

Just Water International Limited

Notice of meeting

Notice is given that the Annual Meeting of Shareholders of Just Water International Limited (the "Company") will be held on Monday 5 December 2016 at 11:00 am, at 103 Hugo Johnston Drive, Penrose, Auckland.

Agenda:

1. Chairman's Address:

2. Annual Report:

To record the presentation of the 2016 Annual Report.

a. Resolution 1: Annual Report

"That the Annual Report of the Company for the year ended 30 June 2016, including the Auditors' Report, be received."

3. Auditor:

To record the reappointment of PricewaterhouseCoopers as auditor and authorize the Directors to fix the auditors remuneration for the ensuing year.

a. Resolution 2: Auditor

"That the board of directors be authorised to fix the auditors' remuneration for the ensuing year."

4. Election of director (Ian Malcolm):

In December 2015, Ian Malcolm was elected as a Director. In accordance with section 29.5 of the constitution of Just Water International Ltd, Mr. Malcolm retires at the annual general meeting and, being eligible, offers himself for election as a Director.

a. Resolution 3: Ian Malcolm

"That Ian Malcolm be elected as a director of the Company."

The biographical details of Mr. Malcolm are set out in the "Explanatory Notes to Resolutions" section of this Notice of Annual Meeting.

5. General business:

To transact such other business as may properly be brought before the meeting in accordance with the Company's constitution.

Financial Markets Conduct Act Effective Date

Just Water International Limited (NZBN: 9429039526809), of Unit 1, 36 Sale Street, Victoria Quarter Precinct, Auckland 1010, New Zealand, advises that it has elected to fully transition to the Financial Markets Conduct Act 2013 (FMCA) with effect from 26 September 2016. On and from that date, all of the requirements of the FMCA apply to Just Water, including the FMCA financial reporting, fair dealing and other provisions that already governed Just Water at that date.

Just Water International Limited

Explanatory notes to resolutions

Each of the resolutions to be considered at the Annual Meeting is an ordinary resolution. An ordinary resolution means a resolution that is approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

Resolution 1: Annual Report:

The Annual Report for 2016, having been made available or circulated by the share registry, will be tabled for discussion and questions.

Resolution 2: Auditors' remuneration:

PricewaterhouseCoopers are automatically reappointed as the Company's Auditor under section 207T of the Companies Act 1993. This resolution authorises the board to fix the fees and expenses of the Auditor under section 207S of the Companies Act 1993.

Resolution 3: Election of director (Ian Malcolm):

Ian Malcolm was elected a director in December 2015 and in accordance with section 29.5 of the Company's constitution retires at the Annual General Meeting, and being eligible, offers himself for election at the Annual General Meeting.

Ian Malcolm is considered not to be independent as he is an associate of a substantial security holder, namely The Harvard Group Limited.

His biographical details are set out below:

Ian Malcolm is a Chartered Accountant specialising in business structuring and tax minimisation, looking at both "the big picture" as well as the details in any business situation, with the aim of optimising the current and future position for the stakeholders.

Ian continues to operate in public practice (over 25 years' experience), mainly with MHK Chartered Accountants Limited, a long-established well-respected chartered accounting firm in Auckland. Ian has been actively involved with the establishment and growth of a number of businesses, many in the ICT world, currently on the board of a number of successful private companies. In addition, Ian has significant amount of institutional knowledge having been on the board of JWI when this floated on the NZAX stock exchange in 2004, retired in 2013, and elected back to the board in December 2015; and also has practical experience having started & run his own commercial business in the ICT sector, and continues with a high involvement in ICT; ex Chairperson of the New Zealand Institute of Chartered Accountants' Auckland Computer Group.

Ian is a Fellow of the New Zealand Trustees Association, his community involvements include past Trustee of the Stardome Observatory; past Treasurer of a school Board of Trustees, honorary auditor of sports clubs, church parish committee involvements and a Justice of the Peace.

Instructions regarding proxies

1. All shareholders are entitled to attend and, subject to the restrictions described in the section entitled "Voting Restrictions" set out in the explanatory notes to the Notice of Meeting, to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of the shareholder.
3. A proxy need not be a shareholder of the Company.
4. The chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose.
5. If the proxy form is returned without a direction as to how the proxy should act on a resolution, the proxy will exercise his or her discretion as to whether to vote and, if so, how. However, a proxy will be prohibited from exercising discretionary proxies given to him or her in respect of a resolution in which that proxy is disqualified from voting (refer to the section entitled "Voting Restrictions" for disqualified persons). In such instances, the proxy is only able to exercise proxies where the shareholder has provided him or her with an express instruction as to how to exercise that shareholder's vote. Express instructions exclude instructions that give the proxy discretion to exercise that shareholder's vote as the proxy sees fit.
6. Joint holders must all sign the proxy form.
7. If the proxy is signed under a power of attorney, this must be produced for noting by the Company, if not already noted. A certificate of non-revocation of the power of attorney must be attached.
8. A company that is a shareholder may appoint a person to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. A proxy granted by a company or other body corporate must be signed by a duly authorised officer or attorney who has express or implied authority to do so.
9. Completed proxies must be received by the Company's Share Registrar no later than 11:00am on Saturday 3 December 2016 (48 hours before the start of the meeting) at the following address:

The Share Registrar
Just Water International Limited
C/- Link Market Services
PO Box 91976
Auckland 1142
New Zealand

By order of the Board



Tony Falkenstein

Chairman