

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Smartpay Holdings Limited**ACN/ARSN **160 712 210****1. Details of substantial holder (1)**Name **Anacacia Pty Limited**ACN/ARSN (if applicable) **159 223 659**The holder became a substantial holder on **31/08/2017****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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Ordinary Shares</b>	<b>8,601,628</b>	<b>8,601,628</b>	<b>5.0%</b>

**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 (7)	Class and number of securities
<b>Anacacia Pty Limited</b>	<b>Relevant interest under section 608(1) of the Corporations Act, being the registered holder of the securities</b>	<b>8,601,628 fully paid ordinary shares</b>

**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 (8)	Class and number of securities
<b>Anacacia Pty Limited</b>	<b>Anacacia Pty Limited (as Trustee for Wattle Fund)</b>	<b>N/A</b>	<b>8,601,628 fully paid ordinary shares</b>

**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 (9)		Class and number of securities
		Cash	Non-cash	
<b>Anacacia Pty Limited</b>	<b>14/06/2017 – 31/08/2017</b>	<b>\$590,460</b>		<b>3,475,000</b>

**6. Associates**

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
<b>N/A</b>	

**7. Addresses**

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

Name	Address
Anacacia Pty Limited	Level 2, 53 Cross Street, Double Bay NSW 2028

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**Signature**

Print name      **Tom Granger**      Capacity      **Portfolio Manager**

Sign here            Date      **31/08/2017**

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