



ROTOGRO

11 August 2021

Vanessa Nevjestic  
ASX Compliance Pty Limited  
Level 40 Central Park  
152-158 St George's Terrace  
Perth WA 6000

By email: [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au)

Dear Vanessa

### Response to General - Query Letter

We refer to your letter dated 10 August 2021 (**Letter**). Capitalised terms in the Letter have the same meaning in this correspondence.

RGI provides the following responses to the Letter:

- 1. Does RGI consider the information in the Announcement or any part thereof, and in particular any of statements referred to in A (i), (ii), (iii), (iv) or (v) above, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

No.

- 2. If the answer to question 1 is [yes], please advise the basis for that view.**

N/A

- 3. If the answer to question 1 is "no", please explain RGI's purpose for lodging the Announcement on MAP.**

The Announcement was lodged to inform the market, including RotoGro's current shareholders, of the Company's current and prospective penetration into the space industry. It serves to keep the market informed of its business activities, namely, commencing the first phase of the NASA and CSA Deep Space Food Challenge ("**Space Food Challenge**") which has the aim of providing agricultural solutions both in space and on Earth (in remote regions) as a stepping stone to satisfy its further ambitions to target the space agriculture industry more thoroughly. In essence, future space travel will undoubtedly demand space agriculture by way

#### Registered and Business Office

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

#### Chief Financial Officer

Karla Mallon

#### Company Secretary

Andrew Palfreyman



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of indoor vertical farming technology and RotoGro is seeking to meet this demand using its operationally efficient cultivation solutions. Moreover, it serves to inform the market that RotoGro continues to assess other industries for potential synergistic opportunities, if and when they are in line with the Company's mission.

If RotoGro is accepted to phase 2 of the Space Food Challenge, there will be a prize awarded from NASA/CSA collaboration to provide funding to build the prototype Garden System for use in space. At this time, RotoGro would believe that an announcement referencing this would likely cause a reasonable person to expect this to have a material effect on the price or value of its securities. In essence, at this point in time, RotoGro would have realised a material gain from this industry.

**4. Please advise the actual and budgeted expenditure RGI has incurred or expects to be incurred in pursuit of the new market opportunity? In particular please indicate the expenditure to date incurred and budgeted by RGI in respect of:**

To date, this initiative has been developed using existing resources from within the business development team, and therefore no firm actual or budgeted expenditure has been itemised.

**a. Its initial foray into the space industry;**

As above, the initiative has been pursued within existing business development budgets, utilising direct industry outreach and connections. As part of RotoGro's general business development initiatives, activities of this kind are undertaken on a regular basis into various industries in order to assess potential opportunities.

**b. The design of a new RGI Rotational Garden System based on modifications of RGI's current Model 420 and Model 710 Rotational Garden Systems to minimise engineering costs; and**

The initiative is currently at the stage of design only; this is not a manufactured prototype yet. The design was completed by RotoGro's design team using existing CAD and SolidWorks resources for the Space Food Challenge.

**c. The technology developed by RGI's Design and Engineering team, for the Challenge, being technology described as 'astounding, demonstrating the versatility and distinctiveness of RGI's remarkable technology'.**

Expenditure to date has been negligible and within current business development resourcing given

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the initiative is at design stage only, not prototype.

The use of the relevant language was in reference to the technology necessary to satisfy the specifications provided for in the Space Food Challenge, which were strict in terms of size and utility parameters. RotoGro was able to redesign components from its two existing Garden Systems, intertwining and design engineering a Garden System suitable to not only meet the Space Food Challenge's expectations, but exceed them in terms of utility usage.

For example, the Space Food Challenge referenced that the proposed food production system must not consume more than 1500 watts per hour; RotoGro's design will consume 1/3 of that (500 watts), which is extremely important in the agricultural industry. Power is the foremost leading operational expenditure in the industry of indoor vertical farming.

Given the limited utility supply in space, this becomes even more important. Moreover, RotoGro's Garden System, as proposed for the Space Food Challenge, would utilise a direct injection feed system, something relatively unique in the industry based on the Company's research. By utilising a redesigned direct injection feed system (currently used in the Model 710 on a larger scale), users will be able to feed the crops the precise amount of water/nutrient concentration necessary, with little to no wastewater. Coupled with a dehumidification system and a dedicated complete RO system, including sanitising specifications, this would allow users to recapture transpired water from the plants to be reused, minimising water usage. Utilising RotoGro's existing technology in a different application (redesigned in terms of size) demonstrates the versatility and distinctiveness of its technology.

**5. When did RGI develop the Commercial Relationships referred to in the Announcement?**

These were developed through May, June and July 2021.

