4 April 2019

Attn: Manager of ASX Announcements
Australian Securities Exchange
Level 40 Central Park
152-158 St George's Terrace
Perth WA 6000

NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT

The Directors of Roots Sustainable Agricultural Technologies Limited (ASX: ROO, **Roots** or **Company**) provide a notice for the purposes of section 708A(5)(e) of the Corporations Act 2001.

The Company has issued 2,040,779 Chess Depository Interests (CDIs) as per the attached Appendix 3B. These CDIs above are part of a class of securities quoted on ASX and may be subject to a subsequent offer for sale. The Company issued the CDIs above without a disclosure document to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (the Act).

As at the date of this notice, the Company has complied with:

a)   the provisions of Chapter 2M of the Act as they apply to the Company; and
b)   section 674 of the Act.

As at the date of this notice, other than as set out below, there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

For and on behalf of the Board

Sarah Smith
(Company Secretary)

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Roots Sustainable Agricultural Technologies Ltd

ARBN

619 754 540 – A Company Registered in Israel

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	1. Chess Depository Interests (CDIs) 2. Chess Depository Interests 3. Chess Depository Interests 4. No issue – lapse of unvested Performance Rights
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1. 1,820,779 2. 220,000 3. 66,666 4. Lapse of 133,334 unvested Performance Rights
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	1. CDIs 2. CDIs 3. CDIs 4. Lapse of unvested Performance Rights

+ See chapter 19 for defined terms.

4	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. Yes 2. Yes 3. Yes 4. n/a

5	Issue price or consideration	1. Deemed issue price of $0.077 per CDI 2. Deemed issue price of $0.10 per CDI 3. Nil – CDIs issued on conversion of Performance Rights 4. n/a

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1. CDIs issued to contractors of the Company in lieu of cash fees for services provided 2. CDIs issued to a consultant of the Company in lieu of cash fees for services provided 3. Conversion of Performance Rights issued to David Sharma on 19 June 2018. The Performance Rights converted upon satisfaction of the following Milestone: *"Completion of 12 months of continuous service to the Company"* 4. n/a

6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the ⁺securities the subject of this Appendix 3B,* and comply with section 6i	Yes

6b	The date the security holder resolution under rule 7.1A was passed	28 May 2018

⁺ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	1. 1,820,779 CDIs 2. 220,000 CDIs

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

6f	Number of +securities issued under an exception in rule 7.2	66,666 CDIs Exception 4 – An issue on the conversion of convertible securities

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 3,778,737 7.1A 6,403,333

7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix	4 April 2019

Number	+Class

8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	48,965,458	CDIs

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	18,758,654	CDIs *(subject to escrow until 6 December 2019)*
		1,655,000	Options exercisable at $0.01 cents each expiring 30 November 2022
		1,935,484	Options exercisable at $0.14 each expiring 19 August 2020
		5,933,333	Performance Rights *(Subject to Performance Milestones) (subject to escrow until 6 December 2019)*

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There is currently no dividend policy for the Company

Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	

18	Names of countries in which the entity has security holders who will not be sent new offer documents	

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19	Closing date for receipt of acceptances or renunciations	

20	Names of any underwriters	

21	Amount of any underwriting fee or commission	

22	Names of any brokers to the issue	

23	Fee or commission payable to the broker to the issue	

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	

25	If the issue is contingent on security holders' approval, the date of the meeting	

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	

28	Date rights trading will begin (if applicable)	

29	Date rights trading will end (if applicable)	

30	How do security holders sell their entitlements *in full* through a broker?	

+ See chapter 19 for defined terms.

31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	

32	How do security holders dispose of their entitlements (except by sale through a broker)?	

33	⁺Issue date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34   Type of ⁺securities
      (*tick one*)

(a)   ☒   ⁺Securities described in Part 1

(b)   ☐   All other ⁺securities

   Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35   ☐   If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders – To be advised when issued

36   ☐   If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories – To be advised when issued
           1 - 1,000
           1,001 - 5,000
           5,001 - 10,000
           10,001 - 100,000
           100,001 and over

37   ☐   A copy of any trust deed for the additional ⁺securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of ⁺securities for which ⁺quotation is sought	N/A

39	⁺Class of ⁺securities for which quotation is sought	N/A

40	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another ⁺security, clearly identify that other ⁺security)	N/A

42	Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in clause 38)	Number	⁺Class

+ See chapter 19 for defined terms.

Quotation agreement

1   +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2   We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

   Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3   We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4   We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: 4 April 2019
                Company secretary

Print name: Sarah Smith

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	61,000,000
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	2,966,667 (CDIs issued 16 May 2018 on vesting and conversion of performance rights) 66,666 (CDIs issued 19 June 2018 on vesting and conversion of performance rights)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
"A"	64,033,333

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*

+ See chapter 19 for defined terms.

Multiply "A" by 0.15	9,605,000

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used

Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	200,000 Performance Rights issued 19 June 2018 1,650,000 Collateral CDIs issued 19 February 2019 1,935,484 Unlisted Options (Tranche 1) issued 19 February 2019 1,820,779 CDIs issued 15 March 2019 220,000 CDIs issued 15 March 2019
"C"	5,826,263

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1

"A" x 0.15 *Note: number must be same as shown in Step 2*	9,605,000
Subtract "C" *Note: number must be same as shown in Step 3*	5,826,263
Total ["A" x 0.15] – "C"	3,778,737 *Note: this is the remaining placement capacity under rule 7.1*

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	64,033,333
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	6,403,333
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	
"E"	Nil

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	6,403,333
Subtract "E" *Note: number must be same as shown in Step 3*	Nil
Total ["A" x 0.10] – "E"	6,403,333 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.