

**SMILES INCLUSIVE LIMITED****ACN 621 105 824****(The “Company”)****REQUISITION OF GENERAL MEETING BY MEMBERS UNDER SECTION 249D OF THE  
CORPORATIONS ACT 2001 (“Act”)**

The undersigned, being members of the Company with at least 5% of the votes that may be cast at a general meeting, and having given notice to the Company pursuant to section 203D of the Act of their intention to move resolutions 1 to 4 below, request that the directors of the Company call and arrange to hold a general meeting of the Company under section 249D of the Act to consider and, if thought fit, to pass the following resolutions:

**1. RESOLUTION 1 – Removal of Director – Mr David Usasz**

*“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr David Usasz be removed as a director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

**2. RESOLUTION 2 – Removal of Director – Mr Peter Evans**

*“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Peter Evans be removed as a director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

**3. RESOLUTION 3 – Removal of Director – Ms Tracy Penn**

*“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Ms Tracy Penn be removed as a director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

**4. RESOLUTION 4 – Removal of additional Director/s**

*“That, pursuant to section 203D of the Corporations Act 2001 (Cth), any person appointed as a director of Smiles Inclusive Limited on and from 23 April 2019 until the commencement of the general meeting at which this resolution is passed be removed as director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

**5. RESOLUTION 5 – Election of Director – Dr Joao Manuel De Oliveria Camacho**

*“That Dr Joao Manuel De Oliveria Camacho, having consented to act, be appointed a director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

**6. RESOLUTION 6 – Election of Director – Mr Mark Andrew Ward**

*“That Mr Mark Andrew Ward, having consented to act, be appointed a director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

**7. RESOLUTION 7 – Election of Director – Mr Hugues Georges Jean Amoyal**

*“That Mr Hugues Georges Jean Amoyal, having consented to act, be appointed a director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

**8. RESOLUTION 8 – Election of Director – Mr Vincent John Paul Fayad**

*“That Mr Vincent John Paul Fayad, having consented to act, be appointed a director of Smiles Inclusive Limited with effect from the end of the general meeting of Smiles Inclusive Limited at which this resolution is passed.”*

Date: 24 April 2019

Form **603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company  
Name/Scheme  
ACN/ARSN

**Smiles Inclusive Limited**  
**621 105 824**

**1. Details of substantial holder <sup>(1)</sup>**

Name Triumph Holdings (WA) Pty Ltd ACN 118156004 in its capacity as trustee for the Camacho Superannuation Fund ACN 623 531 322

ACN/ARSN (if applicable) As above.

The holder became a substantial holder on 25/04/2019

**2. Details of 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<sup>(2)</sup> had a relevant interest<sup>(3)</sup> in on the date the substantial holder became a substantial holder are as follows:

Class of securities <sup>(4)</sup>	Number of securities	Persons' votes <sup>(5)</sup>	Voting power <sup>(6)</sup>
Fully paid ordinary shares (Shares)	10,879,290	10,879,290	18.78%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest <sup>(7)</sup>	Class and number of securities
Camacho	Relevant interest in 180,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 180,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	180,000 Shares
Lobo	Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	50,000 Shares

<p>Michael Robert Timoney (<b>Timoney</b>)</p>	<p>Timoney holds a relevant interest in 9,668,000 Shares on account of the following:</p> <p>Relevant interest in 5,055,000 Shares held by Miketim Super Pty Ltd ACN 617 662 076 as trustee for the Miketim Superannuation Fund (<b>Miketim</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 4,604,000 Shares by MRT49 Pty Ltd ACN 617 486 923 as trustee for the Pevensey Trust (<b>Pevensey</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 9,000 Shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder.</p> <p>The aforementioned Shares are escrowed for 24 months from 27/04/2018.</p>	<p>9,668,000 Shares</p>
<p>David Herlihy (Herlihy)</p>	<p>Relevant interest in securities held by DH Fund and DH under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the <i>Corporations Act 2001</i> (Cth) (the <b>Act</b>), being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 487,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 427,000 Shares are escrowed for 24 months from 27/04/2018; 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 87,750 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities.</p>	<p>1,149,500 shares</p>

<p>Dr Bryan Gearge Fleming (Fleming)</p>	<p>Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 15,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 15,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	
<p>Dr Arthur Walsh (Walsh)</p>	<p>Relevant interest in 23,710 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 23,710 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 194,820 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 194,820 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 60,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 60,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 36,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 36,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder <sup>(8)</sup>	Class and number of securities
As set out in paragraph 3.	Triumph Holdings	Triumph Holdings	180,000 Shares

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration <sup>(9)</sup>		Class and number of securities
		Cash	Non-cash	
Not applicable.				

#### 6. Associate

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
, Herlihy, Timoney, Lobo, Walsh, Fleming and Camacho	In accordance with paragraph 12(2)(c) of the Act, Herlihy, Timoney, Lobo, Walsh, Fleming and Camacho have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.

## 7. Addresses

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

Name	Address
DH	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
DH Fund	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
Herlihy	17 Drumcliff Avenue, Killarney Heights NSW 2087
Timoney	C/- Unit 3/38-40 Township Drive, West Burleigh QLD 4219
Triumph Holdings	Suite B13, 431 Roberts Road, Subaco, WA 6008
Lobo	5 clocker Place, Karrinyup WA 6018
Harbopity Pty Ltd	18, Zedor Way, Dalyellup, WA 6230
Fleming	18, Zedor Way, Dalyellup, WA 6230
Walsh Super Fund	22 Beagle Street, Shailer Park, Qld 4128
Makarthur Investments	22 Beagle Street, Shailer Park, Qld 4128
Arthur Walsh	22 Beagle Street, Shailer Park, Qld 4128
Makaila	22 Beagle Street, Shailer Park, Qld 4128

**Signature**

capacity Director

date 25 / 04 /2019

print name

John Camacho



Form **603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To:       Company  
          Name/Scheme  
ACN/ARSN

**Smiles Inclusive Limited**  
**621 105 824**

**1.       Details of substantial holder <sup>(1)</sup>**

Name                               Harbopity Pty Ltd ABN 93 479 797 64 in its capacity as trustee for Fleming Superannuation Fund  
  And Dr Bryan Fleming

ACN/ARSN (if applicable)

The holder became a substantial holder on                               25/04/2019

**2.       Details of 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<sup>(2)</sup> had a relevant interest<sup>(3)</sup> in on the date the substantial holder became a substantial holder are as follows:

Class of securities <sup>(4)</sup>	Number of securities	Persons' votes <sup>(5)</sup>	Voting power <sup>(6)</sup>
Fully paid ordinary shares (Shares)	10,879,290	10,879,290	18.78%

**3.       Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest <sup>(7)</sup>	Class and number of securities
Camacho	Relevant interest in 180,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 180,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	180,000 Shares
Lobo	Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	50,000 Shares



<p>Michael Robert Timoney (<b>Timoney</b>)</p>	<p>Timoney holds a relevant interest in 9,668,000 Shares on account of the following:</p> <p>Relevant interest in 5,055,000 Shares held by Miketim Super Pty Ltd ACN 617 662 076 as trustee for the Miketim Superannuation Fund (<b>Miketim</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 4,604,000 Shares by MRT49 Pty Ltd ACN 617 486 923 as trustee for the Pevensey Trust (<b>Pevensey</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 9,000 Shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder.</p> <p>The aforementioned Shares are escrowed for 24 months from 27/04/2018.</p>	<p>9,668,000 Shares</p>
<p>David Herlihy (Herlihy)</p>	<p>Relevant interest in securities held by DH Fund and DH under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the <i>Corporations Act 2001</i> (Cth) (the <b>Act</b>), being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 487,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 427,000 Shares are escrowed for 24 months from 27/04/2018; 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 87,750 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities.</p>	<p>1,149,500 shares</p>

<p>Dr Bryan Gearge Fleming (Fleming)</p>	<p>Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 15,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 15,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	
<p>Dr Arthur Walsh (Walsh)</p>	<p>Relevant interest in 23,710 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 23,710 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 194,820 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 194,820 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 60,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 60,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 36,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 36,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder <sup>(8)</sup>	Class and number of securities
As set out in paragraph 3.	Harbopity Pty Ltd	Harbopity Pty Ltd	50,000 Shares
	Dr Bryan Fleming	Dr Bryan Fleming	15,000 Shares

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration <sup>(9)</sup>		Class and number of securities
		Cash	Non-cash	
Not applicable.				

