

Duxton Broadacre Farms Limited
ABN 45 129 249 243

Notice of Annual General Meeting

Date: 11am (Adelaide time) on 26 November 2021
Place: Uraidla Hotel, 1198 Greenhill Road, Uraidla SA 5142

Time and Place of Meeting and How to Vote

Venue

The Annual General Meeting of Shareholders of the Company will be held at the Uraidla Hotel, 1198 Greenhill Road, Uraidla SA 5142 on 26 November 2021 at 11am (Adelaide time).

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

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 PIN, 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:
 - a) by post at the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

OR
 - b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - c) for Intermediary Online subscribers only (custodians), cast the Shareholder's vote online by visiting www.intermediaryonline.com,

so that it is received not later than 48 hours before the Annual General Meeting, being 10am (Adelaide time) on 24 November 2021.

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 Resolutions 1, 4, 5 and 6 even though they are 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 Resolutions 1, 4, 5 and 6 by marking the appropriate box on the proxy form.

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

NOTICE OF MEETING

DUXTON BROADACRE FARMS LIMITED ABN 45 129 249 243

("Company")

Notice of Annual General Meeting

The Annual General Meeting of Shareholders of the Company will be held at the Uraidla Hotel, 1198 Greenhill Road, Uraidla SA 5142 on 26 November 2021 at 11am (Adelaide time).

COVID-19

If you are attending in person please bring your Proxy form with you to assist registration. Given the restrictions in force and the uncertainty and potential health risks arising from the various strains of the Coronavirus (COVID-19) pandemic, Duxton Broadacre Farms Limited strongly encourages and requests Shareholders to lodge a directed proxy in advance of the meeting. Duxton Broadacre Farms Limited reserves the right to change the physical meeting to a virtual meeting, in the case this eventuates Duxton Broadacre Farms Limited will release an announcement on the ASX with updated meeting details.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form both form part of this Notice of Meeting.

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 6.30pm (Adelaide time) on 24 November 2021.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

Items of business

Consideration of Financial Reports of the Directors and Auditors

To receive and consider the Financial Report together with the Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2021.

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

Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as a **non-binding resolution**:

"To adopt the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2021."

Pursuant to section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-Election of Director – Edouard Peter

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

"Pursuant to Article 49 of the Company's Constitution and Listing Rule 14.4 and for all other purposes, Ed Peter, who retires by rotation and offers himself for re-election, is re-elected as a Director of the Company."

Resolution 3 – Election of Director – Amanda Rischbieth

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

"That, for the purposes of Listing Rule 14.5 and all other purposes, Amanda Rischbieth, who having been appointed as a Director of the Company on 26 November 2020 in accordance with clause 49 of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."

Resolution 4 – Approval of issue of Equity Securities to Wade Dabinett

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 19,374 Shares to Mr Wade Dabinett (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Resolution 5 – Approval of issue of Equity Securities to Mark Harvey

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 19,374 Shares to Mr Mark Harvey (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Resolution 6 – Approval of issue of Equity Securities to Amanda Rischbieth

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 11,518 Shares to Dr Amanda Rischbieth (or her nominee) on the terms and conditions set out in the Explanatory Statement."

Resolution 7 – Approval of issue of Equity Securities for the purpose of ASX Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the prescribed formula in Listing Rule 7.1A.2, be approved on the terms set out in the Explanatory Statement."

Resolution 8 – Change of Company Name

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the name of the Company to be changed to Duxton Farms Limited, and for all references to the Company's name in the Constitution of the Company to be replaced with Duxton Farms Limited."

Voting exclusion statement

The following voting exclusion statement applies to the Resolutions under the Listing Rules or, where applicable, the provisions of the *Corporations Act*, to the following persons ("**Excluded Persons**").

