



## Ongoing Disclosure Notice

### Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and	
Name of listed issuer:	Smartpay Holdings Ltd
Date this disclosure made:	06-Dec-16
Date of last disclosure:	27-Nov-15

#### Director or senior manager giving disclosure

Full name(s):	Bradley Gavin Gerdis
Name of listed issuer:	Smartpay Holdings Limited
Name of related body corporate (if applicable):	n/a
Position held in listed issuer:	Managing Director

#### Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Class of affected quoted financial products:	Ordinary Shares
Nature of the affected relevant interest(s):	Deemed relevant interest arising from shareholding in Haymaker Investments Pty Limited (Haymaker Trust) and a potential beneficial interest under the Haymaker Trust
<b>For that relevant interest-</b>	
Number held in class before acquisition or disposal:	6,014,253
Number held in class after acquisition or disposal:	6,515,422
Current registered holder(s):	Haymaker Investments Pty Limited (Haymaker Trust)
Registered holder(s) once transfers are registered:	n/a

#### Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:	n/a
Class of underlying financial products:	n/a
<b>Details of affected derivative-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	n/a
A statement as to whether the derivative is cash settled or physically settled:	n/a
Maturity date of the derivative (if any):	n/a
Expiry date of the derivative(if any):	n/a
The price specified in the terms of the derivative (if any):	n/a
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	n/a
<i>For that derivative,-</i>	
Parties to the derivative:	n/a
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	n/a

**Details of transactions giving rise to acquisition or disposal**

Total number of transactions to which notice relates:	4
---	---

**Details of transactions requiring disclosure-**

Date of transaction:	1. 29/11/16, 2. 30/11/16, 3. 30/11/2016, 4. 1/12/16
Nature of transaction:	1 & 2 purchases on market NZX, 3 & 4 purchases on market ASX
Name of any other party or parties to the transaction (if known):	not known
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily by converted into a cash value, describe the consideration:	1 & 2 NZ\$0.165 per share, 3. AU\$0.17 per share, 4. AU\$0.165 per share
Number of financial products to which the transaction related: <i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>	1. 81,022 shares, 2. 147 shares, 3. 190,000 shares, 4. 230,000 shares
Whether relevant interests were acquired or disposed of during a closed period:	n/a
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	n/a
Date of the prior written clearance (if any):	n/a

**Summary of other relevant interests after acquisition or disposal:**

Class of quoted financial products:	(a) Ordinary Shares; (b) Ordinary shares
Nature of relevant interest:	(a) December 2017 Incentive Options: options to acquire 1 ordinary share for every 2 options issued at an exercise price of \$0.40 per share, expiry date 31 December 2017 (b) December 2018 Incentive Options: option to acquire 1 ordinary shares for every 2 options issued at an exercise price of \$0.60 per share, expiry date 31 December 2018
<i>For that relevant interest,-</i>	
Number held in class:	(a) 10,000,000, (b) 10,000,000
Current registered holder(s):	Haymaker Investments Pty Limited (Haymaker Trust)
<i>For a derivative relevant interest,-</i>	
Type of derivative:	n/a
<b>Details of derivative,-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	n/a
A statement as to whether the derivative is cash settled or physically settled:	n/a
Maturity date of the derivative (if any):	n/a
Expiry date of the derivative (if any):	n/a
The price's specified terms (if any):	n/a

Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<i>For that derivative relevant interest,-</i>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

n/a
n/a
n/a

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.
Signature of director or officer:
Date of signature:



06-12-16
----------