



ACN 611 976 517

Notice of Annual General Meeting

Date: 10.30am (Adelaide time) on 16 May 2019

Place: Uraidla Hotel

1198 Greenhill Road

URAILDLA SA 5142

Dear Shareholder

On behalf of the Duxton Water Limited, it is my pleasure to invite you to attend the Annual General Meeting for the Company's 2018 financial year.

The key AGM meeting details are-

- Time and date: 10.30am Adelaide time on 16 May 2019
- Location: Uraidla Hotel, 1198 Greenhill Road, URAIDLA SA 5142

This Notice of Meeting outlines the items for shareholders to consider at the meeting. Further explanatory notes are provided to you. Our AGM is an opportunity for you to share your views directly with the Board and the Investment Manager. You will meet the directors and other representatives of the company and the Investment Manager and hear about the developments at Duxton Water and our plans for the future.

Please find attached the following documents in relation to the Annual General Meeting:

- a) Notice of Annual General Meeting together with Explanatory Statement.
- b) Proxy Form for the AGM together with instructions.

A copy of the Company's 2018 Annual Report can be found at www.duxtonwater.com.au.

If you are unable to attend the AGM in person, I encourage you to complete and lodge the enclosed Proxy Form as soon as possible and, in any event, by no later than 10.30am (Adelaide time) 14 May 2018. Instructions on how to vote by proxy are set out on the Proxy Form and this Notice.

The Board invites attending shareholders to stay following the meeting for some refreshments.

On behalf of my fellow Directors, I look forward to welcoming you to the AGM, sharing the Company's achievements and future outlook with you.

Yours sincerely,

Ed Peter
Chairman of the Board

Notice of Annual General Meeting

The Annual General Meeting (**AGM**) of the Company will be held at Uraidla Hotel, 1198 Greenhill Road, Uraidla SA 5142 at 10.30 am (Adelaide time) on 16 May 2019.

The Explanatory Statement that accompanies and forms part of this Notice of AGM describe the matters to be considered at the AGM.

Attendance

If you are attending the AGM, please bring your personalised shareholding form to allow the Share Registry to promptly register your attendance at the meeting. The registration desk will be open from 9.30 am.

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice and proxy form regarding the appointment of a proxy.

Items of Business

1. Financial Report and Reports of the Directors and Auditor

To receive and consider the Financial Report, Directors' Report and Independent Auditor's Report for the financial period ended 31 December 2018.

Shareholders will be given reasonable opportunity to ask questions about or make comments on the management of the Company.

2. Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"The Company's Remuneration Report for the financial period ended 31 December 2018 is adopted."

The Remuneration Report is set out in the 2018 Annual Report. Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Corporations Act provides that a vote on Resolution 2 must not be cast (in any capacity), and the Company will disregard any votes cast on Resolution 2 by or on behalf of:

- (a) A member of the Key Management Personnel (which includes any Director); and
- (b) A Closely Related Party (such as close family members and any controlled companies) of those persons, the details of whose remuneration are included in the Remuneration Report. The Explanatory Memorandum includes important information in relation to the voting of proxies on this Resolution.

However, a person described above may cast a vote on Resolution 2 if the vote is not cast on behalf of a person described above and either:

- (a) the voter does so as proxy appointed in writing that specifies how the proxy is to vote on the Resolution; or
- (b) the voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way in which the Chair is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Election of Director – Stephen Duerden

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Stephen Duerden, having retired as a Director in accordance with Clause 17.3 of the Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.”

4. Election of Director – Dennis Mutton

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Dennis Mutton, having retired as a Director in accordance with Clause 17.3 of the Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.”

5. Approval of 10% Placement Capacity

To consider and, if thought fit, pass, the following resolution with or without amendment, as a **special resolution**:

“In accordance with ASX Listing Rule 7.1A, and for all other purposes, the issue of Shares of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions in the Explanatory Statement, is approved.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution on item 5 by or on behalf of:

- ▶ any person who is expected to participate in an issue of Shares under the 10% Placement Capacity or any person who may obtain a material benefit as a result of an issue of Shares under the 10% Placement Capacity, except a benefit solely by reason of being a holder of ordinary securities in the Company; or
- ▶ an associate of that person.