The Company will disregard any votes cast on the following resolutions by or on behalf of:

- the following Excluded Persons excluded from voting or their Associates

Resolution No.	Title	Excluded Persons
1	Adoption of Remuneration Report	In any capacity by or on behalf of a member of the KMP, or a Closely Related Party of the KMP, details of whose remuneration are included in the remuneration report for the year ended 30 June 2021.
2	Re- Election of Director	Mr Ed Peter and any of his Associates
3	Election of Director	Dr Amanda Rischbieth and any of her Associates
4	Approval of issue of Equity Securities to Wade Dabinett	In favour of resolution 4 by or on behalf of Mr Wade Dabinett and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).
5	Approval of issue of Equity Securities to Mark Harvey	In favour of resolution 5 by or on behalf of Mr Mark Harvey and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).
6	Approval of issue of Equity Securities to Amanda Rischbieth	In favour of resolution 6 by or on behalf of Dr Amanda Rischbieth and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).
7	Approval of issue of Equity Securities for the purpose of ASX Listing Rule 7.1A	In favour of resolution 7 by or on behalf of a person (and any Associates of such person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue under the 10% Placement Capacity (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Resolution No.	Title	Excluded Persons
		As at the date of this Notice, the Company does not yet know, nor has it formed an intention in relation to how it will decide, which parties it may approach to participate in any issue that may ultimately be made.

However, this does not apply to a vote cast on Resolution 4, 5 and 6 in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the Chairman decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

In addition to the exclusions noted above, the Corporations Act provides that a vote on Resolution 1 must not be cast (in any capacity), and the Company will disregard any votes cast on Resolution 1 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 1 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.

Further, a vote on Resolutions 4, 5 and 6 must not be cast as a proxy by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or

(ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 4, 5 and 6 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Voting by Proxy

The Corporations Act places certain restrictions on the ability of KMP and their Closely Related Parties to vote on resolutions connected directly or indirectly with the remuneration of the Company's KMP. For those reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the Company's KMP as such proxies may not be able to vote undirected proxies.

If you appoint the Chairman as your proxy by marking the box at **STEP 1** on the Proxy Form, then you are providing express authorisation for the Chairman exercise the proxy on all Resolutions in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes at **STEP 2** on the Proxy Form).

This express authorisation acknowledges that the Chairman may exercise your proxy in relation to Resolutions 1, 4, 5 and 6 even though they are connected with remuneration of a member of KMP and is a Resolution in respect of which the Chairman of the meeting has an interest.

Votes cast by the Chairman on Resolutions 1, 4, 5 and 6 other than as an authorised proxy holder will be disregarded because of his interest in the outcome of the resolutions.

The Chairman intends to vote available proxies **in favour** of all resolutions.

DATED this 25th day of October 2021

By order of the Board



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Katelyn Adams
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the First Annual General Meeting of the Company to be held at Uraidla Hotel, 1198 Greenhill Road, Uraidla SA 5142 on 26 November 2021 at 11am (Adelaide time).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Consideration of Reports

The Corporations Act requires the Company to place its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

The Company's 2021 Annual Report has previously been sent where requested to Shareholders and is available on the Company's website at www.duxtonbroadacre.com.au.

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report is contained in the Company's 2021 Annual Report and has been available on the Company's website since then. The Remuneration Report includes all of the information required by Section 300A of the *Corporations Act*, including:

- (i) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of Directors, secretaries and senior managers of the Company;
- (ii) discussion of the relationship between such policy and the Company's performance; and
- (iii) the prescribed details in relation to the remuneration of each Director and certain executives.

Under the Corporations Act, the vote on this Resolution is advisory only and does not bind the Board or the Company. However, the Board will consider the outcome of the vote when considering future remuneration for Directors and KMP. Shareholders should note that if 25% or more of the votes cast on this Resolution are against adoption of the Remuneration Report, then the first

element in the Board spill provisions under the Corporations Act (known generally as the “two strikes rule”) will be triggered. This would require a Resolution on whether to hold a further meeting to spill the Board (“spill resolution”) to be put to Shareholders at the 2022 Annual General Meeting if a “second strike” were to occur at the 2022 Annual General Meeting.

The Remuneration Report forms part of the Directors’ Report which has unanimously been adopted by resolution of the Board. An opportunity will be provided for discussion of the Remuneration Report at the meeting. In relation to the approval of the Remuneration Report of the Company for 2021, less than 25% of the votes cast on that resolution were against it.

A voting exclusion statement is set out on page 5 of the Notice of Meeting.

