



ROTOGRO

ASX Release

23 July 2021

Prospectus

Roto-Gro International Limited (ASX:RGI) (“**RotoGro**” or “**Company**”) has today lodged with the Australian Securities and Investments Commission (**ASIC**) a prospectus for the offer of up to 62,857,143 Placement Options, being free-attaching Options to the placement of new fully paid ordinary shares in the Company (**Shares**) as announced on 20 July 2021, each with an exercise price of \$0.07 and expiring 24 months from the date of issue (**Placement Options Offer**); up to 10,000,000 Options proposed to be issued to EverBlu Capital Corporate Pty Ltd (**Broker Options**), each with an exercise price of \$0.07 and expiring 24 months from the date of issue (**Broker Offer 1**); up to 15,000,000 Broker Options, each with an exercise price of \$0.105 and expiring 24 months from the date of issue (**Broker Offer 2**); and, 100 Shares at an issue price of \$0.035 (**Cleansing Offer**) (together, the **Offers**). A copy of the Cleansing Prospectus is attached.

The issue of the Placement Options under the Placement Options Offer and the issue of the Broker Options under Broker Offer 1 and Broker Offer 2 is subject to the Company obtaining shareholder approval as required at a general meeting of the Company expected to be held on or about 6 September 2021.

The Company also corrects an error in the announcement dated 20 July 2021 in relation to the Broker Options. This involved the wrong expiry date of the Broker Options offered under the Broker Offer 1 and Broker Offer 2, and exercise price of the Broker Options offered under the Broker Offer 2. The Company confirms the details above (and as stated in the Prospectus) are correct.

The primary purpose of the Cleansing Offer is to remove any trading restrictions on the sale of the securities to be issued pursuant to the placement announced on 20 July 2021, pursuant to section 708A(11) of the *Corporations Act 2001* (Cth).

The Cleansing Prospectus is substantially administrative in nature and is not issued to raise capital.

Registered and Business Office

Level 5, 126 Philip Street
Sydney NSW 2000
T: 61 2 8072 1400
E: info@rotogro.com

Directors

Michael Carli (Non-Executive Chairman)
Michael Di Tommaso (Executive Director)
Matthew O’Kane (Non-Executive Director)
Terry Gardiner (Non-Executive Director)

Chief Financial Officer

Karla Mallon

Company Secretary

Andrew Palfreyman





ROTOGRO

This announcement is authorised for release to the market by the Board of Directors of Roto-Gro International Limited.

For more information please contact:

Investment Enquiries

Kirstie DeNicola

Media Relations

info@rotogro.com

About Roto-Gro International Limited

Roto-Gro International Limited (“**RotoGro**”) is an Australian agricultural technology company. RotoGro utilises its state-of-the-art, automated agricultural cultivation technology to provide sustainable and cost-effective solutions to the thriving indoor vertical farming market. The Company’s global operations are focused supplying its proprietary, patented, and patents-pending technology to the indoor vertical farming space for both perishable food (produce) and lawful cannabis.

The core of RotoGro’s technology is its patented Rotational Garden Systems, which provide optimized yields per square meter and significantly lower operating costs when compared to other indoor vertical farming technologies. RotoGro’s Rotational Garden Systems are supported by its proprietary Enterprise Edition iGrow software, state-of-the-art nutrient management system, automation technologies, and in-house design and engineering services.

RotoGro’s in-house engineering teams provide consultative services for full facility designs to produce state-of-the-art facilities equipped with RotoGro’s technology. Further, RotoGro’s research and design team works with its existing customers to ensure their long-term success cultivating high-quality crops.

RotoGro has formalised a collaboration with Verity Greens Inc. for the cultivation of perishable foods (produce). This venture is reliant upon RotoGro’s technology to produce greater yields with lower operating costs. In addition, RotoGro continues to nurture relationships for technology sales and growing management services in the lawful cannabis cultivation space, globally.

RotoGro maintains its focus on expansion into industry-specific synergistic opportunities and exploring strategic partnerships in both the perishable food (produce) and the lawful cannabis space.

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Chief Financial Officer

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Company Secretary

Andrew Palfreyman

ROTO-GRO INTERNATIONAL LIMITED

ACN 606 066 059

PROSPECTUS

For the offers of:

1. up to 62,857,143 Placement Options exercisable at \$0.07 each expiring 2 years from the date of issue of the Placement Options, each being a free-attaching Option for every one (1) Share subscribed for by eligible participants under the Placement **(Placement Options Offer)**;
2. up to 10,000,000 Broker Options exercisable at \$0.07 to EverBlu Capital Corporate Pty Ltd (and/or its nominees), each expiring 2 years from the date of issue of the Broker Options **(Broker Offer 1)**;
3. up to 15,000,000 Broker Options exercisable at \$0.105 to EverBlu Capital Corporate Pty Ltd (and/or its nominees), each expiring 2 years from the date of issue of the Broker Options **(Broker Offer 2)**; and
4. 100 Shares in the capital of the Company at an issue price of \$0.035 per Share to raise \$3.50 (before expenses) **(Cleansing Offer)**.

The Placement Options Offer, Broker Offer and Cleansing Offer are together, referred to as the **Offers**.

The issue of the Placement Options under the Placement Options Offer and the issue of the Broker Options under Broker Offer 1 and Broker Offer 2 is subject to the Company obtaining Shareholder approval as required at the Company's General Meeting expected to be held on or about 6 September 2021. Refer to Section 3 for further information.

The Cleansing Offer is being made for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Securities issued by the Company prior to the Closing Date.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered under this Prospectus should be considered speculative.

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1. CORPORATE DIRECTORY

Directors

Michael Di Tommaso
Chief Executive Officer

Michael Carli
Non-Executive Chairman

Matthew O'Kane
Non-Executive Director

Terry Gardiner
Non-Executive Director

Company Secretary

Andrew Palfreyman

Share Registry*

Computershare Investor Services Pty Ltd
452 Johnston Street
Abbotsford VIC 3067

Telephone: +61 3 9415 5000

Registered Office

Level 5, 126 Phillip Street
Sydney NSW 2000

Telephone: + 61 2 8072 1400

Email: info@rotogro.com
Website: www.rotogro.com

ASX Code

RGI

RGIO

RGIOA

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Auditors*

RSM Australia Partnership
Level 32, Exchange Tower
2 The Esplanade
Perth WA 6000

* These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

2. TIMETABLE AND IMPORTANT NOTES

2.1 Timetable

Action	Date*
Announcement of Placement	20 July 2021
Lodgement of Prospectus with ASIC and ASX	23 July 2021
Opening Date	23 July 2021
Issue of Shares under the Placement	23 July 2021
Closing Date of the Cleansing Offer	28 July 2021
Shareholders General Meeting	6 September 2021
Issue of Placement Options	16 September 2021
Closing Date of the Placement Options Offer, Broker Offer 1 and Broker Offer 2	17 September 2021
Expected quotation of the Placement Options and Broker Options	17 September 2021

* These dates are indicative and subject to change. The Directors reserve the right to vary these dates, including extending the Closing Date of the Offers without prior notice. Any extension of the Closing Date will impact the date of issuance and quotation of the Placement Options. The commencement of quotation of the Placement Options and Broker Options under the Offers is subject to confirmation from ASX.

2.2 Important Notes

This Prospectus is dated 23 July 2021 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Offers are only available to those who are personally invited to accept the Offers. Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.rotogro.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it

accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

2.4 Website

No document or information included on our website is incorporated by reference into this Prospectus.

2.5 Risk Factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

2.6 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

2.7 Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offers described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offers. You should rely only on information in this Prospectus.

3. DETAILS OF THE OFFERS

3.1 The Offers

This Prospectus is for offers of:

- (a) up to 62,857,143 Placement Options exercisable at \$0.07 each expiring 2 years from the date of issue of the Placement Options, each being a free-attaching Option for every one (1) Share subscribed for by eligible participants under the Placement;
- (b) up to 10,000,000 Broker Options exercisable at \$0.07 to EverBlu Capital Corporate Pty Ltd (and/or its nominees), each expiring 2 years from the date of issue of the Broker Options (**Broker Options 1**);
- (c) up to 15,000,000 Broker Options exercisable at \$0.105 to EverBlu Capital Corporate Pty Ltd (and/or its nominees), each expiring 2 years from the date of issue of the Broker Options (**Broker Options 2**); and
- (d) 100 Shares in the capital of the Company at an issue price of \$0.035 per share to raise \$3.50 (before expenses).

The issue of the Placement Options under the Placement Options Offer and the issue of the Broker Options under Broker Offer 1 and Broker Offer 2 is subject to the Company obtaining Shareholder approval as required at the Company's general meeting of Shareholders expected to be held on or about 6 September 2021 (**General Meeting**).

The Offers will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

All of the Shares offered under this Prospectus (and issued upon conversion of Options offered under this Prospectus) will rank equally with Shares on issue at the date of this Prospectus. A summary of the rights and liabilities attaching to the Shares is set out in Section 5.3.

The Placement Options, Broker Options 1 and Broker Options 2 offered under this Prospectus will be issued with the terms and conditions set out in Sections 5.1 and 5.2.

The Company will apply for Official Quotation of the Placement Options, Broker Options 1 and Broker Options 2 offered pursuant to this Prospectus.

3.2 Objective of the Placement Options Offer

On 20 July 2021, the Company announced a placement of Shares to sophisticated and professional investors to raise a total of \$2,200,000 (before costs) (**Placement**) through the issue of 62,857,143 Shares at an issue price of \$0.035 per Share (**Placement Shares**) together with, subject to Shareholder approval, the grant of one (1) free-attaching Option for every one (1) Placement Share subscribed for and issued, exercisable at \$0.07 each and expiring 2 years from the date of issue (**Placement Options**).

The Company is well-funded for growth in the indoor vertical farming market for both perishable foods and lawful cannabis. Funds raised under the Placement will be deployed to expand the Company's presence in both sectors, furthering the ongoing research and design initiatives for its patented and proprietary agricultural cultivation technology for perishable foods, while driving sales further

into the lawful cannabis space, as well as implementing new and diversified marketing programs and securing new revenue generating opportunities.

The Placement Options Offer is for the issue of up to 62,857,143 Placement Options, being free-attaching Options to be issued under the Placement to Placement Participants, subject to Shareholder approval. All Placement Options will be issued on or about 16 September 2021, subject to Shareholder approval being obtained at the Company's General Meeting expected to be held on or about 6 September 2021.

If Shareholder approval is not obtained for the grant of the Placement Options, then the Company will not proceed with the Placement Offer.

3.3 Objective of Broker Offer 1 and Broker Offer 2

On or about 19 July 2021, the Company entered into a lead manager mandate with EverBlu Capital Corporate Pty Ltd (ACN 612 793 683) (**EverBlu**), pursuant to which the Company engaged EverBlu to act as lead manager and corporate advisor to the Placement (**Mandate**).

Pursuant to the Mandate, the Company agreed to issue to EverBlu (and/or its nominees) Broker Options as partial consideration for the provision of lead manager and corporate advisory services provided by EverBlu to the Company in connection with the Placement.

In addition to the Broker Options, under the Mandate, the Company agreed to pay EverBlu (and/or its nominees):

- (a) a monthly retainer fee of \$10,000 per month for corporate advisory services until the end of the engagement;
- (b) a capital raising fee of 6% (plus GST) of the gross proceeds of the Placement; and
- (c) subject to Shareholder approval, \$72,000 worth of Shares in the Company at the Placement issue price.

Broker Offer 1 is for the issue of 10,000,000 listed Options exercisable at \$0.07 and expiring 2 years from the date of issue of the Broker Options (**Broker Options 1**) to EverBlu (and/or its nominees), subject to Shareholder approval being obtained.

Broker Offer 2 is for the issue of 15,000,000 listed Options exercisable at \$0.105 and expiring 2 years from the date of issue of the Broker Options (**Broker Options 2**) to EverBlu (and/or its nominees), subject to Shareholder approval being obtained.

If Shareholder approval is not obtained for the grant of Broker Options 1 and Broker Options 2 within 120 days of the date of the Mandate, then the Company will not proceed with the Broker Offer 1 and Broker Offer 2. However, the Company will then make a cash payment to EverBlu based on a Black-Scholes model valuation (but not to exceed a total amount of \$300,000).

No funds will be raised as a result of the issue of the Placement Options or Broker Options. If all Placement Options and Broker Options are exercised, the Company will receive approximately \$6,275,000. Exercise of the Placement Options and Broker Options will be at the discretion of the holder.

The Placement Options, Broker Options 1 and Broker Options 2 will be issued on the terms set out in Section 5.1 and 5.2 of this Prospectus.

All of the Shares issued upon the future exercise of the Placement Options and Broker Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 5.3 for further information regarding the rights and liabilities attaching to Shares.

3.4 Purpose of the Cleansing Offer

The Company is seeking to raise only a nominal amount of \$3.50 under the Cleansing Offer and, accordingly, the purpose of this Prospectus is not to raise capital.

The Cleansing Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties, together with a copy of this Prospectus.

The primary purpose of the Cleansing Offer under this Prospectus is to remove any trading restrictions that may have been attached to Shares issued by the Company prior to the Closing Date.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.5 Applications

The Placement Options Offer is being extended to Placement Participants only.

Broker Offer 1 and Broker Offer 2 are being extended to EverBlu (and/or its nominees), only.

The Cleansing Offer is being extended to investors who are invited by the Company to subscribe for Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all Applications.

Applications under the Cleansing Offer must be made using the Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Payment for the Shares under the Cleansing Offer must be made in full at the issue price of \$0.035 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to the Company as follows:

Delivery by hand	Delivery by post
Roto-Gro International Limited C/- Computershare Investor Services Pty Ltd 452 Johnston Street Abbotsford VIC 3067	Roto-Gro International Limited C/- Computershare Investor Services Pty Ltd 452 Johnston Street Abbotsford VIC 3067

Cheques should be made payable to "**Roto-Gro International Limited – Share Offer Account**" and crossed "**Not Negotiable**". Completed Application Forms and cheques must reach the address set out above by no later than 5:00pm (AEST) on the Closing Date.

The Company reserves the right to close the Cleansing Offer early.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Securities accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of the Securities under the Offers.

3.6 Minimum subscription

There is no minimum subscription for the Offers.

3.7 Issue of Securities

The Shares to be issued under the Cleansing Offer, the Placement Options to be issued under the Placement Options Offer and Broker Options to be issued under Broker Offer 1 and Broker Offer 2 will be issued on the date specified in the proposed timetable in this Prospectus (subject to Shareholder approval being obtained at the Company's General Meeting for the issue of the Placement Options and Broker Options).

Securityholder holding statements will be dispatched at the end of the calendar month following the issue of the Securities under the Offers.

3.8 ASX Listing

Application for Official Quotation of the Shares and Options offered pursuant to this Prospectus will be made by the Company. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Securities offered is not to be taken in any way as an indication of the merits of the Company or the Securities offered under this Prospectus.

3.9 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

The Offers does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.10 Enquiries

Any questions concerning the Offers should be directed to Andrew Palfreyman, the Company Secretary, on +61 2 8072 1438.

4. PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the Offers

The purpose of the Placement Offer, Broker Offer 1 and Broker Offer 2 is to:

- (a) ensure that the on-sale of the Placement Options, Broker Options 1 and Broker Options 2 do not breach section 707(3) of the Corporations Act; and
- (b) ensure that the on-sale of the underlying Shares to be issued upon the exercise of the Placement Options, Broker Options 1 and Broker Options 2 is in accordance with ASIC Corporations Instrument 2016/80.

The purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

4.2 Effect of the Offer on capital structure

The effect of the Offers on the Company's capital structure is set out below.

Shares ¹	Number
Shares currently on issue	279,735,654
Placement Shares to be issued under the Placement ²	62,857,143
Shares to be issued to EverBlu under the Mandate ³	2,057,142
Shares offered under this Prospectus	100
Total Shares on issue on completion of the Offers⁴	344,650,039

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 5.3 of this Prospectus.
2. Refer to the Company's ASX announcement dated 20 July 2021.
3. Subject to the terms of the Mandate as summarised in Section 7.7 of this Prospectus, EverBlu will be issued \$72,000 worth of Shares in the Company at a deemed issue price of \$0.035. The issue of the Shares to EverBlu is subject to receipt of Shareholder approval within 120 days of the date of the Mandate. The Company will seek Shareholder approval for the issue of the Shares to EverBlu at the General Meeting. In the event that Shareholder approval is not obtained, the Company will make an equivalent cash payment to EverBlu.
4. This assumes the Cleansing Offer is fully subscribed and no Options are exercised.

Options	Number
Listed Options exercisable at \$0.20 each, on or before 11 November 2022 (ASX: RGIO)	9,128,000
Listed Options exercisable at \$0.05 each, on or before 31 December 2023 (ASX: RGIOA)	31,507,567
Unlisted Options exercisable at \$0.3225 each, on or before 24 December 2021	11,650,000
Unlisted Options exercisable at \$0.20 each, on or before 7 December 2022	1,491,250
Unlisted Options exercisable at \$0.06 each, on or before 31 December 2023	18,000,000

Options	Number
Listed Options exercisable at \$0.06 each, on or before 31 December 2023 ¹	32,666,667
Listed Placement Options offered under the Placement Options Offer ²	62,857,143
Listed Broker Options 1 offer under Broker Offer 1 ³	10,000,000
Listed Broker Options 2 offer under Broker Offer 2 ³	15,000,000
Total Options on issue on completion of the Offers	192,300,627

Notes:

1. Shareholder approval to issue Listed Options exercisable at \$0.06 each, on or before 31 December 2023, was obtained at a general meeting held on 19 July 2021 (**Meeting Date**). The Company anticipates issuing these Options and applying for Official Quotation on or about 27 July 2021, but in any event no later than 3 months after the Meeting Date.
2. The terms of the Placement Options are summarised in Section 5.1 of this Prospectus. The issue of the Placement Options is subject to receipt of Shareholder approval.
3. The terms of Broker Options 1 and Broker Options 2 are summarised in Sections 5.1 and 5.2 respectively. The issue of Broker Options 1 and Broker Options 2 is subject to receipt of Shareholder approval within 120 days of the date of the Mandate. The Company will seek Shareholder approval for the Broker Options at the General Meeting. In the event that Shareholder approval is not obtained within 120 days of the date of the Mandate, the Company will make an equivalent cash payment to EverBlu based on a Black-Scholes model valuation (however not to exceed a total amount of \$300,000).

Performance Rights	Number
Class D Performance Rights currently on issue ¹	9,000,000
Performance Rights offered under this Prospectus	Nil
Total Performance Rights on issue on completion of the Offers	9,000,000

Notes:

1. These Performance Rights are convertible into Shares on a 1:1 basis, upon the Company generating \$80 million in cumulative sales by no later than 6 February 2022.

Performance Shares	Number
Class B Hanson Performance Shares currently on issue	1,000,000
Class C Hanson Performance Shares currently on issue	1,000,000
Class D Hanson Performance Shares currently on issue	2,000,000
Class B Roto-Gro Inc Performance Shares currently on issue	9,186,360
Performance Shares offered under this Prospectus	Nil
Total Performance Shares on issue on completion of the Offers	13,186,360

4.3 Financial effect of the Offers

No funds will be raised from the Placement Options Offer as the Placement Options are free attaching to the Placement Shares. No funds will be raised from Broker Offer 1 and Broker Offer 2 as Broker Options 1 and Broker Options 2 are being issued as partial consideration for the provision of lead manager and corporate advisory services provided by EverBlu to the Company in relation to the Placement. The Cleansing Offer will result in a receipt of total funds of \$3.50.

After paying the expenses of the Offers of approximately \$148,277, there will be no proceeds from the Offers. The expenses of the Offers (exceeding \$3.50) will be met from the Company's existing cash reserves. The Offers will have an effect on the Company's financial position of reducing the cash balance by \$148,274 being receipt of funds of \$3.50 under the Cleansing Offer, less expenses of the Offers of \$148,277.

Please refer to Section 7.9 for further details on the estimated expenses of the Offers.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Rights and liabilities attaching to Placement Options and Broker Options 1

The Options will be issued on the following terms:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to Section 5.1(i), the exercise price for each Option is \$0.07 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (AEST) on the date 2 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

Subject to section 5.1(b), 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) **Issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) allot and 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; and
- (iii) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Section 5.1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, or the Company is unable to lodge such a notice, 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, and the Option holder agrees to the Company's share registry placing a holding lock on any Shares issued on exercise of the Options until such a prospectus has been lodged.

(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**

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

(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. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue in accordance with the Listing Rules.