#### 6. Associate

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
, Herlihy , Timoney, Lobo, Walsh, Fleming and Camacho	In accordance with paragraph 12(2)(c) of the Act, Herlihy , Timoney, Lobo, Walsh, Fleming and Camacho have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.

## 7. Addresses

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Harbopity Pty Ltd	18, Zedor Way, Dalyellup, WA 6230
Fleming	18, Zedor Way, Dalyellup, WA 6230
Walsh Super Fund	22 Beagle Street, Shailer Park, Qld 4128
Makarthur Investments	22 Beagle Street, Shailer Park, Qld 4128
Arthur Walsh	22 Beagle Street, Shailer Park, Qld 4128
Makaila	22 Beagle Street, Shailer Park, Qld 4128

**Signature**

capacity Director

date 25 / 04 /2019

print name

Anna Fleming Bryan Fleming



## Notice of initial substantial holder

**Smiles Inclusive Limited**  
621 105 824

Holder of relevant interest	Nature of relevant interest <sup>(7)</sup>	Class and number of securities
Camacho	Relevant interest in 180,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 180,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	180,000 Shares
Lobo	Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	50,000 Shares

<p>Michael Robert Timoney (Timoney)</p>	<p>Timoney holds a relevant interest in 9,668,000 Shares on account of the following:</p> <p>Relevant interest in 5,055,000 Shares held by Miketim Super Pty Ltd ACN 617 662 076 as trustee for the Miketim Superannuation Fund (<b>Miketim</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 4,604,000 Shares by MRT49 Pty Ltd ACN 617 486 923 as trustee for the Pevensey Trust (<b>Pevensey</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 9,000 Shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder.</p> <p>The aforementioned Shares are escrowed for 24 months from 27/04/2018.</p>	<p>9,668,000 Shares</p>
<p>David Herlihy (Herlihy)</p>	<p>Relevant interest in securities held by DH Fund and DH under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the <i>Corporations Act 2001</i> (Cth) (the <b>Act</b>), being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 487,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 427,000 Shares are escrowed for 24 months from 27/04/2018; 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 87,750 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities.</p>	<p>1,149,500 shares</p>

<p>Dr Bryan Gearge Fleming (Fleming)</p>	<p>Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 15,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 15,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	
<p>Dr Arthur Walsh (Walsh)</p>	<p>Relevant interest in 23,710 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 23,710 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 194,820 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 194,820 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 60,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 60,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 36,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 36,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder <sup>(8)</sup>	Class and number of securities
As set out in paragraph 3.	Lobo Family Trust	Lobo Family Trust	50,000 Shares

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration <sup>(9)</sup>		Class and number of securities
		Cash	Non-cash	
Not applicable.				

#### 6. Associate

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
, Herlihy , Timoney, Lobo, Walsh, Fleming and Camacho	In accordance with paragraph 12(2)(c) of the Act, Herlihy , Timoney, Lobo, Walsh, Fleming and Camacho have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.



## 7. Addresses

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

Name	Address
DH	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
DH Fund	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
Herlihy	17 Drumcliff Avenue, Killarney Heights NSW 2087
Timoney	C/- Unit 3/38-40 Township Drive, West Burleigh QLD 4219
Triumph Holdings	Suite B13, 431 Roberts Road, Subaco, WA 6008
Lobo	5 clocker Place, Karrinyup WA 6018
Harbopity Pty Ltd	18, Zedor Way, Dalyellup, WA 6230
Fleming	18, Zedor Way, Dalyellup, WA 6230
Walsh Super Fund	22 Beagle Street, Shailer Park, Qld 4128
Makarthur Investments	22 Beagle Street, Shailer Park, Qld 4128
Arthur Walsh	22 Beagle Street, Shailer Park, Qld 4128
Makaila	22 Beagle Street, Shailer Park, Qld 4128

**Signature**

capacity Director

date 25 / 04 /2019

print name

Suvas Lobo & Marilyn Lobo

*Suvas Lobo* *Marilyn Lobo*

Form **603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company  
Name/Scheme  
ACN/ARSN

**Smiles Inclusive Limited**  
**621 105 824**

**1. Details of substantial holder <sup>(1)</sup>**

Name Makarthur Investments Pty Ltd CAN 166 647 258 in its capacity as trustee for the Walsh Family Trust. And Walsh Super Fund ABN 53 606 035 324 and Arthur Walsh and Makaila Walsh

ACN/ARSN (if applicable) as above

The holder became a substantial holder on 25/04/2019

**2. Details of 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<sup>(2)</sup> had a relevant interest<sup>(3)</sup> in on the date the substantial holder became a substantial holder are as follows:

Class of securities <sup>(4)</sup>	Number of securities	Persons' votes <sup>(5)</sup>	Voting power <sup>(6)</sup>
Fully paid ordinary shares (Shares)	10,879,290	10,879,290	18.78%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest <sup>(7)</sup>	Class and number of securities
Camacho	Relevant interest in 180,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 180,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	180,000 Shares
Lobo	Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	50,000 Shares

<p>Michael Robert Timoney (<b>Timoney</b>)</p>	<p>Timoney holds a relevant interest in 9,668,000 Shares on account of the following:</p> <p>Relevant interest in 5,055,000 Shares held by Miketim Super Pty Ltd ACN 617 662 076 as trustee for the Miketim Superannuation Fund (<b>Miketim</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 4,604,000 Shares by MRT49 Pty Ltd ACN 617 486 923 as trustee for the Pevensey Trust (<b>Pevensey</b>) under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 9,000 Shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder.</p> <p>The aforementioned Shares are escrowed for 24 months from 27/04/2018.</p>	<p>9,668,000 Shares</p>
<p>David Herlihy (Herlihy)</p>	<p>Relevant interest in securities held by DH Fund and DH under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the <i>Corporations Act 2001</i> (Cth) (the <b>Act</b>), being a relevant interest arising from control of the registered holders.</p> <p>Relevant interest in 487,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 427,000 Shares are escrowed for 24 months from 27/04/2018; 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 87,750 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities.</p>	<p>1,149,500 shares</p>

<p>Dr Bryan Gearge Fleming (Fleming)</p>	<p>Relevant interest in 50,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 15,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 15,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	
<p>Dr Arthur Walsh (Walsh)</p>	<p>Relevant interest in 23,710 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 23,710 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 194,820 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 194,820 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 60,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 60,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p> <p>Relevant interest in 36,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 36,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.</p>	

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder <sup>(8)</sup>	Class and number of securities
As set out in paragraph 3.	Makarthur investments	Makarthur investments	60,000 Shares
	Walsh Super Fund	Walsh Super Fund	36,000 Shares
	Arthur Walsh	Arthur Walsh	23,710 Shares
	Makaila Walsh	Makaila Walsh	194,820 Shares

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration <sup>(9)</sup>		Class and number of securities
		Cash	Non-cash	
Not applicable.				

#### 6. Associate

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
, Herlihy , Timoney, Lobo, Walsh, Fleming and Camacho	In accordance with paragraph 12(2)(c) of the Act, Herlihy , Timoney, Lobo, Walsh, Fleming and Camacho have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.

## 7. Addresses

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

Name	Address
DH	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
DH Fund	Suite 103, Level 1, 165 Walker Street North Sydney NSW 2060
Herlihy	17 Drumcliff Avenue, Killarney Heights NSW 2087
Timoney	C/- Unit 3/38-40 Township Drive, West Burleigh QLD 4219
Triumph Holdings	Suite B13, 431 Roberts Road, Subaco, WA 6008
Lobo	5 clocker Place, Karrinyup WA 6018
Harbopity Pty Ltd	18, Zedor Way, Dalyellup, WA 6230
Fleming	18, Zedor Way, Dalyellup, WA 6230
Walsh Super Fund	22 Beagle Street, Shailer Park, Qld 4128
Makarthur Investments	22 Beagle Street, Shailer Park, Qld 4128
Arthur Walsh	22 Beagle Street, Shailer Park, Qld 4128
Makaila	22 Beagle Street, Shailer Park, Qld 4128


**Signature**

capacity Director

date 25 / 04 /2019

print name

Arthur Walsh Anna Walsh



# Form 604

## Corporations Act 2001 Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme **Smiles Inclusive Limited (the Company)**

