



ROTOGRO

ASX Release

20 April 2021

Cleansing Prospectus

RotoGro International Limited ("**ASX: RGI**", "**RotoGro**" or the "**Company**"), has today lodged with the Australian Securities and Investments Commission a prospectus pursuant to section 708A(11) of the *Corporations Act* 2001 (Cth), for the issue of up to 100 Tranche 1 Options in the Company ("**Options**") exercisable at \$0.05 on or before 31 December 2023 at an issue price of \$0.006 per Tranche 1 Option, and 100 Tranche 2 Options in the Company ("**Options**") exercisable \$0.06 on or before 31 December 2023 at an issue price of \$0.005 per Tranche 2 Option. A copy of the Cleansing Notice is attached.

The primary purpose of the Cleansing Prospectus is to remove any trading restrictions on the sale of the Tranche 1 Options issued prior to the Prospectus Date, and any Tranche 2 Options that may be issued by the Company prior to the Tranche 2 Cleansing Offer Closing Date.

This Cleansing Prospectus is substantially administrative in nature and is not issued to raise capital.

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 company which utilises its state-of-the-art, automated agricultural cultivation technology to provide sustainable and cost-effective solutions to both

Registered and Business Office

Level 4, 100 Albert Road
South Melbourne VIC 3205
T: +61 3 9692 7245
F: +61 3 9077 9233
E: info@rotogro.com.au

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





ROTOGRO

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

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Terry Gardiner (Non-Executive Director)

Chief Financial Officer

Melanie Leydin

Company Secretary

Melanie Leydin



CLEANSING PROSPECTUS

Roto-Gro International Limited
ACN 606 066 059

OFFER

For an offer of up to:

- (a) 100 Tranche 1 Options, exercisable at \$0.05 (5 cents) on or before 31 December 2023 at an issue price of \$0.006 per Tranche 1 Option to raise \$0.60 (before expenses) (**Tranche 1 Cleansing Offer**); and
- (b) 100 Tranche 2 Options, exercisable at \$0.06 (6 cents) on or before 31 December 2023 at an issue price of \$0.005 per Tranche 2 Option each to raise \$0.50 (before expenses) (**Tranche 2 Cleansing Offer**),

(collectively, the “**Offers**”).

The issue of the Tranche 2 Options under the Tranche 2 Cleansing Offer is subject to the Company obtaining the Tranche 2 Shareholder Approval at a general meeting expected to be held in late May 2021.

CLEANSING

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of the Tranche 1 Options issued prior to the Prospectus Date, and any Tranche 2 Options that may be issued by the Company prior to the Tranche 2 Cleansing Offer Closing Date.

Please refer to section 4.3 of this Prospectus for further details.

The Offers are made to investors to be identified and invited by the Company only and may not be assigned or transferred to any other party

UNDERWRITING

The Offers are not underwritten

IMPORTANT INFORMATION

This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus.

In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisors to whom potential investors may consult.

This is an important document that should be read in its entirety (including, without limitation, the risk factors set out in section 7 of this Prospectus). Please read the instructions in this document and on the accompanying Application Form regarding acceptance of an Offer which will be provided by the Company to invited investors. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. The Securities offered by this Prospectus should be considered as speculative.

Contents

1. Corporate Directory	2
2. Timetable	3
3. Important Notes	4
4. Details of the Offers	8
5. Effect of the Offers	16
6. Rights and Liabilities attaching to Shares and Offer Options	20
7. Risk Factors	24
8. Board and management	31
9. Additional Information	35
10. Directors' Authorisation	46
11. Definitions	47

1. Corporate Directory

Directors

Mr Michael Di Tommaso (Executive Director, CEO)
Mr Michael Carli (Non-Executive Chairman)
Mr Matthew O'Kane (Non-Executive Director)
Mr Terry Gardiner (Non-Executive Director)

Company Secretary**

Ms Melanie Leydin

Registered Address and Business Office**

Level 4, 100 Albert Road
South Melbourne VIC 3205

Contact Details**

Telephone: +61 (3) 9692 7245

Facsimile: + 61 (3) 9077 9233

Webpage: <https://www.rotogro.com>

Legal Advisors to the Company

Moray & Agnew Lawyers
Level 6, 505 Little Collins Street,
Melbourne VIC 3000, Australia

Auditor*

RSM Australia Partnership
Level 32, Exchange Tower
2 The Esplanade
Perth WA 6000, Australia

Share Registry*

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067, Australia

ASX Code

RGI

RGIO

**These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.*

*** As per the announcement made by the Company on 12 April 2021, Ms Melanie Leydin has resigned as Company Secretary. She will remain as Company secretary until 30 April 2021 or earlier if a replacement is appointed. The contact details of the Company (including, the registered address, business office and contact numbers) may also change upon the appointment of a replacement Company secretary. The Company will advise of the new Company Secretary appointment, as well as the contact details (including, registered address, business office and contact number) in due course.*

2. Timetable

Indicative timetable*	
Announcement of the Offers	Tuesday 20 April 2021
Lodgement of the Prospectus with ASIC and ASX	Tuesday 20 April 2021
Opening date of the Tranche 1 Cleansing Offer and the Tranche 2 Cleansing Offer	Tuesday 20 April 2021
Closing date of the Tranche 1 Cleansing Offer	Tuesday 27 April 2021
Allotment of the Tranche 1 Options under the Tranche 1 Cleansing Offer	Wednesday 28 April 2021
Expected quotation of the Tranche 1 Options under the Tranche 1 Cleansing Offer	Thursday 29 April 2021
General Meeting to obtain the Tranche 2 Shareholder Approval for the issuance of the Tranche 2 Placement Options and the Tranche 2 Broker Options	Friday 28 May 2021
Closing date of the Tranche 2 Cleansing Offer	Tuesday 1 June 2021
Allotment of the Tranche 2 Options under the Tranche 2 Cleansing Offer	Wednesday 2 June 2021
Despatch of holding statements in respect of the Tranche 2 Options issued under the Tranche 2 Cleansing Offer	Thursday 3 June 2021
Expected quotation of the Tranche 2 Options under the Tranche 2 Cleansing Offer	Thursday 3 June 2021

**The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Dates and the date of the General Meeting to obtain the Tranche 2 Shareholder Approval for the issuance of the Tranche 2 Placement Options and the Tranche 2 Broker Options, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. This may include extending the Offers or accepting late Applications either in general or in particular cases. Any extension of a Closing Date with respect to an Offer will have a consequential effect on the dates of issuance and quotation of the Offer Options issued under the Offer.*

The Company also reserves the right not to proceed with either or both of the Offers at any time before the issue of Securities to the Applicants under the Offers.

The commencement of quotation of the Tranche 1 Options and the Tranche 2 Options under the Offers is subject to confirmation from ASX.

The Tranche 2 Cleansing Offer is conditional on the Company obtaining the Tranche 2 Shareholder Approval for the issuance of the Tranche 2 Placement Options and the Tranche 2 Broker Options.

3. Important Notes

This Prospectus is dated 20 April 2021. A copy of this Prospectus was lodged with ASIC on 20 April 2021. Neither ASIC, ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. Within seven (7) days of the date of this Prospectus, the Company will make an application to ASX for the Offer Options offered pursuant to this Prospectus to be admitted for quotation on ASX.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus carefully and in its entirety and seek professional advice where necessary before deciding to subscribe for Securities in the Company. The Securities the subject of this Prospectus should be considered highly speculative.

An Offer of Offer Options under this Prospectus is only available to those who are personally invited to accept the Offer by the Company. Applications for the Offer Options offered pursuant to this Prospectus can only be made pursuant to the original Application Form which will be provided by the Company to invited investors.

This Prospectus is a transaction specific prospectus for an offer of Options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

The Prospectus is intended to be read in conjunction with information about the Company which is publicly available and has been notified to ASX. Therefore this Prospectus does not include all information generally required to be included in a document of this type.

3.1 Investment decisions

The information contained in this Prospectus is not, and do not constitute, financial product advice and is not intended to be relied on as advice.

The Offers contained in this Prospectus do not take into account the investment objectives, financial situation and particular needs of any Applicant or invited investor. Before deciding to invest in the Company, potential investors should read the entire Prospectus and in particular the risk factors that could affect the future operations and activities of the Company and consult their professional advisers. An investment in the Securities should be considered speculative.

3.2 Risk Factors

Potential investors should be aware that subscribing for the Offer Options offered pursuant to this Prospectus involves a number of risks. The key risk factors of which investors should be aware of are set out in section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Offer Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for the Offer Options pursuant to this Prospectus.

3.3 Forward-Looking Statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'plan', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future invests and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees, nor assurances, of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management. We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company does not intend to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 7 of this Prospectus.

3.4 Statement of Past Performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

3.5 Restriction on Offers

No action has been taken to permit an offer of the Offer Options under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

No action has been taken to register or qualify the Offer Options, or otherwise to permit a public offering of the Offer Options in any jurisdiction outside Australia.

This Prospectus does not constitute an offer of, or an invitation to subscribe for, Securities in any jurisdiction where, or to any person whom, such an offer or invitation would be unlawful.

3.6 Disclaimer

This Prospectus has been prepared by the Company. No party other than the Company has authorised or caused the issue of this Prospectus or takes responsibility for, or makes any statements, representations or undertakings in, this Prospectus.

No person is authorised to give any information or to make any representations in connection with the Offers which is not contained in this Prospectus. Any information or representation

not contained in this Prospectus may not be relied on as having been authorised by the Company in connection with the Offers.

No person named in this Prospectus guarantees the Company's performance or any return on investment made pursuant to this Prospectus. Any references to information on the Company's website are provided for convenience only. No document or other information included on the Company's website is incorporated by reference into this Prospectus.

3.7 Publicly Available Information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offers.

3.8 Expiry Date

No Offer Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

3.9 Additional Copies of Prospectus

Additional copies of this Prospectus are available at the registered office of the Company during the period of the Offers. The Corporations Act prohibits any person from passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

3.10 Electronic Prospectus

A copy of this Prospectus can be downloaded from the ASX website. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person from passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge prior to the Tranche 2 Cleansing Offer Closing Date by contacting the Company.

3.11 Application Forms

Please read the instructions in this Prospectus and on the accompanying Application Form regarding the acceptance of an Offer. By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for the Offer Options in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the relevant offer detailed in this prospectus and you agree to all the terms and conditions as detailed in this Prospectus.

Applications for Offer Options can only be made pursuant to the Application Forms provided by the Company to invited investors. The Corporations Act prohibits any person from passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

The Application Form provided by the Company to invited investors contains a declaration that the Applicant has personally received the complete and unaltered Prospectus prior to completing the Application Form.

3.12 Statements of Past Performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

3.13 Privacy

If you apply for Offer Options you will provide personal information to the Company and the Share Registry. This enables your Application Form to be assessed, you to be registered as the holder of Offer Options, to enter you in the Company's register of members and to enable the Company to contact you.

The Company may from time to time be required to disclose your personal information to the Australian Taxation Office, other government agencies or as required by law.

The Company and the Share Registry may disclose your personal information to its agents and service providers as authorised by the *Privacy Act 1988* (Cth) or for purposes required by the ASX Listing Rules or Corporations Act.

You may access your personal information by contacting the Share Registry and may request corrections to such personal information.

3.14 Miscellaneous

All references in this Prospectus to \$, AUD or dollars are references to Australian currency, unless otherwise stated. All references to time in this Prospectus relate to the time in Melbourne, Victoria.

Items displayed in photographs in this prospectus are not necessarily assets owned by the Company. The inclusion of photographs supplied by persons or entities other than the Company does not constitute an endorsement or recommendation by those persons or entities of the Offer Options offered under this Prospectus.

3.15 Defined terms and abbreviations

Terms and abbreviations used in this Prospectus are defined in section 11 of this Prospectus.

3.16 Enquiries

Any questions concerning the Offers should be directed to the Company Secretary on +61 (3) 9692 7245 or any alternative contact number announced by the Company following appointment of a replacement Company Secretary.

4. Details of the Offers

4.1 The Offers

By this Prospectus, the Company is making offers to investors identified by the Directors for up to:

- (a) 100 Tranche 1 Options (**Tranche 1 Cleansing Options**) at an issue price of \$0.006 to raise \$0.60 (before expenses); and
- (b) 100 Tranche 2 Options (**Tranche 2 Cleansing Options**) at an issue price of \$0.005 to raise \$0.50 (before expenses),

(collectively, the “**Offers**”).

As at the Prospectus Date, the Company has 31,507,567 Tranche 1 Options on issue. All of the Tranche 1 Cleansing Options issued under the Tranche 1 Cleansing Offer will rank equally with the Company’s existing Tranche 1 Options.

As at the Prospectus Date, the Company has no Tranche 2 Option on issue. However, the Company expects that the Tranche 2 Placement Options and the Tranche 2 Broker Options will be issued prior to the Tranche 2 Cleansing Offer Closing Date, subject to the Tranche 2 Shareholder Approval being obtained. All of the Tranche 2 Cleansing Options issued under the Tranche 2 Cleansing Offer will rank equally with the Company’s Tranche 2 Options then on issue.

All Shares issued on exercise of the Offer Options will rank equally with the Shares then on issue.

A summary of the rights and liabilities attaching to the Shares, the Tranche 1 Options and the Tranche 2 Options is set out in section 6 of this Prospectus.

Application Forms will only be provided by the Company to invited investors. All recipients of the Offer Options under the Offers will be sophisticated or professional investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act, respectively) or other investors to whom the Company can offer Securities without a disclosure statement under the Corporations Act, however no Offer Options will be issued under the Offers to Directors, related parties of the Company or any other person if the issue would be in breach of the takeover prohibition in section 606 of the Corporations Act or the ASX Listing Rules.

Tranche 2 Cleansing Offer is conditional upon the Company obtaining the Shareholder approval for the issuance of the Tranche 2 Placement Options and Tranche 2 Broker Options pursuant to ASX Listing Rule 7.1 (**Tranche 2 Shareholder Approval**). The Company intends to convene a general meeting of the Company prior to the Tranche 2 Cleansing Offer Closing Date to consider a resolution seeking this approval (**Proposed General Meeting**), which is anticipated to be held in late May 2021.

The purpose of the Offers and the intended use of funds raised are set out in sections 4.3 and 4.4 of this Prospectus respectively.

4.2 Background of the Offers

In order to help strengthen its balance sheet to drive the roll-out of its vertical farming division globally, the Company completed two private placements, raising a total of \$3,530,454 (before costs), through the issue of Shares (and subject to Shareholder Approval being obtained, free attaching Options) to a range of sophisticated and professional investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act, respectively) (**Qualified Investors**) in November 2020 and February 2021, as follows:

- (a) a placement of 38,261,350 Shares (**Tranche 1 Placement Shares**) to a range of Qualified Investors at an issue price of \$0.04 (4 cents) each, raising a total of

\$1,530,454 (before costs), as announced on 24 and 30 November 2020 (**Tranche 1 Placement**). Under the Tranche 1 Placement, each Qualified Investor who participated in, and was issued Shares under, the Tranche 1 Placement (**Tranche 1 Investor**) was to receive, for every 3 Shares subscribed for and issued under the Tranche 1 Placement, 2 free-attaching Tranche 1 Options, exercisable at \$0.05 (5 cents) each on or before 31 December 2023 (**Tranche 1 Placement Options**), subject to the Company obtaining the necessary Shareholder approval for the issuance of the those Options (if required); and

- (b) a placement of 40,000,000 Shares (**Tranche 2 Placement Shares**) to a range of Qualified Investors at an issue price of \$0.05 (5 cents) each, raising a total of \$2,000,000 (before costs), as announced on 24 February and 3 March 2021 (**Tranche 2 Placement**). Under the Tranche 2 Placement, each Qualified Investor who participated in, and was issued Shares under, the Tranche 2 Placement (**Tranche 2 Investor**) is entitled to receive, for every 3 Shares subscribed for and issued under the Tranche 2 Placement, 2 free-attaching Tranche 2 Options, exercisable at \$0.06 (6 cents) each on or before 31 December 2023 (**Tranche 2 Placement Options**), subject to the Company obtaining the necessary Shareholder approval for the issuance of those Options (if required).

Tranche 1 Placement

The Tranche 1 Placement Shares were issued on 24 November 2020.

As part of the Tranche 1 Placement, the Company agreed, subject to the Company obtaining any required Shareholder approval, to issue 6,000,000 Tranche 1 Options to the Peak Nominated Holder for broker and investor relations services rendered in October and November 2020 (**Tranche 1 Broker Options**).

A total of 25,507,567 Tranche 1 Placement Options and 6,000,000 Tranche 1 Broker Options were issued on 24 February 2021, after the Company obtained the required Shareholder approval at the 2021 General Meeting held on 18 February 2021.

Tranche 2 Placement

The Tranche 2 Placement Shares were issued on 2 March 2021, as announced on 3 March 2021.

As part of the Tranche 2 Placement, the Company agreed, subject to the Company obtaining any required Shareholder approval, to issue 6,000,000 Tranche 2 Options to the Peak Nominated Holder for broker and investor relations services rendered in February 2021 (**Tranche 2 Broker Options**).

The Company intends to issue a total of 32,666,667 Tranche 2 Placement Options and 6,000,000 Tranche 2 Broker Options prior to the Tranche 2 Cleansing Offer Closing Date, subject to the Company obtaining the Tranche 2 Shareholder Approval at the Proposed General Meeting.

The Tranche 1 Placement Options and the Tranche 1 Broker Options were issued, and subject to the Tranche 2 Shareholder Approval being obtaining, the Tranche 2 Placement Options and the Tranche 2 Broker Options are to be issued, without disclosure under Part 6D.2 of the Corporations Act and the Company is not, and will not be, able to lodge a 'cleansing notice' under section 708A(5)(e) of the Corporations Act in respect of those Options as, inter alia, they are not in a class of Securities that were quoted Securities at all times in the 3 month period preceding their issuance.

Any subsequent sale or on-sale of the Tranche 1 Placement Options, the Tranche 1 Broker Options, the Tranche 2 Placement Options and the Tranche 2 Broker Options within 12 months of their issue will therefore require a prospectus under section 707 of the Corporations Act, unless section 708A(11) of the Corporations Act is complied with.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; or
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The Prospectus has been prepared primarily to comply with section 708A(11) of the Corporations Act so that:

- (a) the Tranche 1 Investors and the Peak Nominated Holder, if they choose to, can sell the Tranche 1 Placement Options and the Tranche 1 Broker Options (as applicable); and
- (b) subject to the Tranche 2 Shareholder Approval being obtained, any Tranche 2 Placement Options and Tranche 2 Broker Options (as applicable) that may be issued to the Tranche 2 Investor and the Peak Nominated Holder (as applicable) prior to the Tranche 2 Cleansing Offer Closing Date, can be sold by them, if they choose to,

within twelve months of their issuance without the issue of a prospectus for any sale offer.

4.3 Purpose of the Prospectus

The Company is seeking to raise only a nominal amount of \$0.60 (sixty cents) (before expenses) under the Tranche 1 Cleansing Offer and \$0.50 (fifty cents) (before expenses) under the Tranche 2 Cleansing Offer and, accordingly, the purpose of this Prospectus is not to raise capital. The Directors intend to apply the proceeds from the Offers to meet the expenses of the Offers.

As detailed in section 4.2 of this Prospectus, the purpose of this Prospectus is primarily to remove any secondary sale restrictions that may be attached to, and facilitate future secondary trading of:

- (a) the Tranche 1 Placement Options and the Tranche 1 Broker Options that were issued prior to the Prospectus Date but have not been offered for sale, pursuant to section 708A(11)(b)(i) of the Corporations Act as this Prospectus is lodged with ASIC on or after the day those Options were issued but before the day on which those Options are offered for sale; and
- (b) the Tranche 2 Options (including, without limitation, the Tranche 2 Placement Options and the Tranche 2 Broker Options) that may be issued after the Prospectus Date, but prior to the Tranche 2 Cleansing Offer Closing Date, pursuant to section 708A(11)(b)(ii) of the Corporations Act.

The Tranche 1 Placement Options and the Tranche 1 Broker Options were not issued, and subject to the Tranche 2 Shareholder Approval being obtained, the Tranche 2 Placement Options and the Tranche 2 Broker Options were not offered and are not to be issued, by the Company with the purpose of the holders of such Options selling or transferring those

Options, or granting, issuing or transferring interests in those Options within 12 months of the issue; however this Prospectus provides them the ability to do so should they so wish.

This Prospectus has also been issued to provide information on the Offers being made under this Prospectus as required by the Corporations Act.

4.4 Use of Funds Raised

The Company intends to apply the nominal funds raised under the Offers to meet the expenses of the Offers. The expenses of the Offers in excess of the funds raised under the Offers will be met by the Company's cash reserves.

4.5 Opening Date and Closing Date

- (a) **Tranche 1 Cleansing Offer:** The Tranche 1 Cleansing Offer opens for acceptances on the Tranche 1 Cleansing Offer Opening Date and all acceptances for the Tranche 1 Cleansing Options and payments must be received by the Share Registry by 5 p.m. AEST on the Tranche 1 Cleansing Offer Closing Date.
- (b) **Tranche 2 Cleansing Offer:** The Tranche 2 Cleansing Offer opens for acceptances on the Tranche 2 Cleansing Offer Opening Date and all acceptances for Tranche 2 Cleansing Options and payments must be received by the Share Registry by 5 p.m. AEST on the Tranche 2 Cleansing Offer Closing Date.

Subject to compliance with the ASX Listing Rules and the Corporations Act (as relevant), the Company reserves the right to close the Offers (or either of them) early or to extend the Closing Date(s).

The Directors may at any time decide to withdraw this Prospectus and the Offers of Securities made under this Prospectus in which case, the Company will return all Application Monies (without interest) within 28 days of giving such notice of withdrawal.

4.6 Minimum Subscription

- (a) **Tranche 1 Cleansing Offer:** There is no minimum subscription for the Tranche 1 Cleansing Offer.
- (b) **Tranche 2 Cleansing Offer:** There is no minimum subscription for the Tranche 2 Cleansing Offer.

4.7 Oversubscription

No oversubscription for the Offers will be accepted by the Company.

4.8 Applications for Offer Options

The Offers are being extended to investors who are invited by the Company to subscribe for Offer Options and is not open to the general public. The Company may determine in its discretion whether to accept any or all Applications.

Applications for Offer Options under an Offer can only be made on the relevant original Application Form attached to or accompanying this Prospectus. Please read the instructions on the Application Form carefully before completing it.

All Applications must be completed in accordance with the detailed instructions on the Application Form and be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Roto-Gro International Limited" and may be lodged at any time after the issue of the Prospectus and on or before the applicable Closing Date as follows:

By hand delivery:

Roto-Gro International Limited
C/- Computershare Investor Services
Pty Limited
452 Johnston Street
Abbotsford VIC 3067

By post:

Roto-Gro International Limited
C/- Computershare Investor Services Pty
Limited
452 Johnston Street
Abbotsford VIC 3067

No brokerage or stamp duty is payable by Applicants.

An Application for the Offer Options offered under an Offer may be accepted in full, for any lesser number, or rejected by the Directors. If any Application is rejected, in whole or in part, the relevant Application monies will be returned without interest.

4.9 Application Monies Held on Trust

All Application Monies received for the Offer Options under this Prospectus will be held in trust in a bank account established solely for the purpose of depositing Application Monies received pursuant to this Prospectus until those Offer Options are allotted.

Application Monies received for the Offer Options will be returned (without interest) if the Offer Options are not allotted.

Any interest earned on the Application Monies will be for the benefit of the Company and will be retained by the company irrespective of whether grants take place and each Applicant waives the right to claim any interest.

4.10 Allotment of Offer Options and Application Monies

(a) Tranche 1 Cleansing Offer

The Tranche 1 Cleansing Options will be issued only after all Application Monies have been received and ASX has granted Official Quotation for the Tranche 1 Cleansing Options. It is expected that the Tranche 1 Cleansing Options will be allotted and issued on 28 April 2021 and trading of the Tranche 1 Cleansing Options on ASX is expected to commence on 29 April 2021. Holding statements for the Tranche 1 Cleansing Options will be dispatched as soon as practicable after their issue.

(b) Tranche 2 Cleansing Offer

The Tranche 2 Cleansing Options will be issued only after all Application Monies have been received, the Tranche 2 Shareholder Approval has been obtained and ASX has granted Official Quotation for the Tranche 2 Cleansing Options. It is expected that the Tranche 2 Cleansing Options will be issued on 2 June 2021 and trading of the Tranche 2 Cleansing Options on ASX is expected to commence on 3 June 2021. Holding statements for the Tranche 2 Cleansing Options will be dispatched as soon as practicable after their issue.

The Directors will determine the allottees of all the Offer Options in their sole discretion. The Directors reserve the right to reject any application for the Offer Options or to allow any Applicant fewer Offer Options than the number applied for.

Where the number of Securities allotted is less than the number applied for, the surplus monies (in excess of \$2) will be returned by cheque as soon as practicable after the applicable Closing Date (without interest).

4.11 Underwriting

The Offers are not underwritten.

4.12 Official Quotation

Application for Official Quotation of the Offer Options issued pursuant to this Prospectus shall be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Offer Options that are offered under an Offer made pursuant to this Prospectus before the expiry of 3 months after the date of this Prospectus, or such other period as varied by ASIC, the Company shall not issue any Offer Options under that Offer and shall repay all Application Monies for the Offer Options offered under that Offer within the period prescribed by the Corporations Act and without interest.

The fact that the ASX may grant Official Quotation to the Offer Options is not to be taken in any way as an indication of the merits of the Company or the Offer Options now offered for subscription.

4.13 Allotment

Acceptance of an Application by the Company creates a legally binding contract between the Applicant and the Company for the number of Offer Options for which the Application is accepted by the Company.

The Company will allot and issue the Offer Options offered under an Offer made pursuant to this Prospectus as soon as possible after the grant of Official Quotation of the Offer Options offered under that Offer and the applicable Closing Date.

Following the allotment and issue of the Offer Options, statements illustrating Applicants' shareholdings in the Company will be despatched. It is the responsibility of Applicants to determine their allocation prior to trading in the Offer Options. Applicants who sell Offer Options before they receive their holding statements will do so at their own risk.

4.14 CHESS

The Company will apply to CHESS, the Clearing House Electronic Sub-Register System (CHESS) operated by ASX Settlement and Transfer Corporation Pty Ltd (ASTC), a wholly owned subsidiary of ASX. This is regulated by the ASX Listing Rules and Security Clearing House Business Rules.

Under this system, the Company will not issue certificates to investors. Instead, shareholders will receive a statement of their holdings in the Company.

If an investor is broker sponsored, ASIC will send the broker a CHESS statement. The CHESS statement will set out the number of securities allotted to each investor under the Prospectus, give details of the investor's Holder Identification Number and give the Participant Identification Number of the sponsor.

If an investor is registered on the issuer sponsored subregister, their statement will be dispatched by the Share Registry and will contain the number of securities allotted under the Prospectus and the investor's Security holder Reference Number and their Sponsor Issuer Number.

A CHESS statement or Issuer Sponsored Statement will routinely be sent to investors at the end of any calendar month during which the balance of their holding changes. An investor may request a statement at any other time. However, a charge may be made for additional statements.

4.15 Foreign Selling Restrictions and Overseas Applicants

This Prospectus does not, and is not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus

should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Company has not taken any action to register or qualify the Offer Options the subject of the Offers, or otherwise to permit a public offering of the Offer Options, in any jurisdiction outside Australia.

It is the responsibility of any applicant for Offer Options that is based in a foreign jurisdiction (outside Australia) to ensure compliance with all laws of any foreign jurisdiction that are relevant and applicable to their Application. The return of a properly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach any applicable foreign jurisdiction laws and that all necessary approvals and consents have been obtained.

4.16 Dividend Policy

The Directors may pay any interim and final dividends as, in their judgement, the financial position of the Company justifies. Subject to any rights attaching to Shares, the Directors may fix the amount, time for payment and method of payment of a dividend. However, the Company does not intend to declare and pay any dividends in the immediately foreseeable future.

Investors should be aware that no guarantee is given by the Company or the Directors as to the performance of the Company or as to the timing or amount of any dividend payment.

4.17 Professional Advice

The Directors recommend that potential investors, when making an informed assessment of what will be the assets and liabilities, financial position, profits and losses and prospects of the Company should read this Prospectus in its entirety.

Potential investors who have any questions about investing in the Company or are in any doubt about any matter relating to the Offers, should seek the advice of their professional advisers.

4.18 Taxation

As it is not possible for the Company to provide individual taxation advice to each potential investor applying for Offer Options under this Prospectus, the Directors consider that it is not appropriate to provide advice regarding the taxation consequences for each investor applying for Offer Options pursuant to this Prospectus, or the taxation consequences of the Company conducting the Offers. Potential investors who have any questions about the taxation implications of the Offers should consult their professional taxation advisors.

Please note that the Company and its officers do not accept any responsibility or liability for any taxation consequences resulting from participation in the Offers.

4.19 Discretions

Without limiting the other powers and discretions set out in this Prospectus, the Directors (or their delegate for this purpose) may implement the Offers in the manner they think fit and settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offers or a matter in this Prospectus, as they think fit, whether generally or in relation to any Shareholder, any Shares or Options, and the determination of the Directors (or their delegate) is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

4.20 Withdrawal

The Company may at any time decide to withdraw this Prospectus and the Offers in which case the Company will return all Application Monies without interest at the earliest practicable time.

4.21 Enquiries

Any questions concerning the Offers should be directed to the Company Secretary on +61 (3) 9191 0135 or any alternative contact number announced by the Company following appointment of a replacement Company Secretary.

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5. Effect of the Offers

5.1 Effect of Offers on capital structure

The capital structure of the Company on completion of the Offers and assuming both Offers are fully subscribed, the Tranche 2 Shareholder Approval is obtained and, except for the Offer Options, the Tranche 2 Placement Options and the Tranche 2 Broker Options, no other Securities will be issued prior to completion of the Offers, is set out below:

Issued Shares	Amount
Ordinary Shares on issue as at the Prospectus Date	
Ordinary Shares on issue as at the date of this Prospectus	267,470,032
Unlisted Performance Shares on issue as at the Prospectus Date	
RGIAG: Class B Hanson Performance Shares ¹	1,000,000
RGIAG: Class C Hanson Performance Shares ²	1,000,000
RGIAG: Class D Hanson Performance Shares ³	2,000,000
RGIAG: Class B Roto-Gro Inc Performance Shares ⁴	9,186,360
Total Performance Shares on issue as at the Prospectus Date	13,186,360
Total Ordinary Shares on completion of the Offers⁵	267,470,032
Total Performance Shares on completion of the Offers⁵	13,186,360

Note:

- These Class B Hanson Performance Shares are Performance Shares which are convertible into Shares, on a 1:1 basis, upon GFS (as that term is defined in the 2019 First NoM) achieving EBITDA of AUD4,000,000 on or before 2 July 2021 and otherwise on terms set out in Schedule 3 of the 2019 First NoM.
- These Class C Hanson Performance Shares are Performance Shares which are convertible into Shares, on a 1:1 basis, upon GFS (as that term is defined in the 2019 First NoM) achieving EBITDA of AUD6,000,000 on or before 2 July 2022 and otherwise on terms set out in Schedule 3 of the 2019 First NoM.
- These Class D Hanson Performance Shares are Performance Shares which are convertible into Shares, on a 1:1 basis, upon GFS (as that term is defined in the 2019 First NoM) achieving EBITDA of AUD10,000,000 on or before 2 July 2023 and otherwise on terms set out in Schedule 3 of the 2019 First NoM.
- These Class B Roto-Gro Inc Performance Shares are Performance Shares which are convertible into Shares on a 1:1 basis, upon the Group generating audited cumulative revenue of CAD10 million from the sale of Roto-Gro machines for any purpose other than for use and distribution to medical cannabis or medical marijuana producers, distributors on or before 28 September 2021, and otherwise are on terms set out in Schedule 2 of the 2019 First NoM.
- This assumes no further Shares and other Securities (other than the Offer Options, the Tranche 2 Placement Options and the Tranche 2 Broker Options) are, or will, prior to completion of the Offers, be, issued and no Options and Performance Rights are exercised or will be exercised prior to completion of the Offers. Please refer to sections 9.6 and 9.7 of this Prospectus.

Options	Amount
Listed Options on issue as at the Prospectus Date	
RGIO Listed Options	9,128,000
Unlisted Options on issue as at the Prospectus Date	
Tranche 1 Options ¹	31,507,567
Other Unlisted Options ²	31,141,250
Total Unlisted Options on issue as at the Prospectus Date	62,648,817
Total Options on issue as at the date of this Prospectus	71,776,817
Options to be issued³	
Tranche 1 Cleansing Options	100
Tranche 2 Cleansing Options	100
Tranche 2 Placement Options	32,666,667
Tranche 2 Broker Options	6,000,000
Total Options to be issued*	38,666,867
Total Options on issue upon completion of the Offers and issue of the Tranche 2 Placement Options and the Tranche 2 Broker Options (Note 2)	110,443,684

Notes:

- These Tranche 1 Options comprise of 25,507,567 Tranche 1 Placement Options and 6,000,000 Tranche 1 Broker Options issued on 24 February 2021, after the Company obtained the required Shareholder approval at the 2021 General Meeting held on 18 February 2021.
- These Unlisted Options comprise of:
 - 11,650,000 Options exercisable at \$0.3225 on or before 24 December 2021; and
 - 1,491,250 Options exercisable at \$0.20 each on or before 7 December 2022; and
 - 18,000,000 Options exercisable at \$0.06 each on or before 31 December 2023. These options were issued on 9 March 2021 under the Company's Employee Incentive Plan approved by shareholders at the annual general meeting of the Company held on 28 February 2019. Full terms of these Options are set out in the 2019 First NoM. These Options are, and will remain, unlisted,
- It is assumed that except for the Offer Options, the Tranche 2 Placement Options and the Tranche 2 Broker Options, no other Options will be issued between the Prospectus Date and completion of the Offers. Please refer to sections 9.6 and 9.7 of this Prospectus.