(k) **Change in exercise price**

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

(l) **Adjustment for bonus issues**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Option exercise price.

(m) **Transferability**

The Options are not transferable, except with the prior written approval of the Company.

(n) **Official Quotation**

The Company will seek Official Quotation of the Options. The Company gives no assurance that such quotation will be granted.

5.2 **Rights and liabilities attaching to Broker Options 2**

The Options will be issued on the following terms:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to Section 5.2(i), the exercise price for each Option is \$0.105 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (AEST) on the date 2 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

Subject to section 5.2(b), 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) **Issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) allot and 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; and
- (iii) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Section 5.25.1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, or the Company is unable to lodge such a notice, 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, and the Option holder agrees to the Company's share registry placing a holding lock on any Shares issued on exercise of the Options until such a prospectus has been lodged.

(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**

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

(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. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue in accordance with the Listing Rules.

(k) **Change in exercise price**

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

(l) **Adjustment for bonus issues**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had

exercised the Option before the record date for the bonus issue;
and

(ii) no change will be made to the Option exercise price.

(m) **Transferability**

The Options are not transferable, except with the prior written approval of the Company.

(n) **Official Quotation**

The Company will seek Official Quotation of the Options. The Company gives no assurance that such quotation will be granted.

5.3 **Rights and liabilities attaching to Shares**

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **General meetings**

Each Shareholder is entitled to receive notice of all general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) **Voting rights**

Subject to the Constitution, the Corporations Act and to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(iii) on a poll:

(A) every Shareholder present in person has one vote for each fully paid share held by the Shareholder;

- (B) each person present as a proxy, attorney or representative of a Shareholder has one vote for each fully paid share held by the Shareholder that the person represents; and
- (C) each Shareholder who has duly lodged a valid direct vote in respect of the relevant resolution has one vote for each fully paid Share held by the Shareholder.

(c) **Dividend rights**

Subject to the Corporations Act, the Constitution, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three-quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6. RISK FACTORS

6.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk-free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 Company specific

(a) Sufficiency of Funding

At the date of this Prospectus, the Company is not cash flow positive, meaning the Company is reliant on raising funds from investors in order to continue its operations. Although the Directors consider that the Company will, on completion of the Placement, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can be met without further funding.

The Company has limited financial resources and may need to raise additional funds from time to time to finance the complete development and commercialisation of its products and services and meet its other longer-term objectives. The Company may never achieve profitability and its ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and the share markets generally. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.

(b) Licence Exclusivity

Whilst the licence to manufacture, market and sell the Roto-Gro System for the purposes of the lawful production of medical cannabis for an initial term of until 31 December 2040 with continuing automatic extensions thereafter is exclusive, the licence to do the same for the purpose of the production of food, pharmaceuticals, herbal food additives is non-exclusive. The risk is mitigated insofar as the Company has a first right to refusal with regard to the outright acquisition of all of these rights.

(c) Regulated Medical Cannabis Laws

The medical cannabis market is expanding rapidly. Laws pertaining to the cultivation, distribution and sale of medical cannabis vary substantially from jurisdiction to jurisdiction.

The Roto-Gro System enables the producer to cultivate plants with different cannabinoid chemical compound levels to meet different legislative requirements. This versatility mitigates the risk associated with changes to the laws pertaining to medical cannabis, at least in so far as they relate to growing and product requirements.

As the medical cannabis industry is relatively new, it is anticipated that existing regulations may change as the industry continues to evolve. It is not possible to anticipate any such changes at this early stage. Whilst the Company sees obvious potential to leverage off the expansion of the medical cannabis market and considers itself well placed to do so, the Company's growth is not dependent entirely on the medical cannabis laws as the Company itself does not grow, distribute or sell medical cannabis. It simply provides the technology to do so, such technology being equally applicable to the production of food and pharmaceuticals, herbal food additives.

(d) **Business Strategy risk**

The Company's future growth and financial performance are dependent on its ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to:

- (i) drive the roll-out of its perishable food division throughout North America;
- (ii) continue to develop the existing sales pipeline for technology sales into the indoor vertical farming space for the cultivation of both lawful cannabis and perishable foods;
- (iii) successfully commercialise the Roto-Gro Garden Systems and the Fertigation Systems as well as to continue to innovate and successfully commercialise new indoor vertical farming cultivation products, enhancements or functionalities that are appealing to customers; and
- (iv) comply with regulatory requirements (if any) applicable to the Roto-Gro Business.

The capacity of the Company's management to properly implement and manage its strategic direction may affect the Company's financial performance

(e) **Product liability and uninsured risks**

The Company may be exposed to potential product liability risks which are inherent in the development, manufacturing, marketing and use of its products. Through this risk is somewhat mitigated by seller warranties it may be necessary to secure insurance to manage such risks. The Company may not be able to maintain insurance for product or service liability on reasonable terms in future. In addition, the Company's insurance may not be sufficient to cover large claims or the insurer could disclaim coverage on claims.

Although the Company endeavours to work to rigorous standards there is still the potential for products to contain defects which may rely on systems failures. Any such defects could result in loss of or delay in generating revenue as a result of a loss of market share, failure to achieve

market acceptance, diversion of resources, damage to the Company's reputation and brand or increased insurance costs.

Failure to meet client expectations could damage the Company's reputation and expose the Company to damages.

The Company is exposed to catastrophic loss to necessary manufacturing equipment, computer equipment or other facilities which would have a serious impact on the Company's operations. The Company gives no assurance that all such risk will be adequately managed through insurance policies to ensure that catastrophic loss does not have an adverse effect on its performance.

(f) **Contractual Risk**

The Company has contractual obligations and rights with respect to a number of agreements it is a party to (**Material Agreements**). These Material Agreements include, but are not limited to, the following agreements as detailed in the Company's announcements on 1 February 2021 and 7 July 2021:

- (i) the Technology License Agreement, which provides for technology sales, annual licensing fees, manufacturing fees, software licensing fees, and a new profit interest (**Verity Agreement**);
- (ii) a Purchase and Sale Agreement, which provides for a \$2.03 million technology purchase order for the Company's patented and proprietary model 420 Rotational Garden Systems and Plant Nutrient Management Systems (**Canniberia Agreement**);
- (iii) a Growing and Management Services Agreement, pursuant to which the Company will be required to provide a dedicated growing team to manage the cultivation processes at the customer's lawful cannabis cultivation facility in exchange of all reasonable costs associated with doing so and a new profit share of 25% of the EBITDA earned from all sales of lawful cannabis flower cultivated at the customer's facility (**Canniberia GMSA Agreement**); and
- (iv) a Purchase and Sale Agreement with Wolf Island Cannabis Inc, which includes a CAD\$380,000 technology purchase order for Roto-Gro's Patented and Proprietary Rotational Garden Systems and Plant Nutrient Management System (**Wolf Island Agreement**).

As detailed in the Company's announcement on 1 February 2021, the Canniberia Agreement is conditional upon the customer being awarded its lawful cannabis cultivation pre-license from Infarmed, I.P. (Portugal's National Authority of Medicines and Health Products). The Canniberia GMSA Agreement is conditional upon the customer being granted a lawful cannabis cultivation licence and successful completion of the Canniberia Agreement.

It is noted that the granting of the lawful cannabis cultivation pre-license and the cannabis cultivation licences (**Canniberia Licences**) is outside the control of the Group. There is no guarantee or assurance that these Canniberia Licences will be granted. If the Canniberia Licences are not

granted as required under the Canniberia Agreement and the Canniberia GMSA Agreement (as applicable), then the Canniberia Agreement and the Canniberia GMSA Agreement may be terminated.

As detailed in the Company's announcement on 1 February 2021, the Verity Agreement also grants the customer exclusive rights to purchase Roto-Gro's Model Rotational Garden System, specifically to produce high-quality perishables, subject to meeting binding purchase and time-related rollout requirements. There is no guarantee or assurance that the binding purchase and time-related rollout requirements will be met.

As detailed in the Company's announcement on 7 July 2021, the Wolf Island Agreement is unconditional. Wolf Island Cannabis Inc. has agreed to pay Roto-Gro a non-refundable deposit equivalent to 50% of the purchase price by 9 July 2021. Roto-Gro and Wolf Island Cannabis have scheduled delivery of the Roto-Gro Garden Systems during the fourth quarter of 2021. There is no guarantee or assurance that the time-related rollout requirements will be met.

These Material Agreements may also include provisions which allow for termination (for convenience or otherwise). Additionally, no assurance can be given that all agreements will be fully performed by all contracting parties and that the Company will be successful in securing compliance with the terms of each agreement by the relevant third party.

If a contracting party were to breach a Material Agreement or a Material Agreement is terminated for any reason, this could have an adverse impact on the Company's business, operations and financial performance.

(g) **Dependence on third parties**

The Company may also pursue a strategy that forms strategic business relationships with other organisations for the manufacture and distribution of its products and services. The manufacture and global distribution of products and services are central to the overall success of the Company. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with such organisations.

(h) **Risk of operating in foreign jurisdictions**

The Group operates across multiple jurisdictions. In particular, the Group's main operating subsidiary, RWW, is incorporated and domiciled in Canada. RWW therefore is and will be, subject to the laws applicable to companies incorporated in Canada and consequently, the Company is and will be, subject to the risks of conducting operations in a foreign jurisdiction. This includes risks relating to difficulty in enforcing contracts in Canada, changes to or uncertainty in the Canadian legal and regulatory regime, including in relation to taxation and foreign investment and practices of the Canadian government and regulatory authorities. The Group will also be exposed to such multijurisdictional risks in any existing (e.g. USA) and new territories in which the Group maintains operations from time to time, as well as any other issues in foreign jurisdictions in which the Company may operate.

(i) **Foreign sales**

As at the date of this Prospectus, all of the Group's sales are transacted in foreign currencies, namely in USA dollars (US\$) and Canadian dollars (CAD). Notwithstanding that the Group intends to establish Australian operations in the future, it is envisaged that a majority of the Group's sales will be international sales. Therefore the Group will be subject to a number of risks inherent in selling and operating abroad which could adversely affect the Group's ability to increase or maintain foreign sales. These include, but are not limited to, risks regarding:

- (i) currency exchange rate fluctuations;
- (ii) local and international economic and political conditions;
- (iii) disruptions of capital and trading markets;
- (iv) accounts receivable collection and longer payment cycles;
- (v) difficulties in staffing and managing foreign operations;
- (vi) potential hostilities and changes in diplomatic and trade relationships;
- (vii) restrictive governmental actions (such as restrictions on the transfer or repatriation of funds and trade protection measures, including export duties and quotas and customs duties and tariffs);
- (viii) changes in legal or regulatory requirements;
- (ix) the laws and policies of Australia and other countries affecting trade, foreign investment and loans, and import or export licensing requirements; and
- (x) tax laws.

Changes in circumstances or market conditions resulting from these risks may restrict the Company or its subsidiaries' ability to operate in an affected region and/or adversely affect the profitability of the Company or its subsidiaries' operations in that region.

(j) **Key personal risk**

The Group's performance reflects, to a large extent, the efforts and abilities of its senior management team, in particular Mr Michael Di Tommaso, who is the executive director and CEO of the Company. While, in most cases, these executives are party to an employment or services contract with the Group, under the terms of these contracts each executive is permitted to terminate their contract upon a certain notice period. Currently, the Group employs a highly experienced and dedicated senior management team; however, its disbandment may have a material adverse impact on the operating and financial performance of the Group.

(k) **Taxation of the Company**

Given that the Group will consist of foreign subsidiaries, the Group will be subject to various forms of taxation including but not limited to PAYG, GST and resident and non-resident withholding tax. Any increase, change in the application, or introduction of a new tax in Australia and/or internationally could materially affect the performance and financial position of the Company.

(l) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company and its business.

(m) **Dilution risk**

Whilst the capital structure of the Company may not be materially impacted by the number of Securities issued pursuant to the Offers, it will be impacted by the extent to which convertible Securities (including, the Placement Options, Broker Options 1 and Broker Options 2) are converted into Shares in accordance with the terms of issue of those Securities. Shareholders' respective holding of Shares will also be diluted to the extent that the Company undertakes further capital raising activities and issues Securities in the Company under such capital raisings.

6.3 Industry specific

(a) **Research and Development**

The Company's future success depends on its ability to enhance existing products and features as well as develop new products. Failure to innovate or anticipate market demands may result in the Company ceasing to maintain a competitive and relevant position in a rapidly changing environment. When the Company introduces new products, enhancements, and features (if any) there is a risk that there will be unforeseen costs attached to these initiatives or they will not perform as expected or not be received favourably by clientele. A failure to successfully develop new products may adversely affect the Company's financial position and prospects

(b) **Protection of Intellectual Property Rights**

The Company relies on its intellectual property and trade secrets, which include information relating to the development of its technology and integration with its customers. There can be no assurance that any intellectual property which the Company or the entities it deals with, may have an interest in now or in the future will afford the Group commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications.

Although the Company will implement all reasonable endeavours to protect the Group's interests in intellectual property, held through its subsidiaries and otherwise, there can be no assurance that these measures have been or will be sufficient.

(c) **Unfavourable publicity or consumer protection**

The medical cannabis industry is highly dependent on consumer protection regarding the safety, efficacy and equality of the medical cannabis projected. Consumer perception of the Company's products may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical cannabis. Adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have an adverse impact on demand for the Company's product (at least in relation to its supply to the medical cannabis market).

6.4 General risks

(a) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's research, development and production activities, as well as on its ability to fund those activities.

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Changes to Government Policies and Legislative Changes**

Government policy and legislative changes which are outside the control of the Company may have a negative impact on the financial performance of the Company. This risk factor applies to government policy and legislative changes in Australia and other jurisdictions where the business of the Company is conducted.

