

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	Bradley Gerdis
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.	Potential beneficiary under a discretionary trust - Haymaker Investments Pty Limited (Haymaker Account)
Date of change	6 August 2014 and 11 August 2014
No. of securities held prior to change	5,571,109 ordinary shares
Class	Ordinary shares

+ See chapter 19 for defined terms.

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Number acquired	85,000
Number transferred	nil
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	6 August 2014 ASX: 35,000 at AU\$0.22 11 August 2014 NZX: 50,000 at NZ\$0.23
No. of securities held after change	<p>Haymaker Investments Pty Limited (Haymaker Account) – potential beneficiary under a discretionary trust</p> <p>5,656,109 ordinary shares</p> <p>10,000,000 December 2014 Options 10,000,000 December 2017 Incentive Options 10,000,000 December 2018 Incentive Options</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase

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.