

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

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| Name of entity Smiles Inclusive Limited |
| ABN 27 621 105 824 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|--------------------|
| Name of Director | David Edward Usasz |
| Date of last notice | 03/05/2018 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| Direct or indirect interest | Indirect |
|---|--|
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <ol style="list-style-type: none"> 1. Morbride Pty Ltd as trustee for the Morbride Super Fund (<i>D Usasz is a director, secretary and shareholder of the trustee, and a beneficiary of the superannuation fund</i>) 2. DE and MK Usasz as trustees for the DE Usasz Family Trust (<i>D Usasz is a trustee, and also a beneficiary of the trust</i>) 3. Bramada Holdings Pty Ltd as trustee for the Bramada Trust (<i>D Usasz is a director and shareholder of the trustee, and a beneficiary of the trust</i>) |
| Date of change | 16 May 2018 |
| No. Of securities held prior to change | <ol style="list-style-type: none"> 1. Morbride Pty Ltd as trustee for the Morbride Super Fund - 1,100,000 fully paid ordinary shares 2. DE and MK Usasz as trustees for the DE Usasz Family - 50,000 fully paid ordinary shares 3. Bramada Holdings Pty Ltd as trustee for the Bramada Trust - 150,000 fully paid ordinary shares |
| Class | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

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|---|--|
| Number acquired | 30,000 |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$30,487.50 |
| No. of securities held after change | <ol style="list-style-type: none"> 1. Morbride Pty Ltd as trustee for the Morbride Super Fund - 1,130,000 fully paid ordinary shares 2. DE and MK Usasz as trustees for the DE Usasz Family - 50,000 fully paid ordinary shares 3. Bramada Holdings Pty Ltd as trustee for the Bramada Trust - 150,000 fully paid ordinary shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trade |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Part 3 – +Closed period

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|---|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

+ See chapter 19 for defined terms.