(d) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the

Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(e) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offers. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on the financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its research and development programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(f) **Force Majeure**

The operations of the Company now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(g) **Coronavirus (COVID-19)**

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.

(h) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(i) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent

financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(j) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(k) **Litigation Risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, reputation, financial performance and financial position. The Company is not currently engaged in any litigation.

(l) **Climate Change Risks**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on the industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

6.5 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial

performance of the Company and the value of the Securities offered under this Prospectus

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a “transaction specific prospectus”. In general terms, a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing Company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;

- (ii) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with ASIC are set out in the table below:

Date	Description of Announcement
22/07/2021	RotoGro receives CAD\$213k Deposit from Wolf Island
20/07/2021	Proposed issue of securities - RGI
20/07/2021	Proposed issue of securities - RGI
20/07/2021	RotoGro Receives \$2.2 million in Well-Supported Placement
19/07/2021	Results of Meeting
07/07/2021	RotoGro Secures Binding CAD\$380,000 Purchase Order
18/06/2021	Notice of General Meeting/Proxy Form
11/06/2021	RotoGro Systems Cultivate Significant Yields In Crop Trials
31/05/2021	Appendix 2A
31/05/2021	Supplementary Prospectus
19/05/2021	RotoGro MOU with Fresh Leaf Limited Clarification
18/05/2021	Proposed issue of Securities - RGI
18/05/2021	RotoGro Executes MOU with Fresh Leaf Limited
30/04/2021	Appendix 2A - amended
30/04/2021	Appointment of CFO and Company Secretary
30/04/2021	March 2021 Quarterly Activities Report and Appendix 4C
29/04/2021	Appendix 2A
29/04/2021	Top 20 - RGIOA
29/04/2021	Distribution Schedule - RGIOA
26/04/2021	Verity Greens Indoor Vertical Farming Facility Update
20/04/2021	Proposed issue of Securities - RGI
20/04/2021	Proposed issue of Securities - RGI
20/04/2021	Cleansing Prospectus
12/04/2021	CFO & Company Secretary Resignation
06/04/2021	RotoGro secures new Australian Patent

Date	Description of Announcement
06/04/2021	Reinstatement to Official Quotation
06/04/2021	Update on proposed majority interest acquisition of 420Inc
29/03/2021	Extension to Voluntary Suspension
22/03/2021	Extension to Voluntary Suspension
17/03/2021	Suspension from Official Quotation
15/03/2021	Trading Halt
09/03/2021	Appendix 3G
03/03/2021	Section 708A Cleansing Statement and Appendix 2A
26/02/2021	Appendix 4D & Half Yearly Accounts and Report
26/02/2021	Clarification of Appendix 2A
25/02/2021	Trading Halt
25/02/2021	Pause in trading
24/02/2021	Appendix 2A
24/02/2021	Proposed issue of Securities - RGI
24/02/2021	Successful \$2 million Placement
22/02/2021	Trading Halt
18/02/2021	Results of General Meeting
15/02/2021	RotoGro Completes Repayment of the Obsidian Convertible Note
01/02/2021	December 2020 Quarterly Activities Report and Appendix 4C
25/01/2021	Statement 708A Cleansing Statement
25/01/2021	Lapse of unlisted securities
25/01/2021	Michael Di Tommaso appointed as Chief Executive Officer
22/01/2021	Appendix 2A
20/01/2021	Notice of General Meeting/Proxy Form
12/01/2021	Lapse of unlisted securities
31/12/2020	Ceasing to be a substantial holder
22/12/2020	RotoGro to Partner with Canadian University
18/12/2020	Appendix 2A
18/12/2020	Statement 708A Cleansing Statement
15/12/2020	RotoGro Introduces the Model 710 Rotational Garden System
09/12/2020	Favourable Patent Infringement Settlement Agreement
09/12/2020	Statement 708A Cleansing Statement
09/12/2020	Appendix 2A
09/12/2020	Appendix 2A
09/12/2020	Appendix 3G
09/12/2020	RotoGro Files Three Provision Patent Applications in the USA

Date	Description of Announcement
08/12/2020	Favourable Patent Infringement Settlement Agreement
04/12/2020	Change of Director's Interest Notice
03/12/2020	Statement 708A Cleansing Statement
03/12/2020	Appendix 2A
03/12/2020	Appendix 2A
02/12/2020	RotoGro Executes Technology License Agreement
01/12/2020	Appendix 2A
01/12/2020	Final Director's Interest Notice
01/12/2020	Initial Director's Interest Notice
01/12/2020	Director Appointment/Resignation
30/11/2020	Constitution
30/11/2020	Results of Annual General Meeting
30/11/2020	Section 708A Cleansing Statement and Appendix 2A
30/11/2020	AGM Presentation
24/11/2020	Proposed issue of Securities - RGI
24/11/2020	Proposed issue of Securities - RGI
24/11/2020	Successful \$1.53m Placement
20/11/2020	Trading Halt
20/11/2020	Statement 708A Cleansing Statement and Appendix 2A
11/11/2020	Appendix 2A
10/11/2020	Section 708A Cleansing Statement and Appendix 2A
30/10/2020	September 2020 Quarterly Activities Report and Appendix 4C
29/10/2020	Notice of Annual General Meeting/Proxy Form
27/10/2020	Growing Management Services Agreement with Canniberia
23/10/2020	Reinstatement to Official Quotation
23/10/2020	Canniberia \$1.9M Technology Purchase Order Clarification
22/10/2020	Suspension from Official Quotation
20/10/2020	Trading Halt
20/10/2020	Pause in Trading
20/10/2020	\$1.9 million Technology Purchase Order Secured from Canniberia
19/10/2020	Section 708A Cleansing Statement and Appendix 2A
19/10/2020	Section 708 (12C)(e) Cleansing Notice - Notes Tranche 2
12/10/2020	RotoGro Investor Presentation Clarification
09/10/2020	Results of General Meeting
09/10/2020	Investor Presentation
09/10/2020	Withdrawal of General Meeting Resolutions

Date	Description of Announcement
8/10/2020	Director Resignation
8/10/2020	RotoGro Executes Term Sheet for Technology License Agreement
7/10/2020	Section 708A Cleansing Statement and Appendix 2A
9/09/2020	Notice of General Meeting/Proxy Form
31/08/2020	Appendix 4G and Corporate Governance Statement
31/08/2020	Appendix 4E and 2020 Annual Report
10/08/2020	Section 708A Cleansing Statement and Appendix 2A
10/08/2020	Section 708(12C)(e) Cleansing Notice - Notes Tranche 1
4/08/2020	Proposed issue of Securities - RGI
4/08/2020	Proposed issue of Securities - RGI
4/08/2020	Convertible Note Investment of \$1.25m by Obsidian
3/08/2020	Corrections to the Quarterly Activities Report June 2020
3/08/2020	June 2020 Quarterly Activities Report & Appendix 4C
31/07/2020	Trading Halt
31/07/2020	Pause in Trading
16/07/2020	Lapse of Unlisted Performance Shares

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website at www.rotogro.com.

