, subject to amendment in accordance with the anti-dilution provisions of the Agreement (see ' Anti-Dilution ' section below).
Conversion Rights	Tranche 2 Notes may be converted at any time up until the Maturity Date.
Repayment	RGI will have the option to repay the Tranche 2 Notes at any time prior to the Maturity Date in whole or in part and must repay any remaining Tranche 2 Notes on issue on the Maturity Date each in cash at a 5% premium to their face value. Obsidian can elect to convert the Tranche 2 Notes following the receipt of a Redemption Notice from RGI, prior to the redemption.
Security	RGI's obligations under the terms of the Agreement shall be secured by way of the issue of 4,737,750 Shares to Obsidian calculated as equal to the lesser of: (a) 50% of the face value of the Tranche 2 Notes to be issued divided by the Conversion Price; and (b) that number of Shares that would result in the Voting Power in the Company of Obsidian or any other person being 1 Share less than 5% at the time of issue, as collateral (Collateral Shares). Where at any time RGI is required to issue Shares to Obsidian pursuant to the Agreement, Obsidian may elect to partially or wholly satisfy RGI's obligation to issue the relevant Shares to Obsidian by reducing the number of Collateral Shares held by the corresponding number of Shares. The Collateral Shares will not be freely tradeable and will only be tradeable by Obsidian in the following circumstances: (a) in order to satisfy an issue of conversion shares that the Company is obliged to make under the Agreement (i.e. in replacement of RGI issuing further new shares); or

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	(b) following an event of default with the net proceeds of sale of the Collateral Shares reducing the Amount Outstanding. Any remaining Collateral Shares held after payment in full of the Amount Outstanding are then to be bought back by RGI for nominal consideration.
Monthly Amortisation Payments	Commencing 60 days after the date of issue of the Tranche 2 Notes, RGI is to make monthly amortisation payments in the amount of AU\$75,000 (Monthly Amortisation Amount), with the option to satisfy these payments in Shares or in cash. Where any part of the Monthly Amortisation Amounts is paid in Shares, the Shares are to be issued at an issue price equal to the lowest daily VWAP of Shares during the 10 previous actual trading days. Where any part of the Monthly Amortisation Amounts is paid in cash, the amount payable is 105% of the face value of the Tranche 2 Notes being amortised. In satisfying the Monthly Amortisation Amount payments in equity, RGI must not issue Shares: (a) to Obsidian in a number more than 100% of the average volume per trading day in the 10 actual trading days prior; and (b) more than once every 10 trading days. If Obsidian has not received the full Monthly Amortisation Amount each month, the remaining balance owed each month will be rolled over to the next month and any shortfall month to month will be accrued on a continuous basis until maturity, with Obsidian retaining the ability to convert these unpaid amounts up to maturity. Any Monthly Amortisation Amounts not paid up as at the maturity date shall be paid in cash at a 5% premium. Obsidian shall have the right to accelerate up to 6 months' Monthly Amortisation Amounts.
Restrictions on Obsidian	For the term of the Agreement, on each day Obsidian will be prohibited from selling Shares equal to the greater of: (a) 15% of the daily trading volume in RGI; and (b) AU\$15,000. If RGI's daily VWAP drops below AU\$0.02 for any 3 consecutive trading days, or any default provision in the Agreement has been met, the above restrictions will be removed.