**6. Please explain what RGI means by the statement 'developed several relationships' referred to above? In particular are the relationships, financial, technical or advisory in nature?**

RotoGro has developed commercial relationships in the industry. At this stage of the initiative, these relationships cannot be categorised into one of the fields provided as all may be applicable to varying degrees.

**7. Please advise with whom the Commercial Relationships were developed and any other material information about the parties (not for release to the market).**

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The Company notes ASX's advice that this information would not be for release to the market, however, RotoGro does not believe it would be appropriate to disclose the names of these entities, except to say they are entities that operate in the space and/or agricultural fields.

**8. Please confirm that RGI is complying with the Listing Rules and, in particular, Listing Rule 3.1.**

The Company confirms that it is in compliance with the ASX Listing Rules, including ASX Listing Rule 3.1.

**9. Please confirm that RGI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of RGI with delegated authority from the board to respond to ASX on disclosure matters.**

The Company confirms that the responses to the questions above have been authorised and approved by its Board.

Yours faithfully

Andrew Palfreyman  
Company Secretary



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Andrew Palfreyman



10 August 2021

Mr Andrew Palfreyman  
Company Secretary  
Roto-Gro International Limited  
Level 5, 126 Phillip Street  
Sydney 2000, New South Wales

By email: [andrew.palfreyman@automicgroup.com.au](mailto:andrew.palfreyman@automicgroup.com.au)

Dear Mr Palfreyman

**Roto-Gro International Limited ('RGI' or the 'Company'): General – Query Letter**

ASX refers to the following:

- A. RGI's announcement titled *"RotoGro enters the "Space Race" by Applying to NASA and CSA Deep Space Food Challenge"* released on the ASX Market Announcements Platform ('MAP') on 9 August 2021 and marked as "not market-sensitive" by RGI (the 'Announcement'), which relevantly disclosed that:
- i. RGI's application to the Deep Space Food Challenge is its initial foray into the space industry, highlighting the technological diversification and adaptability of its patented and proprietary indoor vertical farming technology (the 'Application');
  - ii. The Application is a new market opportunity in addition to RGI's core business;
  - iii. RGI's application to the Space Food Challenge involves the design of a new RGI's Rotational Garden System (the 'RGI Space Garden') based on modifications of RGI's current Model 420 and Model 710 Rotational Garden Systems to minimise engineering costs;
  - iv. The technology developed by RGI's Design and Engineering team, for the Challenge is astounding, demonstrating the versatility and distinctiveness of RGI's remarkable technology; and
  - v. RGI has developed several relationships with prominent private industry players currently focussed on using space to develop innovative solutions for the challenges currently experienced on Earth (the 'Commercial Relationships').
- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

**Request for information**

Having regard to the above, ASX asks RGI to respond separately to each of the following questions and requests for information:

General queries

1. Does RGI consider the information in the Announcement or any part thereof, and in particular any of statements referred to in A (i), (ii), (iii), (iv) or (v) above, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. If the answer to question 1 is "no", please explain RGI's purpose for lodging the Announcement on MAP.

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4. Please advise the actual and budgeted expenditure RGI has incurred or expects to be incurred in pursuit of the new market opportunity? In particular please indicate the expenditure to date incurred and budgeted by RGI in respect of:
    - 4.1 Its initial foray into the space industry;
    - 4.2 The design of a new RGI's Rotational Garden System based on modifications of RGI's current Model 420 and Model 710 Rotational Garden Systems to minimise engineering costs; and
    - 4.3 The technology developed by RGI's Design and Engineering team, for the Challenge, being technology described as 'astounding, demonstrating the versatility and distinctiveness of RGI's remarkable technology'.
  5. When did RGI develop the Commercial Relationships referred to in the Announcement?
  6. Please explain what RGI means by the statement 'developed several relationships' referred to above? In particular are the relationships, financial, technical or advisory in nature?
  7. Please advise with whom the Commercial Relationships were developed and any other material information about the parties (not for release to the market).

#### Listing Rule queries

8. Please confirm that RGI is complying with the Listing Rules and, in particular, Listing Rule 3.1.
9. Please confirm that RGI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of RGI with delegated authority from the board to respond to ASX on disclosure matters.

Once ASX has received and analysed the information above, it is likely to make further enquiries of RGI.

#### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9.00 AM AWST Friday, 13 August 2021**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, RGI's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph.

Your response should be sent to me by e-mail at **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

#### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to RGI's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B. It should be noted that RGI's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

#### **Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

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If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

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**Vanessa Nevjestic**  
Adviser, Listings Compliance (Perth)