

**Form 603****Corporations Act 2001  
Section 671B****Notice of initial substantial holder**

To Company Name/Scheme INCENTIAPAY LIMITED

ACN/ARSN 167 603 992

**1. Details of substantial holder (1)**

Name MR IAIN DUNSTAN / DUNSTAN FAMILY SUPER FUND / CHIHU TRUST

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 8 February 2019.

**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	43,040,320	43,040,320	18.86%

**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
MR MOHAMMED IKHLAQ	PURSUANT TO SECTION 608(8) OF THE CORPORATIONS ACT 2001 (CTH) (ON-MARKET PURSUANT TO A SPECIAL CROSSING)	ORDINARY, 34,936,000
GARDUN P/L ATF THE CHIHU TRUST	REGISTERED HOLDER	ORDINARY, 1,000,000
IAIN DUNSTAN	REGISTERED HOLDER	ORDINARY, 6,104,320
IM & CJ DUNSTAN AS TRUSTEE OF THE DUNSTAN FAMILY SUPER FUND ("DFSF")	REGISTERED HOLDER	ORDINARY, 1,000,000

**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 interests	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
MR MOHAMMED IKHLAQ	N/A	MR MOHAMMED IKHLAQ	ORDINARY, 34,936,000
GARDUN P/L ATF THE CHIHU TRUST	GARDUN P/L ATF THE CHIHU TRUST	IAIN DUNSTAN	ORDINARY, 1,000,000
IAIN DUNSTAN	IAIN DUNSTAN	IAIN DUNSTAN	ORDINARY, 6,104,320
DFSF	DFSF	DFSF	ORDINARY, 1,000,000

**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	Date of acquisition	Consideration (9)	Class and number of securities
MR MOHAMMED IKHLAQ	8 FEBRUARY 2019	A\$2,794,880	ORDINARY, 34,936,000
IAIN DUNSTAN	SEE ANNEXURE A	SEE ANNEXURE A	SEE ANNEXURE A

**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
MR MOHAMMED IKHLAQ	ACTING IN CONCERT PURSUANT TO UNWRITTEN AGREEMENT
GARDUN ATF THE CHIHU TRUST	ACTING IN CONCERT PURSUANT TO UNWRITTEN AGREEMENT
IAIN DUNSTAN	ACTING IN CONCERT PURSUANT TO UNWRITTEN AGREEMENT
DFSF	ACTING IN CONCERT PURSUANT TO UNWRITTEN AGREEMENT

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
MR MOHAMMED IKHLAQ	VILLA 7, JASMINE LEAF 9, AL BARARI, SHEIKH MD. BIN ZAYED ROAD, DUBAI, UAE
GARDUN P/L ATF CHIHU TRUST	C/O WMS ACCOUNTANTS, LEVEL 14, 203 ROBINA TOWN CENTRE DRIVE, ROBINA, QLD 4226
IAIN DUNSTAN	P.O.BOX 291 PADDINGTON, NSW, 2021
DFSF	C/O WMS ACCOUNTANTS, LEVEL 14, 203 ROBINA TOWN CENTRE DRIVE, ROBINA, QLD 4226

**Signature**

print name MR IAIN DUNSTAN

capacity PERSONAL AND AS DIRECTOR OF DFSF

sign here



Date

12 FEB 2019

**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 608 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 A**  
**INCENTIAPAY LIMITED (ACN 167 603 992)**

This is Annexure A of 1 page referred to in Form 601 Notice of Substantial Holder.


**5. Consideration**

Below is the consideration paid for each relevant interest of Iain Dunstan acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date of acquisition	Consideration	Number of securities
7 December 2018	\$4,800.00 (0.024 per share)	200,000
10 December 2018	\$6,400.00 (0.032 per share)	200,000
10 December 2018	\$6,200.00 (0.031 per share)	200,000
10 December 2018	\$5,800.00 (0.029 per share)	200,000
10 December 2018	\$7,500.00 (0.025 per share)	300,000
11 December 2018	\$5,400.00 (0.027 per share)	200,000
13 December 2018	\$5,400.00 (0.027 per share)	200,000
14 December 2018	\$5,800.00 (0.029 per share)	200,000
17 December 2018	\$6,750.00 (0.027 per share)	250,000
17 December 2018	\$3,842.54 (0.024 per share)	160,106
18 December 2018	\$5,200.00 (0.026 per share)	200,000
19 December 2018	\$5,000.00 (0.025 per share)	200,000
21 December 2018	\$5,800.00 (0.029 per share)	200,000
11 February 2019	\$24,680 (0.08 per share)	308,500

Print Name: IAIN DUNSTAN

Capacity: PERSONAL

Signature: 

Date: 12/FEB/19