



ROTOGRO

ASX Release

30 August 2021

RotoGro Establishes Advisory Board with the Appointment of Keith Merker and Peter Kampian

Highlights

- RotoGro establishes an Advisory Board to expand its reach in the lawful cannabis and perishable food industries, particularly in the indoor vertical farming space.
- Keith Merker is an entrepreneur who was the past Chief Executive Officer of WeedMD Inc. (now known as Entourage Health Corp.) and a pioneer in the legal Canadian cannabis market.
- Peter Kampian is a financial executive with extensive public company experience. He is currently the Audit Chair of Harbourside Inc. (a publicly traded cannabis company listed on the Canadian Securities Exchange (“CSE”) and Aduro Clean Technologies Inc. (a developer of water-based recycling technologies listed on the CSE). Mr Kampian was the CFO of Mettrum Health Corp, one of the first legal cannabis licensees in Canada, which had a successful exit to Canopy Growth Inc in 2017.

Roto-Gro International Limited (“**RotoGro**” or the “**Company**”) is pleased to announce that Keith Merker and Peter Kampian have joined RotoGro’s inaugural Advisory Board effective immediately.

RotoGro’s CEO, Michael Di Tommaso, states, “Mr. Merker and Mr. Kampian are welcomed additions to RotoGro’s team. Their appointment to our first Advisory Board is an important step, further broadening our depth of executive experience. Both Keith and Peter have extensive knowledge of the lawful cannabis industry, as well as important connections with C-suite executives in both the lawful cannabis and perishable foods spaces. They are eager to assist the Company through our current growth stage and beyond. We look forward to leveraging their extensive capital market experience and contacts throughout the agricultural sector. Their expertise in our market spaces and their adoption of the Company’s objectives is expected to bring added value to RotoGro’s shareholders and to advance the Company’s mission.”

Keith Merker states, “I am a big believer in the future of localised and efficient vertical farming and

Registered and Business Office

Level 5, 126 Philip Street
Sydney NSW 2000
T: 61 2 8072 1400
E: info@rotogro.com

Directors

Michael Carli (Non-Executive Chairman)
Michael Di Tommaso (Executive Director)
Matthew O’Kane (Non-Executive Director)
Terry Gardiner (Non-Executive Director)

Chief Financial Officer

Karla Mallon

Company Secretary

Andrew Palfreyman





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look forward to assisting RotoGro in achieving its potential.”

Peter Kampian states, “I am excited to join the RotoGro team and help unlock the tremendous value of the technology and opportunity.”

About RotoGro’s Advisory Board

RotoGro is an agricultural technology company focused on partnership and supply opportunities in the indoor vertical farming space for both perishable foods and lawful cannabis. RotoGro designs and manufactures state-of-the-art technology that solves the challenges of the evolving vertical farming industry. The RotoGro Rotational Garden Systems and supporting full-facility automation technology produce industry-leading yields at significantly lower operating costs when compared to other indoor vertical farming methods. RotoGro provides full facility designs, equipment, installation services, and technical support, all fully customised to fit the specific needs of each of its customers.

The Company has initiated an Advisory Board to help capitalise on the plethora of opportunities in the indoor vertical farming industry for both lawful cannabis and perishable foods.

Most recently, Keith Merker built WeedMD Inc. (now known as Entourage Health) from concept into a Health Canada licensed and publicly-traded company with several licensed facilities and more than 300 employees. He is a well-versed executive in the lawful cannabis industry who brings extensive knowledge and relationships to RotoGro to further its ambition of becoming the leading technology partner and supplier to the indoor vertical farming industry for both lawful cannabis and perishable foods. His ambitions align well with the Company objectives to be technology partners in the indoor vertical farming industry for both lawful cannabis and perishable foods.

Peter Kampian is a financial executive with vast public company knowledge. He is currently the Audit Chair of Harbourside Inc., a publicly traded cannabis company on the Canadian Securities Exchange (“CSE”), and Aduro Clean Technologies Inc., a developer of water-based technologies for recycling plastics and heavy oil, listed on the CSE. Mr Kampian has been involved in the restructuring of several public and private cannabis companies. Previously, Mr. Kampian was the Chief Financial Officer of Algonquin Income Fund where he led a number high-value acquisitions, a Director of CannaRoyalty Corporation, a brands and distribution cannabis company in California, along with a number of other successful ventures in which he was the direct lead person. He was also the Chief Financial Officer of

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Mettrum Health Corporation, which was acquired by Canopy Growth Corporation in 2017 for CAD \$430M.

Consultancy Agreement with Advisory Board members

The Company has engaged the services of Mr Merker and Mr Kampian via a Consultancy Agreement for a term of 12 months (**Consultancy Agreement**). The aggregate securities payable by the Company under the Consultancy Agreement, to be apportioned equally, are as follows:

- 4,000,000 options exercisable at A\$0.04 each on or before the date which is 3 years from the date of issue, such options to vest in the below tranches:
 - 400,000 options to vest 5 business days from the date of the Consultancy Agreement (**First Tranche**); and
 - 300,000 options to vest each month commencing on the 1-month anniversary of the vesting of the First Tranche for a period of 12 months,
- subject to shareholder approval, the issue of 2,000,000 options exercisable at A\$0.04 each on or before the date which is 3 years from the date of issue, and vest in equal monthly tranches for a period of 12 months.

The Consultants will be paid a monthly fee by the Company, and will receive a remuneration structure in accordance with industry standards for introducing and procuring transactions on behalf of the Company which are successfully completed during the term of the Agreement and for 24 months following the termination of the Agreement.

--ENDS--

This announcement is authorised for release to the market by the Board of Directors of Roto-Gro International Limited.



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For more information please contact:

Investment Enquiries

Kirstie DeNicola

Media Relations

info@rotogro.com

About Roto-Gro International Limited

Roto-Gro International Limited (“**RotoGro**”) is an Australian agricultural technology company. RotoGro utilises its state-of-the-art, automated agricultural cultivation technology to provide sustainable and cost-effective solutions to the thriving indoor vertical farming market. The Company’s global operations are focused supplying its proprietary, patented, and patents-pending technology to the indoor vertical farming space for both perishable food (produce) and lawful cannabis.

The core of RotoGro’s technology is its patented Rotational Garden Systems, which provide optimised yields per square meter and significantly lower operating costs when compared to other indoor vertical farming technologies. RotoGro’s Rotational Garden Systems are supported by its proprietary Enterprise Edition iGrow software, state-of-the-art nutrient management system, automation technologies, and in-house design and engineering services.

RotoGro’s in-house engineering teams provide consultative services for full facility designs to produce state-of-the-art facilities equipped with RotoGro’s technology. Further, RotoGro’s research and design team works with its existing customers to ensure their long-term success cultivating high-quality crops.

RotoGro has formalised a collaboration with Verity Greens Inc. for the cultivation of perishable foods (produce). This venture is reliant upon RotoGro’s technology to produce greater yields with lower operating costs. In addition, RotoGro continues to nurture relationships for technology sales and growing management services in the lawful cannabis cultivation space, globally.

RotoGro maintains its focus on expansion into industry-specific synergistic opportunities and exploring strategic partnerships in both the perishable food (produce) and the lawful cannabis space.



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