Performance Rights	Amount
Performance Rights on issue as at the Prospectus Date	
RGIAG: Class D Performance Rights ¹	9,000,000
Total Performance Rights on issue as at the Prospectus Date	9,000,000
Total Performance Rights on issue upon completion of the Offers²	9,000,000

Notes:

1. These Performance Rights are convertible into Shares, on a 1:1 basis, upon the Company generating \$80 million in cumulative sales by no later than 6 February 2022.
2. It is assumed that no other performance rights will be issued between the Prospectus Date and completion of the Offers.

5.2 Financial effect of the Offers on the Company

The financial effect of the Offers will be to:

- (a) in case of the Tranche 1 Cleansing Offer, increase the cash reserves and issued paid up capital by up to approximately \$0.60 (sixty cents) immediately after completion of the Tranche 1 Cleansing Offer (before expenses of the Tranche 1 Cleansing Offer); and
- (a) in case of the Tranche 2 Cleansing Offer, increase the cash reserves and issued paid up capital by up to approximately \$0.50 (fifty cents) immediately after completion of the Tranche 2 Cleansing Offer (before expenses of the Tranche 2 Cleansing Offer).

After paying the expenses of the Offers of approximately \$9,956 (excluding GST), there will be no remaining funds (refer to section 9.5 of this Prospectus for further details).

5.3 Effect of the Offers on the Company's Balance Sheet

Expenses of the Offers are expected to be approximately \$9,956 (excluding GST) comprising ASIC fees and legal costs.

The financial effect of the Offers is minimal; the expenses of the Offers in excess of the Application Monies received for the Offer Options (which is approximately \$1.10), will be met by the Company's cash reserves, with the result that the Company's cash reserves will decrease by approximately \$9,956 (plus any GST).

A pro forma statement of financial position showing the financial effect of the Offers on the Company's Balance Sheet has not been included in this Prospectus as the issue of up to:

- (a) 100 Tranche 1 Cleansing Options; and
- (b) 100 Tranche 2 Cleansing Options,

pursuant to this Prospectus will not have a material impact on the Company's financial position.

5.4 Effect of Offers on control of the Company

The Company will not issue the Offer Options to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act. The potential dilutionary effect of the Offers immediately after completion of the Offer is ~0%.

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6. Rights and Liabilities attaching to Shares and Offer Options

6.1 Rights and liabilities attaching to Offer Options

(a) **Entitlement**

Each Offer Option entitled the holder to subscribe for one (1) Share upon exercise of the Offer Option.

(b) **Exercise Price**

Subject to paragraph (o), the amount payable upon exercise of each Offer Option will be:

- (i) in case of the Tranche 1 Options, \$0.05 (5 cents) each; or
- (ii) in case of the Tranche 2 Options, \$0.06 (6 cents) each,

(**Exercise Price**).

(c) **Expiry Date**

Each Offer Option will expire at 5.00 pm AEDT on 31 December 2023 (**Expiry Date**). Offer Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Offer Options are exercisable at any time at or prior to 5.00 pm AEDT on the Expiry Date.

(e) **Notice of Exercise**

Each Offer Option is exercisable by its holder signing and delivering a notice of exercise of the Offer Option together with the applicable Exercise Price in full for each Share to be issued upon exercise of each Offer Option to the Company's Share Registry (**Notice of Exercise**).

(f) **Lodgement instructions**

Cheque shall be in Australian currency made payable to the Company and crossed "Not- negotiable". The application for Shares on exercise of the Offer Options with the appropriate remittance should be lodged with the Company's registry.

(g) **Timing of issue of Shares in exercise**

Within 5 Business Days after receiving a Notice of Exercise, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Offer Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the Official List of the ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Offer Options.

(h) **Shares issued on exercise**

Shares issued in exercise of the Offer Options rank equally with the then issued Shares of the Company.

(i) **Quotation of Offer Options**

The Company will seek to have the Offer Options quoted on the ASX. The Company gives no assurance that such quotation will be granted.

(j) **Quotation of Shares issued on exercise**

If the Company is admitted to the Official List at the relevant time, application will be made by the Company to ASX for Official Quotation of the Shares issued upon the exercise of the Offer Options.

(k) **Transferability**

The Offer Options are transferable once quoted on the ASX, subject to any restriction or escrow arrangements imposed by the ASX or under the Corporations Act and any other applicable Australian securities laws.

(l) **Participation in New Issues**

There are no participation rights or entitlement inherent in the Offer Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Offer Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 business days after the issue is announced. This will give the holders of the Offer Options the opportunity to exercise their Offer Options prior to the date for determining entitlements to participate in any such issue.

(m) **Adjustment for Bonus Issue of Shares**

If the Company makes a bonus issue of Shares or other Securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Offer Option will be increased by the number of Shares which the Offer Option holder would have received if the Offer Option holder had exercised the Offer Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(n) **Adjustment for Entitlements Issue**

If the Company makes an issue Shares pro-rata to existing Shareholders (other than as a bonus issue to which paragraph (m) will apply) there will be no adjustment of the Exercise Price of an Offer Option or the number of Shares over which the Offer Options are exercisable.

(o) **Adjustment for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Offer Option holders will be varied in accordance with the ASX Listing Rules.

6.2 Rights Attaching to Shares

The following is a summary of the more significant rights attaching to the Shares (being the underlying securities). This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. If Applicants require more detailed advice regarding the rights and liabilities of Shareholders, they should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Each Shareholder is entitled to receive notice of all general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to Shares, at general meetings of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder will, in respect of each fully paid Share held by that Shareholder, or in respect of which that Shareholder is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the Corporations Act, the Directors may from time to time declare such dividends as appear to the Directors to be justified by the profits of the Company.

Subject to the rights of persons entitled to securities with special rights as to dividends, all dividends are paid in the proportion that the amounts paid on those Shares bear to the issue price of the Shares.

(d) Winding up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as the liquidator considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of security holders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any Shares is under the control of the Directors. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders or with the written consent of the majority of security holders in the affected class, vary or abrogate the rights attaching to the securities (including Shares).

(i) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present (in person, by proxy, attorney or representative) and voting at the general meeting.

7. Risk Factors

7.1 Introduction

An investment in the Company is not risk free and should be regarded as speculative.

There are specific risks which relate directly to the Company's activities. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed and does not take into account the individual circumstances of Shareholders.

Neither the Company, nor its Directors nor any of its professional advisers give any form of guarantee on future dividends, return on capital or the price at which the Securities might trade on the ASX.

The Directors strongly recommend potential Applicants to consider the risk factors described below, together with information contained elsewhere in this Prospectus and consult with their professional advisers before deciding whether to apply for the Offer Options under this Prospectus.

7.2 Specific Risks

(a) Sufficiency of Funding

At the date of this Prospectus the Company is not cash flow positive, meaning the Company is reliant on raising funds from investors in order to continue its operations. Although the Directors consider that the Company will, on completion of the Placements, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can be met without further funding.

The Company has limited financial resources and may need to raise additional funds from time to time to finance the complete development and commercialisation of its products and services and meet its other longer term objectives. The Company may never achieve profitability and its ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and the share markets generally. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.

(b) Licence exclusivity

Whilst the licence to manufacture, market and sell the Roto-Gro System for the purposes of the lawful production of medical cannabis for an initial term of until 31 December 2040 with continuing automatic extensions thereafter is exclusive, the licence to do the same for the purpose of the production of food, pharmaceuticals, herbal food additives is non-exclusive. This risk is mitigated insofar as the Company has a first right to refusal with regard to the outright acquisition of all of these rights.

(c) Regulated medical cannabis laws

The medical cannabis market is expanding rapidly. Laws pertaining to the cultivation, distribution and sale of medical cannabis vary substantially from jurisdiction to jurisdiction.

The Roto-Gro System enables the producer to cultivate plants with different cannabinoid chemical compound levels to meet different legislative requirements. This versatility mitigates the risk associated with changes to the laws pertaining to

medical cannabis, at least in so far as they relate to growing and product requirements.

As the medical cannabis industry is relatively new, it is anticipated that existing regulation may change as the industry continues to evolve. It is not possible to anticipate any such changes at this early stage. Whilst the Company sees obvious potential to leverage off the expansion of the medical cannabis market and considers itself well placed to do so, the Company's growth is not dependent entirely on the medical cannabis laws as the Company itself does not grow, distribute or sell medical cannabis. It simply provides the technology to do so, such technology being equally applicable to the production of food and pharmaceuticals, herbal food additives,

(d) **Business Strategy risk**

The Company's future growth and financial performance is dependent on its ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to:

- drive roll-out of its perishable food division throughout North America;
- continue to develop the existing sales pipeline for technology sales into the indoor vertical farming space for the cultivation of both lawful cannabis and perishable foods;
- successfully commercialise the RotoGro Garden Systems and the Fertigation Systems as well as to continue to innovate and successfully commercialise new indoor vertical farming cultivation products, enhancements or functionalities that are appealing to customers; and
- comply with regulatory requirements (if any) applicable to the Roto-Gro Business.

The capacity of the Company's management to properly implement and manage its strategic direction may affect the Company's financial performance.

(e) **Product liability and uninsured risks**

The Company may be exposed to potential product liability risks which are inherent in the development, manufacturing, marketing and use of its products. Through this risk is somewhat mitigated by seller warranties it may be necessary to secure insurance to manage such risks. The Company may not be able to maintain insurance for product or service liability on reasonable terms in future. In addition, the Company's insurance may not be sufficient cover large claims or the insurer could disclaim coverage on claims.

Although the Company endeavours to work to rigorous standards there is still the potential for products to contain defects which may rely on systems failures. Any such defects could result in loss of or delay in generating revenue as a result of a loss of market share, failure to achieve market acceptance, diversion of resources, damage to the Company's reputation and brand or increased insurance costs.

Failure to meet client expectations could damage the Company's reputation and expose the Company to damages.

The Company is exposed to catastrophic loss to necessary manufacturing equipment, computer equipment or other facilities which would have a serious impact on the Company's operations. The Company gives no assurance that all such risk will be adequately managed through insurance policies to ensure that catastrophic loss does not have an adverse effect on its performance.

(f) **Contractual Risk**

The Company has contractual obligations and rights with respect to a number of agreements it is a party to (**Material Agreements**). These Material Agreements include, but are not limited to, the following agreements as detailed in the Company's announcement on 1 February 2021:

- (i) the Technology License Agreement, which provides for technology sales, annual licensing fees, manufacturing fees, software licensing fees, and a new profit interest (**Verity Agreement**);
- (ii) a Purchase and Sale Agreement, which provides for a \$2.3 million technology purchase order for the Company's patented and proprietary model 420 Rotational Garden Systems and Plant Nutrient Management Systems (**Canniberia Agreement**); and
- (ii) a Growing and Management Services Agreement, pursuant to which the Company will be required to provide dedicated growing team to manage the cultivation processes at the customer's lawful cannabis cultivation facility in exchange of all reasonable costs associated with doing so and a new profit share of 25% of the EBITDA earned from all sales of lawful cannabis flower cultivated at the customer's facility (**Canniberia GMSA Agreement**).

As detailed in the Company's announcement on 1 February 2021, the Canniberia Agreement is conditional upon the customer being awarded its lawful cannabis cultivation pre-license from Infarmed, I.P. (Portugal's National Authority of Medicines and Health Products). The GMSA Agreement is conditional upon the customer being granted a lawful cannabis cultivation licence and successful completion of the Canniberia Agreement.

It is noted that the granting of the lawful cannabis cultivation pre-license and the cannabis cultivation licences (**Canniberia Licences**) is outside the control of the Group. There is no guarantee or assurance that these Canniberia Licences will be granted. If the Canniberia Licences are not granted as required under the Canniberia Agreement and the GMSA Agreement (as applicable), then the Canniberia Agreement and the GMSA Agreement may be terminated.

As detailed in the Company's announcement on 1 February 2021, the Verity Agreement also grants the customer an exclusive rights to purchase RotoGro's Model Rotational Garden System, specifically to produce high-quality perishables, subject to meeting binding purchase and time-related rollout requirements. There is no guarantee or assurance that the binding purchase and time-related rollout requirements will be met.

These Material Agreements may also include provisions which allow for termination (for convenience or otherwise). Additionally, no assurance can be given that all agreements will be fully performed by all contracting parties and that the Company will be successful in securing compliance with the terms of each agreement by the relevant third party.

If a contracting party were to breach a Material Agreement or a Material Agreement is terminated for any reason, this could have an adverse impact on the Company's business, operations and financial performance.

(g) **Dependence on third parties**

The Company may also pursue strategy that forms strategic business relationships with other organisations for the manufacture and distribution of its products and services. The manufacture and global distribution of products and services is central to the overall successful of the Company. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with such organisations.

(h) **Risk of operating in foreign jurisdictions**

The Group operates across multiple jurisdictions. In particular the Group's main operating subsidiary, RWW, is incorporated and domiciled in Canada. RWW therefore is, and will be, subject to the laws applicable to companies incorporated in Canada and consequently the Company is, and will be, subject to the risks of conducting operations in a foreign jurisdiction. This includes risks relating to difficulty in enforcing contracts in Canada, changes to or uncertainty in the Canadian legal and regulatory regime, including in relation to taxation and foreign investment and practices of Canadian government and regulatory authorities. The Group will also be exposed to such multijurisdictional risks in any existing (e.g. USA) and new territories in which the Group maintains operations from time to time, as well as any other issues in foreign jurisdictions in which the Company may operate.

(i) **Foreign sales**

As at the date of this Prospectus, all of the Group's sales are transacted in foreign currencies, namely in USA dollars (US\$) and Canadian dollars (CAD). Notwithstanding that the Group intends to establish Australian operations in the future, it is envisaged that a majority of the Group's sales will be international sales. Therefore the Group will be subject to a number of risks inherent in selling and operating abroad which could adversely affect the Group's ability to increase or maintain foreign sales. These include, but are not limited to, risks regarding:

- currency exchange rate fluctuations;
- local and international economic and political conditions;
- disruptions of capital and trading markets;
- accounts receivable collection and longer payment cycles;
- difficulties in staffing and managing foreign operations;
- potential hostilities and changes in diplomatic and trade relationships;
- restrictive governmental actions (such as restrictions on the transfer or repatriation of funds and trade protection measures, including export duties and quotas and customs duties and tariffs);
- changes in legal or regulatory requirements;
- the laws and policies of Australia and other countries affecting trade, foreign investment and loans, and import or export licensing requirements; and
- tax laws.

Changes in circumstances or market conditions resulting from these risks may restrict the Company or its subsidiaries' ability to operate in an affected region and/or adversely affect the profitability of the Company or its subsidiaries' operations in that region.

(j) **Key personnel risk**

The Group's performance reflects, to a large extent, the efforts and abilities of its senior management team, in particular Mr Michael Di Tommaso, who is the executive director and CEO of the Company. While, in most cases these executives are party to an employment contract with the Group, under the terms of these contracts each executive is permitted to terminate their contract upon a certain notice period. Currently, the Group employs a highly experienced and dedicated

senior management team; however, its disbandment may have a material adverse impact on the operating and financial performance of the Group.

(k) **Taxation**

Given that the Group will consist of foreign subsidiaries, the Group will be subject to various forms of taxation including but not limited to PAYG, GST and resident and non-resident withholding tax. Any increase, change in the application, or introduction of a new tax in Australia and/or internationally could materially affect the performance and financial position of the Company.

(l) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company and its business.

(m) **Dilution risk**

Whilst the capital structure of the Company may not be materially impacted by the number of Securities issued pursuant to the Offers, it will be impacted by the extent to which convertible Securities (including, the Tranche 1 Options, the Tranche 2 Options, Performance Rights and Performance Shares) are converted into Shares in accordance with the terms of issue of those Securities.

Shareholders' respective holding of Shares will also be diluted to the extent that the Company undertakes further capital raising activities and issues Securities in the Company under such capital raisings.

(n) **Research and Development**

The Company's future success depends on its ability to enhance existing products and features as well as develop new products. Failure to innovate or anticipate market demands may result in the Company ceasing to maintain a competitive and relevant position in a rapidly changing environment.

When the Company introduces new products, enhancements, and features (if any) there is a risk that there will be unforeseen costs attached to these initiatives or they will not perform as expected or not be received favourably by clientele. A failure to successfully develop new products may adversely affect the Company's financial position and prospects.

(o) **Protection of intellectual property rights**

The Company relies on its intellectual property and trade secrets, which include information relating to the development of its technology and integration with its customers. There can be no assurance that any intellectual property which the Company or the entities it deals with, may have an interest in now or in the future will afford the Group commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications.

Although the Company will implement all reasonable endeavours to protect the Group's interests in intellectual property, held through its subsidiaries and otherwise, there can be no assurance that these measures have been, or will be sufficient.

(p) **Unfavourable publicity or consumer protection**

The medical cannabis industry is highly dependent on consumer protection regarding the safety, efficacy and equality of the medical cannabis projected. Consumer perception of the Company's products may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention

and other publicity regarding the consumption of medical cannabis. Adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have an adverse impact on demand for the Company's product (at least in relation to its supply to the medical cannabis market).

7.3 General risks

(a) Economic risks and market conditions

Factors, such as, but not limited to, world economic conditions, political instability, stock market trends, interest rates, exchange rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on the Company's revenues, operating costs and profit margins, as well as the trading price of its Securities. These factors are beyond the control of the Company and the Company cannot predict how they will impact its business.

(b) Additional requirements for capital

Further funds will be required for the Company to complete its current programs and achieve its current objectives. Until the Company develops or acquires an income producing asset, it will be dependent on its cash resources and the ability of the Company to obtain future equity or debt funding.

Additional equity financing may be dilutive to Shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. There are no assurances that additional financing will be available on terms acceptable to us, or at all.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(c) Changes to Government Policies and Legislative Changes

Government policy and legislative changes which are outside the control of the Company may also have a negative impact on the financial performance of the Company. This risk factor applies to government policy and legislative changes in Australia and any other jurisdictions where the Roto-Gro Business is conducted.

(d) Force Majeure Risk

Force majeure events, such as riot, war, invasion, act of foreign enemies, hostilities (whether war be declared or not), act of terrorism, infectious disease outbreaks, requisition or compulsory acquisition by any governmental or competent authority, earthquakes, flood, fire or other physical natural disasters and strikes or industrial disputes at a national level, may adversely affect the operations of the Company.

(e) COVID-19 outbreak

Without limiting paragraph (d), the outbreak of coronavirus (COVID-19) (**COVID-19**) is impacting global economic and securities markets. The nature and extent of the effect of the outbreak on the performance of the Group remains unknown. The trading price of the Company's Securities may be adversely affected in the short-to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Group's business and financial performance. However, the

situation is continually evolving, and the consequences are therefore inevitably uncertain. The Group is therefore subject to global economic, market and business risks with respect to COVID-19.

In compliance with its continuous disclosure obligations, the company will continue to update the market regarding the impact of the COVID-19 on its revenue channels and adverse impact on the Group and the operation of the Roto-Gro Business.

(f) **Litigation, claims and disputes**

While the Group is not currently subject to litigation and other claims and disputes in the course of its business, including contractual disputes, employment disputes, occupational and personal claims (**Claims**), there is no guarantee or assurance that such Claims may not arise after the Prospectus Date.

It is noted that if any member of the Group becomes subject to any Claims, any such Claims, including the costs of settling such Claims, could materially adversely affect the Group's business, operations, financial performance and reputation.

(g) **Implications of Chapter 6 of the Corporations Act**

A holder of Offer Options may be prevented from acquiring Shares upon exercise of the Offer Options where to do so would contravene the takeovers prohibition in section 606 of the Corporations Act. Section 606 prohibits a person from acquiring a "relevant interest" (as defined in the Corporations Act) in issued voting shares in a listed company if, because of the transaction, that person's or someone else's voting power in the listed company increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90%, unless an exception applies. There are various exceptions to the general prohibition. However, there is no guarantee that an exception would be available in the relevant circumstances and, even if an exception was potentially available, there is a risk that the exception could not be relied upon without significant cost or delay.

8. Board and management

8.1 Board and management

The Board consists of:

- (a) Mr Michael Anthony Carli (Non-Executive Chairman);
- (b) Mr Michael Di Tommaso (Executive Director and Chief Executive Officer);
- (c) Mr Terry James Gardiner (Non-Executive Director); and
- (d) Mr Matthew James Gerard O'Kane (Non-Executive Director).

As at the date of this Prospectus, the Company Secretary is Ms Melanie Leydin.

As per the announcement made by the Company on 12 April 2021, Ms Melanie Leydin has resigned as Company Secretary. She will remain as Company secretary until 30 April 2021 or earlier if a replacement is appointed. A search for Ms Melanie Leydin has commenced and the Company will advise of the new Company Secretary appointment in due course.

For further information about the Board and management of the Company, please refer to the Company's ASX announcements, 2020 Annual Report and its website, www.rotogro.com

8.2 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds or has held within the two (2) years preceding the lodgement of this Prospectus any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any Director or proposed director or to any entity in which such a Director or proposed Director is a partner or director, either to induce them to become, or to qualify as, a Director or otherwise for services rendered by them or by the entity in connection with the formation or promotion of the Company or the Offers.

8.3 Interests of Directors in Shares

The relevant interests of each Director, or former Director (if such Director resigned less than 6 months before the issue of this Prospectus) in the Shares of the Company held either directly or through their Associates as at the Prospectus Date, are set out in the table below. This table includes Shares that are held both directly and indirectly through their Associates.

