



11 June 2019

Lapse of Class B Performance Rights

Roto-Gro International Limited (“ASX:RGI”, “RotoGro” or the “Company”) advises that 7,000,000 Class B Performance Rights have lapsed due to the performance milestone, being cumulative sales of \$20 million no later than 28 months after the date of satisfaction of the SSA Conditions, not being met.

Attached is an Appendix 3Y in respect to a change of directors’ interest notice for Mr Michael Carli.

--ENDS--

For more information please contact

Roto-Gro International

Adam Clode
General Manager
adam.clode@rotogro.com.au
+61 (0)8 9481 0389

About Roto-Gro International Limited

Roto-Gro International Limited is an Australian-based company with global operations focused on the cultivation of lawful cannabis and perishable food (produce) which take advantage of its proprietary, patented, and patents-pending technology in the stackable rotary hydroponic garden space.

The Company has collaborated with Gibio Inc. and Freshero Pty Ltd. These ventures leverage RotoGro’s patented rotational hydroponic garden systems, crop management fertigation hardware and proprietary software systems to produce greater yields and lower operating costs. In addition, the Company has entered into a Share Purchase Agreement to acquire all the issued and outstanding shares in the capital stock of Supra THC Services Inc. which holds a Dealer’s License issued by Health Canada for lawful cannabis.

RotoGro’s wholly-owned subsidiary, Global Fertigation Solutions Inc. (“GFS”), provides a patent-pending specialized business line for water treatment and nutrient management in the viticulture, perishable

Registered and Business Office

Level 11, 216 St Georges Terrace
Perth WA 6000
T: +61 8 9481 0389
F: +61 8 9463 6103
E: info@rotogro.com.au

Directors

Michael Carli (Managing Director)
Michael Slater (Executive Director)
David Palumbo (Non-Executive Director)
Nathan Lude (Non-Executive Director)

Company Secretary

David Palumbo





ROTOGRO

foods and lawful cannabis space. GFS has successfully provided design solutions, installations and ongoing service contracts for licensed lawful cannabis facilities in the State of Nevada, USA and is embarking on expanding this offering globally.

The Company continues its focus on expanding into industry synergistic opportunities; exploring strategic partnerships in related markets which include, perishable food (produce) partnerships, lawful cannabis license ownership, growing management services, industry leading nutrients, emerging tissue culture (micropropagation) expertise and other supporting faculties of hydroponic growing.

Registered and Business Office

Level 11, 216 St Georges Terrace
Perth WA 6000
T: +61 8 9481 0389
F: +61 8 9463 6103
E: info@rotogro.com.au

Directors

Michael Carli (Managing Director)
Michael Slater (Executive Director)
David Palumbo (Non-Executive Director)
Nathan Lude (Non-Executive Director)

Company Secretary

David Palumbo



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 30/9/2001.

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 Carli
Date of last notice	10 February 2017

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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Carbon Holdco Inc [Director & Shareholder]
Date of change	6 June 2019
No. of securities held prior to change	Direct 400,000 Fully Paid Ordinary Shares Indirect Carbon Holdco Inc [Director & Shareholder] 2,025,000 Fully Paid Ordinary Shares 354,375 Class B Performance Rights 455,625 Class C Performance Rights 455,625 Class D Performance Rights
Class	Class B Performance Rights

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Number acquired	Nil
Number disposed	354,375 Class B Performance Rights
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	n/a
No. of securities held after change	Direct 400,000 Fully Paid Ordinary Shares Indirect Carbon Holdco Inc [Director & Shareholder] 2,025,000 Fully Paid Ordinary Shares 455,625 Class C Performance Rights 455,625 Class D Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Lapse of Class B Performance Rights

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

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.