



Announcement Summary

Entity name

ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD

Announcement Type

New announcement

Date of this announcement

20/10/2022

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	Listed Options (exercisable at \$0.005; 5 year term from date of issue)	216,666,667
ROO	CHESS DEPOSITARY INTERESTS 1:1	10,000,000

Proposed +issue date

31/1/2023

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

20/10/2022

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	31/1/2023	<input checked="" type="checkbox"/> Estimated	No

Comments

Shareholder approval will be required for the Broker CDIs and Broker Options proposed to be issued to Everblu Capital for services provided in relation to the October 2022 Placement (as announced on 21 October 2022).

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?

 No

Details of +securities proposed to be issued

ASX +security code and description

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Number of +securities proposed to be issued

10,000,000

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**

The CDIs are being issued to the Lead Manager to the October 2022 Placement for capital raising services provided as announced on 21 October 2022.

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

30,000.000000

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

Yes

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)?

New class

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

No

Details of +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?

Yes

ASX +security code

New class-code to be confirmed

+Security description

Listed Options (exercisable at \$0.005; 5 year term from date of issue)

+Security type

Options

Number of +securities proposed to be issued

216,666,667

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

The Options are being issued to the Lead Manager to the October 2022 Placement for capital raising services provided.

Please provide an estimate of the AUD equivalent of the consideration being

**provided for the +securities**

631,978.000000

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**

31 January 2028 (estimate 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 shares, the securities will rank equally with the existing class of ordinary shares on issue

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0050	31/1/2028

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 share (ASX: ROO)

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 Broker Options will be included in a notice of meeting to be prepared for a General Meeting to be convened in the near future seeking approval for the issue of the options.

Part 7C - Timetable

7C.1 Proposed +issue date

31/1/2023



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

31/1/2023

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

Yes

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?

No

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

The Broker CDIs and Broker Options are being issued to the Lead Manager of the October 2022 Placement, Everblu Capital as part of their capital raising fee for the Placement (as announced on ASX on 21 October 2022).

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 Broker CDIs and Broker Options proposed to be issued to the Lead Manager Everblu Capital as part of their capital raising fee for the Placement will be subject to shareholder approval.

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 involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)

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