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Shareholder Approval	Shareholder approval was obtained for the issue of the Tranche 2 Notes on 9 October 2020.
Exchange Rate	All Tranche 2 Notes shall be held in USD based on prevailing exchange rates as at the date of funding. The face value of Tranche 2 Notes converted or redeemed will be converted from USD to AUD at the exchange rate at the spot rate of exchange displayed at or about 11:00am (Sydney time) for the day immediately prior to the date of conversion or redemption as the context requires. Conversion of the Tranche 2 Notes will be subject to a limitation of 10% on depreciation of the AUD to USD exchange rate at the time of conversion as compared to the exchange rate as at the date of funding. Where the depreciation of the exchange rate is greater than 10% the amount not converted will be payable in cash at the time of issue of the Shares relating to that conversion.
Anti-Dilution	If RGI issues Shares below the Conversion Price or convertible securities (including options) convertible or exercisable at a price below the Conversion Price (subject to certain exceptions including Shares issued to Obsidian in accordance with the investment), the Conversion Price will be amended down to the lower price.
Events of Default	The Agreement provides that in the event of default by RGI, the face value of the Tranche 2 Notes shall be increased by 7.5% and by an additional 1.5% on the occurrence of each subsequent event of default. Unremedied or irremediable events of default shall give Obsidian the right to call for payment of monies owing (subject to the face value uplift) and/or terminate the Agreement. The Agreement provides that a default will occur on the occurrence of certain events including: (a) RGI fails to repay the amount outstanding in respect of the relevant Tranche 2 Notes to Obsidian in cash on the maturity date or such other date required by the Agreement; (b) any Cleansing Statement or Prospectus is not issued in the manner and in the time period specified in the Agreement;

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	(c) RGI breaches any of its representations and warranties under the Agreement; (d) any securities are not issued to Obsidian within the time period specified in this Agreement; (e) any of Obsidian's Shares are not quoted on ASX by the second business day immediately following the date of their issue; (f) a security interest over an asset valued in excess of AU\$100,000 of RGI or a related entity is enforced; (g) any present or future liabilities, including contingent liabilities, of RGI or a related entity for an amount or amounts totalling more than AU\$250,000 are not satisfied on time, or become prematurely payable; (h) RGI or a related entity grants any security interest over any of its assets that secures an amount in excess of the AU\$100,000, or a security interest comes into existence over any such assets that secures an amount in excess of the AU\$100,000, without Obsidian's prior written consent; and (i) a Change of Control occurs without Obsidian's prior written consent. The Agreement is also subject to other events of default customary for a commercial agreement of this type.
Transferability	With the prior written consent of RGI (not to be unreasonably withheld), Obsidian may assign the Agreement and/or any of its rights and/or obligations under this Agreement to any person, where such person has entered into a deed of covenant in favour of RGI agreeing to be bound by the terms of the Agreement to the extent of the assignment. Obsidian may only assign a Note if the assignee executes a deed of covenant in favour of RGI agreeing to be bound by the terms of the Agreement to the extent of the assignment.
ASX Listing	The Company will, on the conversion date, apply for official quotation by ASX of the Shares issued on conversion of Notes.

2. CLEANSING NOTICE

The Company provides this notice as a Cleansing Notice for the purposes of section 708A(12C)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as inserted by *ASIC Corporations (Sale Offers: Securities Issued On Conversion of Convertible Notes) Instrument 2016/82*) in respect of the Tranche 2 Notes issued to Obsidian on the terms set out above. Issuing this Cleansing Notice enables the Shares issued on the

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conversion of the Tranche 2 Notes to be on-sold to retail investors without further disclosure. Obsidian is a sophisticated investor for the purposes of section 708 of the Corporations Act.

This Cleansing Notice is important and should be read in its entirety.

2.1 The rationale for the convertible note raising

The Company's directors (**Directors**) consider that the raising of capital by the issue of the Tranche 2 Notes to Obsidian is in the best interests of the Company as it will secure, on acceptable terms, funding that is likely to be required by the Company for the continued development and growth of its business.

In particular, the Company intends to use the proceeds from the issue of the Tranche 2 Notes for general corporate and working capital expenses.

This Cleansing Notice sets out the following:

- (a) in relation to the issue of the Tranche 2 Notes to Obsidian:
 - i. the effect of the issue on the Company;
 - ii. a summary of the rights and liabilities attaching to the Tranche 2 Notes; and
 - iii. a summary of the rights and liabilities attaching to the Shares that will be issued on conversion of the Tranche 2 Notes; and
- (b) any information that:
 - i. has been excluded from continuous disclosure notice in accordance with the ASX Listing Rules;
 - ii. is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - B. the rights and liabilities attaching to the Shares; and
 - iii. any other information relating to the Company's status as a disclosing entity and where documents may be obtained.

