

3 November 2015

Ms Lisa Banh
Senior Advisor, Listing Compliance
Australian Stock Exchange

Dear Ms Banh

Compliance with Listing Rules

Thank you for your letter dated 2 November 2015 regarding the late lodgement of Appendix 3Ys for shares received by Mr James and Mr Geddes as part of our recent distribution under the Company's Dividend Reinvestment Program.

We respond to the questions set out in your letter as follows:

1. The Appendices were lodged late due to an internal administrative oversight. This error was discovered during a recent internal audit.
2. Both Directors are appointed under the terms of an Appointment Letter which outlines their responsibilities, including in particular their responsibilities to notify the Company of any changes in their notifiable interests in the Company.
3. We have arranged for our Share Registry to notify the Company of any changes in a director's relevant interests in securities of the Company on a daily basis. The Company has also instituted periodic internal audits.

Yours faithfully,



Vincent Pollaers
Company Secretary





2 November 2015

Mr Vincent Pollaers
Unit 6, 372 Eastern Valley Way
Chatswood NSW 2067

By email:

Dear Mr Pollaers

Greencross Limited (the "Entity"): Appendix 3Y – Change of Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Wednesday, 28 October 2015 for Mr Andrew Geddes and Mr Stuart Bruce James (the "Director Notices");
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Appendix 3Y for each of the directors indicate that a change in Director's notifiable interest occurred on 18 September 2015. It appears that the Director's Notices should have been lodged with ASX by 25 September 2015. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.



Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendices were lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at lisa.banh@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Wednesday, 4 November 2015.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Lisa Banh

Senior Adviser, Listings Compliance