



ROTO-GRO INTERNATIONAL LIMITED
ABN 84 606 066 059

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday 30 November 2020

Time of Meeting:
9:00am (Melbourne time)

Due to the ongoing COVID-19 pandemic, the meeting will be held via video conference. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.3) 2020, no hard copy of the Notice of Extraordinary General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website (<https://www.rotogro.com>).

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay

ROTO-GRO INTERNATIONAL LIMITED

ABN 84 606 066 059

Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of shareholders of Roto-Gro International Limited (**Company** or **RGI**) will be held by video conference on Monday 30 November 2020 at 9:00am (Melbourne time).

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances results from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM virtually will be able to ask questions and the Company has now made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions. The virtual meeting can be attended using the following details:

When:

Monday 30 November 2020 at 9:00am (Melbourne time)

Topic:

RGI Annual General Meeting

Register in advance for the virtual meeting:

https://us02web.zoom.us/webinar/register/WN_yie54jklSvedx9lzQNG7vw

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to info@rotogro.com. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the AGM online should therefore monitor the Company's website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: AGM) and on its website at <https://www.rotogro.com/investors/>.

ROTO-GRO INTERNATIONAL LIMITED

ABN 84 606 066 059

Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

Notice is hereby given that the Annual General Meeting of shareholders of Roto-Gro International Limited (the “Company”) will be held by video conference on Monday 30 November 2020 at 9:00am (Melbourne time) (“Annual General Meeting” or “Meeting”).

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the proxy form in their entirety.

ORDINARY BUSINESS:

Receipt and consideration of Financial Statements & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the financial year ended 30 June 2020.

Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1 – Adoption of Remuneration Report

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

“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2020 be adopted.”

Resolution 2 – Re-election of Mr Michael Carli as a Director of the Company

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

‘That Mr Michael Carli, being a Director who retires by rotation pursuant to the Company’s Constitution and being eligible for re-election, be re-elected as a Director of the Company’.

Resolution 3 – Issue of Broker Options

To consider, and if thought fit, to pass, with or without amendment, the following as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of 1,491,250 Options (exercisable at \$0.20 on or before 2 years from issue) for broker and investor relations services rendered, under the terms and conditions set out in the Explanatory Statement.”

Resolution 4– Approval of Issue of Shares to Non-Executive Directors

(a) Issue of Shares to Mr James Myers

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

That for the purpose of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of shares to Mr James Myers to the value of A\$32,000 in the Company, as described in the Explanatory Statement in the Notice of Meeting, be approved.

(b) Issue of Share to Mr Michael Carli

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

That for the purpose of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of shares to Mr Michael Carli to the value of CAD\$54,000 in the Company, as described in the Explanatory Statement in the Notice of Meeting, be approved.

SPECIAL BUSINESS

Resolution 5 – Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this resolution is not currently required by Listing Rule 7.3A.7.

Resolution 6: Replacement of Company Constitution

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

“That, for the purposes of Sections 136(1)(b) and 136(2) of the Corporations Act and for all other purposes, the existing constitution of the Company be repealed in its entirety and the Company adopt the Proposed Constitution in its place, which will be initialled by the Chairman for identification purposes, with effect from the conclusion of the Meeting”.

DATED this 29 October 2020 at Melbourne.

By the order of the Board



Melanie Leydin
Company Secretary

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. Proxies

a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.

b. Each shareholder has a right to appoint one or two proxies.

c. A proxy need not be a shareholder of the Company.

d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.

e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.

f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.

g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.

h. To be effective, proxy forms must be received by the Company's share registry Computershare Investor Services Pty Limited no later than 48 hours before the commencement of the Annual General Meeting, this is no later than Saturday 28 November 2020 9:00am (Melbourne time). Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is by the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2

There is no voting exclusion on this resolution.

