



MARKET RELEASE

8 February 2017

Roto-Gro International Limited

PRE-QUOTATION DISCLOSURE

Roto-Gro International Limited (the "Company") was admitted to the Official List of ASX Limited on Wednesday 8 February 2017.

Official Quotation of the Company's securities will commence at 1:30pm AEDT (10:30am WST) on Friday 10 February 2017.

The following information is released as pre-quotation disclosure.

1. Appendix 1A and Information Form and Checklist.
2. Distribution schedule.
3. Top 20 holders.
4. The Company's constitution.
5. The Replacement Prospectus.
6. The Supplementary Prospectus
7. The Second Supplementary Prospectus.
8. The Third Supplementary Prospectus.
9. The Company's securities trading policy.
10. Corporate Governance Statement.
11. The Company's audited accounts for the period from 27 May 2015 to 30 June 2016.
12. The audited accounts of Roto-Gro World Wide Inc ("RWW") for the year ended 30 June 2016.
13. A statement confirming the following:



- 13.1. the satisfaction of the condition precedents to, and completion of, the Share Sale Agreement, including the issue of 40,000,000 fully paid ordinary shares, and the issue of 30,000,000 performance rights (Class A, B, C and D);
 - 13.2. the satisfaction of the condition precedents to, and completion of, the Sale and Purchase Option Agreement, including the issue of 10,000,000 fully paid ordinary shares;
 - 13.3. the satisfaction of the condition precedents to, and completion of the Patent License Agreement;
 - 13.4. the satisfaction of the condition precedents to, and completion of the Trademark License Agreement;
 - 13.5. an updated pro forma based on actual funds raised as at 31 December 2016;
 - 13.6. an updated statement of commitments;
 - 13.7. that there has not been any material event which has occurred subsequent to the preparation of the consolidated statement of financial position; and
 - 13.8. that there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus.
14. A statement setting out the number of securities subject to ASX restrictions and the restriction period applied to those securities

Security Code: RGI

Hayley Pratt
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