

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	Michael Robert Timoney
Date of last notice	03/05/2018

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	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ol style="list-style-type: none">1. Miketim Super Pty Ltd as trustee for the Miketim Superannuation Fund (<i>M Timoney is sole director, secretary and shareholder of the trustee, and a beneficiary of the superannuation fund</i>)2. MRT49 Pty Ltd as trustee for the Pevensey Trust (<i>M Timoney is sole director, secretary and shareholder of the trustee, and a beneficiary of the trust</i>)3. James Michael Timoney (<i>Child of M Timoney</i>)4. Miles Ross Timoney (<i>Child of M Timoney</i>)
Date of change	12 December 2018

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<ol style="list-style-type: none"> 1. Miketim Super Pty Ltd as trustee for the Miketim Superannuation Fund - 5,000,000 fully paid ordinary shares 2. MRT49 Pty Ltd as trustee for the Pevensey Trust - 4,659,000 fully paid ordinary shares 3. James Michael Timoney - 4,500 fully paid ordinary shares 4. Miles Ross Timoney - 4,500 fully paid ordinary shares 5. Michael Robert Timoney – 9,000 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	55,000 (transfer between indirect interests)
Number disposed	55,000 (transfer between indirect interests)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$29,975.00
No. of securities held after change	<ol style="list-style-type: none"> 1. Miketim Super Pty Ltd as trustee for the Miketim Superannuation Fund - 5,055,000 fully paid ordinary shares 2. MRT49 Pty Ltd as trustee for the Pevensey Trust - 4,604,000 fully paid ordinary shares 3. James Michael Timoney - 4,500 fully paid ordinary shares 4. Miles Ross Timoney - 4,500 fully paid ordinary shares 5. Michael Robert Timoney – 9,000 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	Off-market transfer between indirect interests

+ See chapter 19 for defined terms.

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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.