

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Mitchell Services Limited

ACN/ARSN 149 206 333

1. Details of substantial holder (1)

Name Mitchell Group Holdings Pty Ltd (as Trustee for the Andala Trust) and the persons listed in item 1 of Annexure A (together "The Mitchell Group")

ACN/ARSN (if applicable) 129 731 997

There was a change in the interests of the substantial holder on 26 / 09 / 2014

The previous notice was given to the company on 02 / 12 / 2013

The previous notice was dated 02 / 12 / 2013

2. Previous and present voting power

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

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	86,640,890	29.88% (290,000,010 shares on issue)	173,281,780	19.98% (867,000,222 shares on issue)

3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26/09/2014	Mitchell Group Holdings Pty Ltd atf the Andala Trust	Participation in 1 for 1 non-renounceable entitlement offer announced on 22 August 2014	\$1,968,750.00	56,250,000 ordinary shares	56,250,000
26/09/2014	Nathan Mitchell and others atf Mitchell Family Superannuation Fund	Participation in 1 for 1 non-renounceable entitlement offer announced on 22 August 2014	\$11,286.03	322,458 ordinary shares	332,458
26/09/2014	Mitchell Family Investments (Qld) Pty Ltd atf Mitchell Family Investment Trust	Participation in 1 for 1 non-renounceable entitlement offer announced on 22 August 2014	\$1,052,395.12	30,068,432 ordinary shares	30,068,432

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Mitchell Group Holdings Pty Ltd atf the Andala Trust	Mitchell Group Holdings Pty Ltd	Mitchell Group Holdings Pty Ltd	s608(1) – holder of securities	112,500,000 ordinary shares	112,500,000
See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A

5. Changes in association

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

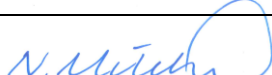
Name and ACN/ARSN (if applicable)	Nature of association
Constellation Energy Pty Ltd ACN 111 085 360	Ceased to hold shares
Aquaknox Pty Ltd ACN 111 064 816	Company deregistered

6. Addresses

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

Name	Address
Mitchell Group Holdings Pty Ltd atf the Andala Trust	112 BLUESTONE CIRCUIT, SEVENTEEN MILE ROCKS, QLD
Nathan Mitchell and others atf Mitchell Family Superannuation Fund	112 BLUESTONE CIRCUIT, SEVENTEEN MILE ROCKS, QLD
Nathan Mitchell	29 LAURENCE STREET, ST LUCIA, QLD, 4067
Mitchell Family Investments (QLD) Pty Ltd (as trustee for the Mitchell Family Investment Trust)	112 BLUESTONE CIRCUIT, SEVENTEEN MILE ROCKS, QLD

Signature

print name	Nathan Mitchell	capacity	Authorised representative of the relevant holders
sign here		date	17/12/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



Signature

Name: Nathan Mitchell

Position: Authorised representative of the substantial holders listed in Form 604 and this Annexure A

Date:

1. Details of Substantial holder

Nathan Mitchell	
Nathan Mitchell, Rebecca Mitchell, Deidre Mitchell and Peter Mitchell as trustees of the Mitchell Family Superannuation Fund	
Mitchell Family Investments (QLD) Pty Ltd	ACN 111 064 825

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities held	Person's votes
Nathan Mitchell, Rebecca Mitchell, Deidre Mitchell and Peter Mitchell as trustees of the Mitchell Family Superannuation Fund	Nathan Mitchell, Rebecca Mitchell, Deidre Mitchell and Peter Mitchell as trustees of the Mitchell Family Superannuation Fund	Nathan Mitchell, Rebecca Mitchell, Deidre Mitchell and Peter Mitchell as trustees of the Mitchell Family Superannuation Fund	s 608(1)(a) – holder of securities	644,916 ordinary shares	644,916
Mitchell Family Investments (QLD) Pty Ltd (as trustee for the Mitchell Family Investment Trust)	Mitchell Family Investments (QLD) Pty Ltd	Mitchell Family Investments (QLD) Pty Ltd	s 608(1)(a) – holder of securities	60,136,864 ordinary shares	60,136,864
Nathan Mitchell	Nathan Mitchell, Rebecca Mitchell, Deidre Mitchell and Peter Mitchell as trustees of the Mitchell Family Superannuation Fund	Nathan Mitchell, Rebecca Mitchell, Deidre Mitchell and Peter Mitchell as trustees of the Mitchell Family Superannuation Fund	s 608(2) – controls Mitchell Family Super Fund;	644,916 ordinary shares	644,916
	Mitchell Family Investments (QLD) Pty Ltd	Mitchell Family Investments (QLD) Pty Ltd	s608(3)(a) - holds voting power of more than 20% in Mitchell Family Investments (QLD) Pty Ltd and controls the Mitchell Family Investment Trust;	60,136,864 ordinary shares	60,136,864
	Mitchell Group Holdings Pty Ltd	Mitchell Group Holdings Pty Ltd	s608(3)(a) - holds voting power of more than 20% in Mitchell Group Holdings Pty Ltd and controls Andala Trust.	112,500,000 ordinary shares	112,500,000
				Total: 173,281,780 ordinary shares	Total: 173,281,780