



Announcement Summary

Entity name

SMILES INCLUSIVE LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday January 28, 2020

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Options	1,350,000
n/a	Options	1,350,000

Proposed issue date

Tuesday January 28, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

SMILES INCLUSIVE LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

27621105824

1.3 ASX issuer code

SIL

1.4 The announcement is

New announcement

1.5 Date of this announcement

Tuesday January 28, 2020

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the below approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity required to be given/met for the placement or other type of issue**

No

Part 7B - Issue details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +Security Code

New class-code to be confirmed

+Security Description

Options

+Security Type

Options

Maximum Number of +securities proposed to be issued

1,350,000

**Purpose of the issue**

Options granted to Chief Executive Officer

Offer price details for retail security holders

Issue Currency	Offer Price or consideration per +security	Estimated or Actual?
AUD - Australian Dollar	AUD 0.00010	<input checked="" type="checkbox"/> Estimated

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Oversubscription & Scale back details**May a scale back be applied to this event?**

No

Options details

+Security Currency	Exercise Price	Expiry date
AUD - Australian Dollar	AUD 0.1000	Saturday December 31, 2022

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

SIL : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Refer to corresponding announcement

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
 New class

Will the proposed issue of this +security include an offer of attaching +securities?
 No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)



Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
 No

ASX +Security Code

New class-code to be confirmed

+Security Description

Options

+Security Type

Options

Maximum Number of +securities proposed to be issued

1,350,000

Purpose of the issue

Grant of options to the Chief Executive Officer

Offer price details for retail security holders**Issue Currency**

AUD - Australian Dollar

Offer Price or consideration per +security

AUD 0.00010

Estimated or Actual? Estimated**Will all the +securities issued in this class rank equally in all respects from their issue date?** Yes**Oversubscription & Scale back details****May a scale back be applied to this event?** No

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.1500

Expiry date

Saturday December 31, 2022

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

SIL : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Refer to the corresponding announcement



Part 7C - Timetable

7C.1 Proposed issue date

Tuesday January 28, 2020

Part 7D - Listing Rule requirements

7D.1 Are any of the +securities proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1a How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

2700000

7D.2 Are any of the +securities proposed to be issued without security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.3 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

No

7D.4 Will any of the +securities to be issued be +restricted securities for the purposes of the Listing Rules?

No

7D.5 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Lead Manager/Broker & Underwriter details

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue



Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue