

**Second Supplementary Prospectus****1 Important information**

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This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the replacement prospectus dated 5 December 2016 (**Prospectus**) and supplementary prospectus dated 19 December 2016 (**Supplementary Prospectus**) issued by Roto-Gro International Limited (**Company**). This is the second supplementary prospectus lodged with ASIC in relation to the Offer.

This Second Supplementary Prospectus is dated 18 January 2017 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day.

Neither ASIC, ASX nor any of their respective officers take any responsibility as to the contents of this Second Supplementary Prospectus or the merits of the investment to which this Second Supplementary Prospectus relates.

Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Second Supplementary Prospectus, the Supplementary Prospectus and the Prospectus, this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus will be issued with the Prospectus and Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.rotogro.com.au](http://www.rotogro.com.au).

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

**2 Supplementary Information**

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- (a) The purpose of this Second Supplementary Prospectus is to extend the Closing Date of the Offer under the Prospectus. The Closing Date of the Offer as provided in section 11.3 and section 17 of the Prospectus is amended to 20 January 2017.
- (b) The indicative timetable set out at section 1 of the Prospectus is deleted and replaced with the following:

Prospectus lodged with ASIC	5 December 2016
Opening Date of the Offer	5 December 2016
Supplementary Prospectus lodged with ASIC	19 December 2016
Second Supplementary Prospectus lodged with ASIC	18 January 2017
Closing Date of the Offer	20 January 2017
Issue of Shares under the Prospectus	3 February 2017
Quotation of Shares on ASX	10 February 2017

Please note that the above timetable is indicative only, and may change. The Company reserves the right to extend the Closing Date or close the Offer early without notice, in its absolute discretion.

Quotation of shares on ASX is at the discretion of ASX and is subject to the Company satisfying the listing requirements of ASX.

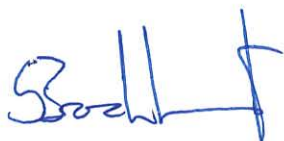
### **3 Directors' Authorisation**

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This Second Supplementary 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 Second Supplementary Prospectus with ASIC.

Dated: 18 January 2017



Stephen Brockhurst

Director

Signed for and on behalf of

Roto-Gro International Limited