ACN/ARSN **621 105 824**

#### 1. Details of substantial holder(1)

Name **David James Herlihy (Herlihy) , DJ Herlihy Super Fund Pty Ltd ACN 621 410 991 atf the DJ Herlihy Superannuation Fund (DH Fund) and David Herlihy Pty Ltd ACN 001 964 674 (DH) (collectively, Herlihy Entities)**

As above

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 25/04/2019

The previous notice was given to the company on 25/03/2019

The previous notice was dated 25/03?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 (Shares)	10,251,750	17.70%	10,879,290	18.78%

#### 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 or scheme 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
N/A	N/A	N/A	N/A	N/A	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
Herlihy	DH Fund	DH Fund	Relevant interest in securities held by DH Fund and DII under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Corporations Act 2001 (Cth) (the Act), being a relevant interest arising from control of the registered holders.	574,750 Shares
	DH Fund	DH Fund	Relevant interest in 487,000 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities. 427,000 Shares are escrowed for 24 months from 27/04/2018; 50,000 Shares are escrowed until 3 business days following the release of the Company's financial results for FY19.	487,000 Shares
	DII	DII	Relevant interest in 87,750 fully paid ordinary shares under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder of the securities.	87,750 Shares

#### 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
Timoney, Herlihy, Fleming, Walsh, Camacho, and Lobo	In accordance with paragraph 12(2)(c) of the Act, Timoney, Herlihy, Fleming, Walsh, Camacho, and Lobo have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.

#### 6. Addresses

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

Name	Address
All Substantial Holders	17 Drumcliff Avenue, Killarney Heights NSW 2087

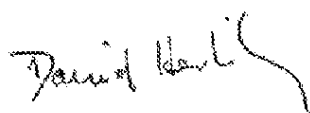
#### Signature

print name

David Herlihy

capacity Director

sign here



date 25 / 04 / 2019



# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To: Company Name/Scheme Smiles Inclusive Limited (the Company)

ACN/ARSN 621 105 824

### 1. Details of substantial holder(1)

Name Michael Robert Timoney (Timoney), Miketim Super Pty Ltd ACN 617 662 676 as trustee for the Miketim Superannuation Fund (Miketim) and MRT49 Pty Ltd ACN 617 486 923 as trustee for the Pevensey Trust (Pevensey) (together, the Substantial Holders)

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on 25/04/2019

The previous notice was given to the company on 25/03/2019

The previous notice was dated 25/03/2019

### 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 (Shares)	10,251,750	17.70%	10,879,290	18.78%

### 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 or scheme 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
N/A	N/A	N/A	N/A	N/A	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
Timoney	Mikotim	Mikotim	Relevant interest in securities held by Mikotim under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the <i>Corporations Act 2001</i> (Cth) (the Act), being a relevant interest arising from control of the registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	5,655,000 Shares
	Pevensay	Pevensay	Relevant interest in securities held by Pevensay under paragraph 608(1)(b), 608(1)(c) and/or 608(3) of the Act, being a relevant interest arising from control of the registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	4,604,000 Shares
	Timoney	Timoney	Relevant interest in securities under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	9,000 Shares
Mikotim	Mikotim	Mikotim	Relevant interest in securities under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	5,655,000 Shares
Pevensay	Pevensay	Pevensay	Relevant interest in securities under paragraph 608(1)(a) of the Act, being a relevant interest arising as registered holder. The power to dispose of the securities is limited for 24 months following official quotation pursuant to restriction agreements.	4,604,000 Shares

#### 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 ACHAREN (if applicable)	Nature of association
Timoney, Herlihy, Fleming, Walsh, Camacho, and Lebo	In accordance with paragraph (2)(2)(c) of the Act, Timoney, Herlihy, Fleming, Walsh, Camacho, and Lebo have become associated as they are acting in concert in relation to the company's affairs for the purpose of calling an extraordinary general meeting of the Company.

#### 6. Addresses

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

Name	Address
All Substantial Holders	C/- Unit 3/38-40 Township Drive, West Burleigh QLD 4219

#### Signature

print name

Mike Timoney

capacity Director

sign here



date 26 / 03 / 2019