3. THE EFFECT OF THE ISSUE ON THE CAPITAL STRUCTURE OF THE COMPANY

3.1 Effect of the issue on the Company

The principal effects of the issue of the Tranche 2 Notes on the Company will be to:

- (a) increase the Company's cash reserves by AU\$1,000,000 upon the issue of the Tranche 2

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Notes (before any expenses associated with the issue of the Tranche 2 Notes);

- (b) increase the number of Shares on issue in the Company by up to 17,123,451 Shares on conversion of the Tranche 2 Notes (assuming the Conversion Price and the US\$:AU\$ exchange rate at the date of funding remain unchanged) and on issue of the Shares issued in satisfaction of the Commitment Fee (noting that any remaining Collateral Shares are to be bought back by the Company for a nominal amount upon conversion/redemption of all of the Tranche 2 Notes); and
- (c) give rise to the Company having liability for the amount of the face value of the Tranche 2 Notes being AU\$1,200,000.

3.2 Pro forma balance sheet of the Company taking into account issue of the Tranche 2 Notes

- (a) Set out below is a pro forma consolidated Statement of Financial Position as at 30 June 2020 for the Company based on the consolidated Statement of Financial Position as at 30 June 2020 for the Company.
- (b) The pro forma financial information is presented in an abbreviated form in so far as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements. The pro forma financial information is not audited. The classification of the allocations between debt and equity for the Tranche 2 Notes may change in the future.
- (c) The pro forma financial information also makes provision for the Tranche 1 Notes (disclosed to ASX on 4 August 2020), issued on 12 August 2020.

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ROTOGRO

	Pro forma adjustments			30 June 2020
	Audited 30 June 2020	Convertible Note Tranche 1 1, 2 & 3	Convertible Note Tranche 2 ^{1, 2} & 3	
Assets				
Current Assets				
Cash and cash equivalents	345,524	250,000	1,000,000	1,595,524
Trade and other receivables	37,991			37,991
Inventories	624,643			624,643
Other current assets	176,085			176,085
Total current assets	1,184,243	250,000	1,000,000	2,434,243
Non-current assets				
Other financial assets	-			-
Property, plant and equipment	1,033,727			1,033,727
Right of Use Assets	319,760			319,760
Intangible assets	8,037,401			8,037,401
Total non-current assets	9,390,888	-	-	9,390,888
Total asset	10,575,131	250,000	1,000,000	11,825,131
Current liabilities				
Trade and other payables	(648,183)			(648,183)
Lease liabilities	(143,788)			(143,788)
Employee benefits	(50,754)			(50,754)
Other current liabilities	(520,715)			(520,715)
Total current liabilities	(1,363,440)	-	-	(1,363,440)
Non-current liabilities				
Lease liabilities	(210,917)			(210,917)
Convertible Note	-	(250,000)	(1,000,000)	(1,250,000)
Total non-current liabilities	(210,917)	(250,000)	(1,000,000)	(1,460,917)
Total liabilities	(1,574,357)	(250,000)	(1,000,000)	(2,824,357)
Net assets	9,000,774	-	-	9,000,774
Equity				
Issued capital	28,807,975	12,500	50,000	28,870,475
Reserves	7,061,615			7,061,615
Accumulated losses	(26,868,816)	(12,500)	(50,000)	(26,931,316)
Total equity	9,000,774	-	-	9,000,774

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NOTES TO PRO FORMA BALANCE SHEET

1 - The convertible note may be separated into debt and equity components upon valuation subsequent to issue.

2 - Funding received/securities issued in two Tranches:

- Tranche 1: 182,300 Convertible Notes with a face value of AU\$1.20 each (Tranche 1 Notes). The face value liability of Tranche 1 is AU\$300,000, discounted to present value amounts to the pro forma amount of AU\$250,000, equivalent to the cash received by the Company. The discounted present value will be unwound to the face value of AU\$300,000 over the period of amortisation.
- Tranche 2: 721,200 Convertible Notes with a face value of AU\$1.20 each (Tranche 2 Notes). The face value liability of Tranche 2 is AU\$1,200,000, discounted to present value amounts to the pro forma amount of AU\$1,000,000, equivalent to the cash received by the Company. The discounted present value will be unwound to the face value of AU\$1,200,000 over the period of amortisation.

