Appendix 3G

Notification of issue, conversion or payment up of equity +securities

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.

If you are an entity incorporated outside Australia and you are issuing a ABN 27 621 105 824new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	Smiles Inclusive Limited
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 27 621 105 824
1.3	*ASX issuer code	
1.4	*This announcement is Tick whichever is applicable.	 □ A new announcement ⋈ An update/amendment to a previous announcement □ A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	Issue of options to Tony McCormack
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	28 January 2020
1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	
1.5	*Date of this announcement	12 March 2020

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities the subject of this notification are: Select whichever item is applicable. If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.	 Securities issued as a result of options being exercised or other +convertible +securities being converted and that are not to be quoted on ASX Partly paid +securities that have been fully paid up and that are not to be quoted on ASX +Securities issued under an +employee incentive scheme that are not being immediately quoted on ASX Other [please specify] If you have selected 'other' please provide the circumstances of the issue here: Options over fully paid ordinary shares granted to Tony McCormack.
2.2a.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)? Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".	N/A
2.2a.2	And the date the options were exercised or other +convertible securities were converted: Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	N/A
2.2b.1	Please state the number and type of partly paid +securities that were fully paid up (including their ASX security code if available)? Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".	N/A
2.2b.2	And the date the *securities were fully paid up: Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	N/A

-						
	2.2c.1	Please state the number at +securities (including their code) issued under an +en incentive scheme that are immediately quoted on ASX Answer this question if your response them that are not being immediately.	ASX security hiployee not being X onse to Q2.1 is oyee incentive	N/A		
	2.2c.2	*Please attach a document details of a URL link for a country with ASX detailing the term +employee incentive schern summary of the terms. Answer this question if your responsations is sued under an employeement that are not being immediately.	document lodged as of the me or a conse to Q2.1 is byee incentive	N/A		
	2.2c.3	*Are any of these +securities to +key management personan +associate Answer this question if your response is securities issued under an employed scheme that are not being immediately.	onnel (KMP) or onse to Q2.1 is byee incentive	N/A		
	2.2c.3.a	Answer this question if your respond to being immediately quoted on below for each KMP involved in the KMP or insert "Same" in "Name of insert the name of the associate in the same of t	onse to Q2.1 is "secun ASX" and your respor he issue. If the securit f registered holder". If n "Name of registered	ities issued under ai nse to Q2.2c.3 is "Yi ies are being issued the securities are b holder".	I to the KMP, repeat the name of the eing issued to an associate of a K	are he
		Name of KMP	Name of regist	tered holder	Number of +securities	
		N/A	N/A		N/A	
	2.2d.1	*The purpose(s) for which t issuing the +securities is: Answer this question if your respo "Other". You may select one or more of th	onse to Q2.1 is	☐ To fund the ☐ To pay for [provide de ☐ To pay for [provide de		
	2.2d.2	Please provide any further needed to understand the which you are notifying the +securities to ASX, includir why the issue of the +secu been previously announced in an Appendix 3B	circumstances in issue of these ng (if applicable) rities has not	N/A		

Appendix 3G Notification of issue, conversion or payment up of equity +securities

2.3	*The +securities being issued are: Tick whichever is applicable	☐ Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class")
		New +securities in an unquoted class that is not yet recorded by ASX ("new class")

Part 3A – number and type of +securities being issued (existing class)

Answer the questions in this part if your response to Q2.3 is "existing class".

Question No.	Question	Answer
3A.1	*ASX security code & description	N/A
3A.2	*Number of +securities being issued	N/A
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	N/A
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3A.3a is "No".	N/A
3A.3c	*Provide the actual non-ranking end date Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".	N/A
3A.3d	*Provide the estimated non-ranking end period Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".	N/A
3A.3e	*Please state the extent to which the +securities do not rank equally: • in relation to the next dividend, distribution or interest payment; or • for any other reason Answer this question if your response to Q3A.3a is "No". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	N/A

Part 3B - number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is "new class".

Question No.	Question	Answer
3B.1	*Security description	Options over fully paid ordinary shares

3B.2	*Security type	☐ Ordinary fully or partly paid shares/units
	Select one item from the list that best describes the securities the subject of this form. This will determine	
	more detailed questions to be asked about the security	☐ +Convertible debt securities
	later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest	☐ Non-convertible +debt securities
	rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-	☐ Redeemable preference shares/units
	convertible debt securities". Select "Other" for	□ Other
	performance shares/units and performance options/rights or if the selections available in the list do	
00.0	not appropriately describe the security being issued.	N/A
3B.3	ISIN code Answer this question if you are an entity incorporated	N/A
	outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.	
3B.4	*Number of +securities being issued	2,700,000
3B.5a	*Will all the +securities issued in this class	Yes
	rank equally in all respects from the issue date?	
3B.5b	*Is the actual date from which the	N/A
	+securities will rank equally (non-ranking end date) known?	
	Answer this question if your response to Q3B.5a is	
	"No".	
3B.5c	*Provide the actual non-ranking end date	N/A
	Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "Yes".	
3B.5d	*Provide the estimated non-ranking end period	N/A
	Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".	
3B.5e	*Please state the extent to which the +securities do not rank equally:	N/A
	in relation to the next dividend, distribution or interest payment; or	
	for any other reason	
	Answer this question if your response to Q3B.5a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	
3B.6	Please attach a document or provide a URL	https://www.asx.com.au/asxpdf/20200128/pdf/44dkfd
	link for a document lodged with ASX setting out the material terms of the +securities being issued	<u>39jqh355.pdf</u>
	You may cross reference a disclosure document, PDS, information memorandum, investor presentation or	
	other announcement with this information provided it has been released to the ASX Market Announcements Platform	

		payment up of equity +securities
3B.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	N/A
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
3B.8a	Ordinary fully or partly paid shares/units	details
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.
	*+Security currency	N/A
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	
	*Will there be CDIs issued over the +securities?	N/A
	*CDI ratio Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying	N/A
	securities).	
	*Is it a partly paid class of +security?	N/A
	*Paid up amount: unpaid amount Answer this question if answered "Yes" to the	N/A
	previous question.	
	The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'	
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.	
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	
	*Is it a stapled +security?	N/A
	This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.	
3B.8b	Option details	
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.
	*+Security currency	AUD
	This is the currency in which the exercise price is payable.	
	*Exercise price	1,350,000 at AUD\$0.10
	The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.	1,350,000 at AUD\$0.15
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date The date on which the options expire or terminate.	31 December 2023

	*Details of the number and type of +security (including its ASX security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	One fully paid ordinary share (ASX:SIL)
3B.8c	Details of non-convertible +debt securities redeemable preference shares/units	s, +convertible debt securities, or
	Answer the questions in this section if you selected one 3B.2.	of these security types in your response to Question
	Refer to Guidance Note 34 and the " <u>Guide to the Namin</u> <u>Debt and Hybrid Securities</u> " for further information on ce	g Conventions and Security Descriptions for ASX Quoted rtain terms used in this section
	*Type of +security	☐ Simple corporate bond
	Select one item from the list	☐ Non-convertible note or bond
		☐ Convertible note or bond
		☐ Preference share/unit
		☐ Capital note
		☐ Hybrid security
		☐ Other
	*+Security currency	N/A
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	
	Face value This is the principal amount of each security. The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).	N/A
	*Interest rate type	☐ Fixed rate
	Select one item from the list	☐ Floating rate
	Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided	☐ Indexed rate
	in the Guide to the Naming Conventions and Security	☐ Variable rate
	Descriptions for ASX Quoted Debt and Hybrid Securities	☐ Zero coupon/no interest
		☐ Other
	Frequency of coupon/interest payments	☐ Monthly
	Frequency of coupon/interest payments per year	,
	per year	☐ Quarterly
	per year	☐ Quarterly☐ Semi-annual☐ Annual
	per year	☐ Quarterly☐ Semi-annual☐ Annual
	per year	 □ Quarterly □ Semi-annual □ Annual □ No coupon/interest payments
	per year Select one item from the list.	 □ Quarterly □ Semi-annual □ Annual □ No coupon/interest payments □ Other
	Per year Select one item from the list. First interest payment date A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest	 □ Quarterly □ Semi-annual □ Annual □ No coupon/interest payments □ Other

