



**DUXTON
W A T E R**

ACN 611 976 517



Notice of Annual General Meeting

Date: 2:00pm Adelaide time (ACST) on 29 May 2024

Place: Jerningham Room

The Lion Hotel

161 Melbourne Street

North Adelaide SA 5006



Dear Shareholder

On behalf of the Directors of Duxton Water Limited, it is my pleasure to invite you to attend the Annual General Meeting (AGM) for the Company's 2023 financial period.

The key AGM details are-

- Time and date: 2:00pm Adelaide time on 29 May 2024
- Location: Jerningham Room, The Lion Hotel, 161 Melbourne St, North Adelaide SA 5006

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 2023 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 2:00pm (Adelaide time) 27 May 2024. 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.

Those shareholders who are unable to attend the Annual General Meeting in person can view a webcast of the meeting, the details of which are on the following page.

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 Duxton Water Ltd (“**Company**”) will be held at Jerningham Room, The Lion Hotel, 161 Melbourne St, North Adelaide SA 5006 at 2:00pm (Adelaide time) on Wednesday 29 May 2024.

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 1:30pm.

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.

The Company will host an online webcast of the AGM, which can be registered for by accessing the following link:

<https://ccmediaframe.com/?id=cYBw1ZHB>

Please note the webcast will not have a function to vote, ask questions, or post comments. If you are unable to attend in person and have a specific question or comment you would like addressed by the Board, please submit it in writing at enquiries@duxtoram.com with the subject line ‘Duxton Water AGM Enquiry’.

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 2023.

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 2023 is adopted.”

The Remuneration Report is set out in the 2023 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. **Re-election of Director – Vivienne Brand**

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

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

4. **Re-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.”

5. **Approval of Previous Issue of Shares**

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 4,833,334 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.”



Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of persons who participated in the issue of shares, and associates of those persons.

However, this does not apply to a vote cast in favour of Resolution 5 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 chair of the meeting 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 chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Appointment of Auditor

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

“That, subject to the consent from ASIC to the resignation of KPMG as auditor, Grant Thornton Audit Pty Ltd be appointed as auditor of the Company effective from the date of the Annual General Meeting.”

7. Approval of 10% Placement Capacity

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

“That, 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.”

By order of the Board

A handwritten signature in black ink, appearing to read 'Katelyn Adams', written in a cursive style.

Katelyn Adams
Company Secretary

Explanatory Statement to Notice of AGM

Explanatory Statement

Item 1: Financial and related reports	
Description	<p>Duxton Water’s financial report, directors’ report and the auditor’s report for the financial period ended 31 December 2023 will be laid before the Annual General Meeting. This will be achieved by publishing the reports on the Company’s website - www.duxtonwater.com.au. 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.</p>
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 2023 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>
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"> • Edouard 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, Vivienne Brand, Brendan Rinaldi and Dennis Mutton have a personal interest in their own remuneration from the Company as described in the Remuneration Report. <p>The Chair intends to vote undirected proxies in favour of resolution 2.</p>

Explanatory Statement

<p>Voting Exclusion</p>	<p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
<p>Items 3 and 4: Re-election of Directors – Vivienne Brand and Stephen Duerden</p>	
<p>Explanation</p>	<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, Vivienne Brand and Stephen Duerden retire, and, being eligible, stand for re-election to the Board for the purposes of Clause 17.3 of the Constitution.</p>
<p>Director’s details</p>	<p>Vivienne Brand – Independent Non-Executive Director</p> <p>Qualifications: Bachelor of Laws (Hons), GAICD, LLM(Lond), PhD</p> <p>Dr Vivienne Brand is a qualified lawyer who specialises in corporate law research, governance and ethics. She started her career with a leading commercial law firm, working in banking, finance and insolvency for a number of years, before a period working in house in BankSA’s Treasury team. Vivienne has several decades of experience on a range of not for profit boards and management committees, including as a Chair of Governance. Vivienne holds a PhD in business ethics and has done significant research in relation to corporate whistleblowing and social licence to operate concepts.</p> <p>Vivienne holds a Bachelor of Laws (Honours) from the University of Adelaide Australia, and a Master of Laws (Merit) from the University of London. She is also a Member of the Law Council of Australia’s Business Law Division. Vivienne grew up in the Riverland on an irrigated fruit block and so has a personal understanding of, and interest in, the critical role access to water plays in supporting Australia’s agriculture.</p> <p>Stephen Duerden – Non-Executive Director</p> <p>Qualifications: Bachelor of Commerce Accounting (Finance and Systems), Graduate Diploma of Applied Finance, Member of Certified Practising Accountants, Fellow of Financial Services Institute of Australia</p> <p>Stephen Duerden is currently the CEO of Duxton Capital (Australia) Pty Ltd. Stephen has over 25 years of experience in investment management, the last 20 of which have been focused on agriculture operations and investments, and joined Duxton in May 2009, as the CEO of Duxton in Singapore. Before joining Duxton, 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</p>

Explanatory Statement

	<p>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. 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.</p> <p>Stephen holds a Bachelor of Commerce in Accounting Finance and Systems with merit from the University of NSW Australia and a Graduate Diploma in Applied Finance and Investments from the Financial Services Institute of Australasia. Stephen is a Fellow of the Financial Services Institute of Australasia, a Certified Practising Accountant, and a member of the Australian Institute of Company Directors (AICD).</p> <p>Stephen is appointed to the Board of the Company as a representative of the Investment Manager.</p>
<p>Board's Recommendation</p>	<p>Each of the Directors, other than Vivienne Brand and Stephen Duerden (in relation only to the resolutions for their re-elections respectively) recommend Shareholders vote in favour of the resolutions.</p> <p>The Chair intends to vote undirected proxies in favour of resolutions 3 and 4.</p>

Items 5: Approval of Previous Issue of Shares

<p>Explanation</p>	<p>On 3 July 2023, the Company announced a placement of 4,833,334 ordinary shares at an issue price of \$1.50 per share to raise \$7.25million (Issue). The placement shares were issued on 10 July 2023 (Issue Date).</p> <p>Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.</p> <p>The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.</p> <p>ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.</p>
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	<p>The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.</p> <p>To this end, Resolution 5 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.</p> <p>If Resolution 5 is passed, the Issue will be excluded in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.</p> <p>If Resolution 5 is not passed, the Issue will be included in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.</p> <p>For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:</p> <ul style="list-style-type: none"> • MST Financial Services Pty Ltd acted as lead manager to the placement. The allottees of the shares are institutional, professional and sophisticated investor applicants as determined by the lead managers following a review of the Company's share register and identification of potential new investors, and the running of a bookbuild process. None of the allottees that participated in the issue were; <ul style="list-style-type: none"> ○ A related party of the Company; ○ A member of the key management personnel of the Company; ○ A substantial holder in the Company; ○ An adviser to the Company; ○ An associate of any of the above • 4,833,334 ordinary shares have been issued. • The shares were issued on 10 July 2023. • The shares were issued at \$1.50 per share. • Funds raised from the issue have been primarily used to fund the acquisition of water entitlements from Treasury Wine Estates, to expand the Company's portfolio of permanent water entitlements; and reduce debt.
<p>Board's recommendation</p>	<p>Each of the Directors recommend shareholders vote in favour of the resolution.</p> <p>The Chair intends to vote undirected proxies in favour of resolution 5.</p>



Explanatory Statement

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
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Explanatory Statement

Item 6: Appointment of Auditor

Explanation

Following a tender process in respect of audit services, the Directors have selected Grant Thornton Audit Pty Ltd to provide audit services to the Company.

KPMG has submitted their application for ASIC consent to resign as auditor of the Company, and ASIC’s consent to the resignation in accordance with section 329(5) of the Corporations Act is expected prior to the AGM.

In accordance with section 328B(1) of the Corporations Act, the Company has received a notice from a member of the Company, nominating Grant Thornton Audit Pty Ltd as the new auditor of the Company. A copy of that notice is attached as Annexure A.

The Company considers Grant Thornton Audit Pty Ltd as an audit firm with the necessary expertise and resources to meet the Company’s requirements.

Grant Thornton Audit Pty Ltd has consented to their appointment as auditor of the Company.

Board Recommendation

Each of the Directors recommend shareholders vote in favour of the resolution.

The Chair intends to vote undirected proxies in favour of resolution 6.

Explanatory Statement

Item 7: Approval of 10% Placement Capacity

Explanation

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.

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.

There are a number of other rules and conditions applicable to the approval and issue of Shares under Listing Rule 7.1A, including:

- 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 and issued for cash consideration.
- b) A limitation on the discount to prevailing market price at which they may be issued.

If this resolution is passed, Duxton Water will be able to issue up to the combined 25% limit in Listing Rules 7.1 and 7.1A to issue equity securities without shareholder approval.

If this resolution is not passed, Duxton Water will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Additional disclosure requirements

As at 22 April 2024, Duxton Water has 152,722,498 Shares on issue. Therefore, the Company, subject to shareholder approval being obtained under item 7, could issue up to a further 15,272,249 Shares under Listing Rule 7.1A.

