



ROTOGRO

ASX Release

26 February 2021

## Clarification of Appendix 2A

Roto-Gro International Limited (ASX:RGI) (“**RotoGro**” or the “**Company**”) wishes to clarify certain matters relating to the 25,507,567 options (“**Placement Options**”) and 6,000,000 options (“**Broker Options**”) the subject of the Company’s Appendix 2A released on 24 February 2021 (“**Appendix 2A**”).

Upon their issue on 24 February 2021 the Placement and Broker Options, the issue of which was approved at the Company’s General Meeting held on 18 February 2021, were allocated to an incorrect security code by the share registry within CHESS. The Company understands that the allocation has been cancelled and all trades in relation to the Placement and Broker Options since their issue will not be processed and have been cancelled as a result of the error.

The Company further advises that:

- a) the Appendix 2A is retracted;
- b) it will issue a Prospectus in compliance with the provisions of the *Corporations Act 2001* (Cth) (“**Act**”) and satisfy all relevant ASX quotation requirements in respect of the quotation of the Placement and Broker Options;
- c) the Placement and Broker Options will not be quoted until the Company has complied with the relevant provisions of the Act and the ASX Listing Rules; and
- d) it will release a further Appendix 2A seeking quotation of the Placement and Broker Options once it has satisfied the criteria for the quotation of those securities.

The Company is also aware of an error in the wording of Resolution 3 of the Notice of Meeting dated 20 January 2021 (“**Notice**”), which sought shareholder approval for the issue of the Placement Options. The resolution wording noted that the Placement Options would be exercisable “on or before 2 years from issue”, which was incorrect. The correct expiry date of the Placement Options is 31 December 2023, as set out in the full terms of the Placement Options that were included in Annexure A to the Notice, along with in the Explanatory Statement of the Notice and the Company’s

#### Registered and Business Office

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#### 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

Melanie Leydin

#### Company Secretary

Melanie Leydin





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ASX announcement (and associated Appendix 3B) of 24 November 2020 announcing the Placement (titled '*RotoGro Successfully Raises \$1.53M in Well-Supported Placement to Drive Roll-out of its Perishable Food & Vertical Farming Divisions*').

The Company's current capital structure therefore constitutes the following securities:

Total number of securities and description
227,470,032 Fully Paid Ordinary Shares
9,000,000 Class D Performance Rights
1,000,000 Class B Hanson Performance Shares
1,000,000 Class C Hanson Performance Shares
2,000,000 Class D Hanson Performance Shares
9,186,360 Class B Roto-Gro Inc Performance Shares
11,650,000 Options exercisable at \$0.3225 on or before 24 December 2021
9,128,000 Options exercisable at \$0.20 on or before 11 November 2022
1,491,250 Options exercisable at \$0.20 on or before 7 December 2022
31,507,567 Options exercisable at \$0.05 on or before 31 December 2023

For further information regarding the Company, please visit the ASX platform (ASX:RGI).

--ENDS--

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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

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## About Roto-Gro International Limited

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

The core of RotoGro’s technology is its patented Rotational Garden Systems which provides for greater space savings and yields with lower operating costs compared to other farms utilising different technologies. RotoGro’s Rotational Garden Systems are supported by the Company’s proprietary iGrow Enterprise Edition software, state-of-the-art nutrient management system 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. Similarly, RotoGro’s research and design teams work 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 synergistic opportunities and exploring strategic partnerships in the perishable food (produce) space and the lawful cannabis space, while sourcing lawful cannabis cultivation license ownership opportunities, engaging in growing management services

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contracts, and providing the agricultural industry with industry-leading nutrient management systems and supporting, automated technology.

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