The Chairman intends to vote all available proxies in favour of Resolution 1.

Directors’ Recommendation

The Directors recommend that Shareholders vote **in favour** of the adoption of the Remuneration Report.

Resolution 2 – Re-Election of Director – Edouard Peter

Resolution 2 seeks Shareholder approval for the re-election of Ed Peter as a Director of the Company.

Mr Peter retires by rotation in accordance with Listing Rule 14.4. Mr Peter is eligible for re-election and offers himself for re-election as a Director of the Company.

Biography of Mr Peter:

Ed Peter, is the co-founder and Chairman of Duxton Asset Management Pte Ltd (“Duxton”). Prior to forming Duxton in 2009, Ed was Head of Deutsche Asset Management Asia Pacific (“DeAM Asia”), Middle East & North Africa. He was also a member of Deutsche Bank’s Group Equity Operating Committee and Asset Management Operating Committee. Ed joined Deutsche Bank in 1999 as Head of Equities and Branch Manager of DB Switzerland. In March 2001, Ed moved to Hong Kong with Deutsche Bank and was appointed Head of Global Equities for Asia and Australia, becoming responsible for all of Global Emerging Market Equities in the beginning of 2003. In November 2004, Ed became Head of Asian and Emerging Market Equities for the new Global Markets Division.

Ed holds a Bachelor’s Degree in English Literature from Carleton College in Northfield, Minnesota. Ed’s first foray into agricultural investing was in 1999 and he remains passionately interested in agriculture today.

Ed is appointed to the Board of the Company as a representative of the Investment Manager.

The Chairman intends to vote all available proxies in favour of Resolution 2.

Directors’ Recommendation

The Directors (other than Mr Peter who abstains given his personal interest in the resolution) recommend that Shareholders vote **in favour** of the election of Mr Peter.

Resolution 3 – Election of Director – Dr Amanda Rischbieth

Resolution 3 seeks Shareholder approval for the election of Amanda Rischbieth as a Director of the Company.

Dr Amanda Rischbieth having been appointed as a Non-Executive Director of the Company on 26 November 2020 in accordance with clause 49 of the Company's Constitution is standing for election in accordance with Listing Rule 14.5, and being eligible, offers herself for election as a Director of the Company.

Listing Rule 14.5 requires a listed entity to hold an election of directors at each annual general meeting.

Biography of Dr Rischbieth:

Amanda has over 35 years' experience in health and academia including CEO and non-executive directorship roles across health care delivery, clinical (critical care), public health, research, ethics, and corporate governance advisory.

Amanda is current chairman of the National Blood Authority Australia and a non-executive director of Camp Quality. Following her twelve-month Harvard Advanced Leadership Fellowship in 2017, she was invited back as a Visiting Scientist to join a partnership project between Harvard Chan School of Public Health and Harvard Business School (HBS). She is also an advisory council member of the HBS-led Impact-Weighted Accounts Initiative to which she brings her experience in business and academia to environmental, social, governance (ESG) measurement and long-term value creation.

Amanda is a Fellow of the Australian Institute of Company Directors, and Associate Professor at the University of Adelaide, a Governor's Leadership Foundation Fellow and a former Telstra Business Women Awards Finalist in two categories.

The Chairman intends to vote all available proxies in **favour** of Resolution 3.

Directors' Recommendation

The Directors (other than Dr Rischbieth who abstains given his personal interest in the resolution) recommend that Shareholders vote **in favour** of the election of Dr Rischbieth.

Resolutions 4, 5 and 6 – Approval of issue of Equity Securities to Wade Dabinett, Mark Harvey and Amanda Rischbieth

The Company seeks Shareholder approval for issue of Shares to the Non-Executive Directors of the Company, Mr Wade Dabinett, Mr Mark Harvey and Dr Amanda Rischbieth.

The Non-Executive Directors are to be paid a Director's fee equivalent to \$35,000 per annum each. As disclosed in the Company's Annual Report, the Company proposes to issue Shares to the Non-Executive Directors at the listing price of \$1.50 per share in lieu of cash remuneration.

The Company therefore proposes to issue 19,374 Shares each to Mr Dabinett and Mr Harvey and 11,518 Shares to Dr Rischbieth.

If Resolutions 4 and 5 are not approved by shareholders, the Company will pay the sum of \$35,000 in cash to Mr Dabinett and Mr Harvey.

If Resolution 6 is not approved by Shareholders, the Company will pay the sum of \$17,277 in cash to Dr Rischbieth.

The Shares will be issued for no cash consideration and will rank in all respects equally with existing fully paid ordinary Shares of the Company.

Regulatory requirements

Listing Rule 10.11 provides that Directors may not be issued any securities in the Company without the approval of Shareholders.

If approval for Resolutions 4, 5 and 6 is given for the purposes of Listing Rule 10.11 then approval is not required under Listing Rule 7.1 and the issue of securities is not included in the calculation of the placement capacity under the same.

The issue of the Shares will confer a financial benefit on the Non-Executive Directors.

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the *Corporations Act*.

Shareholder approval is not being sought for the purposes of section 208 of the *Corporations Act* on the basis that the benefit is considered by the other Directors to constitute reasonable remuneration and, therefore, the exception in section 211 of the *Corporations Act* applies.

Section 211 provides that shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

Having considered the Company's circumstances and the Non-Executive Directors' circumstances, the Board (other than the Non-Executive Directors) considers that the financial benefit conferred by the issue of Shares to the Non-Executive Directors is reasonable and therefore, the exception in section 211 applies.

Additional Disclosure

In accordance with the requirements of Listing Rule 10.11 and 10.13, the following further information is provided to Shareholders to allow them to assess the proposed grant of Shares to Mr Dabinett, Mr Harvey and Dr Rischbieth:

- a) The Shares will be issued to Mr Dabinett, Mr Harvey and Dr Rischbieth or their respective nominees who as Non-Executive Directors of the Company fall within Listing Rule 10.11.1.

- b) The maximum number of securities proposed to be issued to each Non-Executive Director is as follows:
 - a. Mr Dabinett – 19,374
 - b. Mr Harvey – 19,374
 - c. Dr Rischbieth – 11,518
- c) The Shares are being issued in lieu of cash remuneration and therefore will be issued for no cash consideration and no funds will be raised from the issue of Shares.
- d) The remuneration package for Mr Dabinett, Mr Harvey and Dr Rischbieth for the year ended 30 June 2021 was \$35,000 each (including superannuation).
- e) The Shares will be issued on the day after the Meeting and in any event within 1 month of the Meeting.
- f) A voting exclusion statement in respect of Resolutions 4, 5 and 6 is set out on page 5 of the Notice of Meeting.

The Chairman intends to vote all available proxies in **favour** of Resolutions 4, 5 and 6.

Directors' Recommendation

The Directors (other than Mr Dabinett, Mr Harvey and Dr Rischbieth who abstain given their personal interest in the resolutions) recommend Shareholders vote **in favour** of Resolutions 4, 5 and 6.

Resolution 7 – Approval of issue of Equity Securities for the purpose of ASX Listing Rule 7.1A

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the ability to issue Equity Securities pursuant to the 10% Placement Capacity available under ASX Listing Rule 7.1A.

Overview

Listing Rule 7.1A allows mid to small cap listed entities to seek Shareholder approval to issue Equity Securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12-month period (**10% Placement Capacity**). This is in addition to the 15% permitted under listing rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less at the time of the Annual General Meeting. The Company is currently an eligible entity for the purpose of Listing Rule 7.1A. The Board expects that the Company will be an eligible entity as at the date of the Annual General Meeting. However, if the Company is not eligible, Resolution 7 will be withdrawn.

Shareholder Approval

The ability to issue Equity Securities under Listing Rule 7.1A is subject to Shareholder approval by way of special resolution at Annual General Meeting. Approval cannot be sought at any other Shareholder's meeting and Equity Securities issued under the approval (if obtained) must be issued within 12 months after the date of the Annual General Meeting.

No Equity Securities can be issued under Listing Rule 7.1A before the special resolution is passed. The issue of securities under this rule cannot be subsequently approved by security holders and then be treated as if the issue had received prior approval.

Equity Securities

Any Equity Securities issued by the Company under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice the Company has only one class of Equity Securities on issue being Shares.

Formula for calculating the 10% Placement Capacity

The Company may issue Equity Securities during the 12-month period after the date of approval calculated in accordance with the following formula as contained in ASX Listing Rule 7.1A.2:

$$(A \times D) - E$$

A is the number of fully paid ordinary Shares on issue 12 months before the date of issue or agreement to issue ("**Relevant Period**");

- plus the number of fully ordinary Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue shares within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4
- plus the number of partly paid ordinary Shares that became fully paid in the Relevant Period;
- plus any other fully paid ordinary Shares issued in the 12 months with approval of Shareholders under Listing Rule 7.1 or 7.4;
- less the number of fully paid ordinary Shares cancelled in the Relevant Period

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

Additional Disclosure

For the purpose of Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Capacity:

- **Validity**

The approval under Listing Rule 7.1A will be valid from the date of the AGM until the earlier of 12 months from the AGM (26 November 2022), the time and date of the Company's next AGM or the time and date of approval by Shareholders for a transaction under Listing Rule 11.1.2 or 11.2.

- **Minimum issue price**

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price and at which the Equity Securities are to be issued is agreed between the Company and the recipient of the Equity Securities; or
- if the Equity Securities are not issued within 10 Trading Days of the date above, the date on which the Equity Securities are issued.

- **Risk of dilution**

If the Company issues Equity Securities under the 10% Placement Capacity, there is a risk that the economic and voting power of existing Shareholders will be diluted.

There is also a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the issue date than the date of approval at the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The below table shows the risk of dilution to existing Shareholders if the Company issues Equity Securities under the 10% Placement Capacity on the basis of:

- the current market price of Shares and the current number of Shares calculated in accordance with Listing Rule 7.1A(2) variable "A";
- a 50% decrease in the current market price of Shares and a 50% increase in the current number of Shares calculated in accordance with Listing Rule 7.1A(2) variable "A"; and
- a 100% increase in the current market price of Shares and a 100% increase in the current number of Shares calculated in accordance with Listing Rule 7.1A(2) variable "A".

Variable "A" in Listing Rule 7.1A.2		Dilution / Effect		
		\$0.83 50% decrease in Issue Price	\$1.66 Issue Price	\$3.32 100% increase in Issue Price
Current Variable A <i>43,466,514 Shares</i>	Shares Issued under LR 7.1A (10%)	4,346,651	4,346,651	4,346,651
	Funds Raised	\$3,607,720	\$7,215,441	\$14,430,883
50% increase in current Variable A <i>65,199,771 Shares</i>	Shares Issued under LR 7.1A (10%)	6,519,977	6,519,977	6,519,977
	Funds Raised	\$5,411,581	\$10,823,162	\$21,646,324
100% increase in current Variable A <i>86,933,028 Shares</i>	Shares Issued under LR 7.1A (10%)	8,693,303	8,693,303	8,693,303
	Funds Raised	\$7,215,441	\$14,403,883	\$28,861,766

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- The table does not show any examples of the dilution that may be caused to a specific Shareholder based on that Shareholder's holding at the date of the Annual General Meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table only shows the effect of issues under Listing Rule 7.1A and does not consider the effect of any issues under the 15% placement capacity under Listing Rule 7.1 during the 12-month period or any other issues.
- The Issue Price of the Shares is \$1.66, being the closing price of the Shares on ASX on 28 September 2021.

• Final issue date

The final date that the Company can issue Equity Securities under the 10% Placement Capacity is 12 months from the date of the Annual General Meeting, being 26 November 2022.

The approval under Resolution 7 will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

• Purpose of the issue

The Company may seek to issue the Equity Securities for the following purposes:

- cash consideration to be applied to the acquisition of new assets or investments, expenditure associated with the Company's operations.

- **Allocation policy**

The Company's allocation policy for the issue of Equity Securities pursuant to the 10% Placement Capacity is largely dependent on the prevailing market conditions and the circumstances of the Company at the time of any proposed issue. The time frame over the 12-month period which the Company expects to make placements under the Resolution 7 approval therefore cannot yet be accurately determined.

