

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Roto-Gro International Limited
ABN	84 606 066 059

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Michael Di Tommaso
Date of last notice	3 July 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	N/A
No. of securities held prior to change	300,000
Class	Fully paid ordinary shares
Number acquired	N/A
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
No. of securities held after change	300,000 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	N/A

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	CEO Employment Agreement, as announced on 5 October 2021.
Nature of interest	<p>Subject to shareholder approval, Mr Di Tommaso is entitled to the granting of the following securities under the Company's Employee Incentive Plan:</p> <ul style="list-style-type: none"> • 14,000,000 unquoted options (each option converts into 1 fully paid ordinary share upon exercise) with an exercise price of A\$0.06 and expiring on the third anniversary of the date of issue; and • 13,000,000 unquoted options (each option converts into 1 fully paid ordinary share upon exercise) with an exercise price equal to the 5-day VWAP of the Company's shares as at the date of the Employment Agreement, on the below terms: <ul style="list-style-type: none"> ○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.06 from the date of the Employment Agreement to 31 December 2022; ○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.09 from the date of the Employment Agreement to 31 December 2022; ○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.12 from the date of the Employment Agreement to 31 December 2023; ○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.15 from the date of the Employment Agreement to 31 December 2023; and ○ 3,000,000 options vest upon the 20-day VWAP of the Company's shares

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	(as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.20 from the date of the Employment Agreement to 31 December 2024.
Name of registered holder (if issued securities)	N/A
Date of change	5 October 2021
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	27,000,000 unquoted options at various exercise prices and expiry dates
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Subject to shareholder approval, the unquoted options will be granted for nil consideration pursuant to the rules of the Company's Employee Incentive Plan. Based on an independent valuation obtained by the Company, the aggregate indicative value of the unquoted options has been assessed at A\$224,042.
Interest after change	27,000,000 unquoted options at various exercise prices and expiry dates

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.