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Duxton Broadacre Farms Limited

ACN 129 249 243

Supplementary Prospectus

to be read together with the prospectus dated 10 November 2017
issued by Duxton Broadacre Farms Limited

Important Information

This document is a supplementary prospectus (**Supplementary Prospectus**). This Supplementary Prospectus is dated 22 December 2017 and has been lodged with ASIC on that date. It supplements the prospectus, which is dated 10 November 2017 and was lodged with ASIC on that date which was issued by Duxton Broadacre Farms Limited ACN 129 249 243 (**Company**) offering fully paid ordinary shares in the Company (**Prospectus**). This Supplementary Prospectus must be read together with the Prospectus. You should carefully consider the entirety of this Supplementary Prospectus together with the Prospectus and consider their contents in light of your personal circumstances, and seek professional guidance from your professional adviser before deciding whether to invest in the Shares.

Other than as set out below, all details in relation to the Prospectus remain unchanged. The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already made an Application for Shares under the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. This Supplementary Prospectus will be issued with the Prospectus and made available in electronic form on the homepage of the Company's website, www.duxtonbroadacre.com. Persons who access the electronic version of the Prospectus should ensure that they download and read the entire Prospectus and this Supplementary Prospectus. The Company will send a copy of this Supplementary Prospectus to all Applicants who have applied for Shares under the Prospectus as at the date of this Supplementary Prospectus. A printed copy of this Supplementary Prospectus is also available free of charge to any person in Australia and New Zealand by calling the Offer Information Line on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) from 9.00am until 5.00pm ACDT Monday to Friday during the Offer Period.

An Applicant wishing to apply for Shares should still use the Application Form for Shares included in the Prospectus.

For the purposes of this document, references to "Supplementary Prospectus" are references to this document, and references to "Prospectus" are references to the Prospectus dated 10 November 2017. Capitalised terms that are not defined in this Supplementary Prospectus have the meaning given in the Prospectus.

None of ASIC, ASX or their officers take any responsibility for the contents of this Supplementary Prospectus or for the merits of the investment to which this Prospectus relates.

Supplementary Prospectus

The purpose of this Supplementary Prospectus is to provide an updated indicative timetable to the Offer and to make amendments to the non-current liabilities amount and other consequential amendments in the financial information.

Key Dates – Page 8

This table replaces the Key Dates table in the 'Key Offer Information' section of the Prospectus on page 8. References to a key date throughout the Prospectus are replaced by the updated dates below.

Prospectus Date – Lodgement of Prospectus with ASIC	10 November 2017
Opening Date for Applications (9.00am ACST)	13 November 2017
Closing Date for Applications (5.00pm ACST)	19 January 2018
Issue and allotment of Shares	25 January 2018
Expected despatch of holding statements	1 February 2018
Expected date of quotation of Shares on the ASX	8 February 2018

Financial Information – Page 24

This table replaces the table in section 1.4 'What is the financial position of the Company?' of the Prospectus on page 24.

Assets	Minimum Subscription \$	Maximum Subscription \$
Current Assets	7,140,961	17,140,961
Non-Current Assets	61,461,483	61,461,483
Total Assets	68,602,444	78,602,444
Liabilities		
Current Liabilities	1,657,079	1,657,079
Non-Current Liabilities	8,897,873	8,897,873
Total Liabilities	10,554,952	10,554,952
Net Assets	58,047,492	68,047,492

Directors' authorisation and consent

This Supplementary Prospectus is issued by the Company. The issue of this Supplementary Prospectus has been authorised by each of the Directors and has been signed by the Chairman on behalf of the Directors. In accordance with section 720 of the Corporations Act, each Director has

consented to the issue and lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

Dated: 22 December 2017

A handwritten signature in dark ink, appearing to be 'Ed Peter', written over a horizontal line.

Mr Ed Peter
Director
Duxton Broadacre Farms Ltd