Director	Shares ¹	
	Shares	Voting Power
Directors		
Michael Carli	3,299,877 ²	1.23%
Michael Di Tommaso	300,000 ³	0.11%

Director	Shares ¹	
	Shares	Voting Power
Terry Gardiner	98,054 ⁴	0.03%
Matthew O'Kane	Nil	N/A
Former Directors		
James Philip Myers ⁵	100,000	0.04%
Total	3,797,931	1.41%

Notes

1. Assumes no Options currently held are exercised, and no Performance Rights and Performance Shares are converted into Shares, prior to the Prospectus Date.
2. Of these Shares, 1,274,877 Shares are held by Mr Michael Carli directly. The remaining 2,025,000 Shares are held indirectly by Mr Michael Carli's related entity, Carbon Holdco Inc. In addition to these Shares, Mr Michael Carli also holds, through his related entity, Carbon Holdco Inc, 455,625 Class D Performance Rights. For more information on these performance rights, please refer to section 5.1 of this Prospectus.
3. Mr Michael Di Tommaso holds these Shares directly.
4. Of these Shares, 50,000 Shares are held by Mr Terry Gardiner and Mrs Victoria Gardiner <Terry James Gardiner S/F A/C > and the remaining 48,054 Shares are held by Opulentus Investments Pty Ltd <Jamaloumarvalboy A/C>. Mr Gardiner is a director and shareholder of Opulentus Investments Pty Ltd.
5. Mr Myers resigned as a Non-Executive Director of the Company at the conclusion of the Company's 2020 Annual General Meeting held on 30 November 2020. Mr Myers's 100,000 Shares are held through his related entity, Molo Capital Pty Ltd <Jamie Myers Family A/C >.

8.4 Interests of Directors in Options

The relevant interests of each Director or former Director (if such Director resigned less than 6 months before the issue of this Prospectus) in the Options of the Company held either directly or through their Associates as at the date of this Prospectus are set out in the table below. This table includes Options that are held both directly and indirectly through their Associates.

Director	Existing Options
Directors	
Michael Carli	Nil
Michael Di Tommaso	Nil
Terry Gardiner	Nil
Matthew O'Kane	Nil
Former Directors	
James Philip Myers	Nil
Total	Nil

8.5 Interests of Directors in Performance Shares

The relevant interests of each Director or former Director (if such Director resigned less than 6 months before the issue of this Prospectus) in the Performance Shares of the Company held either directly or through their Associates as at the date of this Prospectus are set out in the table below. This table includes Performance Shares that are held both directly and indirectly through their Associates.

Director	Performance Shares
Directors	
Michael Carli	Nil
Michael Di Tommaso	Nil
Terry Gardiner	Nil
Matthew O'Kane	Nil
Former Directors	
James Philip Myers	Nil
Total	Nil

8.6 Interests of Directors in Performance Rights

The relevant interests of each Director or former Director (if such Director resigned less than 6 months before the issue of this Prospectus) in the Performance Rights of the Company held either directly or through their Associates as at the date of this Prospectus are set out in the table below. This table includes Performance Rights that are held both directly and indirectly through their Associates.

Director	Performance Rights
Directors	
Michael Carli	455,625 Class D Performance Rights ¹
Michael Di Tommaso	Nil
Terry Gardiner ²	112,500 Class D Performance Rights
Matthew O'Kane	Nil
Former Directors	
James Philip Myers	Nil
Total	568,125

Note:

1. Mr Michael Carli holds, through his related entity, Carbon Holdco Inc, 455,625 Class D Performance Rights. For more information on these performance rights, please refer to section 5.1 of this Prospectus.
2. These Performance Rights are held by Opulentus Investments Pty Ltd <Jamloumarvalboy A/C>. Mr Gardiner is a director and shareholder of Opulentus Investments Pty Ltd.

8.7 Remuneration of Directors

The Constitution provides that the Directors may be paid for their services as Directors. As the Prospectus Date, the cash remuneration paid or payable to each current Director by the Group is as follows:

Director	Remuneration for the year ended 30 June 2019 ¹	Remuneration for the year ended 30 June 2020 ¹	Remuneration for the year ending 30 June 2021 ¹
Michael Carli	\$132,797	\$79,973	CAD72,000 per annum ²
Michael Di Tommaso ³	N/A	\$166,611 ⁴	CAD150,000 per annum
Terry Gardiner ⁵	N/A	\$48,000	\$48,000 per annum
Matthew O'Kane ⁶	N/A	N/A	\$48,000 per annum

Notes:

1. The amounts are exclusive of superannuation.
2. This reflects the aggregate remuneration payable by the Group to Mr Michael Carli for services provided as Managing Director of the Company and separately, as the Chief Executive Officer and President of RWW.
3. Mr Michael Di Tommaso was appointed to the Board on 30 June 2019.
4. This includes Mr Michael Di Tommaso's base salary as Chief Operation Officer, including the Canada Pension Plan contributions and the Employment Insurance.
5. Mr Terry Gardiner was appointed to the Board on 30 June 2019.
6. Mr Matthew O'Kane was appointed to the Board on 30 November 2020.

8.8 Director Indemnity Deeds

The Company has entered into a deed of indemnity with each of the Directors. Under such deeds, the Company has undertaken, subject to the restriction in the Corporations Act, to indemnify all Directors against all losses or liabilities incurred by each director in their capacities as Directors of the Company.

9. Additional Information

9.1 Continuous disclosure obligations

This is a Prospectus for the offer of options to acquire continuously quoted securities (as defined in the Corporations Act) of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Further, as an ASX-listed company whose Shares are quoted on the ASX under the code 'RGI' and the RGIO Listed Options are quote on the ASX under the code 'RGIO', the Company is subject to the ASX Listing Rules which require it to immediately notify the ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospectus of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of the ASX Listing Rules as applicable from time to time which apply to disclosing entities and which require the Company to notify ASIC of information available to the stock market conducted by ASX, from the date of the Company's admission to the Official List of the ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, an office of ASIC during normal office hours; and
- (c) the Company will provide a copy of each of the following documents, free of charge, to any person on request from the Prospectus Date until the last Closing Date of the Offers:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2020 (**2020 Annual Report**), being the annual financial report of the Company most recently lodged with ASIC before the issue of this Prospectus;
 - (ii) any half-year financial report lodged by the Company with ASIC after the lodgement of the 2020 Annual Report and before the lodgement of this Prospectus with ASIC; and

- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act in the period from lodgement of the annual financial report referred to in paragraph (i) above until the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal business hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's 2020 Annual Report (on 31 August 2020) and before the lodgement of this Prospectus with ASIC are set out in the table below:

12 April 2021 8:39 AM	CFO & Company Secretary Resignation
6 April 2021 9:45 AM	RotoGro secures new Australian Patent
6 April 2021 9:44 AM	Reinstatement to Official Quotation
6 April 2021 9:44 AM	Update on proposed majority interest acquisition of 420 Inc
29 March 2021 2:08 PM	Extension to Voluntary Suspension
22 March 2021 10:26 AM	Extension to Voluntary Suspension
17 March 2021 9:57 AM	Suspension from Official Quotation
15 March 2021 9:38 AM	Trading Halt
9 March 2021 2:35 PM	Appendix 3G
3 March 2021 12:17 PM	Section 708A Cleansing Statement and Appendix 2A
26 February 2021 2:48 PM	Appendix 4D & Half Yearly Accounts and Report
26 February 2021 9:52 AM	Clarification of Appendix 2A
25 February 2021 9:55 AM	Trading Halt
25 February 2021 9:51 AM	Pause in trading
24 February 2021 3:23 PM	Appendix 2A
24 February 2021 9:54 AM	Proposed issue of Securities – RGI

24 February 2021 9:54 AM	Successful \$2m Placement
22 February 2021 9:52 AM	Trading Halt
18 February 2021 12:53 PM	Results of General Meeting
15 February 2021 9:12 AM	RotoGro Completes Repayment of the Obsidian Convertible Note
1 February 2021 8:36 AM	December 2020 Quarterly Activities Report and Appendix 4C
25 January 2021 9:53 AM	Statement 708A Cleansing Statement
25 January 2021 9:50 AM	Lapse of unlisted securities
25 January 9:46 AM	Michael Di Tommaso appointed as Chief Executive Officer
22 January 2021 8:23 AM	Appendix 2A
20 January 2021 2:18 PM	Notice of General Meeting/Proxy Form
12 January 2021 4:28 PM	Lapse of unlisted securities
31 December 2021 9:53 AM	Ceasing to be a substantial holder
22 December 2020 8:18 AM	RotoGro to Partner with Canadian University
18 December 2020 8:22 AM	Appendix 2A
18 December 2020 8:21 AM	Statement 708A Cleansing Statement
15 December 2020 10:02 AM	RotoGro Introduces the Model 710 Rotational Garden System
9 December 2020 9:28 AM	Favourable Patent Infringement Settlement Agreement
9 December 2020 9:12 AM	Statement 708A Cleansing Statement
9 December 2020 9:02 AM	Appendix 2A
9 December 2020 8:59 AM	Appendix 2A

9 December 2020 8:55 AM	Appendix 3G
9 December 2020 8:47 AM	RotoGro Files Three Provision Patent Applications in the USA
8 December 2020 8:53 AM	Favourable Patent Infringement Settlement Agreement
4 December 2020 8:21 AM	Change of Director's Interest Notice
3 December 2020 4:10 PM	Statement 708A Cleansing Statement
3 December 2020 4:08 PM	Appendix 2A
3 December 2020 4:08 PM	Appendix 2A
2 December 2020 9:13 AM	RotoGro Executes Technology License Agreement
1 December 2020 11:07 AM	Appendix 2A
1 December 2020 9:06 AM	Final Director's Interest Notice
1 December 2020 9:05 AM	Initial Director's Interest Notice
1 December 2020 9:04 AM	Director Appointment/Resignation
30 November 2020 1:17 PM	Constitution
30 November 2020 1:13 PM	Results of Annual General Meeting
30 November 2020 10:50 AM	Section 708A Cleansing Statement and Appendix 2A
30 November 2020 8:48 AM	AGM Presentation
24 November 2020 10:36 AM	Proposed issue of Securities – RGI
24 November 2020 10:36 AM	Proposed issue of Securities – RGI

24 November 2020 10:36 AM	Successful \$1.53m Placement
20 November 2020 9:40 AM	Trading Halt
20 November 2020 8:15 AM	Statement 708A Cleansing Statement and Appendix 2A
11 November 2020 3:57 PM	Appendix 2A
10 November 2020 9:30 AM	Section 708A Cleansing Statement and Appendix 2A
30 October 2020 8:22 AM	September 2020 Quarterly Activities Report and Appendix 4C
29 October 2020 9:29 AM	Notice of Annual General Meeting/Proxy Form
27 October 2020 9:00 AM	Growing Management Services Agreement with Canniberia
23 October 2020 9:51 AM	Reinstatement to Official Quotation
23 October 2020 9:51 AM	Canniberia \$1,9M Technology Purchase Order Clarification
22 October 2020 10:18 AM	Suspension from Official Quotation
20 October 2020 11:29 AM	Trading Halt
20 October 2020 10:46 AM	Pause in Trading
20 October 2020 9:36 AM	\$1.9m Technology Purchase Order Secured from Canniberia
19 October 2020 10:37 AM	Section 708A Cleansing Statement and Appendix 2A
19 October 2020 10:36 AM	Section 708 (12C)(e) Cleansing Notice – Notes Tranche 2
12 October 2020 3:01 PM	RotoGro Investor Presentation Clarification
9 October 2020 1:36 PM	Results of General Meeting

9 October 2020 8:20 AM	Investor Presentation
9 October 2020 8:19 AM	Withdrawal of General Meeting Resolutions
8 October 2020 3:55 AM	Director Resignation
8 October 2020 9:51 AM	RotoGro Executes Term Sheet for Technology License Agreement
7 October 2020 11:19 AM	Section 708A Cleansing Statement and Appendix 2A
9 September 2020 8:42 AM	Notice of General Meeting/Proxy Form
31 August 2020 1:13 PM	Appendix 4G and Corporate Governance Statement
31 August 2020 9:24 AM	Appendix 4E and 2020 Annual Report

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal business hours. The announcements are also available through the Company's website <https://www.rotogro.com/> or on the Company's ASX announcements page.

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisors:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the Securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

9.2 Litigation

As at the Prospectus Date, the Group is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against any Group Members.

9.3 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Securities are enhanced disclosure securities quoted on the ASX.

Shares

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were*:

	Price	Date
Highest	0.072	18/1/2021
Lowest	0.044	15/4/2021
Last	0.047	19/4/2021

*Source: www.asx.com.au

The closing price for the Shares on 19 April 2021 was \$0.047.

As at the Prospectus Date, neither the Tranche 1 Options nor the Tranche 2 Options have traded.

9.4 Substantial holders

Based on publicly available information as at 31 March 2021, no persons which (together with their Associates) have a relevant interest in 5% or more of the Share on issue in the Company as at the Prospectus Date.

9.5 Cash Expenses of the Offers

The expenses of the Offers are estimated to be approximately \$9,956 (excl GST) as follows:

Expense	Amount	
ASIC lodgement fees	\$3,206	32.20%
Legal fees	\$6,750	67.80%
Total	\$9,956	100%

It is noted that pursuant to the Mandates, Peak was appointed to act as the lead manager and corporate advisors in relation to the Placements. Under the Mandates, Peak was entitled to receive a Capital Raising Fee of 6% (excl GST) of the total amount raised by Peak under the Placements, as well as Options. Please refer to sections 9.6 and 9.7 of this Prospectus for further details Peak's entitlements under the Mandates.

9.6 Interests of experts and advisers

Other than as disclosed in this Prospectus:

- (a) all other persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this prospectus do not have, and have not had in the two (2) years before the Prospectus Date, any interest in:
 - (i) the formation or promotion of the Company;
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or
 - (iii) the Offers; and
- (b) no amounts have not been paid nor agreed to be paid (in cash or Shares or otherwise), and no other benefit has been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offers.

Moray & Agnew Lawyers has acted as solicitors to the Company in relation to the Offers. The Company estimates that it will pay Moray & Agnew Lawyers approximately \$6,750 (excluding GST and disbursements) for services provided in connection with the Offers.

For the avoidance of doubt, Moray & Agnew Lawyers have not acted as solicitors to the Company in relation to the Placements.

Peak was appointed to act as lead manager and corporate advisers in relation to the Placements under the Mandates. As at the Prospectus Date, the Company has incurred:

- (a) a Capital Raising Fee of \$101,009.92 in relation to the Tranche 1 Placement; and
- (b) a Capital Raising Fee of \$132,000 in relation to the Tranche 2 Placement.

9.7 Material Agreements

9.7.1 First Mandate

On or around 19 November 2020, the Company entered into a mandate with Peak pursuant to which, amongst other things, the Company appointed Peak as a lead manager and advisor to the Company in respect of the placement of Shares and free-attaching Options to raise a minimum of \$1,200,000 and no more than the Company's then current placement capacity at \$0.04 per Share ("**First Mandate Offer**") ("**First Mandate**"). The funds raised under the Tranche 1 Placement formed part of the First Mandate Offer.

Under the First Mandate the Company agreed to pay Peak a capital raising fee of 6% (excl GST) of the total amount raised for the First Mandate Offer subject to completion of the First Mandate Offer. As at the Prospectus Date, the Company has incurred a Capital Raising Fee of \$101,009.92 (including GST) in relation to the Tranche 1 Placement.

Additionally, pursuant to the First Mandate, Peak is entitled to be issued up to:

- (a) 6,000,000 Tranche 1 Options conditional on Peak successfully raising no less than the current placement capacity pursuant to the First Mandate Offer; and
- (b) a further 6,000,000 Options, exercisable at the price of an amount equal to a 15% discount to the 5 days VWAP (based on Black Scholes, assuming 50% volatility), prior to the options being issued ("**First Mandate Second Options**"), provided that Peak has raised no less than \$3.5 million pursuant to the First Mandate Offer by 31 March 2021.

The First Mandate commenced on 16 November 2020 and will terminate on 31 December 2021. Peak is not entitled to be issued with the First Mandate Second Options under the First Mandate.

9.7.2 Second Mandate

On or around 15 February 2021, the Company entered into a mandate with Peak pursuant to which, amongst other things, the Company appointed Peak as a lead manager and advisor to the Company in respect of the placement of Shares at the issue price of \$0.05 per share and free-attaching Options to raise a minimum of \$1,500,000 and up to \$2,000,000 ("**Second Mandate Offer**") ("**Second Mandate**"). The funds raised under the Tranche 2 Placement formed part of the Second Mandate Offer.

Subject to completion of the Second Mandate Offer, the Company has agreed to pay Peak a capital raising fee of 6% (excl GST) of the total amount raised for the Second Mandate Offer. As at the Prospectus Date, the Company has incurred a Capital Raising Fee of \$132,000 (including GST) in relation to the Tranche 2 Placement.

Additionally, pursuant to the Second Mandate, Peak (or its nominee) is entitled to be issued up to 6,000,000 Tranche 2 Options conditional on Peak successfully raising no less than \$2 million pursuant to the Second Mandate Offer.

The Tranche 2 Broker Options comprise of the 6,000,000 Tranche 2 Options that are to be issued to Peak (or its nominee) under and pursuant to the Second Mandate,

9.8 Consents

(a) Moray & Agnew Lawyers:

Moray & Agnew Lawyers has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its consents to be named in this Prospectus as the Company's solicitors in the form and context in which it is named.

In this regard, it is noted that except for the preparation of this Prospectus, Moray & Agnew Lawyers was not involved in the capital raise, nor offer of Securities, under the Placements.

Moray & Agnew Lawyers:

- (i) did not authorise or cause the issue of this Prospectus;
- (ii) does not make, or purport to make any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this section; and
- (iii) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this prospectus with consent of that party as specified in this section.

(b) Peak

Peak has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its consents to be named in this Prospectus as the Company's lead manager of the Placements in the form and context in which it is named.

Peak:

- (i) did not authorise or cause the issue of this Prospectus;
- (ii) does not make, or purport to make any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this section; and
- (iii) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this prospectus with consent of that party as specified in this section.

9.9 Electronic prospectus

If you have received this prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 (3) 9692 7245 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at <https://www.rotogro.com>.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

9.10 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

9.11 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company currently operates an electronic issuer-sponsored register and an electronic CHES sub-register. The two sub-registers together will comprise the Company's register of Shares.

The Company will not issue certificates. Applicants who are allotted Shares under this Prospectus will be provided with a transaction confirmation statement which sets out the number of Shares allotted to the Applicant. Applicants who elect to hold Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted to the Shareholder under this Prospectus. For Applicants who elect to hold their Shares on the CHES sub-register, the Company will issue an advice that sets out the number of the Shares allotted to the Applicant under this Prospectus. At the end of the month of allotment, CHES, acting on behalf of the Company, will provide those Shareholders with a holding statement that confirms the number of Shares held and any transactions during that month.

A holding statement (whether issued by CHES or the Company) will also provide details of the applicable Holder Identification Number in case of a holding on the CHES sub-register or Reference Number in case of a holding on the issuer-sponsored sub-register. Following distribution of these initial holding statements, a holding statement will also be provided to each Shareholder at the end of any subsequent month during which the balance of that Shareholder's holding of securities in the Company changes.

A Shareholder may request a holding statement at any other time. However, a charge may be imposed by the Share Registry for additional statements.

9.12 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or the Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process the application.

9.13 Taxation

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Securities under this Prospectus as it is not possible to provide a comprehensive summary of the possible taxation positions of potential Applicants. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to potential Applicants in relation to the Offer. Shareholders should therefore consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. The Company cannot, and does not, offer any advice to Shareholders relating to taxation implications.

9.14 Alteration of Terms or Withdrawal of the Offers

The Company reserves the right, at its discretion, to vary, suspend or withdraw the Offers at any time, subject to the Corporations Act, the ASX Listing Rules and any other law or regulation to which the Company is subject. Any variation, suspension or cancellation does not give rise to any liability on the part of, or any action against, the Company or any Director and will be binding on all Shareholders.

9.15 Governing Law

The Offer and the contracts arising due to acceptance by Shareholders of the Offer are governed by the law in force in Victoria, Australia.

9.16 Directors' Statement

The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements by the Directors in this Prospectus are true and not misleading and that in respect to any other statements made in this prospectus by persons other than Directors, the Directors have made reasonable enquiry and have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those person have given the consent required by section 716 of the Corporations Act to the issue of this Prospectus and have not withdrawn that consent before lodgement of this Prospectus with ASIC.

This Prospectus is prepared on the basis that:

- (a) certain matters may be reasonably expected to be known to professional advisors of any kind with whom Applicants may reasonably be expected to consult; and
- (b) information is known to Applicants or their professional advisors by virtue of any Acts or laws of the Commonwealth or Australia or any State of Australia.

10. Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consent to the lodgement of this Prospectus with ASIC.



Michael Carli
Chair
For and on behalf of
Roto-Gro International Limited

20 April 2021

11. Definitions

\$ or A\$	means Australian dollars.
2019 First NoM	Means the Notice of General Meeting of the Company that were to be held on 28 February 2019, a copy of which was released on ASX announcement platform on 30 January 2019.
2020 Annual Report	means the Company's annual report for the financial year ended 30 June 2020.
2021 General Meeting	means the general meeting of the Company that was held on 18 February 2021.
AEDT	means Australian Eastern Daylight Savings Time.
AEST	means Australian Eastern Standard Time.
Applicant	means, in respect of an Offer, a person that applies for the Offer Options under that Offer using an Application Form pursuant to this Prospectus.
Application	means, in respect of an Offer, an application for Offer Options made under an Application Form in accordance with this Prospectus .
Application Form	means, in respect of an Offer, the application form attached to or accompanying this Prospectus in respect of that Offer.
Application Monies	means, in respect of an Offer, monies received by the Company from Applicants with respect to the Application Form for that Offer.
ASIC	means the Australian Securities and Investments Commission.
ASX	means Australian Stock Exchange Limited ACN 008 624 691 or the Australian Securities Exchange (as the context requires).
ASX Listing Rules	means the listing rules of ASX as at the date of this Prospectus.
ASX Settlement Operating Rules	means the settlement rules of the securities clearing house which operates CHES.
Board	means the Board of Directors of the Company unless the context indicates otherwise.
Business Day	means a day that is not a Saturday, Sunday or a public holiday in Melbourne, Victoria.
CAD	means Canadian Dollars.
Closing Date	means the Tranche 1 Cleansing Offer Closing Date or the Tranche 2 Cleansing Offer Closing Date (as applicable).
Company	means Roto-Gro International Limited ACN 606 066 059, being a company incorporated in Western Australia, Australia.
Constitution	means the Constitution of the Company as may be amended from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means one or more directors of the Company.