7.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$0.053	14 May 2021
Lowest	\$0.039	19 July 2021
Last	\$0.048	22 July 2021

7.4 Details of substantial holders

Based on publicly available information, no persons which (together with their associates) have a relevant interest in 5% or more of the Share on issue in the Company as at the date of the Prospectus.

Subject to Shareholder approval being obtained, as a result of the issue of Shares to EverBlu under the Mandate and by virtue of its associates' being issued Shares under the Placement, EverBlu (together with its associates) will become a substantial holder in the Company, holding a voting power in up to 7.13% of the issued Shares. This does not include the impact of the conversion of any of the Broker Options to be issued to EverBlu and its Associates.

7.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers pursuant to this Prospectus; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares ¹	Performance Rights
Michael Carli	3,299,877 ²	455,625 Class D Performance Rights ⁵
Michael Di Tommaso	300,000 ³	Nil
Terry Gardiner	98,054 ⁴	112,500 Class D Performance Rights ⁶
Matthew O'Kane	Nil	Nil

Notes:

1. Assumes no Options currently held are exercised and no Performance Rights are converted into Shares prior to the date of the Prospectus.
2. Comprising of 1,274,877 Shares held directly by Mr Michael Carli; and 2,025,000 Shares held indirectly by Carbon Holdco Inc. (an entity controlled by Mr Michael Carli).
3. 300,000 Shares held directly by Mr Michael Di Tommaso.
4. Comprising of 50,000 Shares held directly by Terry Gardiner and Victoria Gardiner <Terry James Gardiner Superfund A/C>; and 48,054 Shares held indirectly by Opulentus Investments Pty Ltd <Jamlourmarvalboy A/C> (an entity controlled by Mr Terry Gardiner).
5. Held indirectly by Carbon Holdco Inc (an entity controlled by Mr Michael Carli).

6. Held by indirectly Opulentus Investments Pty Ltd <Jamlourmarvalboy A/C> (an entity controlled by Mr Terry Gardiner).

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Remuneration for the year ended 30 June 2019 ¹	Remuneration for the year ended 30 June 2020 ¹	Remuneration for the year ended 30 June 2021 ¹
Michael Carli	\$132,797 ²	\$79,973 ³	CAD72,000 ³
Michael Di Tommaso ⁴	N/A	\$166,611 ⁵	CAD90,000 ⁶
Terry Gardiner ⁷	N/A	\$48,000	\$48,000
Matthew O'Kane ⁸	N/A	N/A	\$48,000

Notes:

- The amounts are exclusive of any superannuation.
- This amount reflects Mr Carli's remuneration package of CAD48,000 per annum for his services as Managing Director of the Company and CAD72,000 per annum as the Chief Executive Officer and President of RWW.
- This amount reflects the remuneration payable by the Company to Mr Michael Carli for his services as Chief Executive Officer and President of RWW.
- Mr Michael Di Tommaso was appointed to the Board on 30 June 2019.
- This amount reflects Mr Michael Di Tommaso's base salary as Executive Director and Chief Operations Officer of the Company.
- Mr Michael Di Tommaso was appointed as the Chief Executive Officer of the Company on or about 25 January 2021 and this amount reflects Mr Di Tommaso's base salary as the Chief Executive Officer of the Company (equivalent to CAD216,000 per annum).
- Mr Terry Gardiner was appointed to the Board on 30 June 2019.
- Mr Matthew O'Kane was appointed to the Board on 30 November 2020.

7.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

EverBlu has acted as lead manager and corporate advisor to the Company in relation to the Placement. Refer to Section 7.7 for a summary of the fees payable to EverBlu under the Mandate. During the 24 months preceding lodgement of this Prospectus with ASIC, EverBlu has not been paid any fees by the Company.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Steinepreis Paganin has not been paid any fees by the Company.

7.7 Material Agreement – Mandate

On or around 19 July 2021, the Company entered into a mandate with EverBlu pursuant to which the Company has agreed to engage EverBlu to act as the Company's corporate advisor and lead manager in respect of the Placement of Shares and free-attaching Options to raise a minimum of \$2,000,000 at a Share price not less than \$0.035 per Share (**Raise Price**) within 30 days of the date of the Mandate (**First Raise**) and a further minimum of \$3,000,000 at a Share price not less than \$0.035 per Share within 150 days of the date of the Mandate (**Second Raise**).

Under the Mandate, the Company has agreed to pay EverBlu (and/or its nominees) as follows:

- (a) a monthly retainer fee of \$10,000 per month for corporate advisory services until the end of the engagement;
- (b) a capital raising fee of 6% (excluding GST) of the gross proceeds under the Placement;
- (c) subject to Shareholder approval, \$72,000 worth of Shares in the Company to be issued upon completion of the First Raise at a deemed issue price of \$0.035 per Share; and
- (d) subject to Shareholder approval, 25,000,000 listed Options to acquire Shares, 10,000,000 of which have an exercise price at 100% premium to the Raise Price and 15,000,000 of which have an exercise price at 200% premium to the Raise Price, all of which having an expiry date of 2 years from the date of the issue of the Options.

The issue of the Shares and Broker Options will be subject to Shareholder approval at the Company's General Meeting expected to be held on or about 6 September 2021. In the event that Shareholder approval is not obtained within 120 days of the date of the Mandate, the Company will make an equivalent cash payment equal to EverBlu based on a Black-Scholes model valuation, however not to exceed a total amount of \$300,000.

The Mandate expires twelve (12) months from the date of the Mandate, at which time the parties may mutually agree to extend the Mandate. In the event that EverBlu is not successful in raising a minimum of \$2 million through the issue of Shares at the Raise Price under the First Raise and raising a minimum of \$3 million pursuant to the Second Raise, the Company may terminate the Mandate by notice.

7.8 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

7.9 Estimated expenses of Offers

The estimated expenses of the Offers are estimated to be approximately \$148,277 (excluding GST) which includes the capital raising fee, legal fees, ASIC lodgement fees, ASX quotation fees and administrative expenses. The estimated expenses will be paid out of the Company's existing working capital.

7.10 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on + 61 2 8072 1400 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.11 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing Share certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.12 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988 (Cth)* (as amended), the *Corporations Act* and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC.



Michael Di Tommaso
Chief Executive Officer
For and on behalf of
Roto-Gro International Limited

9. DEFINITIONS

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Applicant means an investor who applies for Securities pursuant to the Offers.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Board means the board of Directors unless the context indicates otherwise.

Broker Offer 1 means the offer of 10,000,000 Broker Options 1 to EverBlu (and/or its nominees), as detailed in Section 3.3 of the Prospectus.

Broker Offer 2 means the offer of 15,000,000 Broker Options 2 to EverBlu (and/or its nominees), as detailed in Section 3.3 of the Prospectus.

Broker Options means, together the Broker Options 1 and Broker Options 2 or either of them (as applicable).

