

Greencross Limited

The Pet Company

6 November 2015

Company Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Form 605 – Notice of ceasing to be a substantial shareholder

We have recently completed an internal audit of the interests of directors and their associates in Greencross shares to identify whether the interests have been properly disclosed to the market.

As a result of that audit, it has become apparent that Greencross' chair, Mr Stuart James, ceased to be a substantial shareholder of Greencross on 25 February 2013, not as a result of any sale of shares or any other action taken by him, but as a result of the dilution of his relevant interest in voting shares when the Company issued 3,117,044 ordinary shares by way of a placement to institutional and sophisticated investors and the exercise of share options under the Company's Senior Management Option Plan.

The impact of this dilutionary share issue (reducing Mr James' voting power from 5.01% to slightly less than 5%) was recently brought to the attention of Mr James and the attached ASIC Form 605 was immediately prepared and Mr James authorised the form be signed and lodged on his behalf with the ASX. The failure to prepare and lodge this Form before now was due to an inadvertent omission at the time of the share issues in February 2013.

Yours faithfully,



Vincent Pollaers
Company Secretary



Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme GREENCROSS LIMITED

ACN/ARSN 119 778 862

1. Details of substantial holder (1)

Name Stuart Bruce James and each other person specified in item 2 below

ACN/ARSN (if applicable) _____

The holder ceased to be a
substantial holder on

25/02/2013

The previous notice was given to the company on

15/02/2013

The previous notice was dated

14/02/2013

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
25/02/2013	SB James Super Fund A/C	Dilution of shareholding due to issue of 3,117,044 ordinary shares by the Company in relation to: (i) the placement to institutional and sophisticated investors announced on 18/02/2013; and (ii) the exercise of share options under the Company's Senior Management Option Plan.	Nil	As at 25/02/2013, Stuart Bruce James held a relevant interest in 1,698,579 ordinary shares of the Company, which were affected by the change referred to in column 3.	As a result of the change referred to in column 3, Stuart Bruce James' voting power (as a percentage) decreased from 5.01% to 4.60%.

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
SB James Super Fund A/C	GPO Box 1347 Adelaide SA 5001

Signature

print name Stuart Bruce James

per Vincent Pollaers

capacity Trustee

sign here

V. J Pol

date 6 / 11 / 13

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) Details of the consideration must include any and all benefits, moneys 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 of 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.