



Mitchell
SERVICES

23 September 2020

Notice is given that the Annual General Meeting of Mitchell Services Limited (**Company**) will be held at:

Location	Virtually (online) at https://agmlive.link/MSV20
Date	27 October 2020
Time	10:00 am (Brisbane time)

Notice of Meeting

The full Notice of Meeting which sets out the Agenda (including details of all resolutions being put to the meeting), important Voting Information and an Explanatory Memorandum can be found at <https://www.mitchellservices.com.au/investors/announcements/>.

In planning for the Meeting, the Company has focused on ensuring the safety of shareholders and its team members whilst seeking to equally maximise the opportunity for shareholder participation. Given the current restriction on gatherings and travel imposed by governments as a consequence of the COVID-19 virus, the Federal Treasurer has made a determination modifying the operation of provisions of the *Corporations Act 2001* (Cth) and the *Corporations Regulations 2001* (Cth) under *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 (Determination)* to allow companies who are required or permitted to hold meetings to hold those meetings remotely as virtual meetings, instead of in person.

As a consequence of this Determination, the Company has adopted the following approach for the Meeting:

- 1 The Meeting will be held virtually (online) via an online platform, at <https://agmlive.link/MSV20>. There will be no physical attendance at the Meeting. This is an important health and safety measure.
- 2 We encourage all shareholders and proxyholders to participate in the Meeting virtually via the online platform at <https://agmlive.link/MSV20>. To do this, shareholders and proxyholders will need a desktop or mobile/tablet device with internet access to log onto the online platform on the morning of the Meeting and provide their details (including their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as applicable) to be verified as a shareholder or proxyholder.
- 3 Shareholders and proxyholders will be able to log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions set out in the Notice of Meeting and the Online Meeting Guide (which are available on the Company's website at <https://www.mitchellservices.com.au/investors/announcements/>). We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting.
- 4 Once the Meeting commences at 10:00am (Brisbane time), shareholders and proxyholders will be able to listen to the Chairman of the Meeting talking live and in real time.
- 5 Shareholders and proxyholders will have the ability to ask questions and vote during the Meeting via the online platform, and subject to connectivity of their devices.

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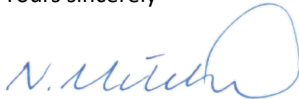
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- 6 A detailed guide on how to participate virtually in the Meeting is set out in the Online Meeting Guide. The Online Meeting Guide explains how to ensure that the browser is compatible with the online platform, as well as a step-by-step guide to successfully log in and navigate the online platform. The Online Meeting Guide will be lodged with ASX and is available on the Company's website at <https://www.mitchellservices.com.au/investors/announcements/>.
- 7 In addition to the above, shareholder and proxyholder participation (as relevant) is possible by shareholders completing and lodging the Proxy Form electronically at the Company's share registry at www.linkmarketservices.com.au or, alternatively, returning it in the envelope provided or faxed to the Company's share registry on +61 2 9287 0309, so that it is received by 10:00am (Brisbane time) on 25 October 2020, in order to be valid. The Proxy Form is also available on the Company's website at <https://www.mitchellservices.com.au/investors/announcements/>.
- 8 The Notice of Meeting contains information that is material in respect of the business of the Meeting and, accordingly, should be read in its entirety before completing and lodging the Proxy Form.
- 9 In accordance with the Determination, each resolution considered at the Meeting will be decided on a poll.

As the situation regarding the management of COVID-19 is evolving, shareholders are encouraged to monitor the Company's website and ASX announcements for any further updates in relation to the arrangements for the Meeting. The Company appreciates the understanding of shareholders during this difficult time. We look forward to your virtual attendance and participation at the Meeting.

Your continued support is greatly appreciated.

Yours sincerely



Nathan Mitchell
Executive Chairman
Mitchell Services Limited



Mitchell
SERVICES

Notice of Annual General Meeting

Dear Shareholder

Enclosed is a notice of the annual general meeting (**Meeting**) of shareholders of Mitchell Services Limited to be held at 10:00am (Brisbane time) on Tuesday 27 October 2020 virtually on an online platform at <https://agmlive.link/MSV20>.

