



LAW ELEMENTS

Your Ref:
Our Ref: CR:PR:190459
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14 February 2019

The Manager
Market Announcements Office
ASX Limited
By fax: 1300 135 638

Dear Sirs

IncentiaPay Ltd A.C.N. 167 603 992
Notice of Change of Interests of Substantial Holder – Form 604

Please find **enclosed** a Form 604 Notice of Change of Interests of Substantial Holder (of 3 pages) in relation to IncentiaPay Ltd A.C.N. 167 603 992, lodged on behalf of New Gold Coast Holdings in accordance with section 671B of the *Corporations Act 2001* (Cth).

If you have any questions, please do not hesitate to contact the writer.

Yours faithfully
Law Elements Pty Ltd

Craig Roelofs
Director
Encl.

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme IncentiaPay Limited

ACN/ARSN ACN 167 603 992

1. Details of substantial holder (1)

Name New Gold Coast Holdings

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on

13 / 02 / 2019

The previous notice was given to the company on

14 / 02 / 2019

The previous notice was dated

13 / 02 / 2019

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	12,500,000	5.48%	31,200,000	13.67%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.070 per share (being a total of A\$2,639.14)	Ordinary, 37,702	37,702
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.071 per share (being a total of A\$7,553.12)	Ordinary, 106,382	106,382
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.072 per share (being a total of A\$10,800.00)	Ordinary, 150,000	150,000
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.073 per share (being a total of A\$18,250.00)	Ordinary, 250,000	250,000
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.074 per share (being a total of A\$33,300.00)	Ordinary, 450,000	450,000

13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.075 per share (being a total of A\$30,000.00)	Ordinary, 400,000	400,000
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.077 per share (being a total of A\$46,200.00)	Ordinary, 600,000	600,000
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.078 per share (being a total of A\$4,361.45)	Ordinary, 55,916	55,916
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.079 per share (being a total of A\$67,613.49)	Ordinary, 855,867	855,867
13/02/2019	New Gold Coast Holdings	On market purchase	A\$0.080 per share (being a total of A\$1,263,530.64)	Ordinary, 15,794,133	15,794,133

4. Present relevant interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
New Gold Coast Holdings	New Gold Coast Holdings	New Gold Coast Holdings	Registered Holder	31,200,000	13.67%
Skybound Capital Partners PCC	As Above	As Above	Taken under s 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of New Gold Coast Holdings.	As Above	N/A
Skybound Capital Limited	As Above	As Above	Taken under s 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Skybound Capital Partners PCC.	As Above	N/A
Skybound Capital Ltd	As Above	As Above	Taken under s 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Skybound Capital Limited	As Above	N/A
LC Abelheim Ltd as trustee for the Silkscreen Trust	As Above	As Above	Taken under s 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Skybound Capital Ltd.	As Above	N/A

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


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

6. Addresses

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

Name	Address
New Gold Coast Holdings	c/o LC Abelheim Ltd, Block B, 2nd Floor, Ruisseau Creole Offices, La Mivoie, Black
Skybound Capital Partners PCC	c/o LC Abelheim Ltd, Block B, 2nd Floor, Ruisseau Creole Offices, La Mivoie, Black
Skybound Capital Limited	c/o LC Abelheim Ltd, Block B, 2nd Floor, Ruisseau Creole Offices, La Mivoie, Black
Skybound Capital Ltd	Palm Grove House, P.O.Box 438, Road Town, Tortola VG1110 British Virgin Islands
LC Abelheim Ltd as trustee for the	Block B, 2nd Floor, Ruisseau Creole Offices, La Mivoie, Black River, Mauritius

Signature

print name	CLIFFORD WARREN	capacity	Director
sign here		date	13 / 02 / 2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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, 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.