

Arnold Bloch Leibler

Lawyers and Advisers

Facsimile

Attention **Unknown**
Company **ASX**
Fax No. **1300135638**

Contact

Direct 61 3 9229 9757
Facsimile
RShanks@abl.com.au

From
Date **26/03/2019 6:53:12 PM**
Subject **Form 604 and Form 603**

Total pages **7**

Level 21
333 Collins Street
Melbourne
Victoria 3000
Australia

DX38455 Melbourne
www.abl.com.au

Telephone
61 3 9229 9999
Facsimile
61 3 9229 9900



MELBOURNE
SYDNEY

**If you do not
receive this
message in full,
please notify by
telephoning
61 3 9229 9999.**

This facsimile
contains privileged
and confidential
information
intended only for
the addressee.

If you are not the
addressee, or the
person responsible
for delivering it to
the addressee, you
may not copy or
deliver this
facsimile to anyone
else or use or
disseminate any
of the information
contained in this
facsimile.

If you receive
this facsimile by
mistake, please
notify us
immediately by
telephone and
return the original
facsimile and all
copies thereof to
us by post.

We will reimburse
any reasonable
costs you incur in
notifying us and
in returning the
facsimile to us.

Thank you.

Arnold Bloch Leibler

Lawyers and Advisers

Facsimile

Company **ASX**
Fax No. 1300 135 638

From Michelle Ainsworth
Date 26 March 2019
Subject **Form 604 and Form 603**

Total pages **6**

File No. 011906651

Contact
Simone Gould
Direct 61 3 9229 9967
Facsimile 61 3 9229 9900
sgould@abl.com.au

Level 21
333 Collins Street
Melbourne
Victoria 3000
Australia

DX38455 Melbourne
www.abl.com.au

Telephone
61 3 9229 9999
Facsimile
61 3 9229 9900



MELBOURNE
SYDNEY

In relation to Smiles Inclusive Limited ACN 621 105 824, please find attached:

- Form 603 signed by David Herlihy; and
- Form 604 signed by Mike Timoney.

Yours sincerely
Arnold Bloch Leibler

Michelle Ainsworth
Law Graduate

If you do not receive this message in full, please notify by telephoning 61 3 9229 9999.

This facsimile contains privileged and confidential information intended only for the addressee.

If you are not the addressee, or the person responsible for delivering it to the addressee, you may not copy or deliver this facsimile to anyone else or use or disseminate any of the information contained in this facsimile.

If you receive this facsimile by mistake, please notify us immediately by telephone and return the original facsimile and all copies thereof to us by post.

We will reimburse any reasonable costs you incur in notifying us and in returning the facsimile to us.

Thank you.

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

Notice of initial substantial holder

To: Company
Name/Scheme
ACN/ARSN

Smiles Inclusive Limited
621 105 824

1. Details of substantial holder ⁽¹⁾

Name David James Herlihy (**Herlihy**), DJ Herlihy Super Fund Pty Ltd ACN 621 410 991 atf the DJ Herlihy Superannuation Fund (**DH Fund**) and David Herlihy Pty Ltd ACN 001 964 674 (**DH**) (collectively, **Herlihy Entities**)

ACN/ARSN (if applicable) As above.

The holder became a substantial holder on 25/03/2019

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	Persons' votes ⁽⁶⁾	Voting power ⁽⁶⁾
Fully paid ordinary shares (Shares)	10,242,750	10,242,750	17.68%

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
Herlihy	Relevant interest in securities held by DH Fund and DH under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the <i>Corporations Act 2001</i> (Cth) (the Act), being a relevant interest arising from control of the registered holders.	574,750 Shares
DH Fund	Relevant interest in 487,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 427,000 Shares are escrowed for 24 months from 27/04/2018; 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	487,000 Shares
DH	Relevant interest in 87,750 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities.	87,750 Shares

Michael Robert Timoney (Timoney)	<p>Timoney holds a relevant interest in 9,668,000 Shares on account of the following:</p> <p>Relevant interest in 5,055,000 Shares held by Miketim Super Pty Ltd ACN 617 662 076 as trustee for the Miketim Superannuation Fund (Miketim) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 4,604,000 Shares by MRT49 Pty Ltd ACN 617 486 923 as trustee for the Pevensey Trust (Pevensey) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 9,000 Shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder.</p> <p>The aforementioned Shares are escrowed for 24 months from 27/04/2018.</p>	9,668,000 Shares
-------------------------------------	--	------------------

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 interest	Registered holder of securities	Person entitled to be registered as holder ^(b)	Class and number of securities
As set out in paragraph 3.	DH Fund	DH Fund	487,000 Shares
	DH	DH	87,750 Shares

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 ^(a)		Class and number of securities
		Cash	Non-cash	
Not applicable.				

6. Associate

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
-----------------------------------	-----------------------

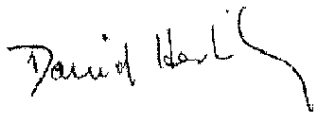
Herlihy and Timoney	In accordance with paragraph 12(2)(c) of the Act, Herlihy and Timoney have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.
---------------------	---

7. Addresses

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

Name	Address
DH	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
DH Fund	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
Herlihy	17 Drumcliff Avenue, Killarney Heights NSW 2087
Timoney	C/- Unit 3/38-40 Township Drive, West Burleigh QLD 4219

Signature



capacity Director

date 26 / 03 /2019

print name

David Herlihy

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme **Smiles Inclusive Limited (the Company)**

ACN/ARSN **621 105 824**

1. Details of substantial holder(1)

Name **Michael Robert Timoney (Timoney), Miketim Super Pty Ltd ACN 617 662 076 as trustee for the Miketim Superannuation Fund (Miketim) and MRT49 Pty Ltd ACN 617 486 923 as trustee for the Pevensey Trust (Pevensey) (together, the Substantial Holders)**

ACN/ARSN (if applicable) **As above**

There was a change in the interests of the substantial holder on **25/03/2019**

The previous notice was given to the company on **27/04/2018**

The previous notice was dated **27/04/2018**

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 or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	9,677,000	16.70%	10,251,750	17.70%

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 are 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
N/A	N/A	N/A	N/A	N/A	N/A

4. Present relevant interests

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
Timoney	Miketim	Miketim	Relevant interest in securities held by Miketim under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the <i>Corporations Act 2001</i> (Cth) (the Act), being a relevant interest arising from control of the registered holders. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	5,055,000 Shares
	Pevensey	Pevensey	Relevant interest in securities held by Pevensey under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	4,604,000 Shares
	Timoney	Timoney	Relevant interest in securities under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	9,000 Shares
Miketim	Miketim	Miketim	Relevant interest in securities under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	5,055,000 Shares
Pevensey	Pevensey	Pevensey	Relevant interest in securities under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	4,604,000 Shares

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
Timoney and Herlihy	In accordance with paragraph 12(2)(c) of the Act, Timoney and Herlihy have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.

6. Addresses

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

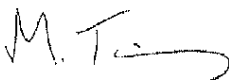
Name	Address
All Substantial Holders	C/- Unit 3/38-40 Township Drive, West Burleigh QLD 4219

Signature

print name Mike Timoney

capacity Director

sign here



date 26 / 03 / 2019