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**ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD**  
**ARBN 619 754 540**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 3:00pm (WST)  
**DATE:** 11 December 2019  
**PLACE:** Suite 2, Level 1  
1 Altona Street  
West Perth WA 6005

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 7 December 2019.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF CDIS TO STOCKS DIGITAL IN CONSIDERATION FOR SERVICES PROVIDED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 880,000 CDIs on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF CDIS TO STOCKS DIGITAL IN CONSIDERATION FOR SERVICES PROVIDED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,420,000 CDIs on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 3. RESOLUTION 3 – APPROVAL TO ISSUE CDIS TO STOCKS DIGITAL IN CONSIDERATION FOR SERVICES PROVIDED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,760,000 CDIs on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF CDIS – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,014 CDIs on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF CDIS – LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,000,000 CDIs on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 6. RESOLUTION 6 – ISSUE OF OPTIONS TO PLACEMENT PARTICIPANTS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,333,351 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 7. RESOLUTION 7 – APPROVAL TO ISSUE UP TO 50,000,000 CDIS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 CDIs on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**Dated: 18 November 2019**

**By order of the Board**

A handwritten signature in black ink, appearing to read 'Sharon Devir', written over the text 'By order of the Board'.

**Sharon Devir  
Executive Chairman**

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Voting by holders of CDIs**

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Holders of CDIs are entitled to attend the General Meeting, provided that they cannot vote at the meeting, and if they wish to vote they must direct CDN, the holder of legal title of the CDIs, how to vote in advance of the meeting pursuant to the instructions set out in the accompanying voting instruction form. If you are a holder of CDIs, please sign and date the enclosed voting instruction form and return it in accordance with the instructions on your voting instruction form.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6559 1792.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF CDIS TO STOCKS DIGITAL IN CONSIDERATION FOR SERVICES PROVIDED

#### 1.1 General

The Company has engaged S3 Consortium Pty Ltd trading as Stocks Digital (**Stocks Digital**) to provide digital advertising, investor relations and marketing services to the Company.

In consideration for the provision of these services, the Company issued Stocks Digital (or its nominees) 880,000 CDIs on 25 July 2019 and 2,420,000 CDIs on 2 October 2019.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those CDIs.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### 1.2 Resolution 1 – Ratification of Prior Issue of 880,000 CDIs

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 880,000 CDIs.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) 880,000 CDIs were issued;
- (b) the CDIs were issued for nil cash consideration in satisfaction of digital advertising, investor relations and marketing services provided by Stocks Digital;
- (c) the CDIs were issued to Stocks Digital, who is not a related party of the Company;
- (d) the CDIs issued were issued on the same terms and conditions as the Company's existing CDIs; and
- (e) no funds were raised from the issue, as the CDIs were issued in consideration for investor relations and marketing services provided over the course of a one-week digital advertising marketing campaign.

### **1.3 Resolution 2 - Ratification of Prior Issue of 2,420,000 CDIs**

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 2,420,000 CDIs.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 2,420,000 CDIs were issued;
- (b) the CDIs were issued for nil cash consideration in satisfaction of investor relations and marketing services provided by Stocks Digital;
- (c) the CDIs were issued to Stocks Digital, who is not a related party of the Company;
- (d) the CDIs issued were issued on the same terms and conditions as the Company's existing CDIs; and
- (e) no funds were raised from the issue, as the CDIs were issued in consideration for investor relations and marketing services provided over the course of a three-week marketing campaign.

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## **2. RESOLUTION 3 – APPROVAL TO ISSUE CDIS TO STOCKS DIGITAL IN CONSIDERATION FOR SERVICES PROVIDED**

### **2.1 General**

Resolution 3 seeks Shareholder approval for the issue of 5,760,000 CDIs in consideration for digital advertising, investor relations and marketing services provided by Stocks Digital.

The Company intends to issue the CDIs in lieu of cash fees, to preserve the Company's cash reserves.

Pursuant to this Resolution, the Company proposes to issue 1,760,000 CDIs to Stocks Digital in respect of services that have been provided over a two-week period. It is intended that the remaining 4,000,000 CDIs in respect of which approval is sought under this Resolution will be issued to Stocks Digital in consideration for future campaigns.

Stocks Digital currently holds 2,420,000 CDIs. If Resolution 3 is approved, and the maximum number of CDIs are issued under Resolution 3, the CDI holding of Stocks Digital will increase to 8,180,000 CDIs.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 3 will be to allow the Company to issue the CDIs pursuant to this Resolution during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **2.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of CDIs to be issued is 5,760,000;

- (b) the CDIs will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the CDIs will occur on the same date;
- (c) the CDIs will be issued for nil cash consideration in satisfaction of digital advertising, investor relations and marketing services provided by Stocks Digital;
- (d) the CDIs will be issued to Stocks Digital, who is not a related party of the Company;
- (e) the CDIs will be issued on the same terms and conditions as the Company's existing CDIs; and
- (f) no funds will be raised from the issue as the CDIs will be issued in consideration for investor relations and marketing services.

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### **3. BACKGROUND TO RESOLUTIONS 4 TO 6**

As announced on 23 October 2019, the Company has received firm commitments to raise approximately A\$820,000 (before expenses) by way of a placement of 19,069,767 CDIs at an issue price of A\$0.043 per CDI (**Placement CDIs**) to professional and sophisticated investors (**Placement**).

On 24 October 2019 and 25 October 2019, the Company issued a total of 19,000,014 Placement CDIs pursuant to its placement capacity under ASX Listing Rules 7.1 and 7.1A (**Placement Participants**). Resolutions 4 and 5 seek Shareholder ratification for the issue of the Placement CDIs to the Placement Participants.

Further, the Company agreed, subject to obtaining Shareholder approval, to issue one (1) free attaching Option for every three (3) CDIs issued to subscribers in the Placement. Resolution 6 seeks Shareholder approval for the issue of 6,333,351 Options to the Placement Participants.

The Company has agreed to pay EverBlu Capital Pty Ltd (ACN 612 793 683) (**EverBlu Capital**) a lead manager fee of 6% of the total funds raised and subject to shareholder approval being obtained at a future general meeting, issue EverBlu Capital 1,000,000 CDIs and 1,000,000 Options.

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## **4. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF CDIS**

### **4.1 General**

As set out in Section 3 above, on 24 and 25 October 2019, the Company issued the Placement CDIs to the Placement Participants.

10,014,000 CDIs were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 and 9,000,000 CDIs were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 23 May 2019.

Resolutions 4 and 5 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those CDIs.



#### **4.2 Resolution 4 – ASX Listing Rule 7.1**

A summary of ASX Listing Rule 7.1 and ASX Listing Rule 7.4 is set out in Section 1.1 above.

#### **4.3 Resolution 5 – ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolutions 4 and 5, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

#### **4.4 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 4 and 5:

- (a) 19,014,000 CDIs were issued on the following basis:
  - (i) 10,014,000 CDIs issued pursuant to ASX Listing Rule 7.1; and
  - (ii) 9,000,000 CDIs issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was A\$0.043 per CDI under both the issue of CDIs pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (c) the CDIs were issued to the Placement Participants, none of whom are related parties of the Company;
- (d) the CDIs issued were issued on the same terms and conditions as the Company's existing CDIs; and
- (e) the funds raised from this issue were used to commercialise RZTO marketing and sales opportunities in various jurisdictions, expand cannabis growers marketing and sales activity in the United States, to fund the pursuit of new cannabis and hemp opportunities and to provide ongoing working capital.

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## **5. RESOLUTION 6 – ISSUE OF OPTIONS TO PLACEMENT PARTICIPANTS**

### **5.1 General**

Resolution 6 seeks Shareholder approval for the issue of up to 6,333,351 Options to the Placement Participants, on the basis of one (1) Option for every three (3) CDIs subscribed for and issued under the Placement.

A summary of ASX Listing Rule 7.1 is set out Section 1.1 above.

