

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

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	10 October 2019

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) Note: Provide details of the circumstances giving rise to the relevant interest.	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	21 October 2019
No. Of securities held prior to change	1. Morbride Pty Ltd as trustee for the Morbride Super Fund - 3,100,000 fully paid ordinary shares 2. DE and MK Usasz as trustees for the DE Usasz Family Trust - 100,000 fully paid ordinary shares 3. Bramada Holdings Pty Ltd as trustee for the Bramada Trust - 150,000 fully paid ordinary shares

+ See chapter 19 for defined terms.

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Class	Fully paid ordinary shares
Number acquired	150,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$7,500
No. of securities held after change	1. Morbride Pty Ltd as trustee for the Morbride Super Fund – 3,100,000 fully paid ordinary shares 2. DE and MK Usasz as trustees for the DE Usasz Family Trust – 100,000 fully paid ordinary shares 3. Bramada Holdings Pty Ltd as trustee for the Bramada Trust – 300,000 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	Issue of shortfall shares under sub-underwriting arrangements relating to the Company's pro rata entitlement offer.

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.

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

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.