

ROTO-GRO INTERNATIONAL LIMITED (ACN 606 066 059)

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus dated 31 May 2021 (**Supplementary Prospectus**).

This Supplementary Prospectus should be, and is intended to be, read in conjunction with the prospectus dated 20 April 2021 (**Original Prospectus**) issued by Roto-Gro International Limited ACN 606 066 059 (**Company**).

A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 31 May 2021. ASIC, the ASX and their respective officers do not take any responsibility as to the contents of this Supplementary Prospectus.

Other than as set out below, all details of the Original Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Original Prospectus, this Supplementary Prospectus will prevail.

Unless otherwise indicated, terms defined and used in this Supplementary Prospectus have the same meaning given to them in the Original Prospectus.

This Supplementary Prospectus will be issued with the Original Prospectus as an electronic prospectus and may be assessed on the Company's website at www.rotogro.com.

This is an important document and should be read in its entirety and in conjunction with the Original Prospectus. If you do not understand it you should consult your professional advisors without delay.

2. BACKGROUND AND REASONS FOR THIS SUPPLEMENTARY PROSPECTUS

The Tranche 2 Cleansing Offer under the Original Prospectus opened on 20 April 2021.

In accordance with the Timetable set out on page 3 of the Original Prospectus, the Tranche 2 Cleansing Offer is scheduled to close at 5pm (AEST) on 1 June 2021, and the Company reserves the right to extend the Tranche 2 Cleansing Offer Closing Date (or close the Tranche 2 Cleansing Offer early) without prior notice, subject to any applicable requirements of the Corporations Act or the ASX Listing Rules.

The Company decided to extend the Tranche 2 Offer Closing Date for the Tranche 2 Closing Offer to 30 July 2021 to allow additional time for the Company to:

- (a) hold a General Meeting to obtain the Tranche 2 Shareholder Approval for the issuance of the Tranche 2 Placement Options and the Tranche 2 Broker Options; and
- (b) subject to the Tranche 2 Shareholder Approval being obtain, issue the Tranche 2 Placement Options and the Tranche 2 Broker Options,

prior to the closing of the Tranche 2 Cleansing Offer, which is required in order to remove any secondary trading of the Tranche 2 Options that may be issued after the Original Prospectus Date, but prior to the Tranche 2 Cleansing Offer Closing Date, pursuant to section 708A(11)(b)(ii) of the Corporations Act.

The Directors do not believe the circumstances set out in this Supplementary Prospectus to be materially adverse from the point of view of investors, and for that reason the Company does not have to comply with section 724(2) of the Corporations Act.

3 REVISED TIMETABLE

As a result of the Tranche 2 Cleansing Offer Closing Date having been extended to 30 July 2021, the Timetable set out on page 3 of the Original Prospectus is deleted and replaced with the following:

Announcement of the Offers	Tuesday 20 April 2021
Original Prospectus lodged with ASIC and ASX	Tuesday 20 April 2021
Opening Date of the Tranche 1 Cleansing Offer and the Tranche 2 Cleansing Offer	Tuesday 20 April 2021
Closing date of the Tranche 1 Cleansing Offer	Tuesday 27 April 2021
Quotation of the Tranche 1 Options	Thursday 29 April 2021
Lodgement of this Supplementary Prospectus with ASIC and ASX	Monday 31 May 2021
General Meeting to obtain Tranche 2 Shareholder Approval for the issuance of the Tranche 2 Placement Options and the Tranche 2 Broker Options	Wednesday 28 July 2021
Tranche 2 Cleansing Offer Closing Date	Friday 30 July 2021
Allotment of Tranche 2 Options under the Tranche 2 Cleansing Offer	Monday 2 August 2021
Despatch of holding statements in respect of the Tranche 2 Options issued under the Tranche 2 Cleansing Offer	Tuesday 3 August 2021
Expected quotation of the Tranche 2 Options under the Tranche 2 Cleansing Offer	Tuesday 3 August 2021

The above dates are indicative only. The Directors reserve the right to vary these dates, including the Tranche 2 Cleansing Offer Closing Date and the date of the General Meeting to obtain Tranche 2 Shareholder Approval for the issuance of the Tranche 2 Placement Options and the Tranche 2 Broker Options, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. Any extension or variation of the Tranche 2 Cleansing Offer Closing Date will have a consequential effect on the dates of issuance and quotation of the Tranche 2 Options under the Tranche 2 Cleansing Offer.

4 CONSENTS

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Original Prospectus have not withdrawn that consent.

5 DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC.

Dated: 31 May 2021

Michael Di Tommaso

Executive Director



For and on behalf of Roto-Gro International Limited