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ASX Release

30 June 2025

Duxton Farms announces upsizing of Placement to $4.55 million

Duxton Farms Ltd (**Duxton Farms** or **Company**) is pleased to announce its conditional placement announced on 26 June 2025 has been upsized to $4,548,000 (**Placement**). Approximately 3,638,400 new fully paid ordinary shares in Duxton Farms (**New Shares**) at the price of $1.25 per share are expected to be issued under the Placement to new and existing sophisticated investors. The Placement will complete on and subject to implementation of the acquisition of the four Australian agriculture companies (**Merger**) as described in the investor presentation released to ASX on 26 June 2025 (**Investor Presentation**) following receipt of the requisite approvals described further in that presentation.

Highlights

- The Placement announced on 26 June 2025 has been upsized due to increased demand, and is supported by existing shareholders and a selection of new sophisticated investors.
- Funds raised under the Placement (along with cash at hand and existing facilities) will be used to execute on Duxton Farms' strategic objectives as described in the Investor Presentation.
- As announced in the Investor Presentation, Duxton Farms proposed to offer eligible shareholders the opportunity to participate in a share purchase plan following completion of the Merger.

The Investor Presentation contains further details about the Placement and Merger, along with the Special Dividend, DRP and proposed amendments to Duxton Farms' investment management agreement. Capitalised terms not otherwise defined in this announcement have the meaning given to them in the Investor Presentation.

Schedule A to this announcement provides a revised Merged Group (as defined in the Investor Presentation) pro forma consolidated balance sheet (as at 31 December 2024) and pro forma capital structure initially disclosed in the Investor Presentation, adjusted for the increase in funds to be raised under the Placement. Schedule B to this announcement sets out key dates for the Placement, Special Dividend and Merger.

Duxton Farms Independent Director Mark Harvey said:

> *"I am very pleased to announce that, as a result of additional demand, the Board have decided to upsize the Placement to support the Merger. The Board are focused on building a scalable ASX-listed agricultural investment platform that delivers stable earnings and sustained capital growth over time. As of August 2025 Duxton Farms will have divested of $108 million worth of dryland cropping properties and returned 34 cents per share to shareholders through dividends in just under 18 months, which is a tangible demonstration of the success of the Company's investment strategy to date.*
>
> *This transaction, which accelerates what would have been a gradual shift into other sectors of the Australian agricultural sector, seeks to accomplish in three to five years what may have otherwise taken five to ten. The Board sub-committee, having worked closely with independent corporate, legal and financial advisors, have assessed a variety of alternative strategies and pathways forward for Duxton Farms and are confident that this Merger represents the most compelling long-term value proposition for the Company's shareholders that was considered through this process.*
>
> *We will be addressing investors directly via a webinar this week and welcome any questions in writing that investors may have for the Independent Directors."*

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Placement details

The Placement was comprised of the following components:

Component	Amount / number of shares	% of Duxton Farms current share capital	Subject to shareholder approval?	Subject to Merger?
General Placement: to certain institutional and other exempt investors using Duxton Farms' existing placement capacity under Listing Rule 7.1	~$1.55m / ~1,238,400	~3.01%	No	Yes
RM Placement: an offer to entities associated with Richard Magides (~30.7% Duxton Farms shareholder)	~$2.50m / ~ 2,000,000	~4.86%	Yes[1]	Yes
EP Placement: an offer to entities associated with Ed Peter (Director and ~21.4% Duxton Farms shareholder)	~$0.50m / ~ 400,000	~0.97%	Yes	Yes
Total	~$4.55m / ~3,638,400	~8.84%		

Settlement of Placement shares

The Placement (including each component above) will settle on and subject to implementation of the Merger. Shares issued under the Placement will rank equally with the existing shares then on issue (but will not be entitled to receive the special dividend announced on 26 June 2025).

Share Purchase Plan

As announced on 26 June 2025, Duxton Farms proposes that, on or following completion of the Merger, it will offer eligible shareholders[2] the opportunity to participate in a share purchase plan (**SPP**). The SPP will provide eligible shareholders the ability to acquire new Duxton Farms shares for a total subscription value of up to $30,000 subject to any applicable scale back policy. The SPP issue price is expected to be the lower of the Placement price and a discount determined by Duxton Farms to the market price of its shares when the offer is made. The SPP is conditional on the Merger proceeding[3].

According to the latest share register data available to the Company, the total subscription value permitted under the SPP is sufficient to offset the dilution impact of the Merger for all shareholders outside the top 40, who collectively own approximately 90% of the shares on issue. Investors should note that the record date of the anticipated SPP is expected to occur before its announcement later in the year.

Investor Webinar and Investor/Media Contact Details

Duxton Farms will host an investor webinar to discuss the proposed Merger on Thursday 3 July 2025 at 10.00am (AEST). As part of the webinar, Duxton Farms' management team will present the Investor Presentation. Observers will have an opportunity to submit questions to Mel at melanie@nwrcommunications.com.au

Register for the investor webinar here: https://us02web.zoom.us/webinar/register/WN_yJMUFy2pSwa44PdGK20EPg

Please contact Helen at helen.karlis@sodali.com for any media enquiries.

[1] FIRB approval may also be required for the RM Placement. Information is presented in this announcement on the basis that the required approvals are obtained for the RM Placement and EP Placement unless otherwise indicated.
[2] Eligible shareholders will be Duxton Farms shareholders with a registered address in Australia and New Zealand (and any other jurisdictions that Duxton Farms determines) as at a pre-Merger record date.
[3] Duxton Farms shares offered and issued pursuant to the SPP will be offered and issued in compliance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and ASX Listing Rule 7.2, exception 5 pursuant to an SPP offer booklet and will not utilise Duxton Farms' placement capacities under ASX Listing Rules 7.1 or 7.1A.

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Schedule A: Key details of Placement

Effect of the upsized Placement on certain financial metrics of Duxton Farms

As a result of Duxton Farms upsizing the Placement to $4.55m, rather than $4.0m gross proceeds, there are a number of changes to the pro forma financial metrics of Duxton Farms in the Investor Presentation which are set out in this Schedule A.

Below is the Merged Group pro forma consolidated balance sheet summary (as at 31 December 2024) and pro form capital structure from pages 34 and 27 of the Investor Presentation, respectively, revised to represent the impact on Duxton Farms of the Placement raising gross proceeds of $4.55 million.

Revised Merged Group Pro Forma Consolidated Balance Sheet Summary[1]

