

Mayfield Childcare Limited ACN 604 970 390

**SUPPLEMENTARY PROSPECTUS**

This supplementary prospectus is dated 24 November 2016 (**Supplementary Prospectus**) and is issued by Mayfield Childcare Limited ACN 604 970 390 (**Company**). This Supplementary Prospectus is supplementary to the Company's replacement prospectus dated 14 November 2016 relating to an offer to investors of up to 24,000,000 new Shares in the Company at an issue price of \$1.00 per Share (**Prospectus**) and should be read in conjunction with that Prospectus.

A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) under section 719(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) on 24 November 2016. ASIC and its officers take no responsibility for the content of this Supplementary Prospectus or the merits of the investment to which the Prospectus and this Supplementary Prospectus relates.

Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus, unless stated otherwise. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

**Escrow of Shares held by Existing Shareholders**

The Company now expects that the Shares held by the Existing Shareholders will not be subject to ASX imposed escrow arrangements in accordance with Chapter 9 of the Listing Rules and accordingly, the Existing Shareholders will not be required to enter into restriction agreements with ASX.

However, the Company will enter into voluntary escrow agreements with the Existing Shareholders, in respect of their Existing Shares, for a period of two years from the date of issue which is consistent with the Company's original belief as set out in section 10.12 of the Prospectus.

**Authorisation of Directors**

In accordance with section 720 of the Corporations Act, each Director of the Company has consented, and have not withdrawn their consent to the lodgement of this Supplementary Prospectus with ASIC.

Signed for the purposes of section 351 of the Corporations Act 2001 by

.....  
(signature)

Dean Clarke  
.....  
(print name)

Director, Mayfield Childcare Limited ACN 604 970 390  
Dated: 24/11 (insert date) 2016