Resolution 3

The Company will disregard any votes cast in favour on this Resolution by the persons named in the table appearing in the Explanatory Statement information for this Resolution, who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Persons excluded from voting
Holistic Wealth Ltd
Cumulus Wealth Ltd
Canaccord Genuity (Australia) Ltd

Resolutions 4(a) and (b)

The Company will disregard any votes cast in favour of each of Resolutions 5(a) and (b) by or on behalf of

- Respectively, Mr James Myers and Mr Michael Carli or any person(s) who will obtain a material benefit as a result of the proposed issues of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of person referred to in the preceding paragraph.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Furthermore, a vote must not be cast as proxy on any of Resolutions 5(a) and (b) by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a "**Restricted Voter**") may cast a vote on any of Resolutions 5(a) and (b) as a proxy if:

- The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution(s) and expressly authorises the Chairman to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

Resolution 5

There is no voting exclusion on this resolution.

Resolution 6

There are no voting exclusions on this resolution.

7. Special Resolution

Resolutions 5 and 6 are each proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7245 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ended 30 June 2020 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) may be obtained at www.rotogro.com or via the Company's announcement platform on ASX. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7245, and you may request that this occurs on a standing basis for future years. Except as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2020 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not, under any circumstances, be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Board encourage all eligible shareholders to cast their votes in favour of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 2: Re-election of Mr Michael Carli as a Director of the Company

Background

In accordance with ASX Listing Rule 14.4 and Rules 12.11 and 12.12 of the Company's Constitution, Directors must retire after the third AGM since they were last elected. Further, in accordance with the Company's Constitution, at the close of each AGM one-third of the Directors (excluding the Managing Director), or if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire. The Directors to retire by rotation at the AGM are those Directors who have been longest in office since their last election. If two or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.

Mr Michael Carli was appointed as a Non-Executive Director of the Company on 18 August 2016.

Mr Carli is a highly experienced lawyer specialising in corporate, commercial, and intellectual property law with more than 30 years of experience. Mr Carli is currently a Director of Easter Seals Ontario, a charity assisting children with physical disability, and was previously the Chairman of Villanova College, a private secondary school in Ontario. He holds a Bachelor of Arts degree from York University and a Juris Doctor degree from the University of Western Ontario Faculty of Law.

Board Recommendation

The Board (with Mr Michael Carli abstaining), recommends that shareholders vote in favour of the re-election of Mr Michael Carli as a Director of the Company. The Chair of the meeting intends to vote undirected proxies in favour of Mr Michael Carli's re-election.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 3 – Issue of Broker Options

Background

The Company has agreed to issue 1,491,250 options (exercisable at \$0.20 and expiring 2 years from issue) ("the Options") to the following parties for broker and investor relations services rendered in relation to the capital raising undertaken on 31 December 2019.

Company	Number of Options
Holistic Wealth Ltd	660,000
Cumulus Wealth Ltd	511,250
Canaccord Genuity (Australia) Ltd	320,000
	1,491,250

Resolution 3 seeks Shareholder approval for the issue of Broker Options to the afore-mentioned companies.

ASX Listing Rule 7.1

As noted above, the Company has entered into an agreement to issue the Options ("the Issue").

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Issue does not fit within any of the relevant exceptions. While the Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under Listing Rule 7.1. To do this, the Company is asking shareholders to approve the Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 3 seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

If Resolution 3 is not passed, the Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue:

- (a) The Options will be issued to the parties outlined in the table above, or their nominees, who are not related parties of the Company.
- (b) The maximum number of securities to be issued is 1,491,250 Options.
- (c) The terms of the Options are set out in Appendix B.

- (d) The securities will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (e) The Options will be issued in consideration for services provided in conjunction with broker and investor relations services in relation to the capital raising undertaken on 31 December 2019.
- (f) As noted above, the purpose of the issue is to provide consideration for broker and investor relations services provided to the Company. No funds will be raised from the issue of the Options however any funds raised should the Options be exercised will be applied to the funding of ongoing operations of the Company including growth opportunities, overhead costs and acquisition of equipment at the time of exercise.

Directors Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3, as this will allow the Company to comply with its obligations under its mandates with all the brokers and it will also allow the Company to issue further securities without Shareholder approval.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolutions 4(a) and (b): Approvals of Issues of Shares to Non-Executive Directors

(a) Issue of Shares to Mr James Myer in lieu of A\$32,000 of deferred director's fees

(b) Issue of Shares to Mr Michael Carli in lieu of CAD\$54,000 of deferred director's fees

Resolutions 4 (a) and (b) of the Notice seek Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issues of fully paid ordinary shares to Non-Executive Directors of the Company, Mr James Myers and Mr Michael Carli, as consideration for their respective deferred director fee payments for the period from 1 April 2020 to 30 November 2020 for Mr James Myers and the period 1 March 2020 to 30 November 2020 for Mr Michael Carli. The Directors seek Shareholder approval on these Resolutions to take Shares in lieu of the Company making a physical cash payment for the deferred director fee payments owed. The deemed issue price of the shares (**Deemed Issue Price**) will be based on the 10-day VWAP at the date of the Annual General Meeting. The number of shares to be issued will be equal to the deferred salary payments divided by the Deemed Issue Price, rounded down to the nearest whole number. For Mr Michael Carli, a spot rate of the foreign exchange rate between Australian dollar and Canadian dollars will also be used in calculating his deferred salary amount on the date of issue. The Shares will be issued to Mr James Myers and Mr Michael Carli (or their respective nominees).

The Company is currently reviewing its corporate overheads which includes Directors and management fees in order to maintain cash reserves and ensure that resources including cash are effectively applied as part of cost reduction strategies currently under implementation. The Company is of the view that remunerating Directors by way of equity aligns the interests of shareholders and Directors.

As the Deemed Issue Price is not known as at the time of preparation of this Notice, it is not possible to determine the exact number of Shares that would be issued if Resolutions 5 (a) and (b) are approved, however the following table provides examples of the numbers of Shares that would be issued, assuming that the Deemed Issue Price was equal to the closing market price of the Company's shares on 12 October 2020:

		Share Price		
Director	Accrued Salary	0.0225	0.045*	0.09
Myer	A\$32,000	1,422,222	711,111	355,556
Carli	CAD\$54,000/A\$57,032**	2,534,756	1,267,378	633,689

* - Closing ASX market price for the Company's shares on 12 October 2020

** - A\$ based on A\$/CAD\$ exchange rate of \$1.0562

It is the view of Directors that the issues of Shares pursuant to Resolutions 4 (a) and (b) fall within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the Non-Executive Director. Accordingly, the Directors are not seeking Shareholder approval under section 208 of the Corporations Act, although Shareholder approval must be obtained pursuant to Listing Rule 10.11.

ASX Listing Rule 10.11

As noted above, the Company is proposing to make issues of shares to Non-Executive Directors of the Company, Mr James Myers and Mr Michael Carli, in lieu of cash payment for their respective deferred director fee payments (the "Issues").

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not, without the approval of shareholders, issue or agree to issue equity securities to certain persons, including:

- 10.11.1: related party; or
- 10.11.4: an associate of a related party.

The Issues fall within Listing Rules 10.11.1 and/or 10.11.4 above, as the proposed recipients of the Issues are directors of the Company and are therefore related parties of the Company, and do not fall within any of the exceptions in Listing Rule 10.12. The proposed issues of the shares therefore require the approval of the Company's shareholders under Listing Rule 10.11.

Resolutions 4 (a) and (b) seek the required shareholder approvals to the Issues under and for the purposes of Listing Rule 10.11.

If Resolutions 4 (a) and (b) are passed, the Company will be able to proceed with the Issues and the respective Directors (or their nominee(s)) will receive the value of shares set out above, with the potential increase in their respective shareholdings as described above.

If any of Resolutions 4 (a) and (b) are not passed, the Company will not proceed with the issue of the shares to the relevant Director(s), and the Director(s) (or their nominee(s)) will not receive the shares as described above and the director fees will be paid as cash.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1. The effect of this is that the grant of those options or the issue of shares on the exercise of those options will not be included in the Company's 15% annual placement capacity allowed to be issued by the Company without shareholder approval under ASX Listing Rule 7.1.