$'000	Duxton Farms	NT Portion property acquisition	Kentucky divestment	Special Dividend	Pro forma Duxton Farms (before Merger & Placement)	Placement net proceeds	Merger	Pro forma Merged Group[6]
Current assets								
Biological assets	10,701	-	-	-	10,701	-	7,413	18,114
Cash and cash equivalents	2,584	(10,250)	37,500	(4,800)	25,034	4,343	(14,343)	15,034
Inventory	5,303	-	-	-	5,303	-	829	6,133
Livestock	-	-	-	-	-	-	280	280
Other current assets (2)	807	-	500	-	1,307	-	1,172	2,479
Total current assets	**19,395**	**(10,250)**	**38,000**	**(4,800)**	**42,345**	**4,343**	**(4,649)**	**42,040**
Non-current assets								
Land, property, plant and equipment	129,419	10,250	(39,685)	-	99,984	-	109,183	209,167
Intangible assets (water entitlements)	8,463	-	-	-	8,463	-	4,392	12,855
Other non-current assets (3)	12,087	-	-	-	12,087	-	22,343	34,430
Total non-current assets	**149,969**	**10,250**	**(39,685)**	**-**	**120,534**	**-**	**135,918**	**256,452**
Total assets	**169,364**	**-**	**(1,685)**	**(4,800)**	**162,879**	**4,343**	**131,269**	**298,492**
Current liabilities								
Borrowings - Current	-	-	-	-	-	-	(11,294)	(11,294)
Other current liabilities (4)	(4,969)	-	-	-	(4,969)	-	(11,454)	(16,423)
Total current liabilities	**(4,969)**	**-**	**-**	**-**	**(4,969)**	**-**	**(22,749)**	**(27,717)**
Non-current liabilities								
Borrowings - Non current	(29,000)	-	-	-	(29,000)	-	(28,725)	(57,725)
Other non-current liabilities (5)	(19,128)	-	5,367	-	(13,761)	-	(12,446)	(26,208)
Total non-current liabilities	**(48,128)**	**-**	**5,367**	**-**	**(42,761)**	**-**	**(41,171)**	**(83,933)**
Total liabilities	**(53,097)**	**-**	**5,367**	**-**	**(47,730)**	**-**	**(63,920)**	**(111,650)**
Net assets	**116,268**	**-**	**3,682**	**(4,800)**	**115,150**	**4,343**	**67,349**	**186,843**
Shareholder's equity								
Share capital	70,998	-	-	5,200	76,198	4,343	67,349	147,891
Reserves	40,372	-	(16,101)	-	24,271	-	-	24,271
Retained earnings	4,898	-	19,783	(10,000)	14,681	-	-	14,681
Total shareholder's equity	**116,268**	**-**	**3,682**	**(4,800)**	**115,150**	**4,343**	**67,349**	**186,843**

Commentary for Revised Merged Group Pro Forma Consolidated Balance Sheet Summary:

1. As at 31 December 2024
2. Includes trade and other receivables, and other current assets
3. Includes ROU assets, investments, and deferred tax assets
4. Includes Contract liabilities, Interest bearing liabilities, Lease liabilities – Current, Trade and other payables, Equipment finance – current, Provisions – Current, Share options payable, Employee provisions, Finance Leases and Income tax liability
5. Includes Lease liabilities – Non-current, Deferred tax liabilities, Equipment finance – Non-current and Provisions – Non-current
6. For the purposes of the illustrative Merged Group Pro Forma Consolidated Balance Sheet (at 31 December 2024), the DRP issue price, Placement issue price and Merger Company scrip shares issue price is $1.25 per share

- The Merged Group pro forma consolidated balance sheet at 31 December 2024 represents a view of the consolidated balance sheet of the Merged Group, assuming completion of the General Placement, RM Placement and EP Placement and acquisition of all Merger Companies
- The Merged Group pro forma consolidated balance sheet presented has been derived from the reviewed financial statements of Duxton Farms and each of the Merger Companies for T6MDec24A
- The Duxton Farms pro forma balance sheet prior to the acquisition of the Merger Companies ("Pro forma Duxton Farms (before Merger)") has adjusted the Duxton Farms balance sheet at 31 December 2024 for the following transaction and events which have taken place or are to occur after 31 December 2024 prior to the acquisition of the

Merger Companies:

- Duxton Farms acquisition of NT Portion 8554 for $10.25 million and divestment of Kentucky for $38 million with $0.5 million being kept as a retention amount pending final remediation work to the property
- Special Dividend of ~$10 million contemplated to be paid, out of which 52.1% will be reinvested by Duxton Farms two largest shareholders under the DRP[3]
- Placement proceeds of $4.55 million (before adjusting for the placement costs)[4]

- The Merged Group pro forma consolidated balance sheet has not been adjusted to reflect:
- the trading of Duxton Farms or Merger Companies after 31 December 2024;
  - finalisation of the acquisition accounting, including determining appropriate purchase price allocation, including the fair value of all assets and liabilities acquired in accordance with the relevant accounting standards;
  - resetting of the tax cost bases of the Merger Companies following implementation of the Merger, including recognition of the associated deferred tax assets and liabilities, in accordance with the relevant accounting standards; and,
  - net proceeds from the SPP, which will be in addition to the net proceeds received by Duxton Farms following the Merger