The following resolutions will be put to the meeting:

- 1 Adoption of the remuneration report
- 2 Re-election of Nathan Mitchell as Director
- 3 Election of Scott Tumbridge as Director
- 4 Election of Peter Hudson as Director
- 5 Increase in Non-Executive Directors' fees
- 6 Approval of additional 10% placement capacity under Listing Rule 7.1A

Given the current restriction on gatherings and travel imposed by governments as a consequence of the COVID-19 virus, the Federal Treasurer has made a determination modifying the operation of provisions of the *Corporations Act 2001* (Cth) and the *Corporations Regulations 2001* (Cth) under *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 (Determination)* to allow companies who are required or permitted to hold meetings to hold those meetings remotely as virtual meetings, instead of in person.

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Shareholders and proxyholders will be able to log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions set out in the Notice of Meeting and the Online Meeting Guide (which is attached to this Notice of Meeting). We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting.

Once the Meeting commences at 10:00am (Brisbane time), shareholders and proxyholders will be able to listen to the Chairman of the Meeting talking live and in real time. Shareholders and proxyholders will also have the ability to ask questions and vote during the Meeting via the online platform, and subject to connectivity of their devices.

A detailed guide on how to participate virtually in the Meeting is set out in the Online Meeting Guide. The Online Meeting Guide explains how to ensure that the browser is compatible with the online platform, as well as a step-by-step guide to successfully log in and navigate the online platform. The Online Meeting Guide will be lodged with ASX and is attached to this Notice of Meeting.

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In addition to the above, shareholder and proxyholder participation (as relevant) is possible by shareholders completing and lodging the Proxy Form electronically at the Company's share registry at www.linkmarketservices.com.au or, alternatively, returning it in the envelope provided or faxed to the Company's share registry on +61 2 9287 0309, so that it is received by 10:00am (Brisbane time) on 25 October 2020, in order to be valid. In addition to the enclosed Proxy Form, the Proxy Form is also available on the Company's website at <https://www.mitchellservices.com.au/investors/announcements/>.

In accordance with the Determination, each resolution considered at the Meeting will be decided on a poll.

As the situation regarding the management of COVID-19 is evolving, shareholders are encouraged to monitor the Company's website and ASX announcements for any further updates in relation to the arrangements for the Meeting. The Company appreciates the understanding of shareholders during this difficult time. We look forward to your virtual attendance and participation at the Meeting.

Your continued support is greatly appreciated.

Yours sincerely



Nathan Mitchell
Executive Chairman
Mitchell Services Limited

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Notice of Annual General Meeting

Mitchell Services Limited ACN 149 206 333

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Location	Virtually (online) at https://agmlive.link/MSV20
Date	27 October 2020
Time	10:00 am (Brisbane time)

Ordinary business

Financial statements and reports

‘To receive and consider the financial report, Directors’ report and auditor’s report for the financial year ended 30 June 2020.’

This item of business is for discussion at the Meeting and is not a resolution.

Resolution 1 – Adoption of the remuneration report

To consider, and if in favour, pass the following resolution in accordance with section 250R of the Corporations Act:

‘That the remuneration report for the financial year ended 30 June 2020 be adopted.’

Resolution 2 – Re-election of Nathan Mitchell as Director

To consider, and if in favour, pass the following resolution as an ordinary resolution:

‘That Nathan Mitchell, who retires in accordance with rule 5.1 of the Company’s constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.’

Resolution 3 – Election of Scott Tumbridge as Director

To consider, and if in favour, pass the following resolution as an ordinary resolution:

‘That Scott Tumbridge, who was appointed as Director of the Company by the Board in accordance with rule 8.1 of the Company’s constitution on 29 November 2019, be elected as a Director of the Company’.

Resolution 4 – Election of Peter Hudson as Director

To consider, and if in favour, pass the following resolution as an ordinary resolution:

‘That Peter Hudson, who was appointed as Director of the Company by the Board in accordance with rule 8.1 of the Company’s constitution on 20 July 2020, be elected as a Director of the Company’.

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Special business

Resolution 5 – Increase in Non-Executive Directors’ fees

To consider, and if in favour, pass the following resolution as an ordinary resolution:

‘That for the purposes of Listing Rule 10.17, rule 42 of the Company’s constitution and for all other purposes, the maximum yearly aggregate sum payable for fees to non-executive directors of the Company is increased by \$100,000 from \$350,000 to \$450,000.’

Resolution 6 – Approval of additional 10% placement capacity under Listing Rule 7.1A

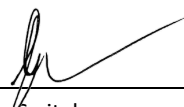
To consider, and if in favour, pass the following resolution as a special resolution:

‘That for the purposes of Listing Rule 7.1A, and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, until the earlier of:

- (i) the date that is 12 months from the date of this Meeting;
- (ii) the time and date of the Company’s next annual general meeting; and
- (iii) the time and date of Shareholder approval of a transaction under Listing Rule 11.1.2 or 11.2.’

Dated: 23 September 2020

By order of the Board



Greg Switala

Company Secretary

Mitchell Services Limited

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Notes

- (a) A member who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) Proxyholder participation is possible by Shareholders completing and lodging the **attached** Proxy Form electronically at the Company's share registry at www.linkmarketservices.com.au or, alternatively, returning it in the envelope provided or faxed to the Company's share registry on +61 2 9287 0309, so that it is received by 10:00am (Brisbane time) on 25 October 2020, in order to be valid.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- (e) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of Shareholders as at 7pm (Brisbane time) 25 October 2020.
- (f) If you have any queries on how to cast your vote then you can call the Company on 07 3722 7222 during business hours.

Voting exclusions:

<p>Resolution 1 – Adoption of the remuneration report</p> <p>Resolution 5 – Increase in Non-Executive Directors' fees</p>	<p>In accordance with the requirements of section 250R of the Corporations Act, no votes may be cast on Resolution 1 or Resolution 5 in any capacity by, or on behalf of, a member of the key management personnel, details of whose remuneration are included in the remuneration report, or a closely related party of such member (including certain of their family members, dependants and companies they control), unless the vote is cast on behalf of a person who is entitled to vote on the resolution where:</p> <ul style="list-style-type: none"> (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; or (b) the person is the chair of the Meeting and the appointment of the chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote; and (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of key management personnel.
<p>Resolution 5 – Increase in Non-Executive Directors' fees</p>	<p>In accordance with the requirements of Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by or on behalf of a Director or their associates.</p> <p>However, this does not apply to a vote cast in favour of Resolution 5 by:</p> <ul style="list-style-type: none"> (a) 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 (b) 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

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	<p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) 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</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
Resolution 6 – Approval of additional 10% placement capacity under Listing Rule 7.1A	<p>In accordance with the requirements of Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is expected to participate in, or who will receive a material benefit as a result of, the proposed issue of the securities, except a benefit solely by reason of being a holder of ordinary securities in the Company, and any associates of that person.</p> <p>However, the Company need not disregard a vote if:</p> <p>(a) 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</p> <p>(b) 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</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) 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</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>

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Explanatory memorandum

Mitchell Services Limited ACN 149 206 333

Introduction

This explanatory memorandum is provided to the Shareholders of the Company to explain the resolutions to be put to the Shareholders at the Annual General Meeting to be held virtually (online) at <https://agmlive.link/MSV20> on 27 October 2020 at 10:00 am (Brisbane time).

The Board recommends that Shareholders read the accompanying Notice of Meeting and this explanatory memorandum in full before making any decision in relation to the resolutions.

Financial statements and reports

- 1 The Corporations Act requires the Company's financial report (which includes the financial statements and Directors' declaration), Directors' report and auditor's report to be laid before the Meeting. There is no requirement either in the Corporations Act or the Company's constitution for Shareholders to approve the financial report, Directors' report or auditor's report. Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports.
- 2 Whilst no resolution is required in relation to this item, the auditor of the Company or their representative will be available to receive questions relevant to:
 - (a) the conduct of the audit;
 - (b) the preparation and content of the auditor's report;
 - (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (d) the independence of the auditor in relation to the conduct of the audit.

Resolution 1 – Adoption of the remuneration report

- 3 The annual report for the financial year ended 30 June 2020 contains a remuneration report which sets out the remuneration policies applicable to the Company and reports the remuneration arrangements that were in place for the Company's Directors and senior executives for the financial year ended 30 June 2020.
- 4 A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting before Shareholders are asked to vote on Resolution 1, to adopt the remuneration report.
- 5 The vote on the resolution is advisory only and does not bind the Directors or the Company. However, your Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

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- 6 Shareholders should note, that, under the provisions of the Corporations Act known generally as the "two strikes rule", if 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than any managing director who may continue to hold office indefinitely without re-election under the Listing Rules) must stand for re-election. Shareholders should be aware that at the Company's 2019 annual general meeting, less than 25% of the votes that were cast voted against the adoption of the 2019 remuneration report. Accordingly, no spill resolution can result at this Meeting.

Directors' recommendation

- 7 Noting that each Director has a personal interest in his own remuneration from the Company, the Directors unanimously recommend that you vote in favour of Resolution 1.

Resolution 2 – Re-election of Nathan Mitchell as Director

- 8 In accordance with rule 5.1 of the Company's constitution, Mr Mitchell will retire by rotation from office at the Meeting, and being eligible, offers himself for re-election as a Director.
- 9 Mr Mitchell was appointed as Director on 29 November 2013 and most recently re-elected on 22 November 2017.
- 10 Mr Mitchell has been involved in the drilling industry for virtually his entire life. With a career spanning over 30 years, he has a proven track record as an industry leader in technical development and business growth. Previously, as CEO of Mitchell Drilling Contractors, Mr Mitchell led that company through a period of rapid growth and directed an international expansion into numerous countries overseas. Other directorships include Mitchell Drilling International Pty Ltd and Adaman Resources Pty Ltd.

Independent Directors' recommendation

- 11 The Directors (with Mr Mitchell abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Scott Tumbridge as Director

- 12 In accordance with rule 8.2 of the Company's constitution, Mr Scott Tumbridge offers himself for election as a Director following his initial appointment by the Board in accordance with rule 8.1 of the Company's constitution on 29 November 2019 following the acquisition by the Company of Deepcore Drilling.
- 13 Mr Tumbridge (founder of Deepcore Drilling) has over 25 years' experience in the Australasian mining and drilling industries and a proven track record in business development, innovation, and operational excellence. Mr Tumbridge brings a wealth of specialist industry knowledge to the Board.

Independent Directors' recommendation

- 14 The Directors (with Mr Tumbridge abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3.

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Resolution 4 – Election of Peter Hudson as Director

- 15 In accordance with rule 8.2 of the Company's constitution, Mr Peter Hudson offers himself for election as a Director following his initial appointment by the Board in accordance with rule 8.1 of the Company's constitution on 20 July 2020.
- 16 Mr Hudson is an experienced corporate transaction specialist with over 20 years' experience in mergers, acquisitions, capital raisings, financial analysis, and project management in Australia and overseas. Previously a partner at global financial services firm KPMG, Mr Hudson brings a wealth of financial, risk management and corporate governance experience to the Board.

Independent Directors' recommendation

- 17 The Directors (with Mr Hudson abstaining) unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Increase in Non-Executive Directors' fees

- 18 In accordance with ASX Listing Rule 10.17 and rule 42 of the Company's constitution, the Company is seeking Shareholder approval to increase the maximum annual aggregate amount of remuneration that can be paid to non-executive directors (**NED Fee Pool**) by \$100,000 from \$350,000 to \$450,000.
- 19 The current NED Fee Pool limit of \$350,000 was approved by Shareholders at the 2011 Annual General Meeting. As outlined in the Company's 2020 Remuneration Report, the current remuneration levels for non-executive directors (including fees for Board sub-committees) is summarised below (exclusive of superannuation).

	FY20
Non-Executive Director fees	\$70,000
Chairman of the Audit and Risk Committee	\$10,000
Chairman of the Remuneration and Nomination Committee	\$10,000
Committee member	\$5,000 per committee

- 20 Following the appointment of Mr Hudson on 20 July 2020, the annual aggregate fees expected to be paid during the financial year ended 30 June 2021 will approach the current NED Fee Pool limit and, as such, the Board wishes to increase the fee pool by \$100,000. The Board believes that the proposed increase to the fee pool limit will maintain an appropriate buffer to undertake orderly succession on non-executive director retirements and appointment, including during transitional periods.
- 21 The Company has not at any time within the preceding 3 years issued any securities to non-executive directors in accordance with ASX listing rule 10.11 or 10.14.

Independent Directors' recommendation

- 22 Noting that each non-executive director has a personal interest in their own remuneration from the Company, the Directors unanimously recommend that you vote in favour of Resolution 5.

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Resolution 6 – Approval of additional 10% capacity under Listing Rule 7.1A

- 23 Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. In accordance with Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less), can obtain Shareholder approval at an annual general meeting to issue a further 10% of the company's share capital on a non-pro rata basis until the earlier of
- (a) the date that is 12 months from the date of this Meeting;
 - (b) the time and date of the Company's next annual general meeting; and
 - (c) the time and date of Shareholder approval of a transaction under Listing Rule 11.1.2 or 11.2.
- 24 At the date of this Notice of Meeting, the Company is an eligible entity and is expected to remain so at the time of the Meeting.
- 25 If Resolution 6 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.
- 26 If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval under 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 (subject to the *Class Waiver Decision – Temporary Extra Placement Capacity* waiver dated 9 July 2020 announced by ASX, which would allow the Company to issue Equity Securities up to the 25% limit if the Company was undertaking a follow-on pro rata entitlement offer or security purchase plan (SPP) offer to Shareholders at the same or a lower price than the placement price).
- 27 The number of Shares that may be issued (if Shareholder approval is obtained at the Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

A is the number of fully paid Shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid Shares that became fully paid in the 12 months;
- (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval;
- (d) less the number of fully paid Shares cancelled in the 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

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- 28 Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information:

Shares	<p>Shares issued under the additional 10% placement capacity must be in the same class as an existing quoted class of shares of the Company.</p> <p>Under Resolution 6 the Company is seeking approval to issue an additional 10% of its share capital pursuant to Listing Rule 7.1A. It retains the right to issue an annual 15% of its share capital pursuant to Listing Rule 7.1.</p>
Minimum price at which the Shares may be issued	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for 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"> (a) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or (b) if the securities are not issued within ten trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of Shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary Shareholders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date. <p>In accordance with Listing Rule 7.3A.4 a table describing the notional possible dilution, based upon various assumptions as stated, is set out in paragraph 30.</p>
Date by which the Company may issue the Shares	<p>The period commencing on the date of the Meeting at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; (b) the time and date of the Company's next annual general meeting; or (c) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
Purposes for which the Shares may be issued, including whether the Company may issue them for non-cash consideration	<p>If the Company were to offer or issue any Shares under the approval, funds raised under the issue would likely be used as follows:</p> <ul style="list-style-type: none"> (a) to provide the Company with funds to assist it to develop its business and/or meet its strategic goals; (b) to provide the Company with funds for general working capital purposes; and (c) to raise funds for an acquisition or to assist the Company to make an acquisition.

Mitchell Services Limited

ABN 31 149 206 333

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PO Box 3250 Darra Qld 4076 Australia

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w www.mitchellservices.com.au



Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing Shareholders can participate; (b) the effect of the issue of the Listing Rule 7.1A Shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Previous approvals under Listing Rule 7.1A	The Company has previously sought and obtained approval under Listing Rule 7.1A at each annual general meeting held between 2014 and 2019.

Information under Listing Rule 7.3A.6

- 29 For the purposes of Listing Rule 7.3A.6, the Company did not issue nor agree to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

Information under Listing Rule 7.3A.4

- 30 As required by Listing Rule 7.3A.4, the table below shows the economic and voting dilution effect, in circumstances where the issued capital of the Company has doubled and the market price of the Shares has halved. The table below also shows additional scenarios in which the Company's issued capital has increased (by both 50% and 100%) and the market price of the Shares has:

- (a) decreased by 50%; and
- (b) increased by 100%.

Issued Shares	50% decrease in market price (\$0.26)		Current market price (\$0.52)		100% increase in market price (\$1.04)	
	10% voting dilution (Shares)	Capital raised	10% voting dilution (Shares)	Capital raised	10% voting dilution (Shares)	Capital raised
Present = 199,238,740	19,923,874	\$5,180,207	19,923,874	\$10,360,414	19,923,874	\$20,720,829
If 50% increase = 298,858,110	29,885,811	\$7,770,311	29,885,811	\$15,540,622	29,885,811	\$31,081,243
If 100% increase = 398,477,480	39,847,748	\$10,360,414	39,847,748	\$20,720,829	39,847,748	\$41,441,658

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Assumptions and explanations

- 31 The following assumptions and explanations have been made:
- (a) The market price is \$0.52 per Share, based on the closing price of the Shares on ASX on 15 September 2020.
 - (b) The above table only shows the dilutionary effect based on the additional 10% placement capacity under Listing Rule 7.1A and not the annual 15% placement capacity under Listing Rule 7.1.
 - (c) The 10% voting dilution reflects the aggregate percentage dilution against the Company's issued capital at the time of issue.
 - (d) The Company issues the maximum number of Shares available to it under the additional 10% issue.
 - (e) The Company's issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 15 September 2020.
 - (f) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of a Share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
 - (g) The issue of equity securities under Listing Rule 7.1A consists only of Shares.
 - (h) The issue price of the Shares used in the table does not take into account the discount to the market price (if any).
- 32 At the date of the Annual General Meeting, the Company will have 199,238,740 Shares on issue. Subject to Shareholder approval being obtained for Resolution 4, the Company will have capacity to issue the following equity securities immediately following the Meeting:
- (a) 29,885,811 Shares (under Listing Rule 7.1); and
 - (b) 19,923,874 Shares (under Listing Rule 7.1A).
- 33 Listing Rule 7.1A requires Resolution 6 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.
- 34 A voting exclusion statement is included in the Notice in relation to Resolution 6. As at the date of the Notice, the Company has not approached or invited any existing Shareholder to participate in an issue of securities in the Company under ASX Listing Rule 7.1A. Therefore, no vote cast by, or on behalf of, an existing Shareholders in favour of Resolution 6 will be disregarded.

Directors' recommendation

- 35 The Directors unanimously recommend that you vote in favour of Resolution 6.

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Glossary

A number of capitalised terms are used throughout this Notice of Meeting. Capitalised terms in this Notice of Meeting have the same meaning given to them in the Corporations Act and:

Term	Definition
Annual General Meeting or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
ASX	means ASX Limited and the exchange operated by it, being the Australian Securities Exchange.
Board	means the board of directors of the Company.
Company	means Mitchell Services Limited ACN 149 206 333.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means one or more directors of the Company.
ESOP	means the Company's Employee Share and Option Plan
Listing Rules	means the listing rules of ASX.
Notice of Meeting or Notice	means the notice of meeting and includes the explanatory memorandum.
Option	means an unquoted option issued by the Company that is convertible into a Share.
Rights	means an unquoted right issued by the Company that is convertible into a Share.
Shareholder	means a registered holder of a Share.
Shares	means fully paid ordinary shares in the Company.

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ACN 149 206 333

Mitchell

SERVICES

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au


BY MAIL

Mitchell Services Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Mitchell Services Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Tuesday, 27 October 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in at <https://agmlive.link/MSV20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Increase in Non-Executive Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Nathan Mitchell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of additional 10% placement capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Scott Tumbridge as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Peter Hudson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MSV PRX2002N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Brisbane time) on Sunday, 25 October 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Mitchell Services Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

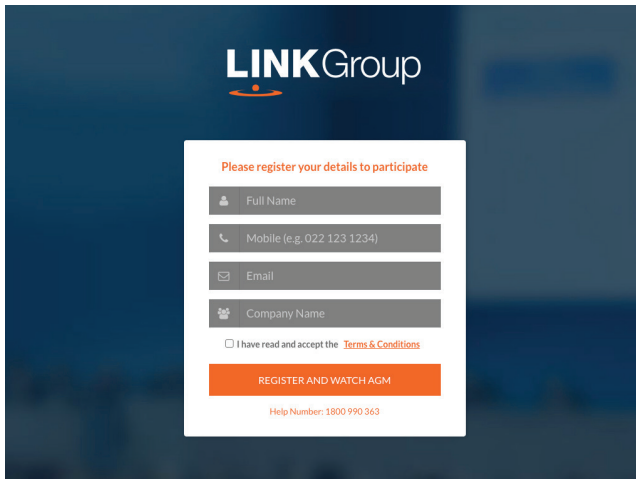
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

The screenshot shows the LINK Group registration page. At the top is the LINK Group logo. Below it is a white registration box with the heading "Please register your details to participate". Inside the box are four input fields: "Full Name", "Mobile (e.g. 022 123 1234)", "Email", and "Company Name". Below these fields is a checkbox labeled "I have read and accept the Terms & Conditions". At the bottom of the box is an orange button labeled "REGISTER AND WATCH AGM". A small text at the very bottom of the box says "Help Number: 1800 990 363".

Step 1

Open your web browser and go to <https://agmlive.link/MSV20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

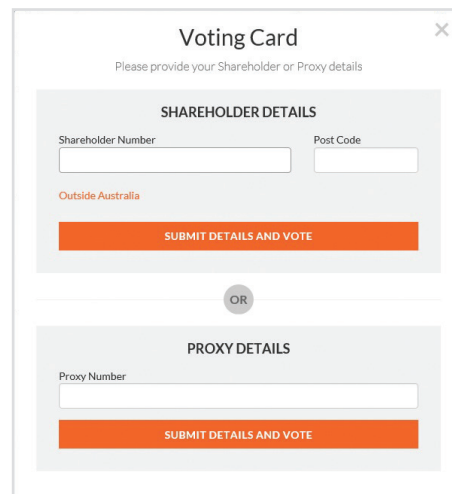
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

