

23 September 2016

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 26 October 2016, 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:



Greg Switala
Company Secretary

Mitchell Services Limited

ABN 31 149 206 333

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Mitchell
SERVICES

Notice of Annual General Meeting

Mitchell Services Limited ACN 149 206 333

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

Location	Morgans Financial Ltd, Level 29, 123 Eagle Street, Brisbane QLD 4000
Date	Wednesday, 26 October 2016
Time	10.00am (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 2016.’

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 2016 be adopted.’

Resolution 2 – Re-election of Peter Miller as Director

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

‘That Peter Miller, 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 Neal O’Connor as Director

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

‘That Neal O’Connor, who was appointed as a Director of the Company by the Board in accordance with rule 8.1 of the Company’s constitution on 21 October 2015, be elected as a Director of the Company.’

Special business

Resolution 4 – Renewal of proportional takeover approval provisions

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

‘That the proportional takeover approval provisions contained in rule 162 of the Company’s constitution be granted effect for a further three years, effective on the day on which this resolution is passed.’

Resolution 5 – Ratification and approval of previous grant of rights to be issued Shares

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

‘That for the purposes of Listing Rule 7.4 and for all other purposes, the previous grant of 4,915,099 rights to be issued Shares under the ESOP, as detailed in the explanatory memorandum, be ratified’.

Resolution 6 – Ratification and approval of previous grant of options

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

‘That for the purposes of Listing Rule 7.4 and for all other purposes, the previous grant of 16,362,395 options over ordinary Shares under the ESOP, as detailed in the explanatory memorandum, be ratified’.

Resolution 7 – Approval of ESOP

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

‘That for the purposes of Listing Rule 7.2 (Exception 9) and all other purposes, approval be given in relation to the issue of securities (including rights, options or Shares) under the Company’s Employee Share and Option Plan (**ESOP**), as described in the explanatory memorandum’.

Resolution 8 – Approval of additional 10% capacity under Listing Rule 7.1A

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

‘That pursuant to and in accordance with 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, over a 12 month period from the date of this Meeting (or until a transaction under Listing Rule 11.1.2 or 11.2 is approved by Shareholders).’

Dated: 23 September 2016

By order of the Board



Greg Switala
Company Secretary

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) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form by 10.00am (Brisbane time) on 24 October 2016.
- (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 7.00pm (Brisbane time) on Monday, 24 October 2016.
- (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

In accordance with the Corporations Act and the Listing Rules, the Company will disregard any votes cast on the respective resolutions by the following persons:

Resolution 1 – Adoption of the remuneration report	No votes may be cast on Resolution 1 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: <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.
Resolution 5 – Ratification and approval of previous grant of rights to be issued Shares	No votes may be cast on Resolution 5 by or on behalf of any person who participated in the grant of the rights to be issued Shares, being Andrew Elf, Greg Switala, Todd Wild, John Eaton and Michelle Pyers, or an associate of such person.
Resolution 6 – Ratification and approval of previous grant of options	No votes may be cast on Resolution 6 by or on behalf of any person who participated in the grant of the options, being Andrew Elf, Greg Switala, Todd Wild, John Eaton and Michelle Pyers, or an associate of such person.
Resolution 7 – Approval of ESOP	No votes may be cast on Resolution 7 by or on behalf of a Director, or an associate of a Director, except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company.
Resolution 8 – Approval of additional 10% capacity under Listing Rule 7.1A	No votes may be cast on Resolution 8 by a person and any associates of that person who may participate in the proposed issue of the securities, or might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 8 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 a direction on the proxy form to vote as the proxy decides.

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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 at Morgans Financial Ltd, Level 29, 123 Eagle Street, Brisbane on Wednesday, 26 October 2016 at 10.00am (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 2016 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 2016.
- 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.
- 6 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 Listing Rules) must stand for re-election. Shareholders should be aware that at the Company's 2015 annual general meeting, less than 25% of the votes that were cast voted against the adoption of the 2015 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 Peter Miller as Director

- 8 In accordance with rule 5.1 of the Company's constitution, Peter Miller will retire by rotation from office at the Meeting, and being eligible, offers himself for re-election as a Director.
- 9 Mr Miller has been involved in all aspects of the drilling industry for the past 29 years and founded Drill Torque in 1992. His experience encompasses working with all types of drilling rigs, building rigs and managing drilling companies. Having worked in most exploration areas in Australia he is intimately familiar with drilling conditions, equipment requirements and pricing structures to maximise fleet productivity. Mr Miller is widely known and well regarded in the industry.

Independent Directors' recommendation

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

Resolution 3 – Election of Neal O'Connor as Director

- 11 In accordance with rule 8.2 of the Company's constitution, Mr Neal O'Connor offers himself for election as Director following his initial appointment by the Board in accordance with rule 8.1 of the Company's constitution on 21 October 2015.
- 12 Mr O'Connor was appointed as non-executive Director on 21 October 2015 and is also Chairman of the Audit and Risk and Remuneration and Nomination Committees. Mr O'Connor was formerly General Counsel and Company Secretary and an Executive Committee member of the global Xstrata Copper. He has extensive experience in the resource industry and brings an added focus on corporate governance and risk management to the Board.

Independent Directors' recommendation

- 13 The Directors (with Mr O'Connor abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Renewal of proportional takeover approval provisions

- 14 Rule 162 of the Company's constitution includes proportional takeover approval provisions which enable the Company to refuse to register a transfer of Shares acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer made under the takeover scheme. Under the Corporations Act, proportional takeover provisions expire after three years from their adoption or renewal, though after three years they may again be renewed. The proportional takeover approval provisions in the Company's constitution have not been renewed by the Company in the last three years.
- 15 The Company is seeking Shareholder approval to renew these proportional takeover approval provisions under the Corporations Act. The Corporations Act requires the Company to provide Shareholders with an explanation of the proportional takeover approval provisions, as set out below.

What is a proportional takeover bid?

- 16 A proportional takeover bid is a takeover offer sent to Shareholders, but only in respect of a specified portion of each Shareholder's Shares.
- 17 Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its Shares in the Company and retain the balance of the Shares held.

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Effect of renewal of the proportional takeover approval provisions

- 18 Under rule 162 of the Company's constitution, if the proportional takeover approval provisions are renewed and if a proportional takeover offer is made to Shareholders, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the offer under the proportional takeover bid closes.
- 19 The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and any associates of the bidder, vote in favour of the resolution. If no resolution is voted on at least 14 days before the close of the offer under the proportional takeover bid, the resolution is deemed to have been passed. Where the resolution approving the offer under the proportional takeover bid is passed or deemed to have been passed, transfers of securities resulting from acceptance of the offer are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Settlement Operating Rules and the Company's constitution. If the resolution is rejected, then under the Corporations Act the offer is deemed to be withdrawn.

Reasons for proposing the resolution

- 20 The Directors consider that Shareholders should have the opportunity to renew rule 162 of the Company's constitution. Without application of the proportional takeover approval provisions, a proportional takeover bid for the Company may enable effective control of the Company to be acquired without Shareholders being afforded the opportunity to dispose of all of their Shares to the bidder. Shareholders may therefore be at risk of passing control to the bidder without payment of an adequate control premium for all of their Shares, whilst rendering themselves part of a much smaller minority interest in the Company.
- 21 Furthermore, without application of the proportional takeover approval provisions, if there was a proportional takeover bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing rule 162 of the Company's constitution will make this situation less likely by affording Shareholders the opportunity to determine whether a proportional takeover bid should in fact be permitted to proceed.

No knowledge of present acquisition proposals

- 22 As at the date of this Notice of Meeting, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

Advantages and disadvantages

- 23 The renewal of rule 162 of the Company's constitution will enable the Directors to formally ascertain the views of Shareholders about a proportional takeover bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this, the Directors consider that the renewal of the proportional takeover approval provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted by Shareholders.
- 24 The Directors consider that renewing rule 162 of the Company's constitution benefits all Shareholders in that they will have an opportunity to consider a proportional takeover bid, should one eventuate, and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the proportional takeover bid, and subsequently make their decision as to whether to accept or reject that bid.
- 25 In relation to the possible disadvantages to Shareholders in renewing the proportional takeover approval provisions, it may be argued that the application of rule 162 of the Company's constitution makes a proportional takeover bid more difficult and that proportional takeover bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell their Shares at a premium to persons seeking control of the Company, and may also reduce any takeover speculation element in the Company's Share price. The application of rule 162 of the Company's constitution may also be considered an additional restriction on the ability of individual Shareholders to deal freely with their Shares.

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- 26 Other than as set out above, the Directors do not consider that there are any other advantages and disadvantages for Directors and Shareholders.
- 27 Furthermore, on balance, the Directors consider that the possible advantages outweigh the possible disadvantages, such that the renewal of the proportional takeover approval provisions is in the best interests of Shareholders.

Directors' recommendation

- 28 The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Ratification and approval of previous grant of rights to be issued Shares

- 29 ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities on issue at the commencement of that 12 month period.

- 30 The grant of rights to be issued Shares (and subsequent issue of Shares) detailed in Resolution 5 did not exceed the 15% threshold, though it took up a portion of the Company's Listing Rule 7.1 capacity.

- 31 However, Listing Rule 7.4 provides that if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) shareholders of the entity subsequently ratify the issue of the securities,

the issue will be treated as having been made with approval for the purposes of Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit. Accordingly, the Company now wishes to refresh its Listing Rule 7.1 capacity.

- 32 Resolution 5 proposes the ratification and approval of the grant of rights to be issued Shares for the purpose of satisfying the requirements of Listing Rule 7.4. By obtaining the approval of Shareholders under Listing Rule 7.4, the Company will retain the flexibility to issue up to 15% of the issued capital, if required, in the 12 months following the date of this Meeting without the need to obtain prior Shareholder approval.

- 33 The information required to be given to Shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the grants:

Date of grant / issue	Number of rights to be issued Shares	Issue price per Share	Terms of Shares issued	Person(s) issued Shares following conversion of rights	Use of funds
23 May 2016	4,915,099	\$0.023	Once issued, the Shares rank equally and having identical rights to all other ordinary Shares on issue in the Company	Mitchell Services Share Plan Trust Pty Ltd	N/A

- 34 The rights to be issued Shares were granted to the persons set out in the table below. The rights were converted and Shares were subsequently issued on 29 July 2016 to the trustee under the Company's ESOP, Mitchell Services Share Plan Trust Pty Ltd (**Plan Trustee**). The Plan Trustee now holds the Shares on behalf of the persons below that are participating in the ESOP:

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Eligible Participant	Position	Number of Shares held by Plan Trustee on behalf of Eligible Participant
Andrew Elf <i>Andrew Elf holds the Shares as trustee for the Elf Family Trust</i>	Chief Executive Officer	1,995,531
Greg Switala	Chief Financial Officer and Company Secretary	1,376,228
Todd Wild	Commercial Manager	737,265
John Eaton	Area Manager – Energy	476,764
Michelle Pyers	Group Financial Controller	329,311
TOTAL		4,915,099

35 The Shares issued for the rights the subject of this Resolution 5 (shown in the table above) were issued subject to satisfaction of certain vesting conditions, being:

- EBITDA performance of the Company having regard to respective prior years EBITDA performance, performance against budgets and general market conditions between the date of the offer and the vesting date;
- the Company's share price performance between the date of the offer and the vesting date;
- the Company's safety performance across all operations as determined on a financial year annual TRIFR basis, having regard to respective prior years' TRIFR performance; and
- the Company's operational performance, having particular regard (in addition to safety statistics) to penetration rates and bit on bottom, and recognizing that each contract is different and respective client requirements will vary.

36 The proportion of the vesting conditions listed above to be applied by the Board for each Eligible Participant varies according to each Eligible Participant's role, with the following table being indicative only:

Role	(a)	(b)	(c)	(d)
Chief Executive Officer <i>(applies to Andrew Elf)</i>	30%	30%	30%	10%
Corporate Management <i>(applies to Greg Switala, Todd Wild and Michelle Pyers)</i>	40%	40%	20%	
Operational Management <i>(applies to John Eaton)</i>			50%	50%

37 The Board may, at its absolute discretion, vary, add, remove or alter the vesting conditions and indicative proportional allocation for respective Eligible Participant roles in circumstances in which the Board considers that such a change is appropriate to ensure that the vesting conditions and proportional allocation of them continue to represent a fair measure of performance (subject to certain conditions, including that the relevant Eligible Participant is notified of any change). The vesting conditions are tested two years after the relevant securities are offered to an Eligible Participant.

38 To the extent that any securities issued under the ESOP do not satisfy the relevant vesting conditions, they will be retained by the Plan Trustee and allocated to future Eligible Participants under the ESOP.

Directors' recommendation

39 The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

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Resolution 6 – Ratification and approval of previous grant of options

40 ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities on issue at the commencement of that 12 month period.

41 However, Listing Rule 7.4 provides that if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) shareholders of the entity subsequently ratify the issue of the securities,

the issue will be treated as having been made with approval for the purposes of Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit. Accordingly, the Company now wishes to refresh its Listing Rule 7.1 capacity.

42 Resolution 6 proposes the ratification and approval of the grant of options over ordinary Shares for the purpose of satisfying the requirements of Listing Rule 7.4. By obtaining the approval of Shareholders under Listing Rule 7.4, the Company will retain the flexibility to issue up to 15% of the issued capital, if required, in the 12 months following the date of this Meeting without the need to obtain prior Shareholder approval.

43 The information required to be given to Shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the grants:

Date of grant	Number of options	Grant price per option	Terms of options granted	Person(s) granted options	Use of funds
23 May 2016	6,643,133	Nil	The options were granted under the ESOP with an exercise price of \$0.0395 per Share, subject to the same vesting conditions as set out at paragraphs 35 to 37 above	Andrew Elf (Chief Executive Officer) <i>Andrew Elf holds the options as trustee for the Elf Family Trust</i>	N/A
23 May 2016	4,581,471	Nil	The options were granted under the ESOP with an exercise price of \$0.0395 per Share, subject to the same vesting conditions as set out at paragraphs 35 to 37 above	Greg Switala (Chief Financial Officer and Company Secretary)	N/A
23 May 2016	2,454,359	Nil	The options were granted under the ESOP with an exercise price of \$0.0395 per Share, subject to the same vesting conditions as set out at paragraphs 35 to 37 above	Todd Wild (Commercial Manager)	N/A
23 May 2016	1,587,152	Nil	The options were granted under the ESOP with an exercise price of \$0.0395 per Share, subject to the same vesting conditions as set out at paragraphs 35 to 37 above	John Eaton (Area Manager – Energy)	N/A
23 May 2016	1,096,280	Nil	The options were granted under the ESOP with an exercise price of \$0.0395 per Share, subject to the same vesting conditions as set out at paragraphs 35 to 37 above	Michelle Pyers (Group Financial Controller)	N/A
TOTAL	16,362,395				

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44 To the extent that any options granted under the ESOP do not satisfy the vesting conditions, they will lapse.

Directors' recommendation

45 The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 – Approval of ESOP

46 As Shareholders are aware, the Company has an ESOP in place. The Directors are empowered to operate the ESOP and rights, options and/or shares to Eligible Participants under the ESOP in accordance with the Listing Rules and on the terms and conditions summarised in the Schedule. The objectives of the ESOP are to:

- (a) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;
- (b) provide an incentive and reward for Eligible Participants for their contributions to the Company; and
- (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

47 Listing Rule 7.1 provides that a company must not issue equity securities without shareholder approval if that issue, when added to other shares issued by the company in the previous 12 months, will exceed 15% of the ordinary shares on issue at the commencement of that 12 month period.

48 Unless an exemption applies, an issue of securities will reduce the Company's capacity to issue further securities under Listing Rule 7.1, without obtaining Shareholder approval. Listing Rule 7.2 (Exception 9) provides that, where an issue of securities under an employee incentive plan has been approved by Shareholders within the three years before the date of issue, issues of securities under the plan do not count towards the Company's 15% capacity under Listing Rule 7.1 (or its 10% capacity under Listing Rule 7.1A if it applies).

49 For the ESOP to qualify for an exemption from the Listing Rule 7.1 limit on the number of shares the Company can issue without Shareholder approval, the Company must obtain Shareholder approval for issues under the ESOP every three years. As such, if Shareholders approve Resolution 7, the approval will remain valid for three years after the date of this Meeting.

50 In compliance with the information requirements of Listing Rule 7.2, Shareholders are advised of the following particulars:

Summary of the terms of the ESOP	Refer to the key terms of the ESOP outlined in the Schedule
Securities granted under the ESOP	<p>(a) 4,915,099 Shares (the same number of rights were initially issued and have vested, such that the Plan Trustee now holds Shares for the benefit of Eligible Participants, as set out at paragraph 34 above)</p> <p>(b) 16,362,395 options</p>
Securities vested or exercised	<p>4,915,099 rights were initially granted under the ESOP, which have vested such that the same number of Shares are now held by the Plan Trustee for the benefit of Eligible Participants and subject to vesting conditions</p> <p>No Shares or options have vested or been exercised</p>
Securities lapsed / cancelled	None

Directors' recommendation

51 The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

Resolution 8 – Approval of additional 10% capacity under Listing Rule 7.1A

- 52 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 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).
- 53 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 of Meeting, the Company is an eligible entity and is expected to remain so at the time of the Meeting.
- 54 In the event that the Company is no longer an eligible entity to undertake an additional 10% issue at the time of the Meeting, and 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.
- 55 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.

- 56 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 1,476,414,072 Shares on issue as at the date of this Notice of Meeting. By this resolution 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 additional 15% share capital pursuant to 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 five 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 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 of Meeting, 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; and (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	<p>The Company has previously sought and obtained approval under Listing Rule 7.1A at its 2014 and 2015 annual general meetings.</p>

Information under Listing Rule 7.3A.6(a)

- 57 The table below shows the total number of equity securities issued in the 12 months before the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities on issue at the commencement of the 12 month period	1,524,128,820 ¹
Equity securities issued in the 12 month period	80,347,546
Percentage issues in the 12 month period represent of total number of equity securities on issue at commencement of 12 month period	5.27%

Information under Listing Rule 7.3A.6(b)

The table below sets out specific details for each issue of equity securities that has taken place in the 12 month period prior to the Annual General Meeting:

Date of issue and number issued	<p>(c) 7 December 2015 – 5,945,053 ordinary Shares (Shares issued to Pickles)</p> <p>(d) 23 May 2016 – 16,362,395 unquoted management options (ESOP options)</p> <p>(e) 6 July 2016 – 21,875,000 ordinary Shares (Mitchell Group Year 2 Shares)</p> <p>(f) 6 July 2016 – 31,250,000 ordinary Shares (WHSP Year 2 Shares)</p> <p>(g) 29 July 2016 – 4,915,099 ordinary Shares (ESOP Shares)</p>
Class and type of equity security	Quoted ordinary Shares and unquoted management options
Summary of terms	<p>Fully paid ordinary Shares which rank equally with the ordinary Shares on issue</p> <p>In the case of options which have been granted to the Company's senior management team under the ESOP:</p> <p>(a) subject to the satisfaction of vesting conditions, each option entitles the holder to purchase one fully paid ordinary Share; and</p> <p>(b) the exercise price is \$0.0395 for each option</p>
Names of persons who received securities or basis on which those persons were determined	<p>(a) Shares issued to Pickles – Pickles received Shares as part payment of commissions resulting from asset sales</p> <p>(b) Persons who received ESOP options – Members of the Company's senior management team were granted options pursuant to the ESOP. Subject to the satisfaction of vesting conditions, each option entitles the holder to purchase one fully paid ordinary Share at an exercise price of \$0.0395 for each option</p> <p>(c) Person who received Mitchell Group Year 2 Shares – Mitchell Group received Shares in lieu of the second year's interest payable on the Mitchell Group loan (which equates to a 10% interest rate)</p> <p>(d) Person who received WHSP Year 2 Shares – WHSP received Shares in lieu of the second year's interest payable on the WHSP loan (which equates to a 10% interest rate)</p> <p>(e) Persons who received Shares under the ESOP – Shares issued under the ESOP are held by the Plan Trustee, subject to the satisfaction of vesting conditions</p>

¹ This includes 1,412,428,920 fully paid ordinary Shares, 12,499,900 quoted options, 500,000 unquoted management options, 98,700,000 unquoted performance based options.

Price	(a) Shares issued to Pickles – \$0.019 (b) ESOP options – Subject to the satisfaction of vesting conditions, each option entitles the holder to purchase one fully paid ordinary Share at an exercise price of \$0.0395 for each option (c) Mitchell Group Year 2 Shares – \$0.016 (d) WHSP Year 2 Shares – \$0.016 (e) Shares issued under the ESOP – \$0.023
Discount to market price (if any) on the date of issue	(a) Shares issued to Pickles – 5% discount to the closing price of the Shares on ASX on 7 December 2015 (b) Not applicable (c) Mitchell Group Year 2 Shares – No discount (d) WHSP Shares – No discount (e) ESOP Shares – No discount
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	(a) Shares issued to Pickles were issued in lieu of commissions payable resulting from asset sales (b) Mitchell Group Year 2 Shares were issued in lieu of the second year's interest payable on the Mitchell Group loan (c) WHSP Year 2 Shares were issued in lieu of the second year's interest payable on the WHSP loan
Current value of that non-cash consideration	(a) Shares issued to Pickles – \$160,516 (based on the closing price of the Shares on ASX on 13 September 2016) (b) Mitchell Group Year 2 Shares – \$590,625 (based on the closing price of the Shares on ASX on 13 September 2016) (c) WHSP Year 2 Shares – \$843,750 (based on the closing price of the Shares on ASX on 13 September 2016)

Information under Listing Rule 7.3A.2

58 As required by Listing Rule 7.3A.2, 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%.

Mitchell Services Limited

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Issued Shares	50% decrease in market price (\$0.0135)		Current market price (\$0.027)		100% increase in market price (\$0.054)	
	10% voting dilution (Shares)	Capital raised	10% voting dilution (Shares)	Capital raised	10% voting dilution (Shares)	Capital raised
Present = 1,476,414,072	147,641,407 Shares	\$1,993,159	147,641,407 Shares	\$3,986,318	147,641,407 Shares	\$7,972,636
If 50% increase = 2,214,621,108	221,462,111 Shares	\$2,989,739	221,462,111 Shares	\$5,979,477	221,462,111 Shares	\$11,958,954
If 100% increase = 2,952,828,144	295,282,814 Shares	\$3,986,318	295,282,814 Shares	\$7,972,636	295,282,814 Shares	\$15,945,272

Assumptions and explanations

- 59 The following assumptions and explanations have been made:
- (a) The market price is \$0.027 per Share, based on the closing price of the Shares on ASX on 13 September 2016.
 - (b) The above table only shows the dilutionary effect based on the additional 10% issue and not the 15% 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 13 September 2016.
 - (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).
- 60 As at the date of this Notice of Meeting, the Company has 1,476,414,071 Shares on issue. Subject to Shareholder approval being obtained for Resolutions 5, 6 and 8, the Company will have capacity to issue the following equity securities immediately following the Meeting:
- (a) **177,950,535** Shares (under Listing Rule 7.1); and
 - (b) 143,430,392 Shares (under Listing Rule 7.1A).
- 61 Listing Rule 7.1A requires Resolution 8 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.

- 62 As at the date of this Notice of Meeting, 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 only to new investors who have not previously been Shareholders of the Company. The ability to issue an extra 10% of equity 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

- 63 The Directors unanimously recommend that you vote in favour of Resolution 8.

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.
EBITDA	means earnings before interest, tax, depreciation and amortisation.
Eligible Participant	has the meaning given to that term by the ESOP.
ESOP	means the Company's Executive Share and Options Plan, a summary of which is included in the Schedule to this Notice of Meeting.
Listing Rules	means the listing rules of ASX.
Mitchell Group	means Mitchell Family Investments (Qld) Pty Ltd as trustee for the Mitchell Family Investment Trust.
Notice of Meeting	means the notice of meeting and includes the explanatory memorandum.
Pickles	means Pickles Auctions Pty. Limited ACN 003 417 650.
Shareholder	means a registered shareholder or shareholders of the Company who are entitled to vote at the Meeting.
Shares	means fully paid ordinary shares in the Company.
TRIFR	means total recordable injury frequency rate.
WHSP	means Washington H. Soul Pattinson and Company Limited ACN 000 002 728.

Schedule

A summary of the key terms of the ESOP is set out in the following table:

Eligible Participants	<p>The Board may designate a Director, employee or consultant of the Company as an eligible participant for the purposes of the ESOP (Eligible Participant). Eligible Participants may nominate a company that they control (Permitted Nominee) to hold their rights, options or Shares, though the Company has absolute discretion to decide whether the rights, options or Shares are granted to the Eligible Participant or the Permitted Nominee.</p> <p>For the purposes of this Schedule, 'Participant' means an Eligible Participant or its Permitted Nominee (as the case requires).</p>
Offer of rights, options or Shares	<p>The Board may offer any number of rights, options or Shares to an Eligible Participant on the terms the Board decides by giving the Eligible Participant a written offer to participate in the ESOP (Offer), subject to the ESOP rules and any applicable law or the Listing Rules. An Offer is required to set out details such as the total number of rights, options or Shares being offered, the exercise period and expiry date, the vesting date and vesting conditions, any disposal restrictions, and other terms attaching to the rights, options or Shares, as the case may be.</p>
Acceptance of Offer by Eligible Participant	<p>To accept an Offer, an Eligible Participant must complete, sign and return the acceptance form annexed to their Offer in accordance with the Offer.</p>
Maximum rights, options or Shares granted	<p>The ESOP rules impose restrictions on the number of rights, options or Shares which can be granted, for example if the number of Shares to be issued on vesting when aggregated with:</p> <ul style="list-style-type: none"> (a) other Shares related to unexercised and unexpired options; (b) other Shares related to unvested and unexpired rights; and (c) the number of Shares issued during the previous five years under any similar employee scheme, <p>would exceed 5% of the total Shares on issue at the time of the Offer (subject to certain exclusions).</p>
No payment for grant of rights or options or issue of Shares	<p>A Participant is not required to pay for the grant of any rights or options or the issue of Shares.</p>
Vesting	<p>The Board has sole discretion in determining the vesting conditions which apply in respect of each grant of rights, options or Shares under the ESOP.</p> <p>Once Shares vest, the Participant will be transferred those Shares by the Plan Trustee. Once options vest, they become exercisable by the Participant.</p>
Adjustment for reconstruction of issued capital of the Company	<p>If there is a reconstruction of the issued capital of the Company, the number of Shares over which a right or option exists will be adjusted (as appropriate) to the extent necessary to comply with the Listing Rules.</p>
No dividend rights	<p>A Participant does not have the right to participate in dividends on Shares until Shares have vested.</p>
No voting rights	<p>A Participant does not have the right to vote in respect of a right, option or an unvested Share. Once a Share has vested the Participant can direct the Plan Trustee how to vote that Share.</p>
Participation in further issues	<p>A Participant cannot participate in a pro rata or bonus issue of Shares without being issued Shares for their rights or options. If a pro rata bonus or cash issue of securities is awarded by the Company, the number of Shares over which a right or option exists will be adjusted as specified in Listing Rules and written notice will be given to the Participant.</p>



Non-transferability of rights, options or Shares	With the exception of transmission of rights, options or Shares to a legal personal representative of an Eligible Participant following an Eligible Participant's death, Participants must not create a security interest in, or transfer, assign, dispose or otherwise deal with, rights, options or Shares, or any interest in rights, options or Shares, without the prior written consent of the Board.
Unquoted rights and options	The Company will not apply to ASX for official quotation of any of the rights or options.
No interest in Shares	A Participant has no interest in Shares the subject of rights or options unless and until vesting of those rights or options occurs and Shares are transferred to that Participant.
Change of Control Trigger Event	<p>Unless the Board decides otherwise, if a Change of Control Trigger Event occurs, the vesting date of all rights or options is the date on which the Change of Control Trigger Event occurs. After a Change of Control Trigger Event occurs, the Board must decide whether the rights or options, or a pro rata proportion of those rights or options, vest on the vesting date (having regard to a number of factors).</p> <p>For the purposes of this Schedule, 'Change of Control Trigger Event' means:</p> <ul style="list-style-type: none"> (a) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the ordinary shares in the Company; (b) an order of the court made for the purposes of section 411(4)(b) of the Corporations Act, in connection with a members' scheme of arrangement to effect a change of Control of the Company, is lodged with ASIC under section 411(10) of the Corporations Act; (c) the Company disposes of the whole or a substantial part of its assets or undertaking; or (d) an event set out in paragraph (a) or (b) is, in the opinion of the Board, likely to occur in the near future and the Board decides to nominate a date on which a Change of Control Trigger Event is taken to have occurred.
Issue of Shares on vesting	The Company will issue or transfer vested Shares to a Participant at the next Board meeting, or within 20 Business Days, whichever first occurs after exercise or vesting, as the case may be. As the Shares are officially quoted by ASX, the Company will apply to ASX for official quotation of any Shares issued to a Participant after vesting within the time prescribed by the Listing Rules but, in any event, within ten Business Days of the issue of those Shares.
Ranking of Shares issued	A Share issued under a right or option after vesting ranks equally with all existing Shares on issue in the Company from the date of allotment.
Disposal restrictions	If an Offer contains disposal restrictions, the Participant must comply with the disposal restrictions in relation to all Shares issued after vesting for the period specified in the Offer. If the Shares issued after vesting to a Participant are subject to a disposal restriction the Company may implement any procedure (including a holding lock) it considers appropriate to ensure the disposal restriction is complied with for the period specified in the Offer. A disposal restriction ceases to apply immediately upon a Change of Control Trigger Event occurring. As soon as reasonably practicable after the Change of Control Trigger Event occurs, the Company must release the Shares from any procedure in place.
Amending the ESOP	Subject to certain restrictions such as when an amendment to the ESOP would have a material adverse affect or otherwise prejudice the rights of a Participant holding rights, options or Shares (except if it is necessary for compliance with laws and rules affecting the maintenance or operation of the ESOP) the Board may amend the ESOP in any manner it decides.
Administration of the ESOP	The Board may make policy and regulations for the operation of the ESOP which are consistent with the ESOP and may delegate necessary functions to an appropriate service provider or employee capable of performing those functions and implementing those policies.

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☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

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, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 on Wednesday, 26 October 2016 at 10.00am (Brisbane Time) or any adjournment thereof (the "Meeting").

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

<input type="checkbox"/>	the Chairman of the meeting	OR	<input type="text"/>
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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 – Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Peter Miller as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Election of Neal O'Connor as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Renewal of proportional takeover approval provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ratification and approval of previous grant of rights to be issued Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ratification and approval of previous grant of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Approval of ESOP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Approval of additional 10% capacity under 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)	
<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director and Sole Secretary	Director/Company Secretary	Director	Date



Mitchell
SERVICES

ACN 149 206 333

Lodge your vote:



By Online Vote:

www.advancedshare.com.au

By Mail:

Advanced Share Registry Limited
PO Box 1156, Nedlands 6909
Western Australia

By Facsimile:

+61 8 9262 3723

By Email:

admin@advancedshare.com.au

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:
 - a. Shareholders must deliver their proxies prior to 10.00am (Brisbane Time) 24 October 2016 by mail to PO Box 1156, Nedlands, 6909, Western Australia, or by facsimile at (08) 9262 3723, or by online at www.advancedshare.com.au, or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.
 - b. 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 Monday, 24 October 2016 will be entitled to attend and vote at the Meeting.
7. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
8. 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.
9. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
10. 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