



Announcement Summary

Entity name

ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD

Announcement Type

New announcement

Date of this announcement

13/12/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Unlisted Options exercisable at \$0.02 on or before 30 September 2023	40,064,103
New class-code to be confirmed	Unlisted Options exercisable at \$0.0125 (12 month term)	120,192,308

Proposed +issue date

28/2/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

619754540

1.3 ASX issuer code

ROO

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

13/12/2021

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	28/2/2022	<input checked="" type="checkbox"/> Estimated	No

Comments

Shareholder approval required for the Options to be issued to Lead Manager (Everblu Capital) as part of their Capital Raising fee for the Placement completed in December 2021 as per ASX Announcement lodged on 13 December 2021

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Unlisted Options exercisable at \$0.02 on or before 30 September 2023



+Security type

Options

Number of +securities proposed to be issued

40,064,103

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Part of Lead Manager fee for the Placement completed December 2021 (1 option for every 4 placement CDIs subscribed for)

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

77,860.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☒ No

Provide the estimated non-ranking end period

30 September 2023

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Upon exercise and conversion of options into ordinary CDIs, the securities will rank equally with the existing class of CDIs on issue

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0200

Expiry date

30/9/2023

Details of the type of +security that will be issued if the option is exercised

ROO : CHESS DEPOSITARY INTERESTS 1:1

Number of securities that will be issued if the option is exercised

One ordinary fully paid CDI



Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The terms and conditions of the options will be included in a Notice of Meeting to be prepared seeking approval for the issue of the options

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Unlisted Options exercisable at \$0.0125 (12 month term)

+Security type

Options

Number of +securities proposed to be issued

120,192,308

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Part of Lead Manager fee for the Placement completed December 2021 (3 options issued for every 4 placement CDIs subscribed for)

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

243,129.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ No

If some of the issued +securities do not rank equally



Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☒ No

Provide the estimated non-ranking end period

28 February 2023 (estimated expiry date of Options)

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Upon exercise and conversion of options into ordinary CDIs, the securities will rank equally with the existing class of CDIs on issue

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0125	28/2/2022

Details of the type of +security that will be issued if the option is exercised

ROO : CHESSE DEPOSITARY INTERESTS 1:1

Number of securities that will be issued if the option is exercised

One ordinary fully paid CDI

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The terms and conditions of the options will be included in a Notice of Meeting to be prepared seeking approval for the issue of the options

Part 7C - Timetable

7C.1 Proposed +issue date

28/2/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

28/2/2022



7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Part of the Lead Manager fee for Everblu Capital for capital raising services provided in relation to the December 2021 Placement

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue