



## Announcement Summary

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**Entity name**

ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD

**Announcement Type**

New announcement

**Date of this announcement**

25/11/2022

**The Proposed issue is:**

☒ A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Options exercisable at \$0.005; expiry date of 5 years from the date of issue	154,219,903

**Proposed +issue date**

31/1/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ARBN

**Registration Number**

619754540

**1.3 ASX issuer code**

ROO

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

25/11/2022

**1.6 The Proposed issue is:**☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	31/1/2023	<input checked="" type="checkbox"/> Estimated	No

## Comments

Shareholder approval is required for the issue of options to Everblu Capital as part of their Lead Manager fee for the Entitlement Offer as per Prospectus lodged with ASX on 25 November 2022.

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

## Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options exercisable at \$0.005; expiry date of 5 years from the date of issue



### +Security type

Options

### Number of +securities proposed to be issued

154,219,903

### Offer price details

#### Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

#### Please describe the consideration being provided for the +securities

The options are proposed to be issued to Everblu Capital for Lead Manager services in relation to the Entitlement Issue.  
The options will be subject to shareholder approval.

#### Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

193,950.000000

#### Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ No

#### If some of the issued +securities do not rank equally

#### Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☒ No

#### Provide the estimated non-ranking end period

31 January 2028 (estimated expiry date of options)

#### Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Upon exercise and conversion of the options into ordinary CDIs, the securities will rank equally with the existing class of CDIs on issue.

### Options details

#### +Security currency

AUD - Australian Dollar

#### Exercise price

AUD 0.0050

#### Expiry date

31/1/2028

#### Details of the type of +security that will be issued if the option is exercised

ROO : CHESS DEPOSITARY INTERESTS 1:1

#### Number of securities that will be issued if the option is exercised

One fully paid CDI (ASX: ROO)



**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

The terms and conditions of the options are detailed in Section 4.2 of the Prospectus lodged with ASX on 25 November 2022.

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## Part 7C - Timetable

### 7C.1 Proposed +issue date

31/1/2023

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## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

☒ Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

31/1/2023

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

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## Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ No

**7E.2 Is the proposed issue to be underwritten?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**



## Part 7F - Further Information

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### 7F.01 The purpose(s) for which the entity is issuing the securities

The options are proposed to be issued to Everblu Capital for Lead Manager services provided in relation to the Entitlement Offer per the Prospectus lodged on 25 November 2022. The options will be subject to shareholder approval.

### 7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

### 7F.2 Any other information the entity wishes to provide about the proposed issue

The number of options to be issued to Everblu Capital will be the same number of options issued under the Entitlement Offer (per the Prospectus lodged on 25 November 2022) less 10%. This will be a maximum of 154,219,903 options if the Entitlement Offer is fully subscribed.

### 7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a +disclosure document or +PDS for the +securities proposed to be issued