

**Form 604**  
**Corporations Act 2001**  
**Section 671B**

**Notice of change of interests of substantial shareholder**

To: Company Name/Scheme Pacific Smiles Group Limited

ACN / ARBN 103 087 449

**1. Details of substantial holder (1)**

Name Alexander Abrahams, Susan Abrahams, Just Paddling Pty Ltd ACN 159 542 837, Theemax Pty Ltd 165 254 517, Whitesail Pty Ltd ACN 002 776 098, Lucinda Abrahams, Caroline Abrahams

ACN (if applicable) As above

There was a change in the interests of the substantial shareholder on 02/10/2019

The previous notice was given to the company on 25/08/2016

The previous notice was dated 25/08/2016

**2. Previous and present 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 shareholder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	37,613,361	24.75%	33,827,361	22.26%*

\*Based on 151,993,395 ordinary shares as at 03/10/2019

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
02/10/2019	Refer Annexure A	Shares disposed	\$3,000,000.00	2,000,000	Refer Annexure A
02/09/2019	Refer Annexure A	Shares disposed	\$1,000,000.00	500,000	Refer Annexure A
26/06/2019	Refer Annexure A	Shares disposed	\$2,250,000.00	2,000,000	Refer Annexure A
23/11/2018	Refer Annexure A	Shares acquired	\$208,820	154,000	Refer Annexure A
06/06/2017	Refer Annexure A	Shares acquired	\$974,842.42	535,000	Refer Annexure A
26/04/17	Refer Annexure A	Shares acquired	\$50,250	25,000	Refer Annexure A

**4. Present relevant interests**

Particulars of each relevant interest of the substantial shareholder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A	ORD	Refer Annexure A

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial shareholder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of Association
Refer Annexure A	Refer Annexure A

## 6. Addresses

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

Name	Address
Refer Annexure A	Refer Annexure A

## Signature

print name Alexander Abrahams

capacity Substantial holder in an individual capacity and authorized on behalf of the other substantial holders

sign here

Date 4 October 2019

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The Person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (7) Details to the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

4 October 2019

## Annexure A

This is Annexure A referred to in Form 604 "Notice of change of interests of substantial holder"

Holder of relevant interest	Nature of relevant interest	Number and class of securities – last Notice dated 26/08/2016	Changes	Number and class of securities – Change notice dated 03/10/2019
Alexander Abrahams	Alexander Abrahams has a relevant interest in: <ul style="list-style-type: none"> <li>- the shares he directly holds, by operation of section 608(1)(a) of the Corporations act 2001 (Cth) <b>(Corporations Act);</b></li> <li>- the shares directly held by Susan Abrahams, by operation of sections 608(1)(b) and (c) of the Corporations Act;</li> <li>- the shares directly held by Lucinda Abrahams, by operation of sections 608(1)(b) and (c) of the Corporations Act;</li> <li>- the shares directly held by Caroline Abrahams, by operation of sections 608(1)(b) and (c) of the Corporations Act;</li> <li>- the shares directly held by Just Paddling Pty Ltd, by operation of sections 608(3)(a) of the Corporations Act;</li> <li>- the shares directly held by Theemax Pty Ltd, by operation of sections 608(3)(a) of the Corporations Act; and</li> <li>- the shares directly held by Whitesail Pty Ltd, by operation of sections 608(3)(a) of the Corporations Act.</li> </ul>	37,613,361	(10,000,000) 500,000 10,000,000 40,000 131,000 (2,000,000) (500,000) (2,000,000) (40,000) 25,000 23,000 35,000	33,827,361
Susan Abrahams	Susan Abrahams has a relevant interest in: <ul style="list-style-type: none"> <li>- the shares she directly holds, by operation of section 608(1)(a) of the Corporations Act;</li> <li>- the shares directly held by Lucinda Abrahams, by operation of sections 608(1)(b) and (c) of the Corporations Act;</li> <li>- the shares directly held by Caroline Abrahams, by operation of sections 608(1)(b) and (c) of the Corporations Act;</li> <li>- the shares directly held by Just Paddling Pty Ltd, by operation of sections 608(3)(a) of the Corporations Act;</li> <li>- the shares directly held by Theemax Pty Ltd, by operation of sections 608(3)(a) of the Corporations Act; and</li> <li>- the shares directly held by Whitesail Pty Ltd, by operation of sections 608(3)(a) of the Corporations Act.</li> </ul>	7,677,351	10,000,000 40,000 131,000 (2,000,000) (500,000) (2,000,000) (40,000) 25,000 23,000 35,000	13,391,351
Just Paddling Pty Ltd	Just Paddling Pty Ltd has a relevant interest in shares it directly holds by operation of section 608(1)(a) of the Corporations Act.	4,059,082	(40,000)	4,019,082
Theemax Pty Ltd	Theemax Pty Ltd has a relevant interest in shares it directly hold by operation of section 608(1)(a) of the Corporations Act.	300,000	25,000 23,000 35,000	383,000
Whitesail Pty Ltd	Whitesail Pty Ltd has a relevant interest in shares it directly holds by operation of section 608(1)(a) of the Corporations Act.	20,000		20,000
Lucinda Abrahams	Lucinda Abrahams has a relevant interest in shares she directly holds by operation of section 608(1)(a) of the Corporations Act.	15,000		15,000
Caroline Abrahams	Caroline Abrahams has a relevant interest in shares she directly holds by operation of section 608(1)(a) of the Corporations Act.	15,000		15,000

The address of all persons and entities names in this Annexure A is:

124 Maitland Vale Road, Maitland Vale, NSW 2320