

Appendix 4C

Quarterly report for entities subject to Listing Rule 4.7B

Introduced 31/03/00 Amended 30/09/01, 24/10/05, 17/12/10, 01/09/16

Name of entity

ROTO-GRO INTERNATIONAL LIMITED

ABN

84 606 066 059

Quarter ended ("current quarter")

31 March 2019

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	620	726
1.2 Payments for		
(a) research and development	(45)	(186)
(b) product manufacturing and operating costs	(531)	(1,068)
(c) advertising and marketing	-	-
(d) leased assets	-	-
(e) staff costs	(359)	(1,179)
(f) administration and corporate costs	(305)	(1,175)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	4
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	-	-
1.8 Other	-	-
1.9 Net cash from / (used in) operating activities	(620)	(2,878)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	(61)	(263)
(b) businesses (see item 10)	-	-
(c) investments	(49)	(264)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
	(d) intellectual property	-	-
	(e) other non-current assets	-	-
2.2	Proceeds from disposal of:		
	(a) property, plant and equipment	-	-
	(b) businesses (see item 10)	-	-
	(c) investments	-	-
	(d) intellectual property	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other – cash overdraft on acquisition of Roto-Gro Inc	(23)	(23)
2.6	Net cash from / (used in) investing activities	(133)	(550)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	2,059
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	(288)
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	Other – share application funds received but not issued	-	-
3.10	Net cash from / (used in) financing activities	-	1,771

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of quarter/year to date	1,956	2,844
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(620)	(2,878)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(133)	(550)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	1,771
4.5	Effect of movement in exchange rates on cash held	3	19
4.6	Cash and cash equivalents at end of quarter	1,206	1,206

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	1,206	1,956
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other – share application funds*	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1,206	1,956

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

**Current quarter
\$A'000**

69

-

6.1 includes directors' fees and director consulting fees (\$69k)

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

**Current quarter
\$A'000**

277

-

7.1 includes payments to Roto-Gro Technologies Inc. and Roto-Gro International Inc. for the manufacture of Roto-Gro units, fit-out costs associated with the Company's laboratory and rent expense plus HST (\$277k) prior to acquisition;

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	-	-
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		
N/A		

9. Estimated cash outflows for next quarter	\$A'000
9.1 Research and development (including specialist consultants)	165
9.2 Product manufacturing and operating costs (including production, engineering, design and innovation salaries and prototype and engineering design)	695
9.3 Advertising and marketing	-
9.4 Leased assets	-
9.5 Staff costs (director fees and management salaries)	280
9.6 Administration and corporate costs (including property and facilities)	330
9.7 Grow room and office build-out/fit-out	225
9.8 Total estimated cash outflows	1,695

10. Acquisitions and disposals of business entities (items 2.1(b) and 2.2(b) above)	Acquisitions	Disposals
10.1 Name of entity	Roto-Gro Inc and its controlled entities	N/A
10.2 Place of incorporation or registration	Ontario, Canada	N/A
10.3 Consideration for acquisition or disposal	10,000,000 ordinary shares, 9,186,360 Class A Performance Shares, 9,186,360 Class B Performance Shares	N/A
10.4 Total net assets	(\$650,912)	N/A
10.5 Nature of business	Intellectual Property Owner and Manufacturer – Refer to notice of AGM announced 30 January 2019.	N/A

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.

Sign here: *Lodged electronically without signature*

Print name: Michael Carli
(Managing Director)

Date: 30 April 2019

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly 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 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.