A	B	C	D	E	F		G	
Particulars	**Before transaction**	**Change due to DRP[1]**	**After DRP**	**Change due to Placement**	**Merger Companies acquired**		**Merger Companies acquired**	
			B+C		**Change due to Merger (80% Scrip)[7]**	**After the Merger + Placement**	**Change due to Merger (100% Scrip)[8]**	**After Merger + Placement[9]**
Duxton Farms ordinary shares[2]	*41,157,331*	*4,165,959*	*45,323,290*	*3,638,400*	*55,543,548*	*104,505,238*	*69,116,843*	*118,078,533*
Richard Magides[3]	*12,632,765 (30.7%)*	*2,455,507*	*15,088,272 (33.3%)*	*2,000,000[3]*	*6,503,873*	*23,592,145 (22.6%)*	*8,129,841*	*25,218,144 (21.4%)*
Ed Peter[4]	*8,799,705 (21.4%)*	*1,710,452*	*10,510,157 (23.2%)*	*400,000[4]*	*4,145,914*	*15,056,071 (14.4%)*	*4,869,801*	*15,779,958 (13.4%)*
Other shareholders of Merger Companies[5]	*-*	*-*	*-*	*288,000[6]*	*44,893,760*	*44,893,760*	*56,117,200*	*56,117,200*

Commentary for pro forma capital structure:

1. Assumes only entities controlled by each of Richard Magides and Ed Peter elect to participate in the DRP
2. Represents all ordinary shares expected to be on issue in Duxton Farms (including for those entities controlled by each of Richard Magides and Ed Peter) on completion of each stage represented in the table on the basis of the stated assumptions
3. Reflects shareholdings of entities associated with Richard Magides. Assumes entities associated with Richard Magides receive Duxton Farms' shareholder (and if required, FIRB) approval to take up $2.5 million under the RM Placement.
4. Reflects shareholdings of entities associated with Ed Peter. Assumes entities associated with Ed Peter receive Duxton Farms' shareholder approval to take up $500,000 under the EP Placement
5. Excludes entities controlled by each of Richard Magides and Ed Peter that are shareholders in the Merger Companies
6. Assumes that 'other shareholders of Merger Companies' who are Duxton Farms shareholders do not participate in the General Placement
7. "80% Scrip" assumes all preference shareholders in the Merger Companies elect to receive 20% of their consideration in cash. In the 80% Scrip scenario, if Duxton Orchards is not acquired as part of the Merger, Duxton Farms ordinary shares would be reduced by 693,760 shares, with 184,511 issued to entities controlled by Richard Magides, 180,448 issued to entities controlled by Ed Peter, and 328,802 issued to other shareholders of Merger Companies
8. "100% Scrip" assumes no preference shareholders in the Merger Companies elect to receive their consideration in cash. In the 100% Scrip scenario, if Duxton Orchards is not acquired as part of the Merger, Duxton Farms ordinary shares would be reduced by 867,200 shares, with 230,638 issued to entities controlled by Richard Magides, 225,560 issued to entities controlled by Ed Peter, and 411,002 issued to other shareholders of Merger Companies
9. For the purposes of the illustrative pro forma capital structure, the DRP issue price, Placement issue price and Merger Company scrip shares issue price is $1.25 per share

This information is given for illustrative purposes only and should not be relied upon as (and is not) an indication of Duxton Farms' views on its future financial performance or condition following completion of the Merger; they are not representations as to future matters. Importantly, the information is subject to the assumptions and qualifications set out in the notes included in those pages of the Investor Presentation. The information about the likely financial effect of the Merger on Duxton Farms is based on historical financial information of Duxton Farms and the Merger Companies. Past performance should not be relied upon as an indicator of future performance.

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Schedule B: Key dates for the Placement, Special Dividend and Merger

Event	Date
Announcement of results of Placement	Monday 30 June 2025
Trading halt lifted and Duxton Farms shares recommence trading	Monday 30 June 2025
Dividend Record Date (5pm AEST) for payment of Special Dividend and DRP	Wednesday 2 July2025
Last day for elections under the DRP	Thursday 17 July 2025
Special Dividend payment date and issue of Duxton Farms shares under DRP	Tuesday 1 August 2025
Dispatch of DRP Statements	Tuesday 1 August 2025
Quotation of Shares issued under DRP for listing on ASX	Friday 4 August 2025
First court date for Schemes of Merger Companies	August 2025
Dispatch of booklets by Merger Companies and notice of meeting by Duxton Farms	August 2025
General Meeting of Duxton Farms shareholders	Early September 2025*
Scheme Meetings of Merger Companies' shareholders	Early September 2025*
Second Court Hearing Orders sought to approve the Scheme	September 2025*
Scheme Effective Date Court order lodged with ASIC	September 2025*
Implementation Date Date on which the Scheme will be implemented, and the Scheme Consideration will be provided to Merger Company shareholders Settlement and issue of shares under the Placement SPP offer made	Late September 2025*

These dates are indicative and subject to variation. Duxton Farms reserves the right to alter the timetable at its absolute discretion and without notice, subject to the ASX Listing Rules and Corporations Act 2001 (Cth) and other applicable laws. All times and dates are in reference to Sydney, Australia time.

*** Timing of the shareholder meetings for Duxton Farms and Merger Companies, the Second Court Hearing, Scheme Effective Date, Implementation Date and settlement of the Placement are subject to the requisite conditions under the Schemes being satisfied and may occur up until 31 December 2025. In the event the conditions under an SIA are not satisfied by 31 December 2025, then either Duxton Farms or the relevant Merger Company may terminate their SIA unless otherwise agreed.**

IMPORTANT NOTICE AND DISCLAIMER

This announcement contains summary information about Duxton Farms, the Merger Companies and their respective activities current as at the date of this announcement (unless otherwise stated), is for information purposes only and is not, and does not comprise all of the information which would be required to be disclosed in a prospectus, product disclosure statement or other offering document under Australian law or any other law and will not be lodged with ASIC or any foreign regulator. Certain information in this announcement has been sourced from, or is based on information sourced from, the Merger Companies or its representatives or associates. While steps have been taken by Duxton Farms to confirm that information to the extent practicable, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, completeness, reliability or adequacy.

Appendix E to the Investor Presentation summarises certain risks and uncertainties may affect Duxton Farms, including its future financial performance and position and prospects, and the value of Duxton Farms' shares. These include risks of a general nature, risks relating to the Placement, risks relating to Duxton Farm's business and risks relating to the proposed Merger and the businesses of the Merger Companies.

This announcement includes certain historical and pro forma historical financial information of Duxton Farms and the Merger Companies. The financial information in this announcement is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act. Certain financial measures included in this announcement are non-IFRS financial information under ASIC Regulatory Guide 230. All dollar values in this announcement, including in the appendices, are in Australian dollars (A$ or AUD) unless stated otherwise and are subject to rounding.

Past performance and aggregated historical information of Duxton Farms and the Merger Companies given in this announcement are given for illustrative purposes only and should not be relied upon as (and is not) an indication of Duxton Farms' views on its future performance or condition including following completion of the Merger. The Merged Group historical financial information provided in Schedule A is pro forma financial information. Importantly, such information is subject to the assumptions and qualifications set out in the notes on pages 31 to 35 and 52 – 53 of the Investor Presentation subject to any amendments disclosed in this announcement. Merged Group pro forma financial information does not represent Duxton Farm's actual results of operations and financial condition had Duxton Farms and the Merger Companies operated as a combined entity during the periods presented, or of Duxton Farms' results of operations and financial condition following acquisition of Merger.

Investors should also refer to the Important Notice and Disclaimer, and Appendix I (Disclaimer of Liability) set out in the Investor Presentation, which are incorporated by reference into this announcement.

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