The effect of Resolution 7 will be to allow the Company to issue the Options pursuant to this Resolution during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **5.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Resolution 6:

- (a) the maximum number of Options to be issued is 6,333,351;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the issue price of the Options will be nil as they will be issued free attaching with the CDIs issued pursuant to the Placement, on the basis of one (1) Option for every three (3) CDIs subscribed for and issued;
- (d) the Options will be issued to the Placement Participants, none of whom are related parties of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the issue as the Options are being issued for nil cash consideration.

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## **6. RESOLUTION 7 – APPROVAL TO ISSUE UP TO 50,000,000 CDIS**

### **6.1 General**

Resolution 7 seeks Shareholder approval for the issue of up to 50,000,000 CDIs (**50M Placement**).

The Company seeks this approval for the purpose of enabling the Company to:

- (a) undertake a capital raising during the three months after the approval of this Resolution; and/or
- (b) issue CDIs in consideration for services provided to the Company by third party vendors in order to conserve the Company's existing cash reserves.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 7 will be to allow the Company to issue the CDIs pursuant to this Resolution during the period of 3 months after the Meeting (or a longer period, if

allowed by ASX), without using the Company's placement capacity pursuant to Listing Rules 7.1 or 7.1A.

## 6.2 Issue of CDIs for Cash Consideration

As set out in Section 6.1 above, one of the purposes for which the Company is seeking this approval, is to enable the Company to raise additional capital during the three months after the approval of this Resolution.

The Company anticipates that it will need to raise funds in the future in light of its current cash position (\$490,019 as at 6 November 2019), operational costs and its obligations under the Convertible Securities Agreement with CST Capital. Further details of the Convertible Securities Agreement are set out in the notices of meeting released on 18 April 2019 and 7 August 2019.

### Funds raised under the 50M Placement

The table below sets out the possible funds that the Company could raise under this Resolution, if the Company issues the maximum number of CDIs under this Resolution for cash consideration.

To calculate the potential funds that could be raised under the 50M Placement, the table below uses values of \$0.0735, \$0.049 and \$0.0245 being the volume weighted average price for CDIs on the 5 days on which sales in CDIs were recorded before 30 October 2019, and the volume weighted prices which are 50% higher and 50% lower than that price. To calculate the potential funds that could be raised under this Resolution, discounted figures of \$0.020, \$0.039 and \$0.059, have been used, being an issue price, which is not less than 80% of the volume weighted average prices (i.e. maximum discount) set out below.

VWAP	VWAP Discount (80% of VWAP)	Maximum Funds Raised
\$0.0245	\$0.020	\$1,000,000
\$0.049	\$0.039	\$1,950,000
\$0.0735	\$0.059	\$2,950,000

### Use of Funds

The table below sets out the Company's intended use of funds raised under the 50M Placement assuming that the Company raises \$1,950,000 under the 50M Placement.

	\$	%
Installation & engineering	\$448,500	23%
Sales, marketing and business development	\$721,500	37%
General & administration	\$468,000	24%
Expenses of the 50M Placement	\$175,500	9%
Working capital	\$136,500	7%
<b>Total</b>	<b>\$1,950,000</b>	<b>100.00%</b>

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

### **6.3 Issue of CDIs for Non-Cash Consideration**

As set out in Section 6.1 above, the other purpose for which the Company is seeking this approval, is to enable the Company issue to CDIs in consideration for services provided to the Company by third party vendors. This will enable the Company to conserve its existing cash reserves and spend a greater proportion of its cash reserves on its operations.

### **6.4 Dilution**

Any issue of CDIs under the 50M Placement (either for cash or non-cash consideration) will dilute the interests of Shareholders who do not receive any CDIs under the 50M Placement. Assuming no Options are exercised or other Shares issued (other than pursuant to Resolution 7) and the maximum number of Shares are issued under Resolution 7, the number of CDIs on issue would increase from 115,351,554 (being the number of CDIs on issue as at the date of this Notice) to 165,351,554 and the shareholding of existing Shareholders would be diluted by 30.24%.