However, the Company need not disregard a vote if:

- ▶ it is cast by any person as a proxy for a person who is entitled to vote on the resolution, in accordance with a direction on the proxy form; or
- ▶ it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board



Katelyn Adams
Company Secretary

Explanatory Statement to Notice of AGM

Explanatory Statement

Item 1: Financial and related reports

Description	Duxton Water's financial report, directors' report and the auditor's report for the financial period ended 30 December 2018 will be laid before the Annual General Meeting. There is no requirement for shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of Duxton Water. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the auditor's report.
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Item 2: Remuneration report (non-binding resolution)

Description	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2018 Annual Report and is available from www.duxtonwater.com.au.</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▶ Describes the policies behind and the structure of the remuneration arrangements of the Company and the Investment Manager. ▶ Sets out the remuneration arrangements in place for each Director. ▶ Explains the differences between the basis for remunerating non-executive directors and the Investment Manager. <p>The vote on this item is advisory only and will not require the Company to alter the arrangements set out in the Remuneration Report if this resolution is not passed. However, the Board will provide the opportunity for, and will take into account any discussion, on this item and the outcome of the vote when considering future remuneration policies and practices of the Company.</p>
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Board recommendation	<p>The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report, noting that:</p> <ul style="list-style-type: none"> • Ed Peter and Stephen Duerden are remunerated by the Investment Manager, which receives fees from the Company as described in the Remuneration Report; and • Dirk Wiedmann, Peter Michell and Dennis Mutton have a personal interest in their own remuneration from the Company as described in the Remuneration Report.
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Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
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Explanatory Statement

Items 3 - 4: Election of Directors – Stephen Duerden and Dennis Mutton

Explanation	<p>Clause 17.3 of the Constitution requires that one-third of the Directors of the Company (rounded up to the nearest whole number) retire at each AGM. A retiring Director is eligible for re-election (unless otherwise precluded).</p> <p>Accordingly, Stephen Duerden and Dennis Mutton retire, and, being eligible, stand for re-election to the Board for the purposes of Clause 17.3 of the Constitution.</p>
Director's Details	<p>Stephen Duerden - Director</p> <p>Qualifications: Bachelor of Commerce in Accounting Finance and Systems, University of NSW Australia; Graduate Diploma in Applied Finance and Investments, Financial Services Institute of Australasia; Fellow of the Financial Services Institute of Australasia; Certified Practicing Accountant and Member of the Australian Institute of Company Directors.</p> <p>Stephen Duerden is currently the CEO of Duxton Capital (Aust) Pty Ltd.</p> <p>Stephen has over 26 years of experience in investment management and joined the Duxton Group in May 2009. Prior to this, Stephen was the COO and Director for both the Complex Assets Investments Team and the Singapore operation of Deutsche Bank Asset Management Asia. Prior to this Stephen worked with Deutsche in Australia where he was a member of the Australian Executive Committee responsible for the management of the Australian business, with assets under management of approximately AUD \$20 billion, and a member of the Private Equity Investment Committee overseeing the management of over AUD \$2.5 billion in Private Equity and Infrastructure assets.</p> <p>Stephen has had exposure to a broad range of financial products and services during his career. He has been involved in direct property development and management, the listing and administration of REITS, as well as the operation and investment of more traditional asset portfolios. Stephen is currently a Director on a number of direct agricultural businesses in Australia.</p> <p>Stephen is appointed to the Board of the Company as a representative of the Investment Manager.</p> <p>Dennis Mutton - Independent Non-Executive Director</p> <p>Qualifications: BSc (Hons), Grad Dip Mgt, FAICD, FAIM</p> <p>Dennis Mutton is an independent consultant in the fields of natural resource management, primary industries, regional growth initiatives, leadership development and government-business relationships. He also holds a range of board directorships in government, business and not for profit organisations at State and National levels. His full time work career</p>

Explanatory Statement

	included executive management roles in both the private and public sectors culminating in 15 years as CEO of a number of South Australian State Government agencies including the Department of Environment, Water and Natural Resources and the Department of Primary Industries and Regions. Dennis also held roles as Commissioner and Deputy President of the Murray Darling Basin Commission and Chair of the SA Natural Resources Management Council.
Board's Recommendation	Each of the Directors, other than Stephen Duerden and Dennis Mutton (in relation to the resolutions for their election respectively), recommends re-election of Stephen Duerden and Dennis Mutton to the Board.

Explanatory Statement

Item 5: Approval of 10% Placement Capacity

<p>Explanation</p>	<p>Duxton Water is seeking Shareholder approval to issue an additional 10% of its issued Shares over a 12 month period pursuant to ASX Listing Rule 7.1A.</p> <p>Under Listing Rule 7.1A the Company, as an Eligible Entity, may seek the approval of its Shareholders by special resolution passed at an AGM to have this additional capacity (10% Placement Capacity) to issue Shares under rule 7.1A. The exact formula for the 10% Placement Capacity is set out in Listing Rule 7.1A.2 and the approval period to which it relates (generally no more than 12 months) is set out in Listing Rule 7.1A.1 and is detailed below.</p> <p>There are a number of other rules and conditions applicable to the approval and issue of Shares under Listing Rule 7.1A, including:</p> <ul style="list-style-type: none"> a) That any new Shares issued under the 10 Placement Capacity must be in the same class as the existing quoted class of Shares of the Company. b) A limitation on the discount to prevailing market price at which they may be issued. <p>Additional disclosure requirements</p> <p>As at the date of the Notice, Duxton Water has 108,576,017 Shares on issue. Therefore the Company, subject to shareholder approval being obtained under item 9, could issue up to a further 10,857,601 Shares under Listing Rule 7.1A.</p> <p>The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2</p>
<p>Minimum Issue Price</p>	<p>The minimum issue price of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of the issue of the Shares in accordance with the formula prescribed.</p> <p>The issue price of Shares issued under Listing Rule 7.1A must not be less than 75% of the VWAP of the Shares calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> i) The date on which the price at which the Shares are to be issued is agreed; or ii) If the Shares are not issued within five Trading Days of the referred to in (i) above, the date on which the Shares are issued.
<p>10% Placement Period</p>	<p>Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the</p>

Explanatory Statement

	<p>approval is obtained and expires on the earlier to occur of:</p> <ul style="list-style-type: none">(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and(ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.1 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
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Explanatory Statement

Other Information

(a) Pursuant to Listing Rule 7.3A, the following additional information is provided in relation to the approval of the 10% Placement Facility. There is a risk that:

- the market price for the Company's Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for the Company's Shares in the same class on the issue date,

which may have an effect on the amount of funds raised by the issue of the Shares.

(b) The table below shows the risk of voting dilution of existing shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in formula in Listing Rule 7.1A.2		Issue Price		
		\$0.79 50% decrease in issue price	\$1.58 issue price	\$3.16 100% increase in issue price
Current Variable 'A' 108,576,017 shares	10% voting dilution	10,857,601 shares	10,857,601 shares	10,857,601 shares
	Funds raised	\$8,577,504.70	\$17,155,009	\$34,310,019
50% increase in current	10% voting dilution	16,286,402 shares	16,286,402 shares	16,286,402 shares

Explanatory Statement

Variable 'A' 162,864,025 shares	Funds raised	\$12,866,257	\$25,732,515	\$51,465,030
100% increase in current Variable 'A' 217,152,034 shares	10% voting dilution	21,715,203 shares	21,715,203 shares	21,715,203 shares
	Funds raised	\$17,155,010.37	\$34,310,020.74	\$68,620,041.48

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the 10% Placement Facility.
- Options on issue not included.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements pursuant to the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Shares under Listing Rule 7.1A and no other issues of Equity Securities.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The issue price is \$1.58, being the closing price of the Shares on ASX on 14 March 2019.

c) The Company may seek to issue the Shares for the following purposes:

- Non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as referred to in the Note to Listing Rule 7.1A.3;
- Cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new and existing assets or investments (including expense associated with such acquisition) and/or general working capital.

Explanatory Statement

- d) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Shares.
- e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Shares and the number of Shares allotted to each will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- (i) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which the existing security holders can participate;
 - (ii) the effect of the issue of the Shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
- Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments or the nominee of such vendors.
- f) The Company has previously obtained approval under ASX Listing Rule 7.1A at the Company's AGM held on 3 May 2018, requiring the following disclosure under ASX Listing Rule 7.3A.6:
- i) The Company has issued a total of 34,450,174 equity securities in the 12 months preceding this Meeting, which represents approximately 31.73% of the total number of Equity Securities on issue at the commencement of that 12 month period. The Company issued:
 - i. 336,881 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$370,569.10 which was spent on general working capital.
 - ii. 1,309,002 fully paid Ordinary Shares to option

