

25 November 2016

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ASX Limited

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**Mayfield Childcare Limited (Mayfield or Company) - ASX listing application**

Set out below are the confirmations and disclosures requested by ASX in relation to Mayfield's initial public offering and listing on ASX in accordance with its replacement prospectus dated 14 November 2016 (as supplemented by its supplementary prospectus dated 24 November 2016) (**Prospectus**).

**Confirmation of compliance with conditions precedent**

Mayfield confirms each of the following:

1. That the close of the offer under the Prospectus and completion of the issue of 24,000,000 ordinary shares at an issue price of \$1.00 per share has occurred.
2. That the Company has received cleared funds for the complete amount of the issue price of every ordinary share issued to every successful applicant for ordinary shares under the Prospectus.
3. That the Company has an appropriate spread of shareholders and in any case that:
  - (a) there are at least 300 shareholders, each having a parcel of shares with a value of at least \$2,000; and
  - (b) at least 50% of the Company's ordinary shares are not held by related parties.

4. That the Company has a minimum free float of at least 20%.
5. That completion of the following has occurred:
  - (a) the acquisition of Little Learners Camberwell (the Mayfield Childcare Centre located in Camberwell as defined and described in the Prospectus); and
  - (b) the acquisition of at least 12 of the 15 Mayfield Childcare Centres (as defined and described in the Prospectus, excluding Little Learners Camberwell).
6. That the agreements to acquire the remaining 3 Mayfield Childcare Centres (as defined and described in the Prospectus, excluding Little Learners Camberwell and the 12 other Mayfield Childcare Centres referred to in resolution 1.5) are unconditional, and that the Company is not aware of anything that would preclude completion of the agreements from occurring.
7. That completion of the arrangements in relation to the debt facility agreement as described in section 10.8(c) of the replacement Prospectus has occurred.

#### Despatch

8. Mayfield confirms that despatch of each of the following:
  - (a) in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1; and
  - (b) in relation to all other holdings, issuer sponsored holding statements;
 occurred on 24 November 2016, and
  - (c) refund monies, being a single refund of \$186,055, occurred on 23 November 2016.

#### Distribution schedule

9. Set out below is a distribution schedule of the number of Mayfield shareholders in the following categories.

Range	Investors	Securities	% issued capital
1 to 1000	5	4,500	.02
1,001 to 5,000	137	391,015	1.30
5,001 to 10,000	86	737,299	2.46
10,001 to 50,000	244	6,280,619	20.93
50,001 to 100,000	34	2,985,267	9.95
100,001 and over	33	19,606,300	65.34
<b>Total</b>	<b>539</b>	<b>30,005,000</b>	<b>100.00</b>

#### Top 20 shareholders

10. Set out below is a list of Mayfield's 20 largest holders of ordinary shares.

Rank	Investor	Current balance	% issued capital
1.	RIVERSDALE ROAD SHAREHOLDING COMPANY PTY LTD <RIVERSDALE ROAD SHAREHOLDING A/C>	3,400,000	11.33%
2.	RIVERSDALE ROAD SHAREHOLDING COMPANY PTY LTD <RIVERSDALE ROAD SHAREHOLDING A/C>	2,520,000	8.40%

3.	D.W & M.R CLARKE PTY LTD <D.W & M.R CLARKE FAMILY A/C>	2,300,000	7.67%
4.	PERSHING AUSTRALIA NOMINEES PTY LTD <ACCUM A/C>	1,137,800	3.79%
5.	JT CAMPBELL PROPERTIES PTY LTD	1,000,000	3.33%
6.	REDCUE PTY LTD	1,000,000	3.33%
7.	KEWRAY PTY LTD	850,000	2.83%
8.	J P MORGAN NOMINEES AUSTRALIA LIMITED	790,000	2.63%
9.	D.R. DADON HOLDINGS PTY LTD	500,000	1.67%
10.	D.W. & M.R. CLARKE PTY LTD <DW & MR. CLARKE FAMILY A/C>	500,000	1.67%
11.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	500,000	1.67%
12.	TAYCOL NOMINEES PTY LTD <211 A/C>	460,000	1.53%
13.	MACLAW NO 544 PTY LTD	400,000	1.33%
14.	MARCUS BESEN EVA BESEN NAOMI GAYE MILGROM <BESEN FAMILY FOUNDATION A/C>	350,000	1.17%
15.	J T CAMPBELL & CO PTY LTD	340,000	1.13%
16.	AUSTRALIAN SALES & LEASING PTY LTD	300,000	1.00%
17.	BRITMORE PTY LTD <BENDRA UNIT A/C>	300,000	1.00%
18.	KINGSLEY DEVELOPMENTS PTY LTD <KINGSLEY DEVELOPMENTS A/C>	250,000	.83%
19.	TELUNAPA PTY LTD <TELUNAPA CAPITAL A/C>	250,000	.83%
20.	MALACHITE HOLDINGS PTY LTD	209,500	.70%
<b>Total</b>		<b>17,357,300</b>	<b>57.85%</b>

#### Appendix 1A and Information Form and Checklist

11. The Company's Appendix 1A and Information Form and Checklist is attached.

#### Prospectus

12. The Prospectus (being the replacement prospectus dated 14 November 2016 together with the supplementary prospectus dated 24 November 2016) is attached.

#### Constitution

13. The Company's constitution is attached.

#### Employee share and option plan

14. The Company's share and option plan is attached.

#### Securities trading policy

15. The Company's securities trading policy is attached.

Securities subject to voluntary escrow

16. Set out below is the number of securities subject to voluntary escrow and the escrow period applied to those securities.

Shareholder	Ordinary shares	Date of issue	Date of expiry
RIVERSDALE ROAD SHAREHOLDING COMPANY PTY LTD <RIVERSDALE RD SHAREHOLDING A/C>	2,520,000	25/03/2015	25/03/2017
JT CAMPBELL PROPERTIES PTY LTD	1,000,000	25/03/2015	25/03/2017
KEWRAY PTY LTD	850,000	22/08/2016	22/08/2018
D.W. & M.R. CLARKE PTY LTD <D.W & M.R. CLARKE FAMILY A/C>	500,000	22/08/2016	22/08/2018
MACLAW NO 544 PTY LTD	400,000	22/08/2016	22/08/2018
CARLIE LOUISE BOAL	200,000	22/08/2016	22/08/2018
COMPANY LOWEGO PTY LTD <LOWEGISTICS INVESTMENT A/C>	200,000	22/08/2016	22/08/2018
DONALD LOCCISANO	200,000	22/08/2016	22/08/2018
GLENN LAWRENCE RAINES	75,000	22/08/2016	22/08/2018
EURASIAN MANAGEMENT SERVICES PTY LTD <ALDWORTH FAMILY A/C>	40,000	22/08/2016	22/08/2018
ANGEL DEVELOPMENT CAPITAL PTY LTD <ANGEL DISCRETIONARY A/C>	20,000	22/08/2016	22/08/2018
<b>Total</b>	<b>6,005,000</b>		

Yours faithfully



Dean Clarke

Mayfield Childcare Limited