### **6.5 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the maximum number of CDIs to be issued is up to 50,000,000;
- (b) the CDIs will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the CDIs will occur progressively;
- (c) the CDIs will be issued on the same terms and conditions as the Company's existing CDIs;
- (d) if the CDIs are issued for cash consideration:
  - (i) the issue price will be not less than 80% of the volume weighted average price for CDIs calculated over the 5 days on which sales in the CDIs are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
  - (ii) the Directors will determine to whom the CDIs will be issued but these persons will not be related parties of the Company; and
  - (iii) the Company intends to use the funds raised as set out in Section 6.2; and
- (e) if the CDIs are issued for non-cash consideration:
  - (i) the CDIs will be issued in satisfaction of services provided to the Company, including investor relations, marketing, and technical consulting services;
  - (ii) the CDIs will be issued to unrelated third parties who have provided services to the Company. The recipients of the Shares to be issued under the 50M Placement have not yet been determined; and

- (iii) no funds will be raised from the issue as the Company will issued the CDIs in consideration for services to the Company.

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## GLOSSARY

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**\$** means Australian dollars.

**Articles** means the Company's Amended and Restated Articles of Association.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**CDI Holder** means a holder of CDIs.

**CDIs** means CHESS Depositary Interests issued by CDN, where each CDI represents a beneficial interest in one Share.

**CDN** means CHESS Depositary Nominees Pty Ltd (ABN 75 071 346 506) (AFSL 254514), in its capacity as depositary of the CDIs under the ASX Settlement Operating Rules.

**Chair** means the chair of the Meeting.

**Company** or **Roots** means Roots Sustainable Agricultural Technologies Ltd (ARBN 619 754 540).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**EverBlu Capital** means EverBlu Capital Pty Ltd (ACN 612 793 683).

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share with the terms and conditions set out in Schedule 1.

**Optionholder** means a holder of an Option.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**VWAP** means the volume weighted average price of trading of CDIs.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF THE OPTIONS

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(a) **Entitlement**

Each Option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in the capital of Roots Sustainable Agricultural Technologies Ltd (**Company**) upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.12 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before 25 July 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 business days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.



If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Adjustment for rights issue**

In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, an Option does not confer the right to a change in Exercise Price.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## PROXY FORM



Roots Sustainable Agricultural Technologies Ltd  
ARBN 619 754 540

# GM Registration Card

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number:

## CDI Voting Instruction Form: ROO

Your CDI Voting Instruction Form must be received by **3:00PM (AWST)** on **Monday, 9 December 2019**, being not later than 48 hours before the commencement of the Meeting. Any CDI Voting Instruction instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR VOTING INSTRUCTION ONLINE

**Vote online at <https://investor.automic.com.au/#/loginsah>**

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Voting Instruction form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home>. Securityholders sponsored by a broker should advise their broker of any changes.

#### HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Securityholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Securityholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Voting Instruction Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING

Holders of CDIs are entitled to attend the Meeting, provided that they cannot vote at the Meeting, and if they wish to vote they must direct CHESS Depositary Nominees Pty Ltd, the holder of legal title of the CDIs, how to vote in advance of the meeting pursuant to the instructions set out in this voting instruction form. If you are a holder of CDIs, please sign and date this voting instruction form and return it in accordance with the instructions on this voting instruction form.



## Return your completed form



## BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001



## IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

## Contact us – All enquiries to Automic



**WEBCHAT:** <https://automic.com.au/>



**EMAIL:** [hello@automic.com.au](mailto:hello@automic.com.au)



## PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## Complete and return this form as instructed only if you do not vote online

## CHESS Depositary Nominees Pty Ltd will vote as directed

## Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Roots Sustainable Agricultural Technologies Limited hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the General Meeting of Roots Sustainable Agricultural Technologies Limited to be held at **Mirador Corporate, Suite 2, Level 1, 1 Altona Street, West Perth WA 6005 on Wednesday, 11 December 2019 at 3:00PM (AWST)** and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting

Resolutions	For	Against	Abstain
1. Ratification of prior issue of CDIs to Stocks Digital in Consideration for Services Provided	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of prior issue of CDIs to Stocks Digital in Consideration for Services Provided	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to issue CDIs to Stocks Digital in Consideration for Services Provided	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of prior issue of CDIs – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of prior issue of CDIs – Listing Rule 7.1a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Options to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval to issue up to 50,000,000 CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