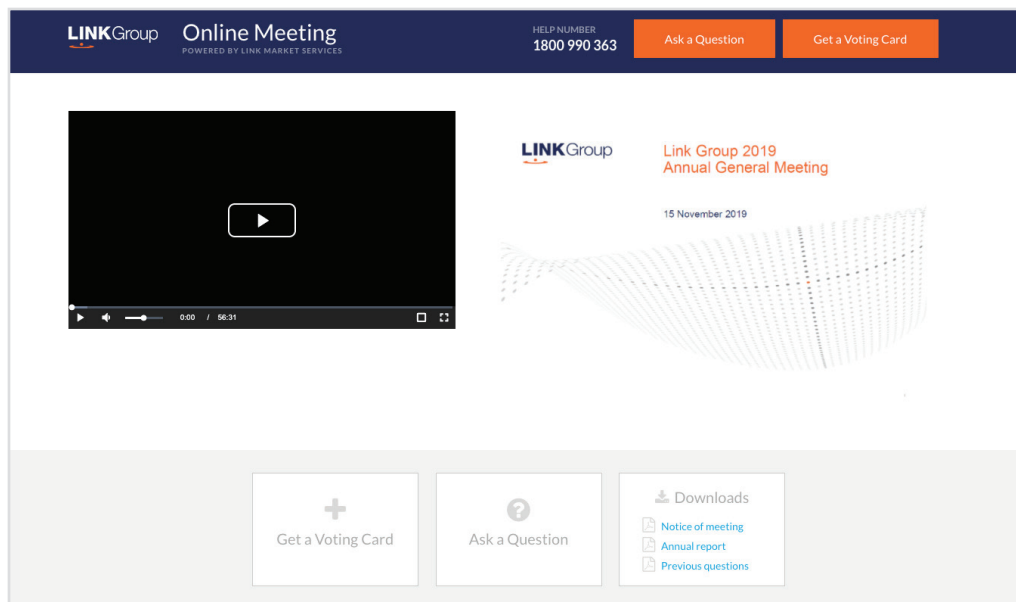
The screenshot shows a "Voting Card" registration modal. It has a title bar with a close button (X). Below the title is the instruction "Please provide your Shareholder or Proxy details". There are two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS", separated by an "OR" button. The "SHAREHOLDER DETAILS" section has input fields for "Shareholder Number" and "Post Code", a link for "Outside Australia", and an orange "SUBMIT DETAILS AND VOTE" button. The "PROXY DETAILS" section has a "Proxy Number" input field and an orange "SUBMIT DETAILS AND VOTE" button.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

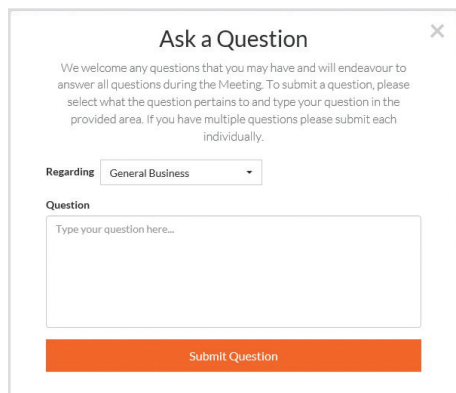
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' pop-up box contains the following elements:

- Title:** Ask a Question
- Introductory text:** We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.
- Regarding:** A dropdown menu currently showing 'General Business'.
- Question:** A text input field with the placeholder text 'Type your question here...'
- Submit Button:** An orange button labeled 'Submit Question'.

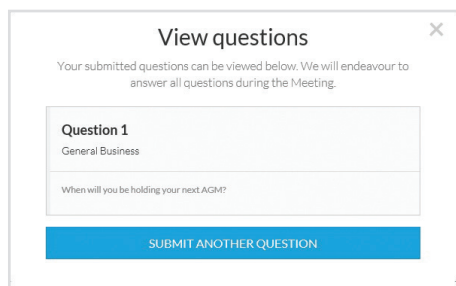
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View questions' pop-up box contains the following elements:

- Title:** View questions
- Introductory text:** Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.
- Question 1:** A box showing 'General Business' and the question 'When will you be holding your next AGM?'.
- Submit Button:** A blue button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

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E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz