

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 (GXL)

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 | <p>GXL proposes to issue approximately 6,059,545 million ordinary shares pursuant to the terms of the underwritten accelerated non-renounceable entitlement offer (Entitlement Offer) announced to ASX on 16 June 2014.</p> <p>The final number of shares issued under the entitlement offer, and the split of those shares between the institutional and retail tranches of the entitlement offer, will be subject to the determination of GXL and holding reconciliation and rounding.</p> <p>GXL also proposes to issue approximately 8,144,443 shares pursuant to the institutional placement (Placement) announced to ASX on 16 June 2014.</p> <p>GXL also proposes to issue approximately</p> |

	5,555,557 shares to the vendors as partial consideration for the acquisition of CF Group Holdings Pty Limited (Vendor Placement) announced 16 June 2014.
3	<p>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)</p> <p>Same as existing quoted fully paid ordinary shares in GXL.</p>
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"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment <p>Yes</p>
5	<p>Issue price or consideration</p> <p>\$8.45 per new share under the Entitlement Offer and the Placement \$9.00 per new share under the Vendor Placement</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> <p>To partially fund the acquisition of CF Group Holdings Pty Ltd announced on 16 June 2014.</p>

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	
6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
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.	
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	
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	

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+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.

The proposed issue date for the institutional tranche of the Entitlement Offer and the Placement is 30 June 2014.

The proposed issue date for the retail tranche of the Entitlement Offer is 14 July 2014.

The proposed issue date for the Vendor Placement is 17 July 2014..

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Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number

110,652,719

+Class

Fully paid ordinary shares

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Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number

Nil

+Class

-

10

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Same dividend entitlements as existing fully paid ordinary shares.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 new share for every 15 existing shares held at the record date for the offer
14	+Class of +securities to which the offer relates	Ordinary shares
15	+Record date to determine entitlements	7.00pm Sydney time 19 June 2014

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the next whole number of shares
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	For the institutional tranche of the entitlement offer, all jurisdictions other than Australia, New Zealand, Hong Kong, Singapore, the United Kingdom and the United States and any other jurisdictions agreed by GXL and the underwriters. For the retail tranche of the entitlement offer, all jurisdictions other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	For the institutional tranche of the entitlement offer, 4.00pm (Sydney time) on 17 June 2014. For the retail tranche of the entitlement offer, 5.00pm (Sydney time) 7 July 2014.
20	Names of any underwriters	Goldman Sachs Australia Pty Ltd Macquarie Capital (Australia) Limited Canaccord Genuity (Australia) Limited
21	Amount of any underwriting fee or commission	For the Entitlement Offer an underwriting fee of 2.50% (less any pre-commitments from certain existing shareholders) and management fee of 0.75% (excluding GST). GXL may pay an incentive fee of up to 0.4% of the gross proceeds in respect of the Entitlement Offer in its absolute discretion.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or product disclosure statement is being prepared. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form will be sent on or around 23 June 2014.
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	<p>The proposed issue date for the institutional tranche of the entitlement offer and the placement is 30 June 2014.</p> <p>The proposed issue date for the retail tranche of the Entitlement Offer is 14 July 2014.</p> <p>The proposed issue date for the Vendor Placement is 17 July 2014.</p>

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

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

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺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 ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺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 ⁺securities

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

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Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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Number and +class of all +securities quoted on ASX (including the +securities in clause 38)


Number	+Class

+ See chapter 19 for defined terms.

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:

.... 
(Company secretary)

Date:16 June 2014...

Print name: ..Vincent Pollaers.....

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+ See chapter 19 for defined terms.