As at the date of the Notice the Company has not formed an intention to issue securities under a placement pursuant to Listing Rule 7.1A to any particular party. The Company may approach existing Shareholders, a class or group of existing Shareholders, or new investors who have not previously been Shareholders to participate in a placement of Equity Securities.

When determining to issue the 10% Placement Capacity securities the Company will have regard to a range of factors including but not limited to:

- the effect of the issue of Equity Securities on the control of the Company;
- the financial circumstances of the Company;
- whether the raising of funds could be carried out by means of a pro-rata entitlements offer or other similar issue to allow existing Shareholders to participate;
- advice from the Company's corporate, financial and professional advisors.

- **Previous approval**

For the purposes of Listing Rule 7.3A.6 the following information is provided.

The Company previously obtained Shareholder approval for the 10% Placement Capacity at its 2020 Annual General Meeting.

During the 12 months prior to the date of this Notice, the Company issued No equity securities utilising the 7.1A placement capacity.

- **Voting exclusion statement**

A voting exclusion statement is set out on page 5 of the Notice of Meeting.

As at the date of this Notice, the Company does not yet know, nor has it formed an intention in relation to how it will decide, which parties it may approach to participate in any issue that may ultimately be made. Therefore, no Shareholders will be excluded from voting on Resolution 7 as no Shareholder has an interest in the outcome of the Resolution that is potentially different from that of any other Shareholder.

The Chairman intends to vote all available proxies in favour of Resolution 7.

Directors' Recommendation:

The Directors unanimously recommend that Shareholders vote **in favour** of the 10% Placement Capacity.

Resolution 8 – Change of Company Name

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to 'Duxton Farms Limited'.

The Company also seeks approval under section 136(2) of the Corporations Act to the Company's Constitution being updated to reflect the change of name.

If Resolution 8 is passed, the change of name will take effect when the Australian Securities and Investments Commission alters the details of the Company's registration.

Resolution 8 is a special resolution.

The chair intends to vote undirected proxies in favour of Resolution 8.

Directors' Recommendation:

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 8.

GLOSSARY

In this Notice of Meeting:

\$ means Australian Dollars.

AGM, General Meeting or Meeting means the Annual General Meeting of Shareholders convened for the purposes of considering the Resolutions.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2021.

Associate has the same meaning as in the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the market it operates known as the Australian Securities Exchange, as applicable.

Auditor means the auditor of the Company.

Auditor's Report means the auditor's report on the Financial Report.

Board or **Board of Directors** means the board of Directors of the Company.

Chair or **Chairman** means the person appointed the chair of the Meeting convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Duxton Broadacre Farms Limited ABN 45 129 249 243.

Constitution means the constitution of the Company.

Control has the same meaning as in the Corporations Act.

Corporations Act means *the Corporations Act 2001* (Cth).

Director means a Director of the Company.

Directors' Report means the annual Directors' report.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel or **KMP** means key management personnel as identified in the Remuneration Report for the financial year ended 30 June 2021.

Listing Rules means the Listing Rules of the ASX.

Managing Director means the Managing Director of the Company.

Notice of Meeting or **Notice** means the notice convening the Annual General Meeting accompanying this Explanatory Statement.

Proxy Form means a proxy form accompanying this Notice of Meeting.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution to be considered at the Annual General Meeting as contained in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a person registered as a holder of a Share.

Adelaide Time means Australian Central Daylight Time.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (ACDT) on Wednesday, 24 November 2021.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 186025

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Duxton Broadacre Farms Limited 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 Broadacre Farms Limited to be held at Uraidla Hotel, 1198 Greenhill Road, Uraidla, SA 5142 on Friday, 26 November 2021 at 11:00am (ACDT) and 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 Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 are 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 Resolutions 1, 4, 5 and 6 by marking the appropriate box in step 2.

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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Edouard Peter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Amanda Rischbieth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Equity Securities to Wade Dabinett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Equity Securities to Mark Harvey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Equity Securities to Amanda Rischbieth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Equity Securities for the purpose of ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Change of Company Name	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically