



## Ongoing Disclosure Notice

### Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

|                            |                                    |
|----------------------------|------------------------------------|
| To NZX Limited; and        |                                    |
| Name of listed issuer:     | Michael Hill International Limited |
| Date this disclosure made: | 9 November 2016                    |
| Date of last disclosure:   | 14 July 2016                       |

#### Director or senior manager giving disclosure

|                                                 |                                                         |
|-------------------------------------------------|---------------------------------------------------------|
| Full name(s):                                   | Michael Robin Parsell                                   |
| Name of listed issuer:                          | Michael Hill International Limited (ABN 25 610 937 598) |
| Name of related body corporate (if applicable): | n/a                                                     |
| Position held in listed issuer:                 | Chief Executive Officer (until 8 August 2016)           |

#### Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

|                                                      |                                                                                                                                                                      |
|------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Class of affected quoted financial products:         | (a) Ordinary shares ('Ordinary Shares') in Michael Hill International Limited (NZX security code MHJ); (b) Unlisted options to subscribe for Ordinary Shares in MHJ. |
| Nature of the affected relevant interest(s):         | Beneficial owner and registered holder of Ordinary Shares issued on exercise of options                                                                              |
| For that relevant interest-                          |                                                                                                                                                                      |
| Number held in class before acquisition or disposal: | (a) 6,789,264 Ordinary Shares; (b) 6,000,000 options                                                                                                                 |
| Number held in class after acquisition or disposal:  | (a) 3,600,000 Ordinary Shares (b) Nil options                                                                                                                        |
| Current registered holder(s):                        | (a) Michael Robin Parsell (b) n/a                                                                                                                                    |
| Registered holder(s) once transfers are registered:  | (a) Michael Robin Parsell; (b) N/A                                                                                                                                   |

#### Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

|                                         |     |
|-----------------------------------------|-----|
| Type of affected derivative:            | n/a |
| Class of underlying financial products: | n/a |

#### Details of affected derivative-

|                                                                                                                                                                                                       |     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):                                                                                       | n/a |
| A statement as to whether the derivative is cash settled or physically settled:                                                                                                                       | n/a |
| Maturity date of the derivative (if any):                                                                                                                                                             | n/a |
| Expiry date of the derivative(if any):                                                                                                                                                                | n/a |
| The price specified in the terms of the derivative (if any):                                                                                                                                          | n/a |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | n/a |

#### For that derivative,-

|                                                                                                                            |     |
|----------------------------------------------------------------------------------------------------------------------------|-----|
| Parties to the derivative:                                                                                                 | n/a |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: | n/a |

#### Details of transactions giving rise to acquisition or disposal

|                                                       |   |
|-------------------------------------------------------|---|
| Total number of transactions to which notice relates: | 1 |
|-------------------------------------------------------|---|

#### Details of transactions requiring disclosure

|                                                                   |                                                                     |
|-------------------------------------------------------------------|---------------------------------------------------------------------|
| Date of transaction:                                              | 29/08/16, 09/09/16, 08/11/16                                        |
| Nature of transaction:                                            | Disposal of shares, Exercise of options, issue of shares, cancellat |
| Name of any other party or parties to the transaction (if known): | N/A                                                                 |

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration: | Disposal of 2,500,000 shares NZ\$4,377,240, disposal of 4,289,264 shares NZ\$7,654,245.22, Exercise of 3,600,000 options with an exercise price as follows: 2,000,000 options at NZ\$1.25 per option (AUD\$1.1746 per option) 400,000 options at NZ\$0.94 per option (AUD\$ 0.8833 per option) 400,000 options at NZ\$0.88 per option (AUD\$0.8270 per option) 400,000 options at NZ\$1.16 per option (AUD\$1.0900 per option) 400,000 options at NZ\$1.41 per option (AUD\$1.3250 per option) totalling NZ\$4,256,000 (being AUD\$3,999,248) Cancellation of 2,400,000 options |
| Number of financial products to which the transaction related:                                                                                                                                                             | 12,789,264 (being 6,789,264 shares disposed, 3,600,000 options exercised and 2,400,000 options cancelled)                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

*If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—*

|                                                                                                                        |     |
|------------------------------------------------------------------------------------------------------------------------|-----|
| Whether relevant interests were acquired or disposed of during a closed period:                                        | No  |
| Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period: | n/a |
| Date of the prior written clearance (if any):                                                                          | n/a |

**Summary of other relevant interests after acquisition or disposal:**

|                                     |     |
|-------------------------------------|-----|
| Class of quoted financial products: | n/a |
| Nature of relevant interest:        | n/a |

*For that relevant interest, -*

|                               |     |
|-------------------------------|-----|
| Number held in class:         | n/a |
| Current registered holder(s): | n/a |

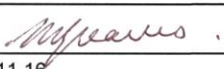
*For a derivative relevant interest, -*

|                     |     |
|---------------------|-----|
| Type of derivative: | n/a |
|---------------------|-----|

**Details of derivative**

|                                                                                                                                                                                                       |     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):                                                                                       | n/a |
| A statement as to whether the derivative is cash settled or physically settled:                                                                                                                       | n/a |
| Maturity date of the derivative (if any):                                                                                                                                                             | n/a |
| Expiry date of the derivative (if any):                                                                                                                                                               | n/a |
| The price's specified terms (if any):                                                                                                                                                                 | n/a |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | n/a |
| <i>For that derivative relevant interest, -</i>                                                                                                                                                       | n/a |
| Parties to the derivative:                                                                                                                                                                            | n/a |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:                                                                            | n/a |

**Certification**

|                                                                                                                                                                                                           |                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made. |                                                                                      |
| Signature of person authorised to sign on behalf of director or officer:                                                                                                                                  |  |
| Date of signature:                                                                                                                                                                                        | 09.11.16                                                                             |
| Name and title of authorised person:                                                                                                                                                                      | Mary-Anne Greaves, Company Secretary                                                 |