Explanatory Statement

	<p>holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$1,439,902.20 which was spent on general working capital.</p> <p>iii. 1,484,134 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$1,632,547.40 which was spent on general working capital.</p> <p>iv. 2,323,139 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$2,555,452.90 which was spent on general working capital.</p> <p>v. 1,073,720 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$1,181,092 which was spent on general working capital.</p> <p>vi. 4,778,480 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$5,256,328 which was spent on general working capital.</p> <p>vii. 3,817,607 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$4,199,367.70 which was spent on general working capital.</p> <p>viii. 55,000 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$60,500 which was spent on general working capital.</p> <p>ix. 225,818 fully paid Ordinary Shares to option holders as a result of exercise of listed options at an issue price of \$1.10 per share, raising a total of \$248,399.80 which was spent on general working capital.</p> <p>x. 750,657 fully paid Ordinary Shares to shareholders under the Company's Dividend Reinvestment Plan at an issue price of \$1.321</p>
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Explanatory Statement

	<p>per share at a 3% discount based on the 5 day VWAP immediately preceding 14 September 2018.</p> <p>xi. 7,501,693 fully paid Ordinary Shares to institutional shareholders under the 1 for 2 accelerated non-renounceable entitlement offer at an issue price of \$1.30 per share, raising a total of \$9,752,200.90 which was spent on general working capital.</p> <p>xii. 10,794,043 fully paid Ordinary Shares to retail shareholders under the 1 for 2 accelerated non-renounceable entitlement offer at an issue price of \$1.30 per share, raising a total of \$14,032,255.90 which was spent on general working capital.</p>
Formula for calculating the 10% Placement	<p>The number of Shares which the Company may issue pursuant to this item 9 in accordance with ASX Listing Rule 7.1A.2 may be calculated in accordance with the following formula:</p> $(A \times D) - E$ <p>Where:</p> <p>A is the number of shares on issue 12 months before the date of issue or agreement to issue:</p> <ol style="list-style-type: none"> plus the number of fully paid ordinary shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2; plus the number of partly paid shares that became fully paid in the previous 12 months; plus the number of fully paid shares in the previous 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4 – this does not include an issue of fully paid shares under the Company’s 15% placement capacity (which is not subject to shareholder approval); less the number of fully paid ordinary shares cancelled in the previous 12 months <p>D is 10%</p> <p>E is the number of Shares issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
Board Recommendation	<p>The Directors believe that this resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour.</p>

Explanatory Statement

	<p>In particular, the ability of the Company to issue new Shares under the 10% Placement Capacity will enable the Company to issue Shares in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of having to go back to the Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing market conditions.</p>
Voting Exclusion	<p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>

Voting by Proxy

1. A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast two or more votes at the Meeting, two proxies, to attend and vote instead of the Shareholder.
2. Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
3. A proxy need not be a Shareholder of the Company.
4. A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.

To record a valid vote, a shareholder will need to take the following steps:

- cast the shareholder's vote online by visiting www.investorvote.com.au and entering the shareholder's Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed proxy form; or
 - complete and lodge the manual proxy form at the share registry of the Company, Computershare Investor Services Pty Limited:
 - by post at the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001
- OR
- by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - for Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting www.intermediaryonline.com,

so that it is received no later than 10.30 am (Adelaide time) on 14 May 2018.

Please note that if the chair of the meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolution 2 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy you can direct the chair to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box on the proxy form.

The chair intends to vote undirected proxies in favour of each item of business.

5. 'Snap Shot' Time

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting. The Directors have determined that all shares of the Company that are quoted on ASX as at 7.00 pm (Adelaide time) on 14 May 2018 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the shares at that time.

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on KMP and their Closely Related Parties from voting their shares (or voting undirected proxies) on and amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of KMP. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy and you do not mark any of the boxes as give the Chair directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy.

The Company's Chairman will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

Glossary

\$ means Australian dollars.

Annual General Meeting (AGM) or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of Duxton Water.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse of child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001(Cth)*

Company means Duxton Water Ltd ACN 611 976 517.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting is not included in the S&P/ASX300 Index; and has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement of accompanying the Notice.

Investment Manager means Duxton Capital (Australia) Pty Ltd.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option which enables the holder to subscribe for one Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the period ending 31 December 2018.

Resolutions means the resolutions set out in the Notice, or any one of them as the contest requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the registered holder of a Share.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average market price.

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182524

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:30am (Adelaide time) Tuesday 14 May 2019**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Please mark



to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Duxton Water Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Duxton Water Ltd to be held at **Uraidla Hotel, 1198 Greenhill Road, URAIDLA SA 5142 on Thursday, 16 May 2019 at 10:30am (Adelaide time)** at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director - Stephen Duerden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director - Dennis Mutton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /
