

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Name of entity:	Smartpay Holdings Limited
ARBN:	160 712 210

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gregor John Barclay
Date of appointment	1 July 2012

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

Part 2 – Director’s relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
Claymore Partners Trustees 2011 Limited – held beneficially	10,000,000 Directors Incentive Options 2014 10,000,000 Directors Incentive Options 2016
Gregor John Barclay and Maria Anne Mcelwee as trustees of the Abergeldie Trust - trustee, no beneficial interest in the trust	1,119,444 Ordinary Shares
Ngatapa Advisory Limited – potential beneficiary under a discretionary trust	1,252,627 Ordinary Shares

Part 3 – Director’s interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A

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No. and class of securities to which interest relates	N/A
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+ See chapter 19 for defined terms.