

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Smiles Inclusive Limited

ACN/ARSN 621 105 824

1. Details of substantial holder(1)

Name Smiles Inclusive Limited ("Smiles")

ACN/ARSN (if applicable) 621 105 824

There was a change in the interests of the substantial holder on 21/10/2019

The previous notice was given to the company on 04/10/2019

The previous notice was dated 04/10/2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	13,166,000	16.59%	13,166,000	9.88%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
21/06/19	Smiles	Decrease in percentage of substantial holding as a result of a placement on 21 June 2019.	N/A	Fully paid ordinary shares	N/A
03/10/2019	Smiles	Decrease in percentage of substantial holding as a result of shares being issued under the accelerated component of an entitlement offer on 3 October 2019.	N/A	Fully paid ordinary shares	N/A

04/10/2019	Smiles	Shares released from voluntary escrow arrangements. Smiles had a technical relevant interest in those shares under section 608(1)(c) of the Corporations Act 2001 (Cth) (Corporations Act).	N/A	4,755,500 fully paid ordinary shares	4,755,500
21/10/2019	Smiles	Decrease in percentage of substantial holding as a result of shares being issued under the retail component of an entitlement offer on 21 October 2019.	N/A	Fully paid ordinary shares	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Smiles	As set out in Annexure A.	Same as registered holder as set out in Annexure A.	Relevant interest under section 608(1)(c) of the Corporations Act, only for the purposes of section 671B of the Corporations Act and the definition of 'substantial holding' in section 9 of the Corporations Act. Relevant interest arises as a consequence of Smiles having the capacity to exercise negative control over the disposal of shares issued to the relevant registered holders under mandatory restriction agreements entered in accordance with the ASX Listing Rules, the form of which has been previously disclosed to the market. Smiles has no right to acquire these shares or to control the voting rights attaching to these shares.	13,166,000 fully paid ordinary shares	13,166,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
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Smiles Inclusive Limited	Unit 3/38-40 Township Drive, West Burleigh QLD 4219
Registered holders of securities as set out in Annexure A	C/- Unit 3/38-40 Township Drive, West Burleigh QLD 4219

Signature

print name Emma Corcoran

capacity Secretary

sign here



date 23/10/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

Registered holder of securities	Number of securities	Class of securities
MIKETIM SUPER PTY LTD	5,055,000	fully paid ordinary shares
MRT49 PTY LTD	4,604,000	fully paid ordinary shares
MORBRIDE PTY LTD	802,000	fully paid ordinary shares
MR CARL BURROUGHS	500,000	fully paid ordinary shares
DJ HERLIHY SUPER FUND PTY LTD	427,000	fully paid ordinary shares
MR SEAN ANTHONY CONNOLLY	400,000	fully paid ordinary shares
YCARD HOLDINGS PTY LTD	352,000	fully paid ordinary shares
DJ CAPITAL SOLUTIONS PTY LTD	200,000	fully paid ordinary shares
MR NEIL ROBERT SIMPSON & MRS SARAH JANE SIMPSON	136,000	fully paid ordinary shares
BRAMADA HOLDINGS PTY LTD	120,000	fully paid ordinary shares
MR PAUL DONALD INNES & MRS MARY COLLEEN JANE INNES	100,000	fully paid ordinary shares
MS GRETA KYM USASZ	89,000	fully paid ordinary shares
MS SOPHIE ELIZABETH USASZ	73,000	fully paid ordinary shares
MOBILITYCOM PTY LTD	70,000	fully paid ordinary shares
MR DAVID EDWARD USASZ & MRS MARGARET KYM USASZ	50,000	fully paid ordinary shares
MRS CAROLINE MARIA USASZ	50,000	fully paid ordinary shares
HFJ 2016 PTY LTD	40,000	fully paid ordinary shares
EIGHT PAGODAS PTY LTD	40,000	fully paid ordinary shares
MR DUNCAN HALL	25,000	fully paid ordinary shares
ABA INNOVATION PTY LTD	20,000	fully paid ordinary shares
MR ALEXANDER RICHARD HERLIHY	10,000	fully paid ordinary shares
MR JAMES MICHAEL TIMONEY	750	fully paid ordinary shares
MR MICHAEL ROBERT TIMONEY	750	fully paid ordinary shares
MR MICHAEL ROBERT TIMONEY	750	fully paid ordinary shares
MR MILES ROSS TIMONEY	750	fully paid ordinary shares
Sub total	13,166,000	