Broker Options 1 means 10,000,000 Broker Options to be issued to EverBlu (and/or its nominees) exercisable at \$0.07 and expiring 2 years from the date of the issue of the Broker Options 1.

Broker Options 2 means 15,000,000 Broker Options to be issued to EverBlu (and/or its nominees) exercisable at \$0.105 and expiring 2 years from the date of the issue of the Broker Options 2.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

CAD means Canadian Dollars.

Cleansing Offer means the offer of 100 Shares in the capital of the Company at an issue price of \$0.035 per share to raise \$3.50 (before expenses).

Closing Date means the date specified in the timetable in Section 2.1 of this Prospectus (unless extended or brought forward).

Company means Roto-Gro International Limited (ACN 606 066 059).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

EverBlu means EverBlu Capital Corporate Pty Ltd (ACN 642 215 343), authorised representative of EverBlu Capital Pty Ltd (ACN 612 793 683) (Australian Financial Services Licence No. 499601).

General Meeting has the meaning given to it in Section 3.1.

Group means the group of companies which operate the Roto-Gro Business, comprising the Company, RWW, Roto-Gro Inc and their Subsidiaries.

Mandate means the mandate entered into between the Company and EverBlu for the engagement of EverBlu to provide services in relation to the Placement, the key terms of which are summarised in section 7.7 of this Prospectus.

Offers means the Placement Options Offer, Broker Offer 1, Broker Offer 2 and the Cleansing Offer, considered together and **Offer** means either one of them.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offers as specified in the timetable set out in Section 2.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Placement has the meaning given to it in Section 3.2 of this Prospectus.

Placement Options has the meaning given to it in Section 3.2 of this Prospectus.

Placement Options Offer means the offer of Placement Options, as detailed in Section 3.2 of this Prospectus.

Placement Participant means any person who participated in the Placement.

Placement Shares has the meaning given to it in Section 3.2 of this Prospectus.

Prospectus means this prospectus.

Roto-Gro Business means the business carried on by the Group from time to time, and as at the date of the Prospectus, includes the production and sale of the Roto-Gro Garden Systems and the Fertigation Systems.

Roto-Gro Garden Systems means the Group's patented and proprietary Rotational Garden Systems.

Roto-Gro Inc means Roto-Gro Inc, a wholly-owned subsidiary of the Company as at the date of the Prospectus.

RWW means Roto-Gro World Wide (Canada) Inc, a wholly owned subsidiary of the Company as at the date of the Prospectus.

Section means a section of this Prospectus.

Securities means the Shares and/or Options on issue in the Company, as the context requires.

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

Shareholder means a shareholder of the Company.

Share Registry means Computershare Investor Services Pty Ltd (ACN 078 279 277).

How to complete this Application Form

A Number of Options applied for

Enter the number of Options you wish to apply for.

B Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Options applied for in Step A by the issue price.

C Applicant Name(s)

Enter the full name you wish to appear on the statement of securityholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F CHES

Roto-Gro International Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Options issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Roto-Gro International Limited and allocated a Securityholder Reference Number (SRN).

G Payment

Make your **cheque, bank draft or money order** payable in Australian dollars to **'Roto-Gro International Limited'** and cross it **'Not Negotiable'**. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Receipts will not be forwarded. Funds **cannot** be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application Form relates. By lodging the Application Form, the Applicant agrees that this Application for Options in Roto-Gro International Limited is upon and subject to the terms of the Prospectus and the Constitution of Roto-Gro International Limited, agrees to take any number of Options that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (CIS) by no later than 5.00pm AEST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited

GPO Box 52, MELBOURNE VIC 3001

Neither CIS nor Roto-Gro International Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Options. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the issuer. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund



Broker Offer 1 Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker, accountant or other professional advisor without delay. You should read the Roto-Gro International Limited Prospectus dated 23 July 2021 and any relevant Supplementary Prospectus (if applicable) (**Prospectus**), carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus (whether in paper or electronic form).

A I/we apply for

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B I/we lodge full Application Monies

\$

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Broker Options exercisable to EverBlu Capital Pty Ltd (and/or its nominees) per Option or such lesser number of Options which may be allocated to me/us, each expiring 2 years from the date of issue of the Broker Options (**Broker Offer 1**).

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name	Given Name(s)	Surname

Joint Applicant 2 or Account Designation

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Joint Applicant 3 or Account Designation

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D Enter the postal address - include State and Postcode

Unit	Street Number	Street Name or PO Box/Other information

City/Suburb/Town	State	Postcode

E Enter your contact details

Contact Name

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Telephone Number - Business Hours

(

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F CHESSE Participant

Holder Identification Number (HIN)

X

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Please note that if you supply a CHESSE HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESSE, your Application will be deemed to be made without the CHESSE HIN, and any Options issued as a result of the Offer will be held on the issuer sponsored subregister.

G Cheque Payment details

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque						
				\$ <table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>						

Make your cheque, bank draft or money order payable to 'Roto-Gro International Limited' and cross it 'Not Negotiable'.

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Prospectus and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Roto-Gro International Limited.

See overleaf for completion guidelines →

How to complete this Application Form

A Number of Options applied for

Enter the number of Options you wish to apply for.

B Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Options applied for in Step A by the issue price.

C Applicant Name(s)

Enter the full name you wish to appear on the statement of securityholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F CHES

Roto-Gro International Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Options issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Roto-Gro International Limited and allocated a Securityholder Reference Number (SRN).

G Payment

Make your **cheque, bank draft or money order** payable in Australian dollars to **'Roto-Gro International Limited'** and cross it **'Not Negotiable'**. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Receipts will not be forwarded. Funds **cannot** be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application Form relates. By lodging the Application Form, the Applicant agrees that this Application for Options in Roto-Gro International Limited is upon and subject to the terms of the Prospectus and the Constitution of Roto-Gro International Limited, agrees to take any number of Options that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (CIS) by no later than 5.00pm AEST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited

GPO Box 52, MELBOURNE VIC 3001

Neither CIS nor Roto-Gro International Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

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Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

How to complete this Application Form

A Number of Options applied for

Enter the number of Options you wish to apply for.

B Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Options applied for in Step A by the issue price.

C Applicant Name(s)

Enter the full name you wish to appear on the statement of securityholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

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Correct forms of registrable title(s)

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Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

How to complete this Application Form

<p>A Number of Shares applied for Enter the number of 100 Shares you wish to apply for.</p>	<p>E Contact Details Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.</p>
<p>B Application Monies Enter the Application Monies of \$3.50.</p>	<p>F CHES Roto-Gro International Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Roto-Gro International Limited and allocated a Securityholder Reference Number (SRN).</p>
<p>C Applicant Name(s) Enter the full name you wish to appear on the statement of securityholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.</p>	<p>G Payment Make your cheque, bank draft or money order payable in Australian dollars to 'Roto-Gro International Limited' and cross it 'Not Negotiable'. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Receipts will not be forwarded. Funds cannot be directly debited from your bank account.</p>
<p>D Postal Address Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.</p>	

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Correct forms of registrable title(s)

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