

Appendix 1A

ASX Listing Application and Agreement

This form is required by listing rule 1.7 to be used by an entity seeking admission to the ⁺official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B and for classification as an ASX Foreign Exempt Listing use Appendix 1C).

All entity's seeking admission to the ⁺official list as an ASX Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Listing) published on the ASX website.

The Appendix 1A and the Information Form and Checklist (ASX Listing) given to ASX become ASX's property and will be made public by way of release on ASX Markets Announcement Platform. Supporting documents may also be made public. This may occur prior to admission of the entity and ⁺quotation of its ⁺securities. If it does, publication does not mean that the entity will be admitted or that its ⁺securities will be quoted.

Name of entity

ABN/ARBN/ARSN

SMARTPAY HOLDINGS LIMITED

ARBN 160 712 210

We (the entity named above) apply for admission to the ⁺official list of ASX Limited (ASX) as an ASX Listing and for ⁺quotation of the following ⁺securities:

	Number to be quoted	⁺ Class
⁺ Main class of ⁺ securities	343,504,304 as at the date of this application. Note that the number of securities to be quoted will be approximately 171,752,152 following the company's 2 to 1 share consolidation which will take place prior to listing on the ASX.	Ordinary Shares
Additional ⁺ classes of ⁺ securities to be quoted (if any) [Do not include ⁺ CDIs]	N/A	N/A

We agree:

1. Our admission to the ⁺official list and classification as an ASX Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. ⁺Quotation of our ⁺securities is in ASX's absolute discretion. ASX may quote our ⁺securities on any conditions it decides. Our removal from the ⁺official list, the suspension or ending of ⁺quotation of our ⁺securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend ⁺quotation of our ⁺securities or

⁺ See chapter 19 for defined terms.

remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.

2. We warrant the following to ASX:

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- The +securities to be quoted comply with listing rule 2.1 and there is no reason why the +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 and section 1016E of the Corporations Act do not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form, including the information and documents referred to in the *Information Form and Checklist (ASX Listing)* published on the ASX website. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (or will be) true and complete.
5. We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
6. The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on

⁺ See chapter 19 for defined terms.

our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.

8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
10. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:
- We will satisfy the ⁺technical and performance requirements of the ⁺approved CS facility and meet any other requirements the ⁺approved CS facility imposes in connection with approval of our ⁺securities.
 - When ⁺securities are issued we will enter them in the ⁺approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the ⁺securities for which ⁺quotation is sought.
11. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility, we confirm that either:
- ☐ we have given a copy of this application to the ⁺approved CS facility in accordance with the operating rules of the ⁺approved CS facility ; or
- ☒ we ask ASX to forward a copy of this application to the ⁺approved CS facility.
12. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:
- The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of ⁺CDIs.
 - We will make sure that ⁺CDIs are issued over ⁺securities if the holder of quoted ⁺securities asks for ⁺CDIs.

Not applicable.

⁺ See chapter 19 for defined terms.

13. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:

- ☐ we have given a copy of this application to the approved CS facility in accordance with the operating rules of the ⁺approved CS facility; or
- ☐ we ask ASX to forward a copy of this application to the ⁺approved CS facility.

Not applicable.

Dated: 2 AUGUST 2013

Executed as a deed:

Signature of Director

Name of Director GREGOR JOHN BARCLAY

Signature of Director

Name of Director MATTHEW GEORGE TURNBULL

[Include proper execution clause and signature(s)]

You must complete, date and sign this agreement so that it takes effect as a deed. If the entity is an Australian company, the signatures of a director and a director/company secretary will be required. If the entity is an Australian trust, the signatures of a director and a director/company secretary of the responsible entity of the trust will be required. If the entity is established outside Australia, execution will have to comply with requirements for a deed in both the place of establishment of the entity and in Australia. If this agreement is signed under a power of attorney, please attach a copy of the power of attorney.

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⁺ See chapter 19 for defined terms.