3 - The costs associated with the convertible note, consisting of:

Cash: \$0

Non Cash: AU \$62,500

A commitment fee of AU\$62,500 is payable in fully paid ordinary shares calculated on the basis of the lowest VWAP of Shares in the 5 days prior to the date of funding of the respective Tranches. The commitment fee is apportioned with respect to Tranches 1 and 2 as follows:

- (a) Tranche 1: \$12,500 (satisfied by an issue of Shares on 10 August 2020); and
(b) Tranche 2: \$50,000.

3.3 Potential effect on Share Structure

- (a) As at the date of this Cleansing Notice the issued capital of the Company comprises of 151,362,853 issued Shares, not including the Shares referred to in paragraph 3.3(e) below.
- (b) The capital structure of the Company will be affected by the conversion of the Tranche 2 Notes issued to Obsidian which will result in additional Shares being issued and the liability position of the Company decreasing accordingly.
- (c) The number of Shares issued on conversion of Tranche 2 Notes will be calculated by dividing the amount elected to be converted (after converting from US\$ to AU\$) by the conversion price of AU\$0.075 (**Conversion Price**) (or, where the Company issues securities to third parties during the term of the Tranche 2 Notes with an issue price (or a conversion/exercise price in the case of convertible securities) at a lower price than the Conversion Price, such lower price).

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- (d) The maximum number of Shares that may be issued if Obsidian converts all of the Tranche 2 Notes is approximately 16,000,000, based on the Conversion Price and the US\$:AU\$ exchange rate at the date of funding.
- (e) Under the arrangements agreed in relation to securing the Tranche 2 Notes, the Company will also issue 4,737,750 Collateral Shares to Obsidian as security for the Company's obligations under the Agreement, as well as 1,123,451 Shares in satisfaction of the Commitment Fee.
- (f) The Tranche 2 Notes can be converted at any time prior to the relevant maturity date at the request of Obsidian.

4. RIGHTS AND LIABILITIES ATTACHING TO THE CONVERTIBLE NOTES

A summary of the key terms of the Tranche 2 Notes is set out in Section 1 above.

5. RIGHTS AND LIABILITIES ATTACHING TO SHARES ISSUED ON CONVERSION OF THE CONVERTIBLE NOTES

The Shares to be issued to Obsidian on the conversion of Tranche 2 Notes will rank equally in all respects with all of the Company's existing Shares. The rights attaching to Shares, including the new Shares to be issued on the conversion of Tranche 2 Notes, are set out in the Company's constitution (**Constitution**) and, in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules and the general law. A copy of the Constitution can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a general description of the more significant rights and liabilities attaching to the Shares and is not an exhaustive summary.

Voting Rights

Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each Share held.

Dividend Rights

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

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Variation of Rights

The rights attaching to the Shares may only be varied by shareholders passing a special resolution at a general meeting.

Transfer of Shares

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Board may refuse to register a transfer of Shares only in limited circumstances.

General Meetings

Each shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

Rights on Winding Up

If the Company is wound up, the liquidator may, with the sanction of a special resolution:

- divide among the shareholders the whole or any part of the Company's property; and
- decide how the division is to be carried out between the shareholders.

6. RIGHTS ATTACHING TO COLLATERAL SHARES

The Collateral Shares are Shares to be issued to Obsidian as security for the Tranche 2 Notes. Obsidian may deal with the Collateral Shares only in the following circumstances:

- in order to satisfy an issue of Conversion Shares that the Company is obliged to make under the Agreement at Obsidian's election; or
- following an Event of Default with the net proceeds of the sale of any Collateral Shares in those circumstances reducing the Amount Outstanding.
- If:
 - the Agreement terminates or expires; and
 - there is no Amount Outstanding; and
 - Obsidian still holds Collateral Shares,

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then Obsidian must return the remaining Collateral Shares to the Company, subject to completion of a selective buy-back in accordance with the Corporations Act and the Company paying Obsidian a total of AU\$1.00 for all remaining Collateral Shares subject to the selective buy-back.

The rights attaching to the Collateral Shares are otherwise the same as the rights attaching to other Shares on issue in the Company.

7. THE COMPANY IS A “DISCLOSING ENTITY”

The Company is a “disclosing entity” under the Corporations Act and, accordingly, is subject to regular reporting and disclosure obligations under both the Corporations Act and the ASX Listing Rules.

These obligations require the Company to notify ASX of information about specific events and matters as they arise. In particular, the Company has an obligation under ASX Listing Rule 3.1 and section 674 of the Corporations Act (subject to certain limited exceptions) to notify the ASX immediately once it is or becomes aware of information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors’ statement and report, and an audit report or review. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.

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8. COPIES OF DOCUMENTS

The Company will provide a copy of each of the following documents, free of charge, to any person on request:

A list of the continuous disclosure documents given by the Company to ASX after the lodgement of the 2020 Financial Report and before the lodgement of this Cleansing Notice with ASX is set out in the table below.

Date	Announcement
12/10/2020 3:02PM	RotoGro Investor Presentation Clarification
9/10/2020 1:36PM	Results of General Meeting
09/10/2020 8:20AM	Investor Presentation
09/10/2020 8:19AM	Withdrawal of General Meeting Resolutions
08/10/2020 3:55PM	Director Resignation
08/10/2020 9:51AM	RotoGro Executes Terms Sheet for Technology License Agreement
31/12/2019 4:09 PM	Proposed issue of Securities – RGI
07/10/2020 11:19AM	Section 708A Cleansing Statement and Appendix 2A
09/09/2020 8:42AM	Notice of General Meeting/Proxy Form
31/08/2020 1:13 PM	Appendix 4G and Corporate Governance Statement

9. INFORMATION EXCLUDED FROM THE CONTINUOUS DISCLOSURE NOTICE

As at the date of this Cleansing Notice, the Company advises that it has fully complied with its disclosure obligations under the ASX Listing Rules and the Corporations Act, and, in particular, there is no information which the Company has excluded from any of its continuous disclosure notices given in accordance with the ASX Listing Rules and the Corporations Act as at the date of this Cleansing Notice which it would be reasonable for investors and their professional advisors to require for the purpose of making an informed assessment of:

- (a) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- (b) the rights and liabilities attaching to the Tranche 2 Notes and Shares.

This announcement is authorised for release to the market by the Board of Directors of Roto-Gro International Limited.

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For more information please contact:

Investment Enquiries

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About Roto-Gro International Limited

Roto-Gro International Limited is an Australian-based company with global operations focused on the cultivation of lawful cannabis and perishable food (produce) which take advantage of its proprietary, patented, and patents-pending technology in the stackable rotary hydroponic garden space.

The Company has collaborated with Gibio Inc. and Freshero Pty Ltd for perishable foods. These ventures leverage RotoGro's patented rotational hydroponic garden systems, crop management fertigation hardware and proprietary software systems to produce greater yields and lower operating costs. In addition, the Company has also entered into a Share Purchase Agreement to acquire 51% of the issued and outstanding shares in the capital stock of Medical Compassion Canni Farms Inc. which is a late stage Health Canada cannabis cultivation and processing license applicant.

RotoGro also provides a patent-pending specialised business line for water treatment and nutrient management in the viticulture, perishable foods and lawful cannabis space. The fertigation business line has successfully provided design solutions, installations and service contracts for licensed lawful cannabis facilities in the State of Nevada, USA and is embarking on expanding this offering globally.

The Company continues its focus on expanding into industry synergistic opportunities; exploring strategic partnerships in related markets which include, perishable food (produce) partnerships, lawful cannabis license ownership, growing management services, industry leading nutrients, emerging tissue culture (micropropagation) expertise and other supporting faculties of hydroponic growing.

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Directors

Michael Carli (Non-Executive Chairman)
Michael Di Tommaso (Executive Director)
Jamie Myers (Non-Executive Director)
Terry Gardiner (Non-Executive Director)

Chief Financial Officer

Melanie Leydin

Company Secretary

Melanie Leydin

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