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

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Minimum Issue Price	<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; orii) If the Shares are not issued within ten Trading Days of the date referred to in (i) above, the date on which the Shares are issued.
10% Placement Period	<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 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;(ii) the time and date of the entity's next annual general meeting; and(iii) the time and 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).

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.

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Variable 'A' in formula in Listing Rule 7.1A.2		Issue Price		
		\$0.7275 50% decrease in issue price	\$1.455 issue price	\$2.91 100% increase in issue price
Current Variable 'A' 152,722,498 shares	10% voting dilution	15,272,249	15,272,249	15,272,249
	Funds raised	\$11,110,561	\$22,221,122	\$44,442,245
50% increase in current Variable 'A' 229,083,747 shares	10% voting dilution	22,908,374	22,908,374	22,908,374
	Funds raised	\$16,665,842	\$33,331,684	\$66,663,368
100% increase in current Variable 'A' 305,444,996 shares	10% voting dilution	30,544,499	30,544,499	30,544,499
	Funds raised	\$22,221,123	\$44,442,246	\$88,884,492

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.

Explanatory Statement

- The issue price is \$1.455, being the closing price of the Shares on ASX on 22/04/2024.
- The Company may seek to issue the Shares for the following purposes:
 - 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.
- The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon issue of any Shares, specifically that:
 - The securities are being issued under Listing Rule 7.1A; and
 - The company will give to ASX immediately after any such issue the names of the persons to whom securities were issued and the number of securities issued to each, not for release to market.
- 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. As at the date of this Notice the Company is not proposing to make an issue of securities under ASX Listing Rule 7.1A.

Explanatory Statement

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| | <ul style="list-style-type: none">• The Company has previously obtained approval under ASX Listing Rule 7.1A at the Company's AGM held on 18 May 2023, requiring the following disclosure under ASX Listing Rule 7.3A.6:<ul style="list-style-type: none">• The Company has issued no equity securities in the 12 months preceding this Meeting under ASX Listing Rule 7.1A.2. |
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Explanatory Statement

Formula for calculating the 10% Placement

The number of Shares which the Company may issue pursuant to this item 7 in accordance with ASX Listing Rule 7.1A.2 may be calculated in accordance with the following formula:

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

Where:

A is the number of shares on issue at the commencement of the relevant period:

- i. plus the number of fully paid ordinary shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9 or 17;
- ii. plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or ASX Listing Rule 7.4
- iii. plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing rule 7.1 or ASX Listing Rule 7.4,
- iv. plus the number of partly paid shares that became fully paid in the relevant period;
- v. less the number of fully paid ordinary shares cancelled in the relevant period;

D is 10%

E is the number of Shares issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under ASX Listing Rule 7.1 or 7.4.

“**relevant period**” means the 12 month period immediately preceding the date of issue or agreement

Explanatory Statement

Board Recommendation	The Directors believe that this resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour. 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.
Voting Exclusion	As at the date of this notice, no issue under Listing Rule 7.1A is being proposed and therefore no voting exclusion applies to this resolution.

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 2:00pm (Adelaide time) on 27 May 2024.

Please note that when 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. When appointing 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 27 May 2024 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 Key Management Personnel 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 Key Management Personnel. 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.

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

Auditor means the Company's external auditor KPMG.

Auditor's Report means the report of the Company's external auditor contained in the Company's annual financial report for the period ending 31 December 2023.

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.

Directors' Report means the Directors' Report contained in the Company's annual financial report for the period ending 31 December 2023.

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 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 2023.

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.

Annexure A - Nomination of auditor

The Directors

Duxton Water Limited

7 Pomona Road

Stirling SA 5152

23 April 2024

Dear Duxton Water Limited Directors,

The undersigned being a member of Duxton Water Limited hereby nominates Grant Thornton Audit Pty Ltd for appointment as auditor of the Company at the forthcoming annual general meeting.

Kind regards,

A handwritten signature in black ink, appearing to read 'Dorota Migas', with a flourish at the end.

Dorota Migas

Shareholder



D20

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 **2:00pm (ACST) on Monday, 27 May 2024.**

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:

XX

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: 999999
SRN/HIN: I999999999
PIN: 99999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Duxton Water 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 Water Limited to be held at Jerningham Room, The Lion Hotel, 161 Melbourne Street, North Adelaide, SA 5006 on Wednesday, 29 May 2024 at 2:00pm (ACST) 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 Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 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 Resolution 2 by marking the appropriate box in step 2.

Step 2 Item 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 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Vivienne Brand	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Stephen Duerden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	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.

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

D 2 0

0 2 8 5 4 8 A



Computershare