Information Form and Checklist

(ASX Listing)

Name of entity

ABN/ARBN/ARSN

SMARTPAY HOLDINGS LIMITED

ARBN 160 712 210

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Please complete each applicable item. If an item is not applicable, please state so.

Note: the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Terms used in this Information Form and Checklist have the same meaning as in the ASX listing rules.

Part 1 – Key Information

All entities – corporate details

Place of incorporation or establishment	New Zealand
Date of incorporation or establishment	11 June 1986
Legislation under which incorporated or established	<p>New Zealand Companies Act 1993.</p> <p>The company was originally incorporated under the New Zealand Companies Act 1955 but re-registered under the New Zealand Companies Act 1993 on 8 March 1996.</p> <p>Refer to section 3.8 (page 22) of the Information Memorandum.</p>
Address of registered office in place of incorporation or establishment	<p>182-190 Wairau Road</p> <p>Glenfield, Auckland 0627</p> <p>New Zealand</p>
Main business activity	<p>The company is the holding company of the Smartpay group of companies (as detailed in section 3.9 (page 23) of the Information Memorandum). The Smartpay Group designs, develops and implements innovative payment solutions for customers in New Zealand and Australia. The Smartpay Group offers a variety of advanced payment and data management solutions for retail, business payment and transactional processing requirements and aims to add value to its clients' businesses by providing a total payments solution.</p>
Other exchanges on which the entity is listed	New Zealand Stock Exchange.

Street address of principal administrative office	<u>New Zealand</u> : 182-190 Wairau Road, Glenfield, Auckland 0627. <u>Australia</u> : Level 2, 3 Carlingford Road, Epping, New South Wales 2121.
Postal address of principal administrative office	<u>New Zealand</u> : PO Box 100490, North Shore Mail Centre, Auckland 0745. <u>Australia</u> : Level 2, 3 Carlingford Road, Epping, New South Wales 2121.
Telephone number of principal administrative office	<u>New Zealand</u> : +64 9 442 2700. <u>Australia</u> : +61 2 8876 2300.
E-mail address for investor enquiries	info@smartpayltd.com
Website URL	http://www.smartpayltd.com

All entities – management details¹

Full name and title of CEO/managing director	Bradley Gavin Gerdis, Managing Director.
Full name and title of chairperson of directors	Ivan Jeremy Hammerschlag, Chairman.
Full names of all existing directors	Ivan Jeremy Hammerschlag Bradley Gavin Gerdis Gregor John Barclay Matthew George Turnbull
Full names of any persons proposed to be appointed as additional or replacement directors	N/A.
Full name and title of company secretary	The company is a New Zealand incorporated company registered in Australia as a foreign company for the purposes of the <i>Corporations Act 2001</i> (Cth). New Zealand companies are not required by law to have a Company Secretary however the company has appointed Rowena Bowman as the company secretary notwithstanding that there is no legal requirement to do so.

All entities – ASX contact details²

Full name and title of ASX contact(s)	Bradley Gerdis, Managing Director Rowena Bowman, Company Secretary
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¹ If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

² Under Listing Rule 1.1 condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Business address of ASX contact(s)	182-190 Wairau Road, Glenfield, Auckland 0627, New Zealand
Business phone number of ASX contact(s)	<u>Bradley Gerdis</u> : +61 2 8249 4406 <u>Rowena Bowman</u> : +64 9 442 7769
Mobile phone number of ASX contact(s)	<u>Bradley Gerdis</u> : +61 410 623 338 <u>Rowena Bowman</u> : +64 27 364 1133
Email address of ASX contact(s)	<u>Bradley Gerdis</u> : bradley.gerdis@smartpayltd.com <u>Rowena Bowman</u> : rowena.bowman@smartpay.co.nz

All entities – auditor details³

Full name of auditor	KPMG 18 Viaduct Harbour Avenue Auckland 1010 New Zealand
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All entities – registry details⁴

Name of securities registry	<u>New Zealand and Australia</u> : Computershare Investor Services
Address of securities registry	<u>New Zealand</u> : Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622. <u>Australia</u> : GPO Box 3329, Melbourne, VIC 3001, Australia.
Phone number of securities registry	<u>New Zealand</u> : +64 9 488 8777. <u>Australia</u> : 1 0800 501 366.
Fax number of securities registry	<u>New Zealand</u> : +64 9 488 8787. <u>Australia</u> : +61 3 9473 2500.
Email address of securities registry	<u>New Zealand</u> : enquiry@computershare.co.nz <u>Australia</u> : enquiry@computershare.co.nz
Type of subregisters the entity will operate ⁵	Electronic CHESS Subregister and an Electronic Issuer Sponsored Subregister.

³ If the applicant's auditor is not from a well-known firm, ASX will generally require the applicant to provide information about the qualifications and experience of the auditor for release to the market before quotation commences.

⁴ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁵ For example, CHESS and certificated subregisters.

All entities – key dates

Annual balance date	31 March.
Month in which annual meeting is usually held (or intended to be held) ⁶	September
Months in which dividends or distributions are usually paid (or are intended to be paid)	N/A. No dividends have been paid to date. Refer to section 1.12 (page 12) of the Information Memorandum for a summary of the company's dividend policy.

Trusts – additional details

Name of responsible entity	N/A.
Duration of appointment of directors of responsible entity	N/A.
Full names of the members of the compliance committee (if any)	N/A.

Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	Smartpay Australia Pty Limited Level 2, 3 Carlingford Road Epping NSW 2121 Australia
If the entity has or intends to have a certificated subregister for quoted securities, the location of Australian security registers	N/A.
Address of registered office in Australia (if any)	Level 2, 3 Carlingford Road Epping NSW 2121

⁶ May not be applicable to some trusts.

Part 2 – Checklist Confirming Compliance with Admission Requirements

Note: it will assist ASX and speed up its review of the application if the various documents referred to in this checklist (other than the 25 copies of the applicant's Prospectus, Product Disclosure Statement or Information Memorandum referred to in item 4) were provided in a folder separated by numbered tabs.

All entities – key supporting documents

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | | |
|----|-------------------------------------|--|--|
| 1. | <input checked="" type="checkbox"/> | Copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name) | See Folder 1, Tab 1. |
| 2. | <input checked="" type="checkbox"/> | Copy of the entity's constitution in accordance with listing rule 1.1 condition 1A | See Folder 1, Tab 2. |
| 3. | <input checked="" type="checkbox"/> | Either:
(a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or
(b) a completed checklist that the constitution complies with the listing rules, ⁷ in accordance with listing rule 1.1 condition 2 | The company's constitution (see clause 2.8) includes the provisions of Appendix 15A. |
| 4. | <input checked="" type="checkbox"/> | An electronic version and 25 copies of the Prospectus, Product Disclosure Statement or Information Memorandum being lodged with ASX in accordance with listing rule 1.1 condition 3 | An electronic version of the Information Memorandum is contained in Folder 1, Tab 3.

25 copies of the Information Memorandum are provided in Folder 2. |
| 5. | <input checked="" type="checkbox"/> | If the entity's corporate governance statement is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement in accordance with listing rule 1.1 condition 13 | The company's corporate governance statement is not included in the Information Memorandum.

A copy of the company's corporate governance statement is contained in Folder 1, Tab 4. |
| 6. | <input type="checkbox"/> | If the entity will be included in the S & P All Ordinaries Index on admission to the official list, ⁸ confirmation that it will have an audit committee in accordance with listing rule 1.1 condition 13 | N/A. |

⁷ An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

⁸ If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

7.	<input type="checkbox"/>	If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ⁹ confirmation that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition, operation and responsibility of the audit committee in accordance with listing rule 1.1 condition 13	N/A.
8.	<input checked="" type="checkbox"/>	Original executed agreement with ASX that documents may be given to ASX and authenticated electronically in accordance with listing rule 1.1 condition 14 ¹⁰	See Folder 1, Tab 5.
9.	<input checked="" type="checkbox"/>	If the entity's trading policy is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's trading policy in accordance with listing rule 1.1 condition 15	See Folder 1, Tab 6.
10.	<input type="checkbox"/>	If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ¹¹ confirmation that it will have a remuneration committee comprised solely of non-executive directors in accordance with listing rule 1.1 condition 16	N/A.
11.	<input checked="" type="checkbox"/>	For each director or proposed director, ¹² a list of the countries in which they have resided over the past 10 years	<p>Ivan Jeremy Hammerschlag - Australia.</p> <p>Bradley Gavin Gerdis - Australia.</p> <p>Gregor John Barclay - New Zealand.</p> <p>Matthew George Turnbull - New Zealand.</p>
12.	<input checked="" type="checkbox"/>	For each director or proposed director ¹³ who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old ¹⁴	See Folder 1, Tab 7.

⁹ If the entity is unsure whether they will be included in the the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹⁰ An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

¹¹ If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹² If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹³ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁴ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | |
|---|---|-----------------------|
| 13. <input checked="" type="checkbox"/> | <p>For each director or proposed director¹⁵ who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of:</p> <ul style="list-style-type: none">(a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or(b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced), <p>or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved¹⁶</p> | See Folder 1, Tab 8. |
| 14. <input checked="" type="checkbox"/> | <p>For each director or proposed director¹⁷ who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index which is not more than 12 months old¹⁸</p> | See Folder 1, Tab 9. |
| 15. <input checked="" type="checkbox"/> | <p>For each director or proposed director¹⁹ who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved²⁰</p> | See Folder 1, Tab 10. |

¹⁵ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁶ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

¹⁷ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁸ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

¹⁹ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

²⁰ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

16. ☒ A statutory declaration from each director or proposed director²¹ confirming that:
- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
 - (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
 - (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
 - (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
 - (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,
- or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved²²

See Folder 1, Tab 11.

17. ☒ A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)

See Folder 1, Tab 12.

²¹ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

²² This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

18. ☒ Cheque for initial listing fee payable to ASX Operations Pty Ltd
Refer to ASX Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator: <http://www.asx.com.au/professionals/cost-listing.htm>

The listing fee will be paid by electronic funds transfer.

All entities – capital structure

19. ☒ A table showing the existing and proposed capital structure of the entity, broken down as follows:
(a) the number and class of each equity security and each debt security currently on issue; and
(b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
(c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.
Note: This applies whether the securities are quoted or not.

Refer to sections 1.4 (page 6) and 8.1 (page 46) of the Information Memorandum.

20. ☒ For each class of securities referred to in the table mentioned in item 19, the terms applicable to those securities
Note: This applies whether the securities are quoted or not.
For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).
For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates
For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

Refer to sections 7 (page 38) and 8.6 (page 51) of the Information Memorandum.

21. ☒ Confirmation that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (listing rule 2.1 condition 2)

Confirmed.

Folder 1, Tab 13 contains a print-out from the NZX website recording a trading price of the company's ordinary shares on the NZX on 15 July 2013 of NZ\$0.145. As at 15 July 2013 the AU\$/NZ\$ exchange rate as recorded on the Reserve Bank of Australia website as at 4pm (AEST) was 1.1649. Therefore, as at 15 July 2013 the company's ordinary shares were trading on the NZX at the equivalent of approximately A\$0.124 per share. This is prior to the 2 to 1 share consolidation which is scheduled to take place in early August 2013 (prior to listing on the ASX). Following this share consolidation the trading price of the company's ordinary shares is expected to exceed A\$0.20.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

22.	<input checked="" type="checkbox"/>	If the entity has or proposes to have any options on issue, confirmation that the exercise price for each underlying security is at least 20 cents in cash (listing rule 1.1 condition 11)	Confirmed. Refer to section 8.6 (page 51) of the Information Memorandum. The lowest exercise price of any of the share options will be NZ\$0.30 (approximately A\$0.257 based on an AU\$/NZ\$ exchange rate of 1.1649 as per the Reserve Bank of Australia website at 4pm on 15 July 2013) following the 2 to 1 share consolidation which will take place in early August 2013.
23.	<input type="checkbox"/>	If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities	N/A.
24.	<input type="checkbox"/>	Details of any rights granted to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity's securities Note: This applies whether the securities are quoted or not.	N/A.
25.	<input type="checkbox"/>	If the entity has any partly paid securities and it is not a no liability company, the entity's call program setting out the date and amount of each proposed call and whether it allows for any extension for payment of a call	N/A.
26.	<input type="checkbox"/>	The terms of any employee incentive scheme	N/A.
27.	<input type="checkbox"/>	The terms of any dividend or distribution plan	N/A.
28.	<input checked="" type="checkbox"/>	Details of all issues of securities (in all classes) in the last 5 years. Indicate clearly any issues for consideration other than cash	Refer to sections 8.2 (page 47) and 8.3 (page 49) of the Information Memorandum.
29.	<input checked="" type="checkbox"/>	A copy of every Prospectus, Product Disclosure Statement or Information Memorandum issued in connection with any issue of securities (in all classes) in the last 5 years.	See Folder 1, Tab 14, which includes a copy of the prospectus dated 28 March 2011 issued by Smartpay Investments Limited (a subsidiary of Smartpay at the relevant time) in connection with the issue of redeemable preference shares. The redeemable preference shares have all since been redeemed. Smartpay has not issued any other formal Prospectus', Product Disclosure Statements or Information Memoranda under the New Zealand Corporations Law or the NZX Listing Rules in the last 5 years.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

30. ☐ A copy of any court order in relation to a reorganisation of the entity's capital in the last 5 years

N/A.

All entities – other information

31. ☒ A brief history of the entity

Refer to sections 1.1 (page 5) and 3 (page 17) of the Information Memorandum.

32. ☒ Details of the entity's existing and proposed activities and level of operations

Refer to section 3 (page 17) of the Information Memorandum.

33. ☒ A copy of the entity's most recent annual report

See Folder 1, Tab 15.

34. ☒ A copy of the entity's most recent half yearly financial statements

See Folder 1, Tab 16.

35. ☒ If the entity has any child entities, a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests)

Refer to section 3.9 (page 23) of the Information Memorandum.

36. ☐ Copies of all material contracts referred to in the Prospectus, Product Disclosure Statement or Information Memorandum (including any underwriting agreement) plus the page reference in the Prospectus, Product Disclosure Statement or Information Memorandum where they are summarised

Refer to section 2.4 (page 15) of the Information Memorandum.

37. ☒ If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
 - (b) any of its directors or proposed directors; or
 - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above.

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.

Refer to section 9.2 (page 55) of the Information Memorandum.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

38.	<input checked="" type="checkbox"/>	<p>Confirmation that the material contracts summarised in the entity's Prospectus, Product Disclosure Statement or Information Memorandum include any material contract(s) the entity or a related entity has entered into with:</p> <p>(a) its chief executive officer (or equivalent)</p> <p>(b) any of its directors or proposed directors; or</p> <p>(c) any other person or entity who is a related party of the persons referred to in (a) or (b) above</p> <p>Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust.</p>	Confirmed.
39.	<input type="checkbox"/>	<p>If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a statement as to whether directors²³ are entitled to participate in any employee incentive scheme and, if so, the extent to which they currently participate or are proposed to participate</p>	N/A.
40.	<input checked="" type="checkbox"/>	<p>Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist</p>	Confirmed.

Entities that are trusts

41.	<input type="checkbox"/>	Evidence that the entity is a registered managed investment scheme	N/A.
42.	<input type="checkbox"/>	Confirmation that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust	N/A.

Entities applying under the profit test (listing rule 1.2)

43.	<input type="checkbox"/>	Evidence that the entity is a going concern (or successor)	N/A.
44.	<input type="checkbox"/>	Evidence that the entity has been in the same main business activity for the last 3 full financial years	N/A.
45.	<input type="checkbox"/>	Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million	N/A.
46.	<input type="checkbox"/>	Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000	N/A.

²³ If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

47.	<input type="checkbox"/>	Audited accounts for the last 3 full financial years and audit reports	N/A.
48.	<input type="checkbox"/>	Half yearly accounts (if required) and audit report or review	N/A.
49.	<input type="checkbox"/>	Pro forma statement of financial position and review	N/A.
50.	<input type="checkbox"/>	Statement from all directors ²⁴ confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application	N/A.

Entities applying under the assets test (listing rule 1.3)

51.	<input checked="" type="checkbox"/>	<p>Evidence that the entity:</p> <p>(a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million or a market capitalisation of at least \$10 million; or</p> <p>(b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or</p> <p>(c) is a pooled development fund with net tangible assets of at least \$2 million</p>	<p>Folder 1, Tab 13 contains a print-out from the NZX website recording a trading price of the company's ordinary shares on the NZX on 15 July 2013 of NZ\$0.145 and a market capitalisation based on that share price of NZ\$49.808 million. As at 15 July 2013 the AU\$/NZ\$ exchange rate as recorded on the Reserve Bank of Australia website as at 4pm (AEST) was 1.1649. Therefore, as at 15 July 2013 the company had a market capitalisation of approximately A\$42.7 million.</p>
52.	<input checked="" type="checkbox"/>	<p>Evidence that:</p> <p>(a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash; or</p> <p>(b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)</p>	<p>Refer to Annexure A of the Information Memorandum. Specifically, see the statement of financial position as at 31 March 2013 which records a cash and cash equivalents balance of NZ\$4.429m versus terminal asset inventory of NZ\$11.786m and other property, plant and equipment of NZ\$1.151m.</p>
53.	<input checked="" type="checkbox"/>	A statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	Refer to section 10.12 (page 65) of the Information Memorandum.
54.	<input checked="" type="checkbox"/>	Accounts for the last 3 full financial years (or shorter period if ASX agrees) and audit report or review or statement that not audited or not reviewed	See Folder 1, Tab 17.

²⁴ If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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| 55. | <input type="checkbox"/> | If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report, review or statement that not audited or not reviewed | N/A. |
| 56. | <input checked="" type="checkbox"/> | Pro forma statement of financial position and review | Refer to Annexure B of the Information Memorandum. |

Entities with restricted securities

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|-----|--------------------------|--|------|
| 57. | <input type="checkbox"/> | A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application | N/A. |
| 58. | <input type="checkbox"/> | A completed ASX Restricted Securities Table ²⁵ | N/A. |
| 59. | <input type="checkbox"/> | Copies of all restriction agreements entered into in relation to restricted securities | N/A. |
| 60. | <input type="checkbox"/> | Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity | N/A. |

Entities with classified assets²⁶

All mining exploration entities, oil and gas exploration entities and any other entity that has acquired, or entered into an agreement to acquire a classified asset within 2 years of the date of this application, must give ASX the following information.

- | | | | |
|-----|--------------------------|--|------|
| 61. | <input type="checkbox"/> | The name of the vendor and details of any relationship of the vendor with the entity | N/A. |
| 62. | <input type="checkbox"/> | If the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to the entity | N/A. |
| 63. | <input type="checkbox"/> | The date that the vendor acquired the classified asset | N/A. |
| 64. | <input type="checkbox"/> | The method by which the vendor acquired the classified asset, including whether by agreement, exercise of option or otherwise | N/A. |
| 65. | <input type="checkbox"/> | The consideration passing directly or indirectly from the vendor (when the vendor acquired the asset), and whether the consideration has been provided in full | N/A. |

²⁵ An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

²⁶ The term "classified asset" is defined in Listing Rule 19.12.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

66.	<input type="checkbox"/>	Full details of the classified asset, including any title particulars	N/A.
67.	<input type="checkbox"/>	The work done by or on behalf of the vendor in developing the classified asset. In the case of a mining tenement or a petroleum tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX)	N/A.
68.	<input type="checkbox"/>	The date that the entity acquired the classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full, including confirmation of whether the entity has complied with listing rule 1.1 condition 10 if applicable	N/A.
69.	<input type="checkbox"/>	A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached)	N/A.

Mining exploration entities and oil and gas exploration entities

70.	<input type="checkbox"/>	The name of the vendor and details of any relationship of the vendor with the entity	N/A.
71.	<input type="checkbox"/>	<p>A map or maps of the mining tenements or petroleum tenements prepared by a competent person or a qualified petroleum reserves and resources evaluator. The map(s) must:</p> <p>(a) indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements;</p> <p>(b) be dated; and</p> <p>(c) identify the competent person or the qualified petroleum reserves and resources evaluator and the report to which they relate</p>	N/A.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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|-----|--------------------------|---|-------------|
| 72. | <input type="checkbox"/> | <p>A schedule of mining tenements or petroleum tenements prepared by a competent person or qualified petroleum reserves and resources evaluator. The schedule must state in relation to each mining tenement or petroleum tenement:</p> <p>(a) the geographical area where the mining tenement or petroleum tenement is situated;</p> <p>(b) the nature of the title to the mining tenement or petroleum tenement;</p> <p>(c) whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and</p> <p>(d) the person in whose name the title to the mining tenement or petroleum tenement is currently held</p> | <p>N/A.</p> |
| 73. | <input type="checkbox"/> | <p>If the entity has acquired an interest or entered into an agreement to acquire an interest in a mining tenement or a petroleum tenement from any person, a statement detailing the date of the acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor</p> | <p>N/A.</p> |
| 74. | <input type="checkbox"/> | <p>A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each mining tenement and petroleum tenement or, where appropriate, each group of tenements</p> | <p>N/A.</p> |
| 75. | <input type="checkbox"/> | <p>A declaration of conformity or otherwise with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves appended to the listing rules, for any public reports on exploration results, mineral resources and ore reserves and a declaration of conformity or otherwise with the SPE PRMS for any public reports on petroleum reserves, contingent resources and prospective resources</p> | <p>N/A.</p> |

Entities incorporated or established outside of Australia

- | | | | |
|-----|-------------------------------------|---|------------------------------|
| 76. | <input checked="" type="checkbox"/> | <p>Evidence that the entity is registered as a foreign company in Australia</p> | <p>See Folder 1, Tab 18.</p> |
|-----|-------------------------------------|---|------------------------------|

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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|------------------------------|---|--|
| 77. <input type="checkbox"/> | <p>Confirmation that the entity's Prospectus, Product Disclosure Statement or Information Memorandum includes a clear statement of its place of incorporation or registration and a statement to the effect that:</p> <p>"As [<i>name of entity</i>] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [<i>insert name of governing legislation</i>] and [<i>insert name of corporate regulator administering that legislation</i>]."</p> | <p>Refer to the Important Notice section (page 3) of the Information Memorandum.</p> |
| 78. <input type="checkbox"/> | <p>A concise summary²⁷ of the rights and obligations of security holders under the law of its home jurisdiction covering:</p> <ul style="list-style-type: none"> • what types of transactions require security holder approval; • whether security holders have a right to request or requisition a meeting of security holders; • whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf; • how changes in the rights attaching to securities are regulated; • what rights do security holders have to seek relief for oppressive conduct; • what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and • whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act | <p>Refer to section 7 (page 38) of the Information Memorandum.</p> |
| 79. <input type="checkbox"/> | <p>A concise summary²⁸ of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction</p> | <p>Refer to section 7.21 (page 44) of the Information Memorandum.</p> |

Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:

²⁷ The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

²⁸ See note 27 above.

- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price; and
 - Any other information that ASX may require under listing rule 1.17.²⁹

²⁹ Among other things, this information may include evidence (such as copies of the entity's share register, bank statements, application forms and cheques) to demonstrate compliance with the minimum spread requirements in listing rule 1 condition 7.