Fertigation Systems	means the sale and production of advanced automated nutrient delivery and water management systems developed by the Group.
First Mandate	means the mandate entered into between the Company and Peak for the engagement of Peak to provide services in relation to the Tranche 1 Placement, the key terms of which are summarised in section 9.7 of this Prospectus
Group	means the group of companies which operate the Roto-Gro Business, comprising the Company, RWW, Roto-Gro Inc and their Subsidiaries.
Mandates	means the First Mandate and the Second Mandate
Offers	means the Tranche 1 Cleansing Offer and the Tranche 2 Cleansing Offer and an Offer means either of them.
Offer Options	means the Tranche 1 Cleansing Options or the Tranche 2 Cleansing Options (as applicable).
Official List	means the list of securities permitted to Official Quotation.
Official Quotation	means official quotation by ASX in accordance with the ASX Listing Rules.
Option	means an option to acquire Shares in the Company.
Optionholder	means a holder of Options in the Company.
Other Unlisted Options	means the unlisted Options (other than the Tranche 1 Options) on issue as at the Prospectus Date, as described in section 5.1 of this Prospectus.
Peak	means CoPeak Pty Ltd ACN 607 161 900 (trading as Peak Asset Management ABN 81 891 265 739).
Peak Nominated Holder	means Peak or any other entity nominated by Peak to be the recipient of the Tranche 1 Broker Options or the Tranche 2 Broker Options (as the case may be).
Performance Rights	means the unlisted RGIAG: Class D Performance Rights on issue as at the Prospectus Date, as described in section 5.1 of this Prospectus.
Performance Shares	means the unlisted Performance Shares on issue as at the Prospectus Date, as described in section 5.1 of this Prospectus.
Placements	means the Tranche 1 Placement and the Tranche 2 Placement.
Proposed General Meeting	has the meaning given to that term in section 4.1 of this Prospectus.
Prospectus	means this prospectus dated 20 April 2021 and which was lodged with ASIC on that date.
Prospectus Date	means the date of this Prospectus.
RGIO Listed Options	means the Options exercisable at \$0.20 on or before 11 November 2022 and listed on the ASX (ASX code RGIO).

Roto-Gro Business	means the business carried on by the Group from time to time, and as at the Prospectus Date, includes the production and sale of the RotoGro Garden Systems and the Fertigation Systems
Roto-Gro Garden Systems	means the Group's patented and proprietary Rotational Garden Systems.
Roto-Gro Inc	means Roto-Gro Inc, a wholly owned subsidiary of the Company as at the Prospectus Date.
RWW	means Roto-Gro World Wide (Canada) Inc, a wholly owned subsidiary of the Company as at the Prospectus Date.
Second Mandate	means the mandate entered into between the Company and Peak for the engagement of Peak to provide services in relation to the Tranche 2 Placement, the key terms of which are summarised in section 9.7 of this Prospectus
Securities	means the Shares and/or the Options on issue in the Company, or as the context requires.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Computershare Investor Services Pty Limited .
Shareholder	means a holder of Shares.
Tranche 1 Broker Options	means 6,000,000 Tranche 1 Options issued to Peak (or its nominee) on 24 February 2021 in connection with the Tranche 1 Private Placement, as approved at the 2021 General Meeting on 18 February 2021.
Tranche 1 Cleansing Offer	means the offer made by this Prospectus to investors to be identified by the Directors of the Tranche 1 Options
Tranche 1 Cleansing Offer Closing Date	means 27 April 2021 or such earlier or later date as the Directors may determine.
Tranche 1 Cleansing Offer Opening Date	means 20 April 2021 or such earlier or later date as the Directors may determine.
Tranche 1 Cleansing Options	means 100 Tranche 1 Options offered to invited Applicants under this Prospectus.
Tranche 1 Cleansing Offer Period	means the period commencing on the Tranche 1 Cleansing Offer Opening Date and ending on the Tranche 1 Cleansing Offer Closing Date (inclusive of both dates).
Tranche 1 Investors	means those institutional, sophisticated and professional investors who applied for, and to whom the Company issued, Shares under the Tranche 1 Placement.
Tranche 1 Options	means the Option exercisable at \$0.05 (5 cents) each on or before 31 December 2023. The full terms and conditions of the Tranche 1 Options are set out in section 6 of this Prospectus.

Tranche 1 Placement Options	means 25,507,567 Options issued to the Tranche 1 Investors under the Tranche 1 Placement on 24 February 2021, as approved at the 2021 General Meeting on 18 February 2021.
Tranche 1 Placement	means the private placement of 22,360,309 and 15,901,041 Shares at an issue price of \$0.04 (4 cents) each to professional and sophisticated investors, together with 2 free attaching Tranche 1 Options for every three Shares subscribed for and issued, as announced on 24 and 30 November 2020, the key terms of which are summarised in section 4.2 of this Prospectus.
Tranche 2 Broker Options	means 6,000,000 Tranche 2 Options that are to be issued to Peak (or its nominee) in connection with the Tranche 2 Placement, subject to the Company obtaining the Tranche 2 Shareholder Approval, as announced on 24 February 2021.
Tranche 2 Cleansing Offer	means the offer made by this Prospectus to investors to be identified by the Directors of the Tranche 2 Options
Tranche 2 Investors	means those institutional, sophisticated and professional investors who had subscribed for, and to whom the Company issued, Shares under the Tranche 2 Placement.
Tranche 2 Cleansing Offer Closing Date	means 1 June 2021 or such earlier or later date as the Directors may determine.
Tranche 2 Cleansing Offer Opening Date	means 20 April 2021 or such earlier or later date as the Directors may determine.
Tranche 2 Cleansing Options	means 100 Tranche 2 Options offered to invited Applicants under this Prospectus
Tranche 2 Cleansing Offer Period	means the period commencing on the Tranche 2 Cleansing Offer Opening Date and ending on the Tranche 2 Cleansing Offer Closing Date (inclusive of both dates).
Tranche 2 Options	means Options exercisable at \$0.06 (6 cents) each on or before 31 December 2023. The full terms and conditions of the Tranche 2 Options are set out in section 6 of this Prospectus.
Tranche 2 Placement Options	means the 32,666,667 Tranche 2 Options to be issued to the Tranche 2 Investors under the Tranche 2 Placement, subject to the Company obtaining the Tranche 2 Shareholder Approval, as referred to in section 4.2 of this Prospectus.
Tranche 2 Placement	means the private placement of 40,000,000 Shares at the deemed issue price of \$0.05 (5 cents) each to professional and sophisticated investors, together with 2 free-attaching Tranche 2 Options for every 3 Shares subscribed for and issued (subject to the Company obtaining the Tranche 2 Shareholder Approval), as announced on 24 February and 3 March 2021, the key terms of which are summarised in section 4.2 of this Prospectus.
Tranche 2 Shareholder Approval	means the approval of the Shareholders to the issue of the Tranche 2 Placement Options and the Tranche 2 Broker Options (as applicable) pursuant to ASX Listing Rule 7.1.

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker, accountant or other professional advisor without delay. You should read the Roto-Gro International Limited Cleansing Prospectus dated 20 April 2021 and any relevant Supplementary Prospectus (if applicable) (**Prospectus**), carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus (whether in paper or electronic form).

A I/we apply for

Tranche 1 Options, exercisable at \$0.05 (5 cents) on or before 31 December 2023 at an issue price of \$0.006 per Option or such lesser number of Options which may be allocated to me/us.

B I/we lodge full Application Monies

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[illegible]

D Enter the postal address - include State and Postcode

Unit	Street Number				Street Name or PO Box/Other information																					
City/Suburb/Town																State		Postcode								

E

Enter your contact details

Contact Name

Telephone Number - Business Hours

(

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F **CHESS Participant**

Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN, and any Options issued as a result of the Offer will be held on the issuer sponsored subregister.

G

Cheque Payment details

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				\$

Make your cheque, bank draft or money order payable to 'Roto-Gro International Limited' and cross it 'Not Negotiable'.

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Cleansing Prospectus and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Roto-Gro International Limited.

See overleaf for completion guidelines ➡

How to complete this Application Form

A Number of Options applied for

Enter the number of Options you wish to apply for.

B Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Options applied for in Step A by the issue price of \$0.006.

C Applicant Name(s)

Enter the full name you wish to appear on the statement of securityholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F CHES

Roto-Gro International Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Options issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Roto-Gro International Limited and allocated a Securityholder Reference Number (SRN).

G Payment

Make your **cheque, bank draft or money order** payable in Australian dollars to **'Roto-Gro International Limited'** and cross it **'Not Negotiable'**. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Receipts will not be forwarded. Funds **cannot** be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application Form relates. By lodging the Application Form, the Applicant agrees that this Application for Options in Roto-Gro International Limited is upon and subject to the terms of the Prospectus and the Constitution of Roto-Gro International Limited, agrees to take any number of Options that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (CIS) by no later than 5.00pm AEST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited

GPO Box 52, MELBOURNE VIC 3001

Neither CIS nor Roto-Gro International Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Options. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the issuer. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund



Tranche 2 Cleansing Offer Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker, accountant or other professional advisor without delay. You should read the Roto-Gro International Limited Cleansing Prospectus dated 20 April 2021 and any relevant Supplementary Prospectus (if applicable) (**Prospectus**), carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus (whether in paper or electronic form).

A I/we apply for

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B I/we lodge full Application Monies

\$

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Tranche 2 Options, exercisable at \$0.06 (6 cents) on or before 31 December 2023 at an issue price of \$0.005 per Option or such lesser number of Options which may be allocated to me/us.

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name	Given Name(s)	Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D Enter the postal address - include State and Postcode

Unit	Street Number	Street Name or PO Box/Other information

City/Suburb/Town	State	Postcode

E Enter your contact details

Contact Name

Telephone Number - Business Hours										
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F CHESS Participant

Holder Identification Number (HIN)								
X <table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN, and any Options issued as a result of the Offer will be held on the issuer sponsored subregister.

G Cheque Payment details

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque								
				\$ <table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								

Make your cheque, bank draft or money order payable to 'Roto-Gro International Limited' and cross it 'Not Negotiable'.

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Cleansing Prospectus and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Roto-Gro International Limited.

See overleaf for completion guidelines →

How to complete this Application Form

A Number of Options applied for

Enter the number of Options you wish to apply for.

B Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Options applied for in Step A by the issue price of \$0.005.

C Applicant Name(s)

Enter the full name you wish to appear on the statement of securityholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F CHES

Roto-Gro International Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Options issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Roto-Gro International Limited and allocated a Securityholder Reference Number (SRN).

G Payment

Make your **cheque, bank draft or money order** payable in Australian dollars to **'Roto-Gro International Limited'** and cross it **'Not Negotiable'**. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Receipts will not be forwarded. Funds **cannot** be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application Form relates. By lodging the Application Form, the Applicant agrees that this Application for Options in Roto-Gro International Limited is upon and subject to the terms of the Prospectus and the Constitution of Roto-Gro International Limited, agrees to take any number of Options that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (CIS) by no later than 5.00pm AEST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited

GPO Box 52, MELBOURNE VIC 3001

Neither CIS nor Roto-Gro International Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Options. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the issuer. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund