

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme AUSTRALIAN INFRASTRUCTURE FUND LIMITED

ACN/ARSN ACN 063 935 553

1. Details of substantial holder (1)

Name WILSON ASSET MANAGEMENT GROUP (REFER ENTITIES LISTED IN ANNEXURE A)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 20/06/2013

The previous notice was given to the company on 14/06/2013

The previous notice was dated 12/06/2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	44,257,917	7.13%	68,905,467	11.10%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

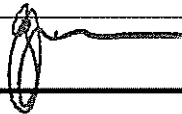
The addresses of persons named in this form are as follows:

Name	Address
Refer to Annexure B	

Signature

print name **Geoffrey Wilson** capacity **Director**

sign here



date **24/06/2013**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A referred to in Form 604

Wilson Asset Management Group

1. Details of Wilson Asset Management Group

Wilson Asset Management (International) Pty Limited (ACN 081 047 118)

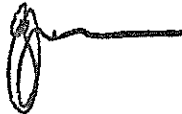
MAM Pty Limited (ACN 100 276 542)

WAM Capital Limited (ACN 086 587 395)

Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund (ACN 081 032 000)

WAM Research Limited (ACN 100 504 541)

WAM Active Limited (ACN 126 420 719)

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Signed: _____
Director

Date: 24 June 2013

Wilson Management Group

3. Change in relevant interests

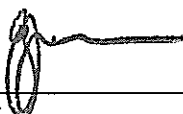
Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected		Person's votes affected
18 - 24 June 2013	WAM Capital Limited	Underlying portfolio bought shares	\$0.17 to \$0.175 per share	18,781,527	ordinary shares	18,781,527
18 - 24 June 2013	WAM Active Limited	Underlying portfolio bought shares	\$0.17 to \$0.175 per share	1,133,787	ordinary shares	1,133,787
21 June 2013	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Underlying portfolio bought shares	\$0.17 to \$0.175 per share	2,645,465	ordinary shares	2,645,465
18 - 24 June 2013	WAM Research Limited	Underlying portfolio bought shares	\$0.17 to \$0.175 per share	2,086,771	ordinary shares	2,086,771

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder	Nature of relevant interest	Class and number of securities		Person's votes
WAM Capital Limited	RBC Investor Services	WAM Capital Limited	Management of portfolio of investments of WAM Capital Limited	52,490,690	ordinary shares	52,490,690
WAM Active Limited	RBC Investor Services	WAM Active Limited	Management of portfolio of investments of WAM Active Limited	3,161,091	ordinary shares	3,161,091
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	RBC Investor Services	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Management of portfolio of investments of Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	2,703,662	ordinary shares	2,703,662
WAM Research Limited	RBC Investor Services	WAM Research Limited	Management of portfolio of investments of WAM Research Limited	10,550,024	ordinary shares	10,550,024

6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
MAM Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Capital Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Research Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Active Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
RBC Investor Services	Level 17, 2 Park Street, Sydney NSW 2000

Signed:  _____
 Director

Date: 24 June 2013