



ASX Release
30 April 2021

Quarterly Activities Report for the Period Ended March 31, 2021

Roto-Gro International Limited (ASX:RGI) ("**RotoGro**" or the "**Company**") is pleased to provide its quarterly activities report for the period ended March 31, 2021.

Quarter Highlights

- The Company continues to collaborate and **push forward with Verity Greens**, to establish itself as a leading technology supplier in the global indoor vertical farming perishable foods market.
- In particular, the company remains on track to secure its **previously executed AUD\$10M Technology Licence Agreement with Verity Greens Inc.**
- The Company continues to work with **Canniberia** to capitalize on the executed AUD\$1.93M Purchase and Sale Agreement and accompanying Growing Management Services Agreement.
- The Company **successfully raised AUD\$2.0M** (before costs) through a placement of new fully paid ordinary shares to professional and sophisticated investors led by the Company's Corporate Adviser, Peak Asset Management
- The Company currently has **several proposed technology sale and purchase agreements with customers for review in Canada**, along with numerous new sales leads in the United States, Australia, and Europe.
- The Company's research and development team **successfully increased the projected yields associated with the cultivation of leafy greens within the RotoGro 710**, while successfully trailing and promoting the viability of a number of new perishable foods.
- The Company's research and development team consistently harvested in excess of 3.3kgs (7.3lbs) of dried cannabis flower produced in the RotoGro 420s.

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Directors

Michael Carli (Non-Executive Chairman)
Michael Di Tommaso (Executive Director)
Matthew O'Kane (Non-Executive Director)
Terry Gardiner (Non-Executive Director)

Chief Financial Officer

Melanie Leydin

Company Secretary

Melanie Leydin





- The Company successfully **revamped its proprietary fertigation system (plant nutrient delivery system) for full-spectrum automated integration** with the RotoGro Rotational Garden Systems.

Operational Overview

The Company remains focused on establishing itself as a leading agricultural technology supplier to the indoor vertical farming market for the cultivation of lawful cannabis and perishable foods. The Company's approach to low capital joint ventures and synergistic acquisitions remains steadfast as it collaborates with customers and partners to find the optimal path to roll out commercial operations.

During the Quarter, the Company continued to collaborate with Verity Greens Inc. ("**Verity Greens**" or "**Verity**") pursuant to the AUD\$10M Technology License Agreement (the "**Verity Greens Technology License Agreement**") executed last Quarter. The team is currently assessing full-facility designs, including the integration of RotoGro's automated software and hardware. Moreover, RotoGro and Verity Greens facilitate bi-weekly meeting and site visits to assess the product growing trials currently underway at RotoGro's research and design facility located in Caledon, Ontario. As announced 26 April 2021 Verity Greens has confirmed through its thorough full-spectrum market analysis that the jurisdiction in which it will buildout its first commercial scale indoor vertical farming facility, utilizing no less than 624 RotoGro 710 Rotational Garden Systems (the "**RotoGro 710**"), will be in Canada.

During the quarter, the Company continued to work closely with Canniberia LDA ("**Canniberia**") pursuant to the Purchase and Sale Agreement (the "**Canniberia Purchase and Sale Agreement**") executed last Quarter, which provides for a AUD\$1.93M technology purchase order for RotoGro's Patented and Proprietary Model 420 Rotational Garden Systems (the "**RotoGro 420**") and Fertigation System (also known as a Plant Nutrient Management System). RotoGro's design and engineering team has assisted Canniberia with their full-facility technology design, materials lists and pricing, and the like. Canniberia will then retain RotoGro for its growing management services in exchange for all direct costs and a profit share equivalent to 25% of the EBITDA earned from all sales of lawful cannabis

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cultivated at Canniberia's facility, pursuant to the Growing Management Services Agreement executed between RotoGro and Canniberia.

Production and Sales Pipeline

The Company continues to develop the existing sales pipeline for technology sales into the indoor vertical farming space for the cultivation of both lawful cannabis and perishable foods. Sales leads continue to progress well. The Company is focussed on maintaining healthy commercial relationships with prospective customers.

The Company currently has several proposed technology Purchase and Sale Agreements with customers for review in Canada, along with numerous new sales leads into the United States of America, including new leads in Colorado, Missouri, and California, with other leads in Europe. Although these leads are highly prospective, it is not guaranteed these proposals will convert into sales orders and growing management contracts. Nonetheless, the Company is optimistic about converting these proposed transactions into sales as the Company continues to work diligently with new and existing customers at varying stages of their development.

Research & Development

During the quarter, RotoGro's research and development team continued to test and identify optimal growing parameters for various perishable foods within the RotoGro 710. RotoGro has now successfully cultivated a variety of leafy greens and herbs. The team continues to trial several growing mediums (the material in which plants are cultivated which supply the nutrients, air, and water necessary for optimal root growth, and which provide physical support to the plant) to optimise the crop growth within the RotoGro 710. It is important for RotoGro to continue to test all parameters to satisfy Verity Greens suggested growing formulas from a commercial cost perspective. In addition, RotoGro's plant science team ordered new seeds for a number of new perishable foods that it will test within the RotoGro 710, with the objective to broaden the product offerings that the RotoGro 710 can successfully cultivate. Moreover, RotoGro's plant science team is currently trialling longer cultivation cycles for leafy greens, decreasing the number of cycles from 17 crops per year to 14 crops per year, with initial results indicating more than 8% yield advantages annually.

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The Company's research and development team has also successfully cultivated a number of high-quality cannabis strains within the RotoGro 420s, achieving ground-breaking results. The team has now consistently harvested in excess of 3.3kgs (7.3lbs) of dried cannabis flower per garden system, further validating the RotoGro 420's superior cultivation yields. This important milestone will be crucial for the Company, securing the optimal revenue targets pursuant to RotoGro's 25% profit share with Canniberia.

Moreover, the team has started cannabis cultivation in the RotoGro 710 with the objective to then compare its yields to those achieved in the RotoGro 420. The outcome of these trials will allow RotoGro's team to complete a thorough cost analysis between the two Rotational Garden Systems for further optimization moving forward. The team also started to test in the RotoGro 420 the cultivation of "mother" cannabis plants. The footprint covered by mother cannabis plants in a traditional cannabis operation is comparatively large. Cultivating mother cannabis plants in the RotoGro 420 would provide the cannabis market with a space saving solution, further expanding the Model 420's list of benefits, providing cannabis cultivators with another compelling reason to cultivate with RotoGro systems.

The team achieved immense success with the integration of RotoGro's proprietary Light Emitting Diode ("LED") lighting system into both the RotoGro 710 and RotoGro 420. Both perishable and cannabis plants are responding immensely well to the new lighting system, producing denser plants with superior qualities than when compared to traditional HPS lighting. RotoGro continues to work closely with its LED lighting supplier on ensuring a long-lasting product supply relationship.

During the next Quarter, the team will work diligently on further trials and testing to continually optimize the cultivation of high-value crops within the RotoGro 710 and RotoGro 420.

Engineering, Design, and Innovation

During the quarter, the engineering, design, and innovation team made significant progress on the commercialization of the "*RotoGro Facility Edition*" software system, the Company's latest addition to RotoGro's proprietary portfolio of technology. This technology will be used specifically with the

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RotoGro 710s and the respective automation aspects RotoGro has developed, including Automated Guided Vehicles (“AGVs”) and growing tray insertion and removal. This software is fundamental to the Verity Greens venture to automate the entire cultivation process, from seed to harvest. As previously mentioned, the *RotoGro Facility Edition* software consists of a new, user-friendly, visually appealing interface that is web-based and fully responsive (i.e., it may be accessed by any device - PC, Mac, phone, tablet, etc.) in real-time, providing for increased utility. This new software has superior, increased security layers, with optimised user profile preferences.

The team also made significant headway in revamping RotoGro’s *Enterprise Edition* iGrow® Software System, developing new features, including a user-friendly interface, added security layers, email utility for alerts, and LED lighting system control features for RotoGro’s new, proprietary LED lighting systems in both the RotoGro 420 and the RotoGro 710. The LED lighting system component of the software is extremely important as agrology teams utilizing RotoGro’s technology can now pre-program specific lighting schedules, including varying lighting spectrums, throughout the entire cultivation process for both perishables and cannabis in both the RotoGro 710 and RotoGro 420.

During the quarter, the Company completed the final updates to its proprietary fertigation system (plant nutrient management system), developed in-house. New plumbing designs, reverse osmosis systems, and software enhancements are now in place and ready for testing.

Further, the team is now testing the use of its proprietary AGVs, developed in-house for integration with the full-facility automation design for perishable foods facilities utilizing the RotoGro 710s. The team continues to optimize the function of the AGVs and their successful integration with the automated tray insertion and removal from the Model 710s on the six-stacked RotoGro 710 automation test units at the RotoGro Facility.

During the next quarter, the Company’s engineering team will continue work with Verity Greens to provide schematics for the third-party outsourcing of design drawings for Verity Greens’ first perishable food facility, providing guidance on facility design with our patented and proprietary technology. Our team also continues to work in collaboration with Canniberia on its full-facility design, centred around RotoGro’s technology. The team will finalize testing of its proprietary

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fertigation system the respective automated software integration and continue the optimization of its automation systems.

Administration

The Company continues discussions with an accredited Canadian University to conduct peer review studies of its patented and proprietary agricultural cultivation technology, specifically the RotoGro 710 for the production of perishable foods, with the objective to verify RotoGro's internal crop cultivation findings.

The Company has also entered into discussions with top-tier accounting audit, accounting, and consulting firms with respect to further third-party validation and cross-technology comparisons of RotoGro's technology, the results of which will promote the efficacy of the Company's product offerings.

Capital Raise

During the quarter, the Company's Corporate Advisor, Peak Asset Management, successfully raised \$2M (before costs) through a placement of new fully paid ordinary shares at \$0.05 per share to professional and sophisticated investors. The raise was supported by a 2:3 option, with an exercise price of 0.06 (expiring 31 December 2023). This capital raise strengthened the Company's balance sheet in support of rolling out its perishable food division throughout North America and satisfy its existing technology purchase orders.

The Capital raise was extremely well supported across a broad range of professional and sophisticated investors. The Company is very pleased with the leading Melbourne-based boutique firm led by Niv Dagan and look forward to working closely with him and his team to continue to drive shareholder value.

The placement of shares will be undertaken within the Company's existing capacity for new equity issuances under ASX Listing Rule 7.1 (17,367,785) and 7.1A (22,632,215) and the issue of the options

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will be subject to shareholder approval at the Company's upcoming General Meeting currently scheduled for 28 May 2021.

Activity Expenditure

A summary of the Company's expenditure incurred during the quarter in respect of the above business activities is set out in the below table:

Activity	Expenditure
Production and Sales Pipeline	AUD \$236,000
Research and Development	AUD \$64,000
Engineering, Design, and Innovation	AUD \$276,000
Administration and Corporate Costs	AUD \$194,000
Capital Raise	AUD \$132,000
Total	AUD \$902,000

Related Party Transactions

Payments to related parties and their associates during the quarter, as outlined in Section 6 of the accompanying Appendix 4C to this quarterly activity report, were AU \$64k. These payments are related to the settlement of directors' fees outstanding for current and prior periods

Chief Executive Officer, Michael Di Tommaso, states, "Throughout the Quarter, the Company focused heavily on situating itself to successfully execute its prospective purchase orders, specifically with respect to Verity Greens and Canniberia. Our Research and Development, and Engineering, Design, and Innovation, teams made tremendous headway, further solidifying RotoGro's existing technology, while advancing its new technology offerings. Their work is essential to then offer prospective customers detailed analyses of RotoGro's technology when compared to other technologies in the

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ROTOGRO

marketplace; it is their hard work that helps ensure RotoGro capitalizes on its existing projects, as well as generate continued market exposure. To this end, we are working closely with Verity Greens to establish RotoGro's position as a leading technology supplier in for the cultivation of perishable foods in indoor vertical farming facilities. We continue to collaborate with Canniberia to solidify RotoGro's growing footprint in Europe as a leading technology supplier for the cultivation of lawful cannabis, while also driving our existing sales pipeline on this front. The Company has number of other exciting prospects that it looks to move forward with, driving shareholder value by generating revenue".

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

For more information please contact:

Investment Enquiries

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About Roto-Gro International Limited

Roto-Gro International Limited (“**RotoGro**”) is an Australian company which utilises its state-of-the-art, automated agricultural cultivation technology to provide sustainable and cost-effective solutions to both conventional and indoor vertical farms. The Company’s global operations are focused on the cultivation of perishable food (produce) and lawful cannabis utilising its proprietary, patented, and patents-pending technology in the indoor vertical farming space.

The core of RotoGro’s technology is its patented Rotational Garden Systems which provides for greater space savings and yields with lower operating costs compared to other farms utilising different technologies. RotoGro’s Rotational Garden Systems are supported by the Company’s proprietary iGrow Enterprise Edition software, state-of-the-art nutrient management system and in-house design and engineering services.

RotoGro’s in-house engineering teams provide consultative services for full facility designs to produce state-of-the-art facilities equipped with RotoGro’s technology. Similarly, RotoGro’s research and design teams work with its existing customers to ensure their long-term success cultivating high-quality crops.

RotoGro has formalised a collaboration with Verity Greens Inc. for the cultivation of perishable foods (produce). This venture is reliant upon RotoGro’s technology to produce greater yields with lower operating costs. In addition, RotoGro continues to nurture relationships for technology sales and growing management services in the lawful cannabis cultivation space, globally.

RotoGro maintains its focus on expansion into industry synergistic opportunities and exploring strategic partnerships in the perishable food (produce) space and the lawful cannabis space, while sourcing lawful cannabis cultivation license ownership opportunities, engaging in growing management services contracts, and providing the agricultural industry with industry-leading nutrient management systems and supporting, automated technology.

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Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

Name of entity

ROTO-GRO INTERNATIONAL LTD

ABN

84 606 066 059

Quarter ended ("current quarter")

31 Mar 2021

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) research and development	(64)	(131)
(b) product manufacturing and operating costs	(228)	(292)
(c) advertising and marketing	-	-
(d) leased assets	-	-
(e) staff costs	(114)	(444)
(f) administration and corporate costs	(194)	(603)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	219	545
1.8 Other (provide details if material)	-	-
- Business Development and consultants	(8)	(51)
- Legal Advisory fees	(30)	(247)
- Design & Innovation	(276)	(773)
- Property & facilities	(60)	(146)
1.9 Net cash from / (used in) operating activities	(754)	(2,141)
2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) businesses	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
	(c) property, plant and equipment	(76)	(243)
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(76)	(243)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	2,000	3,530
3.2	Proceeds from issue of convertible debt securities	-	1,223
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(132)	(187)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Lease repayments	(27)	(107)
3.10	Net cash from / (used in) financing activities	1,841	4,459

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,302	346
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(754)	(2,141)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(76)	(243)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	1,841	4,459
4.5	Effect of movement in exchange rates on cash held	(45)	(63)
4.6	Cash and cash equivalents at end of period	2,358	2,358

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	2,358	1,302
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	2,358	2,358

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	64
6.2	Aggregate amount of payments to related parties and their associates included in item 2	
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

7.	Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i> <i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities		
7.2	Credit standby arrangements		
7.3	Other (please specify)		
7.4	Total financing facilities		
7.5	Unused financing facilities available at quarter end		
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(754)
8.2	Cash and cash equivalents at quarter end (item 4.6)	2,358
8.3	Unused finance facilities available at quarter end (item 7.5)	0
8.4	Total available funding (item 8.2 + item 8.3)	2,358
8.5	Estimated quarters of funding available (item 8.4 divided by item 8.1)	3.12
<i>Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.</i>		
8.6	If item 8.5 is less than 2 quarters, please provide answers to the following questions:	
8.6.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
	Answer:	
8.6.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
	Answer:	
8.6.3	Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?	
	Answer:	
<i>Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.</i>		

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date:30 April 2021.....

Authorised by:The Board of Directors.....
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg *Audit and Risk Committee*]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.