

Appendix 3Y

Change of Director's Interest Notice

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

Introduced 30/09/01 Amended 01/01/11

Name of entity Smartpay Holdings Limited
ABN 160 712 210

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ivan Hammerschlag
Date of last notice	9 September 2013

Part 1 - Change of director's relevant interests in securities

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

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

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	New holder name Tidereef Pty Limited as trustee for Ivan Hammerschlag Superannuation Fund. Potential beneficiary under a discretionary trust.
Date of change	11 December 2013
No. of securities held prior to change	Held by Drumalbyn Holdings Pty Limited (Ivan Hammerschlag Superannuation Account): 1. 2,491,597 Ordinary shares 2. 2,000,000 December 2014 Options 3. 2,000,000 December 2017 Incentive Options 4. 2,000,000 December 2018 Incentive Options
Class	Ordinary shares

+ See chapter 19 for defined terms.

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Number acquired	508,403 ordinary shares Acquired by Tidereef Pty Limited as trustee for Ivan Hammerschlag Superannuation Fund
Number transferred	<ol style="list-style-type: none"> 2,491,597 Ordinary shares 2,000,000 December 2014 Options 2,000,000 December 2017 Incentive Options 2,000,000 December 2018 Incentive Options <p>Transferred into the name of Tidereef Pty Limited as trustee for Ivan Hammerschlag Superannuation Fund. Ivan Hammerschlag is a potential beneficiary under a discretionary trust.</p>
Number disposed	nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>\$143,394.81 for the number acquired</p> <p>\$0 consideration for the transfers. The transfer resulted in no change to the beneficial ownership of the shares.</p>
No. of securities held after change	<p>Held by Tidereef Pty Limited as trustee for Ivan Hammerschlag Superannuation Fund:</p> <p>3,000,000 Ordinary shares</p> <p>2,000,000 December 2014 Options</p> <p>2,000,000 December 2017 Incentive Options</p> <p>2,000,000 December 2018 Incentive Options</p>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<p>On market trade for the purchase of the 508,403 ordinary shares.</p> <p>Off market transfer resulting in no change to the beneficial ownership of the shares and options.</p>

Part 2 – Change of director's interests in contracts

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

Detail of contract	n/a
Nature of interest	n/a

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Name of registered holder (if issued securities)	n/a
Date of change	n/a
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	n/a
Interest acquired	n/a
Interest disposed	n/a
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	n/a
Interest after change	n/a

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	n/a
If prior written clearance was provided, on what date was this provided?	n/a

⁺ See chapter 19 for defined terms.