



Mitchell
SERVICES

17 October 2014

The Manager
Company Announcement Office
Australian Stock Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

ASX Announcement

Mitchell Services Limited (ASX: MSV) Notice of Annual General Meeting

Mitchell Services Limited advises that its Annual General Meeting will be held on 20 November 2014, commencing at 10.00 am (Brisbane time) at Morgans Financial Ltd, Level 29, 123 Eagle Street, Brisbane, Queensland.

Please find attached the Notice of Annual General Meeting, Explanatory Memorandum and Proxy form which are being despatched today.

Signed for and on behalf of Mitchell Services Limited:


Bob Witty
Company Secretary

Mitchell Services Limited
ABN 31 149 206 333

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Seventeen Mile Rocks Qld 4073 Australia
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**MITCHELL SERVICES LIMITED
ACN 149 206 333**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

*For a meeting to be held on 20 November 2014 at 10.00 am (Brisbane time)
at Morgans Financial Ltd, Level 29, 123 Eagle Street, Brisbane, Queensland*

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD
BE READ IN ITS ENTIRETY**

**If you do not understand any part of this document,
please contact a professional adviser immediately**

MITCHELL SERVICES LIMITED
ACN 149 206 333

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of members of Mitchell Services Limited ("Company") will be held at Morgans Financial Ltd, Level 29, 123 Eagle Street, Brisbane Queensland at 10.00 am (Brisbane time) on 20 November 2014.

The business to be considered at the Annual General Meeting is set out below. Information on the proposals to which the business relates is set out in the Explanatory Memorandum which accompanies this Notice. This Notice should be read in conjunction with the accompanying Explanatory Memorandum.

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 2014.

Short explanation: This item of business is for discussion at the Annual General Meeting and is not a resolution.

Resolution 1 – Adoption of the Remuneration Report

To consider, and if thought fit, to pass the following resolution in accordance with section 250R(2) of the Corporations Act:

"That the remuneration report for the financial year ended 30 June 2014 be adopted."

Short explanation: The remuneration report is set out in the Company's annual report for the financial year ended 30 June 2014. Section 250R(2) of the Corporations Act provides that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the vote. However, Shareholders should be aware that the vote on the resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such member,

however, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- the person is appointed as a proxy in writing that specifies how the proxy is to vote on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Nathan Andrew Mitchell as Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Nathan Andrew 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."

SPECIAL BUSINESS

Resolution 3 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the 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, over a 12 month period from the date of this Annual General Meeting (or until a transaction under Listing Rule 11.1.2 or 11.2 is approved by the shareholders of the Company)."

Voting Exclusion: The Company will disregard any votes cast on this special resolution by a person and any associates of that person who:

- (a) may participate in the proposed issue of the securities; and
- (b) might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this special resolution is passed, or an associate of such person,

however, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

ADDITIONAL INFORMATION

This notice of meeting is accompanied by an Explanatory Memorandum which provides an explanation of the business of the meeting, including the proposed resolutions.

Voting entitlement

The board of directors of Mitchell Services Limited has determined in accordance with regulation 7.11.37 of the Corporations Regulations 2001 that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those who hold them at 7.00 pm (Perth time) on Tuesday, 18 November 2014. This means that if you are not the registered holder of a relevant Share at the time, you will not be entitled to vote in respect of that Share.

Voting by proxy

Each Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on behalf of that Shareholder. The proxy need not be a Shareholder. Please

note that a proxyholder cannot vote on a show of hands but can speak at the meeting and can vote on a poll.

A Shareholder who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of Shareholder's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

In the event that a Shareholder appoints a proxy and specifies the way the proxy is to vote on a particular resolution:

- where the proxy is not the Chairman:
 - (a) the proxy need not vote on a poll but if the proxy does so then the proxy must vote the way that the Shareholder specifies; and
 - (b) if a poll is demanded and the proxy does not attend or vote, then the Chairman is taken to have been appointed as the proxy; and
- where the Chairman is the proxy (including where the Chairman is taken to have been appointed the proxy as set out above) the proxy must vote on a poll and must vote the way that the Shareholder specifies.

Important note regarding appointing a proxy:

The laws that apply to voting on resolutions relating to the remuneration of Key Management Personnel have changed. Certain categories of persons (including Directors and the Chairman of the Meeting) are now prohibited from voting on such resolutions, including as proxy in some circumstances. If you are appointing a proxy, to ensure that your vote counts, please read the following and the instructions on the Proxy Form carefully.

If you appoint a member of the Key Management Personnel (which includes Directors and the Chairman of the Meeting) or any of their Closely Related Parties as your proxy, in general, for your vote to count, you must direct your proxy how to vote on **Resolution 1**.

If you appoint the Chairman of the Meeting as your proxy and you do not direct him how to vote on **Resolution 1**, he cannot cast your vote unless you have ticked the box in Step 1 of the Proxy Form. If you have not (i) directed the Chairman how to vote; or (ii) ticked the authorisation in Step 1 of the Proxy Form, he will not be able to cast your vote.

If you appoint as your proxy any other Director of the Company, any other of its Key Management Personnel, or any of their Closely Related Parties and you do not direct that person how to vote on **Resolution 1**, that person will not vote your proxy on those items of business.

A proxy appointment form is enclosed with this Notice. For the appointment of a proxy to be effective for the Meeting, the following documents must be received by 10.00 am (Brisbane time) on Tuesday, 18 November 2014:

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Documents may be lodged by posting, delivery or facsimile to Mitchell Services Limited's share registry at:

Advanced Share Registry Limited

PO Box 1156

NEDLANDS WA 6909

Australia

Facsimile: +61 8 9262 3723

If posting, please allow sufficient time for your form to be received by 10.00 am (Brisbane time) on 18 November 2014.

Please refer to the Proxy Form accompanying this Notice for more information.

Corporate representatives

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of Shareholders. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at a meeting or in voting on a resolution.

By order of the board of directors
of Mitchell Services Limited

Bob Witty
Company Secretary
14 October 2014

Mitchell Services Limited
ACN 149 206 333
Annual General Meeting
Explanatory Memorandum

Financial Statements and Reports

The Corporations Act requires the financial report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

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 - Remuneration report

The annual report for the financial year ended 30 June 2014 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 2014.

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.

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.

Under the provisions of the Corporations Act known generally as the "two strikes rule", Shareholders should note that 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 ASX Listing Rules) must stand for re-election. Shareholders should be aware that at the Company's 2013 annual general meeting, less than 25% of the votes that were cast voted against the adoption of the 2013 remuneration report and accordingly no spill resolution can result at this Annual General Meeting.

Noting that each Director has a personal interest in his own remuneration from the Company, the Board unanimously recommends that you vote in favour of resolution 1.

The Chairman intends to vote any proxies held by him in favour of resolution 1 (unless the appointer directs him otherwise).

Resolution 2 – Re-election of Nathan Andrew Mitchell as Director

In accordance with the Company's constitution, Mr Nathan Andrew Mitchell will retire by rotation from office at the Meeting, and being eligible, offers himself for re-election as a Director.

Mr Mitchell has been involved in the drilling industry for virtually his entire working life. With a career spanning almost 30 years, he has a proven track record as an industry leader in technical development and business growth. Mr Mitchell is currently the Executive Chairman of Mitchell Services Limited. He is also Executive Chairman of Mitchell Group Holdings Pty Ltd including Ports, Energy and Equipment. Previously as CEO of Mitchell Drilling Contractors the company doubled in size and Mr Mitchell directed an international expansion expanding into India, China, Indonesia, the United States and various companies in southern Africa.

The Board (with Mr Mitchell abstaining) unanimously recommends that Shareholders vote in favour of the resolution.

Resolution 3: Approval of additional 10% capacity under Listing Rule 7.1A

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 the 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 over a 12 month period following the Annual General Meeting (or in the event that there is a transaction involving a significant change to the nature or scale of the Company's activities, the date of the approval by holders of the Company's ordinary securities of the transaction under Listing Rules 11.1.2 or 11.2).

An eligible entity includes a listed company which, as at the date of the resolution, is not included in the S&P/ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) no greater than the prescribed amount (currently \$300 million). At the date of this notice, the Company is an eligible entity and is expected to remain so by the time of the AGM.

In the event that the Company is no longer an eligible entity to undertake an additional 10% issue after the Company has already obtained ordinary Shareholders' approval, the approval obtained will not lapse and the Company will still be entitled to undertake the additional 10% issue.

The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

- 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.

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% issue must be in the same class as an existing quoted class of shares of the Company.</p> <p>The Company had 867,000,222 Shares on issue as at the date of this notice of meeting. The Company is only seeking approval to issue securities under the additional 10% issue in addition to its 15% capacity permitted under Listing Rule 7.1.</p>
Minimum price at which the equity securities 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; or (b) if the securities are not issued within 5 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.2 a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the Annual General 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 which is 12 months after the date of the annual general meeting at which approval is obtained; and (b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2. <p>The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>

Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	<p>As at the date of this notice, the Company does not have any specific intention to offer or issue any shares under the approval. However, 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 develop its business and/or meet its strategic goals; (b) to provide the Company with funds for general working capital purposes. (c) to raise funds for an acquisition or to assist the Company make an acquisition, or as consideration for an acquisition, or partly to raise funds and partly as consideration, for an acquisition. <p>The Company reserves the right to issue Shares for non-cash consideration, including as non-cash consideration for any acquisition.</p>
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> <p>If the Company makes an acquisition in exchange for Shares to be issued under the approval, it is likely that the persons to be issued the Shares will be those who are interested in the acquisition e.g. the sellers of assets or officers and employees of the acquired businesses.</p>
Previous approvals under Listing Rule 7.1A	The Company has not previously sought or obtained approvals under Listing Rule 7.1A.

Information under Listing Rule 7.3A.2

As required by Listing Rule 7.3A.2, the table below shows the economic and voting dilution effect, in circumstances where the issued capital has doubled and the market price of the Shares has halved. Table 1 also shows additional scenarios in which the issued Share 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 (\$0.0175)		Current Market Price (\$0.035)		100% increase in Market Price (\$0.07)	
	10% voting dilution (Shares)	Capital raised	10% voting dilution (Shares)	Capital raised	10% voting dilution (Shares)	Capital raised
Present = 867,000,222	86,700,022 Shares	\$1,517,250	86,700,022 Shares	\$3,034,501	86,700,022 Shares	\$6,069,002
If 50% increase = 1,300,500,333	130,050,033 Shares	\$2,275,876	130,050,033 Shares	\$4,551,751	130,050,033 Shares	\$9,103,502

Issued Shares	50% decrease in Market Price (\$0.0175)		Current Market Price (\$0.035)		100% increase in Market Price (\$0.07)	
If 100% increase = 1,734,000,444	173,400,044 Shares	\$3,034,501	173,400,044 Shares	\$6,069,002	173,400,044 Shares	\$12,138,003

Assumptions and explanations

- The Market Price is \$0.035, based on the closing price of the Shares on ASX on 8 October 2014.
- The above table only shows the dilutionary effect based on the additional 10% issue and not the 15% under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The Company issues the maximum number of 10% Shares available to it under the additional 10% issue.
- The issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 8 October 2014.
- 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 Annual General Meeting.
- The issue of Shares under Listing Rule 7.1A consists only of Shares.
- The issue price of the 10% Shares used in the table does not take into account the discount to the Market Price (if any).

As at the date of the Notice of Meeting, the Company has on issue 867,000,222 Shares. Subject to Shareholder approval being obtained for Resolution 3, the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:

- 130,050,033 Shares (under Listing Rule 7.1); and
- 86,700,022 Shares (under Listing Rule 7.1A).

Listing Rule 7.1A requires Resolution 3 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

As at the date of this notice, the Company does not have any specific intention to offer or issue any shares under the approval, nor has it any specific intention in relation to the parties that it may approach to participate in an offer of shares under the approval. Further, the Company has not formed an intention to offer shares to any particular class or group of existing shareholders or to offer shares just to new investors who have not previously been shareholders of the Company. The ability to issue an extra 10% of securities is being sought primarily to provide the Company with flexibility to respond to potential growth opportunities that may arise in the next 12 months.

Directors' recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

GLOSSARY

In this Explanatory Memorandum:

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 to be a Closely Related Party.

Company means Mitchell Services Limited ACN 149 206 333.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice.

Key Management Personnel has the meaning given to that term in the Corporations Act and generally includes those persons having authority or responsibility for planning, directing or controlling the actions of the company, directly or indirectly, including any director (whether executive or otherwise) of the company.

Listing Rules or **ASX Listing Rules** means the official listing rules of ASX.

Market Price has the meaning given to that term in the Listing Rules.

Meeting or **Annual General Meeting** means the annual general meeting convened by the Notice.

Notice means the notice of meeting accompanying this Explanatory Memorandum.

Resolution means a resolution set out in the Notice.

Shareholder means a holder of Shares.

Share means a fully paid ordinary share in the Company.



Mitchell
SERVICES

ACN 149 206 333

Lodge your vote:



By Mail:

Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Alternatively you can fax your form to
(Within Australia) (08) 9262 3723
(Outside Australia) +618 9262 3723

For all enquiries call:

Telephone:
(Within Australia) (08) 9389 8033
(Outside Australia) +618 9389 8033
Email: admin@advancedshare.com.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
7. Shareholders must deliver their proxies prior to 18 November 2014 at 10.00am (Brisbane Time) by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at (08) 9262 3723 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6909.
8. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (Brisbane Time) on 18 November 2014 will be entitled to attend and vote at the Meeting.
9. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
10. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
11. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
12. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online



Mitchell
SERVICES

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left.
Securityholders

Form of Proxy

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

PLEASE NOTE: This proxy is solicited on behalf of the management of Mitchell Services Limited ACN 149 206 333 (the "Company") for use at the meeting of the shareholders of the Company to be held at Morgans Financial Ltd, Level 29, 123 Eagle Street Street, Brisbane QLD 4000 on 20 November 2014 at 10.00am (Brisbane Time) or any adjournment thereof (the "Meeting").

I/We being a member/s of Mitchell Services Limited hereby appoint

the Chairman
of the meeting

OR

PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions, or if no directions have been given, to vote as the proxy sees fit, to the extent permitted by law, at the Meeting and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____% of my voting right and Proxy 2 is appointed to represent _____% of my total votes. My total voting right is _____ shares.

PLEASE NOTE: If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

STEP 2 Items of Business

PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please mark the appropriate places below.

FOR AGAINST ABSTAIN

Resolution 1 – To adopt the Remuneration Report for the year ended 30 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Nathan Andrew Mitchell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

Signing by member

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Member 2 (if joint holding)

Member 3 (if joint holding)

Sole Director and Sole
Secretary

Director/Company
Secretary

Director

Date

/ /