

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To: Company Name/Scheme PARAGON CARE LIMITED

ACN/ARSN 064 551 426

**1. Details of substantial holder (1)**

Name Posse Investment Group

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

There was a change in the interests of the substantial holder on

20 / 11 / 14

The previous notice was given to the company on

20 / 11 / 13

The previous notice was dated

20 / 11 / 13

**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 of 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	3,003,924	5.52%	4,729,751	7.01%
Refer – Attached Annexure 1				

**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 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
	Refer – Attached Annexure 1				

**4. Present relevant interest**

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
	Refer – Attached Annexure 1				

## 6. 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

## 7. Addresses

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

Name	Address
Whotif Pty Ltd	PO Box 132, Echunga, SA, 5153
Posse Investment Holdings Pty Ltd	PO Box 132, Echunga, SA, 5153
J P Wolfson	PO Box 132, Echunga, SA, 5153

## Signature

print name	Joseph Percy Wolfson	capacity	DIRECTOR		
sign here	Joseph Percy Wolfson	Date	20	/	11 / 14

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 6 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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, 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.
- (7) Details of the consideration must include any and all benefits, money 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Account allocation	Security	Date of transaction	action	Number of shares	Value of transaction
Whotif Pty Limited atf Castlewolf Super Fund	PGC	20-Nov-13	Holding	1,078,188	271,683
Whotif Pty Limited atf Castlewolf Super Fund	PGC	18-Feb-14	Purchase	25,000	8,018
Whotif Pty Limited atf Castlewolf Super Fund	PGC	31-Mar-14	DRP	8,065	2,500
Whotif Pty Limited atf Castlewolf Super Fund	PGC	02-Jun-14	Purchase	41,747	9,829
Whotif Pty Limited atf Castlewolf Super Fund	PGC	20-Aug-14	Purchase	12,000	4,098
Whotif Pty Limited atf Castlewolf Super Fund	PGC	31-Oct-14	DRP	11,667	3,810
<b>Whotif Pty Limited atf Castlewolf Super Fund</b>	<b>PGC</b>	<b>20-Nov-14</b>	<b>Holding</b>	<b>1,176,667</b>	
<b>J P Wolfson ATF Joewolf Family trust</b>					
J P Wolfson ATF Joewolf Family trust	PGC	02-Jun-14	Purchase	43,000	10,122.95
J P Wolfson ATF Joewolf Family trust	PGC	25-Jun-14	Purchase	50,000	12,267.95
J P Wolfson ATF Joewolf Family trust	PGC	03-Jul-14	Purchase	10,000	2,817.95
J P Wolfson ATF Joewolf Family trust	PGC	03-Sep-14	Purchase	50,000	15,517.95
J P Wolfson ATF Joewolf Family trust	PGC	19-Sep-14	Purchase	10,000	3,519.95
<b>J P Wolfson ATF Joewolf Family trust</b>	<b>PGC</b>	<b>20-Nov-14</b>	<b>Holding</b>	<b>163,000</b>	
<b>Whotif Pty Limited</b>					
Whotif Pty Limited	PGC	26-Mar-14	Purchase	5,000	1,661
Whotif Pty Limited	PGC	22-Apr-14	Purchase	15,000	4,518
Whotif Pty Limited	PGC	29-Apr-14	Purchase	12,500	3,580
Whotif Pty Limited	PGC	02-May-14	Purchase	17,500	4,988
Whotif Pty Limited	PGC	09-May-14	Purchase	12,000	3,198
Whotif Pty Limited	PGC	22-May-14	Purchase	51,000	12,768
Whotif Pty Limited	PGC	02-Jun-14	Purchase	26,750	6,304
Whotif Pty Limited	PGC	12-Jun-14	Purchase	200,000	46,046
Whotif Pty Limited	PGC	02-Sep-14	Purchase	40,000	13,018
<b>Whotif Pty Limited</b>	<b>PGC</b>	<b>20-Nov-14</b>	<b>Holding</b>	<b>379,750</b>	
<b>Posse Investment holdings Pty Limited</b>					
Posse Investment holdings Pty Limited	PGC	20-Nov-13	Holding	1,925,736	446,308
Posse Investment holdings Pty Limited	PGC	20-Dec-13	Purchase	368,665	136,406
Posse Investment holdings Pty Limited	PGC	28-Feb-14	Purchase	5,000	1,593
Posse Investment holdings Pty Limited	PGC	03-Mar-14	Purchase	40,000	11,618
Posse Investment holdings Pty Limited	PGC	05-Mar-14	Sale	- 40,000	- 12,182
Posse Investment holdings Pty Limited	PGC	20-Mar-14	Purchase	30	27
Posse Investment holdings Pty Limited	PGC	27-Mar-14	Purchase	9,970	3,190
Posse Investment holdings Pty Limited	PGC	31-Mar-14	DRP	16,129	5,000
Posse Investment holdings Pty Limited	PGC	22-May-14	Purchase	50,470	12,635
Posse Investment holdings Pty Limited	PGC	02-Jun-14	Purchase	24,624	5,805
Posse Investment holdings Pty Limited	PGC	03-Jun-14	Purchase	2,480	583
Posse Investment holdings Pty Limited	PGC	04-Jun-14	Purchase	8,196	1,926
Posse Investment holdings Pty Limited	PGC	12-Jun-14	Purchase	300,000	69,068
Posse Investment holdings Pty Limited	PGC	25-Jun-14	Purchase	43,048	10,565
Posse Investment holdings Pty Limited	PGC	27-Jun-14	Purchase	15,652	4,383
Posse Investment holdings Pty Limited	PGC	26-Aug-14	Purchase	2,000	708
Posse Investment holdings Pty Limited	PGC	27-Aug-14	Purchase	33,000	11,252.95
Posse Investment holdings Pty Limited	PGC	28-Aug-14	Purchase	60,000	19,999.23
Posse Investment holdings Pty Limited	PGC	08-Sep-14	Purchase	5,000	1,642.95
Posse Investment holdings Pty Limited	PGC	19-Sep-14	Purchase	17,000	5,750.87
Posse Investment holdings Pty Limited	PGC	26-Sep-14	Purchase	13,000	4,177.95
Posse Investment holdings Pty Limited	PGC	30-Sep-14	Purchase	25,000	8,157.95
Posse Investment holdings Pty Limited	PGC	02-Oct-14	Purchase	50,000	17,017.95
Posse Investment holdings Pty Limited	PGC	31-Oct-14	DRP	23,334	7,620.88
Posse Investment holdings Pty Limited	PGC	13-Nov-14	Purchase	5,000	1,642.95
Posse Investment holdings Pty Limited	PGC	20-Nov-14	Purchase	7,000	2,642.95
<b>Posse Investment holdings Pty Limited</b>	<b>PGC</b>		<b>20-Nov-14</b>	<b>3,010,334</b>	
<b>Total for Group entity</b>		<b>Total Holding as at</b>	<b>20-Nov-14</b>	<b>4,729,751</b>	<b>7.01%</b>

Signed by



Joseph Percy Wolfson  
20 November 2014