 	<u> </u>
*Is the interest rate per annum estimated at this time?	Yes or No
Answer this question if the interest rate type is fixed.	
If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) Answer this question if the interest rate type is fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.	N/A
*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? Answer this question if the interest rate type is floating or indexed	Yes or No
*What is the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	N/A
*Does the interest rate include a margin above the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed.	Yes or No
*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	% p.a.
*S128F of the Income Tax Assessment Act status applicable to the +security Select one item from the list For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security: "s128F exempt" means interest payments are not taxable to non-residents; "Not s128F exempt" means interest payments are taxable to non-residents; "s128F exemption status unknown" means the issuer is unable to advise the status; "Not applicable" means s128F is not applicable to this security *Is the +security perpetual (i.e. no maturity	□ s128F exempt □ Not s128F exempt □ s128F exemption status unknown □ Not applicable Yes or No
date)?	N/A
*Maturity date Answer this question if the security is not perpetual	IV/A

Appendix 3G
Notification of issue, conversion or payment up of equity +securities

	payment up of equity 13ccurities
*Select other features applicable to the +security Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.	Simple Subordinated Secured Converting Convertible Transformable Exchangeable Cumulative Non-Cumulative Redeemable Extendable Reset Step-Down Step-Up Stapled None of the above
*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	Yes or No
*If yes, what is the first trigger date Answer this question if your response to the previous question is "Yes".	N/A
Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the securities to be quoted are converted, transformed or exchanged Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable". For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	N/A

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	Yes
4.1a	*What was their date of issue? Answer this question if your response to Q4.1 is "Yes".	28 February 2020
4.1b	*What is their proposed date of issue? Answer this question if your response to Q4.1 is "No".	N/A
4.2	*Are the +securities being issued for a cash consideration? If the securities are being issued for nil cash consideration, answer this question "No".	Yes

Appendix 3G Notification of issue, conversion or payment up of equity +securities

4.2a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is	AUD
4.01	"Yes".	Marie and the state of the stat
4.2b	*What is the issue price per +security Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.	\$1 in aggregate for the grant of all options
4.2c	Please describe the consideration being provided for the +securities Answer this question if your response to Q4.2 is "No".	N/A
4.3	Any other information the entity wishes to provide about the issue	N/A

Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

*ASX security code and description	*Total number of +securities on issu
SIL : ORDINARY FULLY PAID (Restricted)	13,166,000
Options over SIL : ORDINARY FULLY PAID	2,700,000

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or
- your response to Q2.1 is "Other"

Question No.	Question	Answer
6.1	*Are the securities being issued under Listing Rule 7.2 exception 13 ¹ and therefore the issue does not need any security holder approval under Listing Rule 7.1?	No
	Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".	
6.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? Answer this question if the response to Q6.1 is "No".	No
6.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".	N/A
6.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	Yes

Exception 13 is only available if and to the extent that the number of +equity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

¹ Exception 13 An issue of securities under an employee incentive scheme if within 3 years before the issue date:

⁽a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or

⁽b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:

[•] a summary of the terms of the scheme.

the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;

the maximum number of +equity securities proposed to be issued under the scheme following the approval; and

a voting exclusion statement.

Appendix 3G Notification of issue, conversion or payment up of equity +securities

		<u> </u>
6.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	2,700,000
	Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	No
6.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "Yes".	N/A
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

Introduced 01/12/19; amended 31/01/20