



10 February 2015

Company Announcements
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Notice of Change of Director's Interests – No Change in Substantial Holding

ThinkSmart Limited (ASX: TSM) ("the Company") refers to the attached Appendix 3Y and ASIC Form 604 for Mr Montarello advising of off market share transfers between Mr Montarello's securities holdings. The Company confirms there is no change to the level of relevant interest held by Mr Montarello and his related entities.

Yours faithfully

A handwritten signature in dark ink, appearing to read "Neil Hackett", written over a light blue horizontal line.

Neil Hackett
Company Secretary
ThinkSmart Limited

ThinkSmart Limited
ABN 24 092 319 698

Australian Registered Office
Suite 5, 531 Hay Street
Subiaco, 6008
WESTERN AUSTRALIA
P +61 8 9380 8333
F +61 8 9380 8300

European Head Office
7th Floor, Oakland House
Talbot Road, Old Trafford
Manchester, M16 0PQ
UNITED KINGDOM
P +44 161 333 2400
F +44 161 333 2426

www.thinksmartworld.com

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	ThinkSmart Limited
ABN	24 092 319 698

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	Natale Ronald Montarello
Date of last notice	23 October 2015

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	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Off-market transfer: 5,767,072 from Ned Montarello to Montarello Invest A/C 11,691,278 from Mainwest to Montarello Invest A/C
Date of change	9 February 2015
No. of securities held prior to change	Direct: 5,767,072 shares Indirect: 11,691,278 shares (Mainwest) 9,563,606 shares (Montarello Invest A/C) 1,200 shares (The Adam Montarello A/C) 1,200 shares (The Scott Montarello A/C) 1,535,000 shares (Montarello Super Fund A/C) 2,500,000 shares (ThinkSmart Limited Long Term Incentive Plan)
Class	Fully paid ordinary shares
Number acquired	17,458,350
Number disposed	17,458,350

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Off market transfer at deemed price of \$0.345 per share
No. of securities held after change	Direct: nil shares Indirect: 27,021,956 shares (Montarelli Invest A/C) 1,200 shares (The Adam Montarelli A/C) 1,200 shares (The Scott Montarelli A/C) 1,535,000 shares (Montarelli Super Fund A/C) 2,500,000 shares (ThinkSmart Limited Long Term Incentive Plan)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market transfer: 5,767,072 from Ned Montarelli to Montarelli Invest A/C 11,691,278 from Mainwest to Montarelli Invest A/C

Part 2 – Change of director's interests in contracts N/A

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

+ See chapter 19 for defined terms.

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?	N/A
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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ThinkSmart Limited

ACN/ARSN 092 319 698

1. Details of substantial holder (1)

Name Natale Ronald Montarello

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

09/02/2015

The previous notice was given to the company on

28/01/2015

The previous notice was dated

28/01/2015

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 holder 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)
Ordinary shares	31,059,356	20.713%	31,059,356	32.28% (based on 96,227,922 Ordinary Shares on issue)

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
09/02/15	Natale Ronald Montarello	Off market transfer from Natale Montarello to Ned Montarello ATF Montarello Investment Trust	\$1,989,639.84	5,767,072	5,767,072
09/02/15	Mainwest Pty Ltd	Off market transfer from Mainwest to Ned Montarello ATF Montarello Investment Trust	\$4,033,494.02	11,691,278	11,691,278

4. Present relevant interests

Particulars of each relevant interest of the substantial holder 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
Natale Ronald Montarello	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Trustee and beneficiary of Montarello Investment Trust	27,021,956 Ordinary Shares	27,021,956
Natale Ronald Montarello	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Trustee of the Adam Montarello Trust	1,200 Ordinary Shares	1,200
Natale Ronald Montarello	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Trustee of the Scott Montarello Trust	1,200 Ordinary Shares	1,200

Natale Ronald Montarello	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	Trustee and beneficiary of Montarello Super Fund	1,535,000 Ordinary Shares	1,535,000
Natale Ronald Montarello	ThinkSmart LTI Pty Ltd as trustee for the Long Term Incentive Plan	ThinkSmart LTI Pty Ltd as trustee for the Long Term Incentive Plan	Beneficiary subject to the terms of the long Term Incentive Plan	2,500,000 Ordinary Shares	2,500,000

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 holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Natale Ronald Montarello	49 Keane Street, Peppermint Grove WA 6011
Mainwest Pty Ltd	49 Keane Street, Peppermint Grove WA 6011
Pershing Australia Nominees Pty Ltd <MWH Capital Pty Ltd A/C>	GPO Box 5343, Sydney NSW 2001
ThinkSmart LTI Pty Ltd	Suite 5, 531 Hay Street, Subiaco WA 6008

Signature

print name Natale Ronald Montarello

capacity Sole Director and Secretary of Mainwest Pty Ltd, trustee of Montarello Investment Trust, trustee of Montarello Super Fund and personally

sign here



date 10/02/15

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).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of 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 on 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.