



Announcement Summary

Entity name

ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD

Announcement Type

New announcement

Date of this announcement

13/12/2021

The Proposed issue is: A placement or other type of issue**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Unlisted Options exercisable at \$0.02 on or before 30 September 2023	40,064,103
New class-code to be confirmed	Unlisted Options exercisable at \$0.0125 on or before 28 February 2023	120,192,308
ROO	CHESS DEPOSITARY INTERESTS 1:1	160,256,410

Proposed +issue date

28/2/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

619754540

1.3 ASX issuer code

ROO

1.4 The announcement is

New announcement

1.5 Date of this announcement

13/12/2021

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis? Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	16/9/2021	<input checked="" type="checkbox"/> Actual	Yes

Comments

Shareholder approval received to issue up to 175,000,000 CDIs and 43,750,000 Options at the AGM held 16 September 2021. The Company will seek shareholder approval to issue 120,192,308 free attaching placement options at an upcoming General Meeting to be convened.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

 Existing class

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

 Yes

Details of +securities proposed to be issued

ASX +security code and description

ROO : CHESS DEPOSITARY INTERESTS 1:1

Number of +securities proposed to be issued

160,256,410

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

 Yes



In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00624

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

Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

New class

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

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Unlisted Options exercisable at \$0.02 on or before 30 September 2023

+Security type

Options

Number of +securities proposed to be issued

40,064,103

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Free attaching Options issued to the Placement CDIs. 1 option issued for every 4 placement CDIs subscribed for and issued.

For personal use only



Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

77,860.000000

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

No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

No

Provide the estimated non-ranking end period

30 September 2023 (expiry date of options)

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

<https://www.asx.com.au/asxpdf/20210813/pdf/44z9b6df7z8ps9.pdf>

Schedule 3

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0200

Expiry date

30/9/2023

Details of the type of +security that will be issued if the option is exercised

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Number of securities that will be issued if the option is exercised

One fully paid ordinary CDI

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The Terms and Conditions of the Options will be included in a Notice of Meeting to be prepared in due course seeking approval for their issue

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

**ASX +security code**

New class-code to be confirmed

+Security description

Unlisted Options exercisable at \$0.0125 on or before 28 February 2023

+Security type

Options

Number of +securities proposed to be issued

120,192,308

Offer price details**Are the +securities proposed to be issued being issued for a cash consideration?** No**Please describe the consideration being provided for the +securities**

Free attaching Options issued to the Placement CDIs. 3 options issued for every 4 placement CDIs subscribed for and issued.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

243,129.000000

Will all the +securities issued in this class rank equally in all respects from their issue date? No**If some of the issued +securities do not rank equally****Is the actual date from which the +securities will rank equally (non-ranking end date) known?** No**Provide the estimated non-ranking end period**

28 February 2023 (expiry date of options)

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Upon exercise and conversion of the options into ordinary CDIs, the securities will rank equally with the existing class of ordinary CDIs on issue

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0125

Expiry date

28/2/2023

Details of the type of +security that will be issued if the option is exercised

ROO : CHESS DEPOSITARY INTERESTS 1:1



Number of securities that will be issued if the option is exercised

One ordinary fully paid CDI

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The Terms and Conditions of the Options will be included in a Notice of Meeting to be prepared in due course seeking approval for their issue

Part 7C - Timetable

7C.1 Proposed +issue date

28/2/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

16/9/2021

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

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

Yes

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

Everblu Capital



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

6% capital raising fee on placement proceeds raised. In addition, Everblu will be issued 1 Option for every 1 Placement CDI issued (subject to shareholder approval). See separate Appendix 3B lodged with ASX on 13 December 2021

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Placement to raise funds to progress deployments of RZTO systems, business development, working capital and further international expansion.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The Company is preparing a Cleansing Prospectus for the issue of the Placement CDIs and Options which will be lodged with ASX on or around 13 December 2021.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a +disclosure document or +PDS for the +securities proposed to be issued