



Announcement Summary

Entity name

ROTO-GRO INTERNATIONAL LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday December 31, 2019

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
n/a	OPTIONS EXERCISABLE AT 20 CENTS EXPIRING 2 YEARS FROM DATE OF ISSUE	200,000
RGI	ORDINARY FULLY PAID	400,000

Proposed issue date

Tuesday March 31, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ROTO-GRO INTERNATIONAL LIMITED

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.

1.2 Registered Number Type

ACN

Registration Number

606066059

1.3 ASX issuer code

RGI

1.4 The announcement is

New announcement

1.5 Date of this announcement

Tuesday December 31, 2019

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 - Are any of the below approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity required to be given/met for the placement or other type of issue

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Tuesday March 31, 2020	<input checked="" type="checkbox"/> Estimated	

Comments

Part 7B - Issue details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

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)?
 Existing class

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

Details of +securities proposed to be issued

ASX +Security Code and Description

RGI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

400,000

**Purpose of the issue**

Part of the placement made in December 2019, where capital raised would be used for the development of the anticipated Health Canada Cultivation Licence for Cannifarms and to provide working capital and inventory for the Company's Thailand and Freshro Partnerships, as announced to the market on 18 December 2019.

Offer price details for retail security holders

Issue Currency	Offer Price or consideration per +security	Estimated or Actual?
AUD - Australian Dollar	AUD 0.12500	<input checked="" type="checkbox"/> Actual

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Attaching +Security

Is the proposed attaching 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

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +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 20 CENTS EXPIRING 2 YEARS FROM DATE OF ISSUE

+Security Type

Options

Maximum Number of +securities proposed to be issued

200,000

Offer price details for retail security holders



Issue Currency

AUD - Australian Dollar

Offer Price or consideration per +security

AUD 0.00001

Estimated or Actual?

Estimated

Oversubscription & Scale back details

May a scale back be applied to this event?

No

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

Yes

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.2000

Expiry date

Thursday March 31, 2022

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

RGI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Part 7C - Timetable

7C.1 Proposed issue date

Tuesday March 31, 2020

Part 7D - Listing Rule requirements

7D.1 Are any of the +securities proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No



7D.2 Are any of the +securities proposed to be issued without security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.3 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

No

7D.4 Will any of the +securities to be issued be +restricted securities for the purposes of the Listing Rules?

No

7D.5 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Lead Manager/Broker & Underwriter details

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

Yes

7E.1a Who is the lead manager/broker?

Baker Young Stockbrokers were the lead manager of this placement.

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

6% of the funds raised in December 2019

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

N/A

Part 7F - Further Information

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

N/A