

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Skilled Group LimitedACN/ARSN 005 585 811**1. Details of substantial holder (1)**Name Gregory MacKenzie Hargrave, Larkfield Estate Pty Ltd ACN 004 937 357, Hedonsax Pty Ltd ACN 006 548 714 and Larkfield Nominees Pty Ltd ACN 134 558 782

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 14/08/2015The previous notice was given to the company on 13/05/2015The previous notice was dated 13/05/2015**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 shares	17,391,709	7.37%	14,846,422	6.29%

**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
14/08/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.647371	200,000 ordinary shares	200,000
16/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.564833	150,000 ordinary shares	150,000
15/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.524500	125,000 ordinary shares	125,000
12/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.500000	100,000 ordinary shares	100,000
10/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.500625	100,000 ordinary shares	100,000
09/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.510000	100,000 ordinary shares	100,000
09/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.485000	100,000 ordinary shares	100,000
04/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.447662	100,000 ordinary shares	100,000
03/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.445000	15,000 ordinary shares	15,000

03/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.474556	85,000 ordinary shares	85,000
02/06/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.446441	100,000 ordinary shares	100,000
29/05/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.379592	200,000 ordinary shares	200,000
28/05/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.375000	100,000 ordinary shares	100,000
27/05/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.232917	100,000 ordinary shares	100,000
26/05/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.212783	100,000 ordinary shares	100,000
25/05/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.232000	100,000 ordinary shares	100,000
22/05/2015	Each substantial shareholder named in this notice	Sale of shares by Larkfield Nominees Pty Ltd	\$1.253498	100,000 ordinary shares	100,000
20/05/2015	Each substantial shareholder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.268965	70,287 ordinary shares	70,287
19/05/2015	Each substantial shareholder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.272750	100,000 ordinary shares	100,000
18/05/2015	Each substantial shareholder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.295620	100,000 ordinary shares	100,000
15/05/2015	Each substantial shareholder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.262975	100,000 ordinary shares	100,000
14/05/2015	Each substantial shareholder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.262339	100,000 ordinary shares	100,000
13/05/2015	Each substantial shareholder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.252500	100,000 ordinary shares	100,000
12/05/2015	Each substantial shareholder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.255870	100,000 ordinary shares	100,000

#### 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
GM Hargrave	GM Hargrave	GM Hargrave	Registered holder of shares	3,840	3,840
GM Hargrave	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Relevant interest in shares held by Hedonsax Pty Ltd under s608(3) of the Corporations Act as GM Hargrave controls Larkfield Estate Pty Ltd which has voting power of over 20% in Hedonsax Pty Ltd	9,010,000	9,010,000
GM Hargrave	Larkfield Nominees Pty Ltd	Larkfield Nominees Pty Ltd	Relevant interest in shares held by Larkfield Nominees Pty Ltd under s608(3) as GM Hargrave controls Larkfield Nominees Pty Ltd	5,832,582	5,832,582

Larkfield Estate Pty Ltd	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Relevant interest in shares held by Hedonsax Pty Ltd under s608(3) as Larkfield Estate is the holder of all the shares in Hedonsax Pty Ltd and therefore has voting power of over 20% in Hedonsax Pty Ltd	9,010,000	9,010,000
Hedonsax Pty Ltd	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Registered holder of shares	9,010,000	9,010,000
Larkfield Nominees Pty Ltd	Larkfield Nominees Pty Ltd	Registered holder of shares	Registered holder of shares	5,832,582	5,832,582
Larkfield Nominees Pty Ltd	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Relevant interest in shares held by Hedonsax Pty Ltd under 608(3)(a) as Larkfield Nominees Pty Ltd is associated with Larkfield Estate Pty Ltd under s12(2)(1)(iii) (both controlled by GM Hargrave) and Larkfield Estate Pty Ltd is the holder of all the shares in Hedonsax Pty Ltd and therefore Larkfield Nominees Pty Ltd has voting power of over 20% in Hedonsax Pty Ltd	9,010,000	9,010,000

#### 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
N/A	N/A

#### 6. Addresses

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

Name	Address
Gregory MacKenzie Hargrave, Larkfield Estate Pty Ltd, Hedonsax Pty Ltd and Larkfield Nominees Pty Ltd	Suite 302, Building 5, 658 Church Street Richmond VIC 3121

#### Signature

print name Chris Hansen

capacity Agent for each substantial shareholder

sign here



date 18/08/2015