

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

GREENCROSS LIMITED

ABN

58 119 778 862

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares                             |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 52,574,753   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | As per other fully paid ordinary shares already quoted |

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4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
5	Issue price or consideration	See item 6 below
6	<p>Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The 52,574,753 Greencross shares to be issued to shareholders of Mammoth Pet Holdings Pty Ltd are in exchange for Greencross acquiring 100% of the issued shares of Mammoth Pet Holdings Pty Ltd.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p> <p>The issue of these Greencross shares was approved under Listing Rule 7.1 by Greencross shareholders at the Company's Extraordinary General Meeting held on 22 January 2014.</p>
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.

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6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	13,538,563	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	31 January 2014	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		90,257,087	Fully paid ordinary shares

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		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Nil	-
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares will rank pari passu with all existing fully paid ordinary shares.	

## Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	

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19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the	

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balance?

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?

- 33 <sup>+</sup>Issue date

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)

- (a) ☒ <sup>+</sup>Securities described in Part 1

- (b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

- 36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over

- 37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> <tr> <td style="height: 100px;"></td> <td style="height: 100px;"></td> </tr> </table>	Number	+Class		
Number	+Class					

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### Quotation agreement

1        +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2        We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3        We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4        We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 29 January 2014

Company Secretary

Print name:        Wesley Coote

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## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	33,782,434
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul>	<ol style="list-style-type: none"> <li>49,928 Ordinary Shares – 5 February 2013 Issue of shares in relation to the acquisition of 8% interest in Pet Accident and Emergency Pty Ltd</li> <li>10,000 Ordinary Shares – 5 February 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</li> <li>10,000 Ordinary Shares – 25 February 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</li> <li>3,107,044 Ordinary Shares – 25 February 2013 Shares issued in relation to the Placement to institutional and sophisticated investors. Funds raised to be used to help fund acquisitions.</li> <li>20,000 Ordinary Shares – 7 March 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</li> <li>106,754 Ordinary Shares – 27 March 2013 Issue of shares being for the short fall in relation to the Company's dividend reinvestment plan.</li> <li>10,000 Ordinary Shares – 5 April 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</li> <li>10,000 Ordinary Shares – 13 May 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</li> <li>20,000 Ordinary Shares – 6 June 2013 Exercise of Share Options pursuant to the rules of the Company's Senior</li> </ol>

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	<p>Management Option Plan</p> <p>10. 30,000 Ordinary Shares – 25 June 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</p> <p>11. 10,000 Ordinary Shares – 1 July 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</p> <p>12. 25,000 Ordinary Shares – 4 July 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</p> <p>13. 20,000 Ordinary Shares – 18 July 2013 Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</p> <p>14. 118,439 Ordinary Shares – 22 March 2013 Issue of shares pursuant to the Company's dividend reinvestment plan. Exempt per rule 7.2</p> <p>15. 125,000 Ordinary Shares – 5 September 2013 Issue of shares to key management personnel under the Greencross Limited Employee Loan Plan. Exempt per rule 7.2</p> <p>16. 80,677 Ordinary Shares – 24 September 2013 Issue of shares pursuant to the Company's dividend reinvestment plan. Exempt per rule 7.2</p> <p>17. 147,058 Ordinary Shares – 19 November 2013 Issue of shares to Directors which were approved at the Company's Annual General Meeting held 14 November 2013. Proceeds to be used to fund future acquisition opportunities.</p> <p>18. 52,574,753 – 31 January 2014 Issue of shares to Mammoth Pet Holdings Pty Ltd shareholders in relation to the merger with Mammoth Pet Holdings Pty Ltd. Issue of shares approved by Greencross shareholders at the Company's Extraordinary General Meeting held 22 January 2014.</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0
<b>"A"</b>	90,257,087

**Step 2: Calculate 15% of "A"**

<b>"B"</b>	0.15
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+ See chapter 19 for defined terms.

<b>Multiply</b> “A” by 0.15	13,538,563
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul>	0
<b>“C”</b>	0
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15	13,538,563
<b>Subtract</b> “C”	0
<b>Total</b> [“A” x 0.15] – “C”	<b>13,538,563</b>

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## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
“A”	
<b>Step 2: Calculate 10% of “A”</b>	
“D”	0.10
<i>Multiply “A” by 0.10</i>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	
“E”	

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<sup>+</sup> See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10	
<b>Subtract “E”</b>	
<b>Total [“A” x 0.10] – “E”</b>	

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+ See chapter 19 for defined terms.