



ROTOGRO

ASX Release

5 October 2021

CEO Employment Agreement

Roto-Gro International Limited (ASX:RGI) (“**RotoGro**” or the “**Company**”) is pleased to announce that it has entered into a new employment agreement with the Company’s Chief Executive Officer, Mr Michael Di Tommaso (**Employment Agreement**).

Mr Di Tommaso was appointed to the role of CEO on 25 January 2021, having previously held the position of Chief Operations Officer. He was appointed an Executive Director of the Company on 30 June 2019.

In accordance with ASX Listing Rule 3.16.4, RotoGro discloses the following material terms of the Employment Agreement:

Position	Chief Executive Officer
Term	Employment to continue until terminated in accordance with the terms of the Employment Agreement.
Fixed Remuneration	CAD\$216,000
Incentive Securities	<p>Subject to shareholder approval, Mr Di Tommaso is entitled to the granting of the following securities under the Company’s Employee Incentive Plan:</p> <ul style="list-style-type: none">• 14,000,000 unquoted options (each option converts into 1 fully paid ordinary share upon exercise) with an exercise price of A\$0.06 and expiring on the third anniversary of the date of issue; and• 13,000,000 unquoted options (each option converts into 1 fully paid ordinary share upon exercise) with an exercise price equal to the 5-day VWAP of the Company’s shares as at the date of the Employment Agreement, on the below terms:

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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	<ul style="list-style-type: none">○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.06 from the date of the Employment Agreement to 31 December 2022;○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.09 from the date of the Employment Agreement to 31 December 2022;○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.12 from the date of the Employment Agreement to 31 December 2023;○ 2,500,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.15 from the date of the Employment Agreement to 31 December 2023; and○ 3,000,000 options vest upon the 20-day VWAP of the Company's shares (as traded on ASX or another recognised exchange) being equal to or exceeding A\$0.20 from the date of the Employment Agreement to 31 December 2024.
Termination	The Company may terminate the Employment Agreement by giving 6 months' written notice. Mr Di Tommaso may terminate the Employment Agreement by giving 3 months' written notice.

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Post-Employment Restraint	A restraint period of six months applies after the date of termination in relation to a direct competitor of the Company.
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--ENDS--

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

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 optimized 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.

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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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