



LAW ELEMENTS

Your Ref:
Our Ref: CR:PR:190459
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25 June 2019

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sirs

IncentiaPay Ltd A.C.N. 167 603 992
Notice of ceasing to be a Substantial Holder – Form 605

Please find **enclosed** a Form 605 Notice of ceasing to be substantial holder 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 Roelofsz
Director
Encl.

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**Form 605
Corporations Act 2001
Section 671B**

Notice of ceasing to be a 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) _____

The holder ceased to be a substantial holder on

21 / 06 / 19

The previous notice was given to the company on

5 / 3 / 19

The previous notice was dated

1 / 3 / 19

2. Changes in relevant interest

Particulars of each change in, or change in nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4) | Consideration given in relation to changes (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|---|----------------------|--|---|-------------------------|
| 21/06/2019 | New Gold Coast Holdings | Off market transfer | A\$0.080 per share, being a total of A\$3,900,720.86 | Ordinary, 48,475,000 | 48,475,000 |
| 21/06/2019 | Skybound Capital Partners PCC | As above | As above | As above | As above |
| 21/06/2019 | Skybound Capital Limited | As above | As above | As above | As above |
| 21/06/2019 | Skybound Capital Ltd | As above | As above | As above | As above |
| 21/06/2019 | LC Abelheim Ltd as trustee for the Silkscreen Trust | As above | As above | As above | As above |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7), with, the substantial holder in relation to voting interests in the company or scheme are as follows:

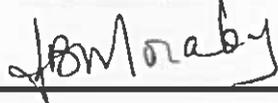
| Name and ACN/ARSN (if | Nature of association |
|-----------------------|-----------------------|
| | |
| | |

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

Signature

| | | | |
|------------|---|----------|--------------|
| print name | AZIZA MORABY | capacity | Director |
| sign here |  | date | 21 / 06 / 19 |

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 equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in Section 9 of the Corporations Act 2001
- (4) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any 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.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was 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 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 whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into a separate class.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

| | |
|------------------------------------|--|
| GUIDE | This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605. |
| Signature | This form must be signed by a director or secretary of the substantial holder |
| Lodging period | Nil |
| Lodging Fee | Nil |
| Other forms to be completed | Nil |
| Additional information | <p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment</p> <p>(c) scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (i) within 2 business days after they become aware of the information; or (ii) by 9.30am on the next trading day of the relevant securities exchange after they become aware of the information is: <ul style="list-style-type: none"> (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period. |
| Annexures | <p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N. or A.R.B.N. 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure <p>The annexure must be signed by the same person(s) who signed the form.</p> |

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.