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolutions 4 (a) and (b):

- (a) the proposed recipients are Mr James Myers and Mr Michael Carli and each of them is a related party by virtue of being a Director of the Company;
- (b) the securities to be issued are fully paid ordinary shares in the Company. The number of shares to be issued to each recipient will be the number equal to the deferred director fee owed to the recipient, divided by the Deemed Issue Price (10-day VWAP), as explained above.
- (c) the Shares will be issued not later than one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the allotment will occur on the same date;
- (d) the consideration to be received by the entity will be reduction of liabilities payable to the respective directors in its entirety;
- (e) there will not be any funds raised through the issue of the shares, but the Company will reduce its liabilities by up to A\$32,000 and CAD\$54,000;
- (f) details of the Director's current total remuneration package are as follows:

Name of the Director	Nature	Remuneration Package Details
Mr James Myers	Non-Executive Director	Director fees of A\$48,000 per annum
Mr Michael Carli	Non-Executive Chairman	Director fees of CAD\$72,000 per annum

Board Recommendation

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Shares) believes that Resolutions 5 (a) and (b) are in the best interests of the Company and unanimously recommends that Shareholders vote in favour of Resolutions 5(a) and (b). The Chairman of the Meeting intends to vote undirected proxies in favour these Resolutions.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 5: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and 12 October 2020 the market capitalisation of the company was \$6.81m.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this resolution will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below) and the Company will be able to issue Equity Securities from the 10% Placement Facility, as noted below, without any further shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

This resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company and must be issued for cash consideration.

The Company, as at the date of the Notice, has on issue three classes of Equity Securities, quoted Fully Paid Ordinary Shares, Unquoted Performance Rights, and Unquoted Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a

number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12 month period immediately preceding the date of the issue or agreement):

- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4.;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

(e) *Nature of consideration for issue and Minimum Issue Price*

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(f) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting;
- (ii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 30 November 2020, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 30 November 2021;
 - (ii) the time and date of the Company's next annual general meeting;
 - (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The purposes for which the funds raised (for cash consideration only) by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:
 - (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
 - (ii) continued expenditure on the Company's current business and/or general working capital.
- (d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 13 October 2020 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

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

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.02 50% decrease in Issue Price	\$0.04 Issue Price	\$0.09 100% increase in Issue Price
Current Variable A 151,362,853 Shares	10% Voting Dilution	15,136,285 Shares		
	Funds raised	\$302,726	\$605,451	\$1,362,266
50% increase in current Variable A 227,044,280 Shares	10% Voting Dilution	22,704,428 Shares		
	Funds raised	\$454,089	\$908,177	\$2,043,399
100% increase in current Variable A 302,725,706 Shares	10% Voting Dilution	30,272,571 Shares		
	Funds raised	\$605,451	\$1,210,903	\$2,724,531

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The Current Share Price is **\$0.043** (4.3 cents), being the closing price of the Shares on ASX on **13 October 2020**.

- (e) The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:
- the methods of raising funds that are available to the Company, including, but not limited to, rights issues or other issues in which existing security holders can participate;
 - the effect of the issue of the Equity Securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (g) Information about equity securities issued under Rule 7.1A.2 in the 12 month period preceding the date of the Meeting:

- (i) the total number of equity securities issued or agreed to be issued under rule 7.1A.2 in that 12 month period: 13,070,948 fully paid ordinary shares, issued 31 December 2019;
- (ii) percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period: 6.98%;
- (iii) information about the issue made on 31 December 2019 is set out in Appendix A;
- (iv) the Company has not agreed to issue any Equity Securities under Rule 7.1A.2 other than those referred to above; and
- (v) the Company has not agreed, before the 12 month period referred to in the preceding paragraph, to issue any Equity Securities under Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

Voting Exclusions

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

Resolution 6: Replacement of Company Constitution

General

Section 136 of the Corporations Act allows a company to:

- (a) adopt a new constitution after registration; and
- (b) modify or repeal its constitution,

by passing a special resolution. Accordingly, this Resolution **6**, which seeks Shareholder approval to repeal the existing Constitution and adopt a new constitution (**Proposed Constitution**), is proposed as a special resolution. A special resolution requires 75% of the votes cast by Shareholders present and voting at the Meeting to be cast in favour in order to pass.

Background

As part of its regular review of its operations, the Company has identified the need to update its existing Constitution in order to streamline its administration, minimise costs and improve methods of communicating with Shareholders.

The Company now seeks to repeal the existing Constitution and adopt the Proposed Constitution, which incorporates:

- (a) recent regulatory and technological updates and permits the Company to utilise various electronic platforms and tools to hold and conduct shareholder meetings;
- (b) amendments to the Corporations Act and Listing Rules since the time that the existing Constitution was adopted, including updated escrow provisions; and
- (c) developments in corporate governance,

as well as generally updating the Constitution in keeping with market standards and with provisions of constitutions customary to ASX-listed entities.

Set out below is a list of material differences between the Company's existing Constitution and the Proposed Constitution.

A copy of the Proposed Constitution is available for review by Shareholders at <https://www.rotogro.com/investors/> and at the offices of the Company. Shareholders are encouraged to read the Proposed Constitution in its entirety as the summary below is not intended to be an exhaustive comparison between the constitutions. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary on mleydin@leydinfreyer.com.au. Shareholders are invited to contact the Company if

they have any queries or concerns in relation to the Proposed Constitution.

Summary of Material Differences Between Existing Constitution and Proposed Constitution

Subject matter	Position in existing Constitution	Position in Proposed Constitution
Securities		
One class of ordinary shares	The existing Constitution is silent.	Rule 2.1(b) The Proposed Constitution provides that the Company may have only one class of ordinary securities on issue unless certain requirements (including a waiver by the relevant securities exchange) applies. These new requirements reflect those requirements prescribed in Listing Rule 6.2.
Issue of preference shares	Clause 2.2 This clause provides in general terms that shares in the capital of the Company may be issued with those preferred, deferred or other special rights or restrictions as the Board determines.	Rule 2.8 This rule provides in more detail the Company's powers to issue preference shares (including redeemable preference shares) and the rights attached with preferences shares (including the voting rights prescribed in Listing Rule 6.3).
Restricted shares	Clause 8.11 This clause provides in general terms that shares which are classified under the Listing Rules or by the ASX as restricted securities and which are subject to escrow restrictions cannot be disposed of during the escrow period.	Rule 2.7 The applicable restrictions have been updated to reflect the restrictions required to be included in the constitution of a listed company under Listing Rule 15.12.
Reorganisation of partly paid securities	The existing Constitution is silent.	Rule 2.11 This rule sets out the specific rules applicable to the way partly paid securities are to be treated when the Company conducts a reorganisation of these shares. The rules reflect those prescribed in Listing Rule 7.24.
Payments by the Company in relation to shares	The existing Constitution is silent.	Rule 6 This rule provides the Company certain rights (including the right to have a lien or charge upon the relevant shares) in making any payment in relation to any shares or transfer of shares in the Company, as required by relevant laws.
Security interests on securities	The existing Constitution is silent.	Rule 28 This rule sets out certain conditions applicable to a security interest that the Company may have on a share (or other personal property) under the Constitution and to which the <i>Personal Property Securities Act 2009</i> (Cth) applies. The conditions under this rule 28 are intended to facilitate the "perfection" of the Company's rights under the Act with respect to the relevant share or property.
Small holdings	Clauses 8.23-8.35 These clauses set out the Company's right to sell, and the procedure the Company must comply with when selling, small holdings of its shares (being holdings the aggregate market value of which is less than a marketable parcel of shares).	Rules 7.12 and 29 These rules refine the procedural requirements applicable to the sale of small holdings and include additional provisions with respect to evidence of the sale and registration of the purchaser.
Calls		
Calls to comply with timetables under the Listing Rules	The existing Constitution is silent.	Rule 4.12 This rule requires that any powers conferred on the Directors and the Company in relation to calls must be exercised in accordance with

Subject matter	Position in existing Constitution	Position in Proposed Constitution
		applicable timetables prescribed by the Listing Rules.
Transfer of Shares		
Market transfers	Clause 8.6 This clause provides in general terms that an SCH-regulated transfer must be effected by a proper SCH transfer and registered in accordance with the SCH business rules.	Rules 7.1–7.3 These rules refine procedural arrangements in relation to market transfers, facilitating the recognition and registration (including electronic registration) by the Company of a transfer of shares which is a market transfer conducted in accordance with any system established/recognised by the Listing Rules or the Settlement Operating Rules.
Fees applicable to registration of a transfer	The existing Constitution is silent.	Rule 7.6 This rule imposes on the Directors an obligation to register each transfer of shares which comply with the Constitution and which is not otherwise restricted by the Listing Rules. The rule also inhibits the Directors from charging any fees other than a reasonable fee for the registration and as provided for in Listing Rule 8.14.1.
Proportional takeovers	Clause 8.15 This clause provides that a resolution to approve a proportional takeover bid ('approving resolution') is to be voted on at a meeting convened by the Company.	Rules 27.3 and 27.5 Rule 27.3 allows the approving resolution to be voted on either at a general meeting or by means of a postal ballot. Rule 27.5 sets out the procedure the Company must comply with when conducting the mentioned ballot.
General Meetings		
Virtual or hybrid meetings	The existing Constitution is silent.	Rules 9.1(b)-(c) and 10.6(b)-(d) These rules permit the Company to hold a general meeting at multiple venues and by way of virtual or hybrid meetings and set out procedural matters in order to facilitate the holding of such a meeting (including the Chair's powers to adjourn the meeting where technical difficulties prevent Shareholders from participating in the meeting). In addition, these rules set out the technical requirements for meetings held at 2 or more venues and/or virtual and hybrid meetings including that the technology used must (among other conditions) give the general body of Shareholders in a separate meeting place a reasonable opportunity to participate in proceedings.
Admission to a general meeting	The existing Constitution is silent.	Rule 9.3 This rule provides the Chair of a general meeting powers to refuse admission of any person to the meeting or to require any person to leave the meeting where one or more prescribed events occur. These events include where the person behaves or threatens to behave in a dangerous, offensive or disruptive manner.
Notice of Meeting	Clause 10.9 This clause provides limited requirements with respect to the contents and service of a notice of a general meeting	Rules 9.4, 9.5 and 24 These rules set out in detail the information the Company must include in every notice of a general meeting (including information about the general nature of the special business to be considered and the names of the Director candidates to be elected at the meeting) and the manner in which a notice of

Subject matter	Position in existing Constitution	Position in Proposed Constitution
		meeting may be given by the Company to a Shareholder.
Cancellation or postponement of meetings	Clause 10.11 This clause provides in general terms that the Board may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act.	Rule 9.7 This rule sets out in detail the requirements the Directors must comply with to cancel a general meeting called by requisitioning Shareholders (or in response to a requisition by Shareholders) and a meeting called by other means.
Direct voting	The existing Constitution is silent.	Rules 12.1(c) and 12.2 These rules allow Shareholders to vote by providing to the Company (by hand, post or other electronic means) notice of their voting intention. This is in addition to Shareholders' existing rights of proxy voting. The Board shall determine rules to govern direct voting (including rules specifying the form, method and timing of giving the direct vote).
Directors		
Remuneration of Directors	Clauses 14.1–14.3	Rule 13.3(a) An additional condition regarding the remuneration of Directors has been added to the requirements under clauses 14.1–14.3 of the existing Constitution. Under the new condition, the Company is restricted from increasing the total amount of Directors' fees payable by the Company or its child entities in a manner inconsistent with the Listing Rules.
Directors' rights to contract with the Company, hold multiple offices, etc.	The existing Constitution is silent.	Rules 13.7–13.10 Under these rules, a Director of the Company is not prevented from contracting with the Company (as vendor, purchaser or otherwise) and from holding an office or position within the Company or another corporation in conjunction with the office of Director. He/she is also allowed to lend to the Company at interest and for a commission or profit, without being liable to account to the Company for the commission or profit. The Director's exercise of the above rights are subject to the Corporations Act and the Listing Rules (where applicable).
Powers of the Board	Clause 13.1 This clause states in general terms that the Board may exercise all those powers of the Company as are not required, by the Corporations Act or the Listing Rules, to be exercised by the Members in general meeting or otherwise.	Rule 19 This rule sets out in detail several powers explicitly conferred on the Board and the relevant restrictions applicable to these powers (in addition to the general powers of the Board as set out in the existing Constitution). These specific powers include the power to borrow and guarantee, to give security and to issue securities.
Meetings of the Directors by technology	Clause 13.6 This clause provides in general terms the permission for meetings of the Directors to be held using any technology consented to by all the Directors.	Rule 18.2 This rule refines the requirements (including requirements in relation to the technology used) applicable to meetings of the Directors which are held in multiple places using technology.

Subject matter	Position in existing Constitution	Position in Proposed Constitution
Dividends and Reserves		
The Company's powers in relation to dividends	Clause 20	Rule 23 This rule refines the Company's powers in respect of declaring and paying dividends. The rule sets out in more detail how dividends are to be calculated and apportioned, along with providing the Company with certain powers in respect of establishing a dividend plan and an employee share plan. The Company's powers in relation to dividends are subject to shareholder approval, the Corporations Act and the Listing Rules (where applicable).
The Company's powers in relation to reserves	The existing Constitution is silent.	Rule 23.15 This rule allows the Company, in priority to any dividend, to set aside out of its profits any sums it considers proper as a reserve. The reserve may be applied for the profits of the Company, employed in the Company's business or otherwise be invested in a manner that the Company sees fit.
Indemnity		
Indemnity for employees of the Company	The existing Constitution is silent.	Rule 26.4 Under this rule, every employee who is not an officer of the Company may be indemnified out of the Company's property against a liability (including legal costs incurred in defending an action) which is incurred by the employee acting in their capacity as an employee of the Company.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

GLOSSARY

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

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**10% Placement Period**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2020;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**C\$**” means Canadian Dollars

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

“**CHESS**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means (a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Roto-Gro International Limited ACN 606 066 059;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Entity**” means Roto-Gro International Limited ACN 606 066 059;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of this Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2020 and which is set out in the 2020 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

Appendix A
Resolution 6 - Approval of 10% Placement Facility

**CASH
ISSUES**

Date	Number of Securities	Security Type	Description	Party or Basis	Price	Premium /(Discount) to close price on issue date	Total Consideration	Use of Consideration
31.12.2019	13,070,948	FPO	Placement to institutional and sophisticated investors as announced on 18 December 2019.	Institutional sophisticated investors and	\$0.125	\$0.005	\$1,633,869	For the development of the anticipated Health Canada Cultivation Licence for Cannifarms and to provide working capital and inventory for the Company's Thailand and Freshro Partnerships
Total							\$1,633,869	

FPO – Fully Paid Ordinary Shares

Notes:

Funds raised from the Placement were issued for technical development of the Company's 710 Perishable Food Rotational Gardens in support the first commercial automated perishable food facility as well as ongoing growing research and development and general working capital. The \$1,633,869 received from the proceeds of issue of 13,070,948 shares were used as follows and the remaining balance at 30 June 2020 stood at A\$247,388.

Use of funds	Amount
Design and Innovation of the RotoGro Model 710 Rotational Garden System	~A\$498,390
Ongoing Growing Research	~A\$186,107
General Operating Expenses	~A\$512,707
Property and Utilities	~A\$134,367
Patent Applications and Enforcement Documentation (legal)	~A\$54,909

APPENDIX B – TERMS OF OPTIONS

The terms of the Options are as follows:

(a) Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (Share) upon exercise of the Option.

(b) Expiry Date

The Options have an expiry date of 5:00pm (Melbourne Time) on the date that is two (2) years from the date of issue of the Options (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Exercise Period

The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(d) Quotation of the Options

The Options will be unquoted.

(e) Transferability of the Options

The Options are not transferable, except with the prior written approval of the Company.

(f) Notice of Exercise

The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(g) Lodgment Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

(h) Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

(i) Quotation and timing of Issue of Shares

Within 20 days after receiving a Notice of Exercise, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) apply for official quotation on ASX of the Shares issued pursuant to the exercise of the Options.

(j) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(k) Adjustment for Entitlements Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 12 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

(l) Adjustments for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders will be varied in accordance with the Listing Rules.

RGI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Melbourne time)** on **Saturday, 28 November 2020**.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Roto-Gro International Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Roto-Gro International Limited to be held virtually via video conference on Monday, 30 November 2020 at 9:00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4a and 4b (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4a and 4b are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4a and 4b by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Michael Carli as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4a	Approval of Issue of Shares to Non-Executive Director- Mr James Myers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4b	Approval of Issue of Shares to Non-Executive Director- Mr Michael Carli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Replacement of Company Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

RG I

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Computershare

