



03-Mar-11

Company Announcements  
Australian Stock Exchange Limited  
20 Bridge Street  
Sydney NSW 200

Fax: 1300 135 638

Dear Sir/Madam

**Substantial Shareholder Notice**

In accordance with section 671B(3) of the Corporations Act 2001 (Cth), I attach a Notice of Initial Substantial Holder (Form 603) in respect of PHARMAXIS LTD

Yours faithfully

A handwritten signature in black ink, appearing to read "Mike Cowin".

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Mike Cowin  
Director

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of Initial Substantial Holder**

To Company Name / Scheme PHARMAXIS LTD

ACN / ARSN 052 811 830

**1. Detail of Substantial Shareholder (1)**

Name NORTHCAPE CAPITAL PTY LTD

ACN / ARSN (If Applicable) 106 390 247

The holder became substantial shareholder on 01/03/2011

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

| Class of Securities (4) | Number of Securities | Person's Votes (5) | Voting Power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary                | 11,546,697           | 11,546,697         | 5.06%            |

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7)   | Class and Number of securities |
|-----------------------------|---|--------------------------------|
| Northcape Capital Pty Ltd   | Power to vote and dispose of shares in the capacity as investment manager for several wholesale investors | 11,546,697                     |

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant securities | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-------------------------------|---------------------------------|--|--------------------------------|
| See Annexure 1                |                                 |  |                                |

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Type      | Date of acquisition | Consideration (9) |          | Class and number of securities |
|-----------------------------|-----------|---------------------|-------------------|----------|--------------------------------|
|                             |           |                     | Cash              | Non-cash |                                |
| Northcape Capital Pty Ltd   | Purchases | Various             | \$ 2,084,421.55   |          | 767,800                        |
|                             | Sales     | Various             | -\$ 1,449,161.60  |          | 504,302                        |

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

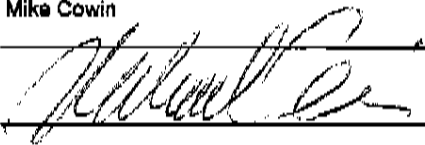
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
|                                   |                       |
|                                   |                       |

**7. Addresses**

The addresses of persons in this form are as follows:

|                           |  |
|---------------------------|--|
| Northcape Capital Pty Ltd | L23 Australia Square, 264 George St, Sydney NSW 2000 |
|                           |  |
|                           |  |

**Signature**

|            |   |          |            |
|------------|---|----------|------------|
| Print Name | Mike Cowin  | Capacity | DIRECTOR   |
| Sign Here  |  | Date     | 03/03/2011 |

**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 7 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 606 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) 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, 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.
- (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) 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.



## Annexure 1

The persons registered as holders of the securities

| Holder of relevant interest | Registered holder of securities       | Person entitled to be registered as holder | Nature of relevant interest   | Class and number of securities |           | Person's votes |
|-----------------------------|---------------------------------------|--|---|--------------------------------|-----------|----------------|
| Northcape Capital Pty Ltd   | BNP Paribas Securities Services Ltd   | BNP Paribas Securities Services Ltd        | Power to vote and dispose of shares in the capacity as investment manager | Ordinary Fully Paid            | 554,641   | 554,641        |
| Northcape Capital Pty Ltd   | HSBC Custody Nominees (Australia) Ltd | HSBC Custody Nominees (Australia) Ltd      | Power to vote and dispose of shares in the capacity as investment manager | Ordinary Fully Paid            | 1,194,645 | 1,194,645      |
| Northcape Capital Pty Ltd   | JP Morgan Nominees Australia Ltd      | JP Morgan Nominees Australia Ltd           | Power to vote and dispose of shares in the capacity as investment manager | Ordinary Fully Paid            | 6,136,621 | 6,136,621      |
| Northcape Capital Pty Ltd   | National Nominees Ltd                 | National Nominees Ltd                      | Power to vote and dispose of shares in the capacity as investment manager | Ordinary Fully Paid            | 2,584,670 | 2,584,670      |
| Northcape Capital Pty Ltd   | RBC Dexia Investor Services Trust     | RBC Dexia Investor Services Trust          | Power to vote and dispose of shares in the capacity as investment manager | Ordinary Fully Paid            | 897,621   | 897,621        |
| Northcape Capital Pty Ltd   | State Street Australia Limited        | State Street Australia Limited             | Power to vote and dispose of shares in the capacity as investment manager | Ordinary Fully Paid            | 178,599   | 178,599        |