

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Total Face Group Limited

ACN/ARSN 169 177 833

1. Details of substantial holder (1)

Name Total Face Group Limited

ACN/ARSN (if applicable) 169 177 833

The holder became a substantial holder on 14 / 01 / 2015.

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	Persons' votes (5)	Voting power (6)
Fully Paid Ordinary	32,052,058	32,052,058	42.98%

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
Total Face Group Limited	Total Face Group Limited has the power over the disposal of fully paid shares that are escrowed under the escrow deeds entered into with the persons listed in Annexure A, which gives rise to a relevant interest under section 608(1)(c) of the Corporations Act 2001 (Cth). Total Face Group Limited has no right to control or exercise the voting rights of these shares or to acquire these shares.	32,052,058 ordinary shares

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
See Annexure A	See Annexure A	See Annexure A	See Annexure A

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:

No consideration was paid by Total Face Group Limited. Total Face Group Limited has no right to acquire the shares subject to the escrow arrangements.

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Total Face Group Limited	N/A	N/A	N/A	N/A

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

7. Addresses

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

Name	Address
Total Face Group Limited	Level 4, 11 Bank Place Melbourne VIC 3000
Escrowed Parties	See Annexure A

Signature

print name Liza Juegan capacity Company Secretary

sign here



date 20 / 01 / 2016

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.

- (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) 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 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.

Annexure A

Holder of Relevant Interest	Name of Escrowed party	Address	Class and Number of Securities	
			Escrowed	
Total Face Group Limited	MR PAUL RICHARD FIELDING	PO BOX 691, MOONEE PONDS VIC, 3039	6,783,799	ORDINARY SHARES
Total Face Group Limited	SUPER FIELDING PTY LTD <FIELDING SUPERANNUATION FUND>	PO BOX 691, MOONEE PONDS VIC, 3039	3,300,000	ORDINARY SHARES
Total Face Group Limited	FIP INVESTMENTS (VIC) PTY LTD <FIP INVESTMENT A/C>	PO BOX 691, MOONEE PONDS VIC, 3039	2,750,000	ORDINARY SHARES
Total Face Group Limited	MRS JANE LOUISE FIELDING	PO BOX 691, MOONEE PONDS VIC, 3039	1,430,000	ORDINARY SHARES
Total Face Group Limited	MRS JOANNE HANNAH	6 BLAKE COURT, MT ELIZA VIC, 3930	2,090,000	ORDINARY SHARES
Total Face Group Limited	FLASHLIGHT ADVISORY PTY LTD <FLASHLIGHT ADVISORY INVEST>	PO BOX 802, NORTH MELBOURNE VIC, 3051	3,025,000	ORDINARY SHARES
Total Face Group Limited	MR KYRIAKOS POUTAKIDIS	111 ASHBURN GROVE, ASHBURTON VIC, 3147	1,595,000	ORDINARY SHARES
Total Face Group Limited	FIELDING HILL CAPITAL PTY LTD	UNIT 3 30 TENNYSON STREET, ELWOOD VIC, 3184	1,375,000	ORDINARY SHARES
Total Face Group Limited	MS KYLIE PAGE	14 CROFTON DRIVE, WILLIAMSTOWN VIC, 3016	46,750	ORDINARY SHARES
Total Face Group Limited	MS DEANNE SHEARER	56 ORLANDO STREET, HAMPTON VIC, 3188	16,500	ORDINARY SHARES
Total Face Group Limited	DR VILMA DI MARIA	51 ALBERT STREET, PORT MELBOURNE VIC, 3207	110,000	ORDINARY SHARES
Total Face Group Limited	MR ANDREW BRADBURY	32 CLIVE ST, BRIGHTON EAST VIC, 3187	137,951	ORDINARY SHARES
Total Face Group Limited	MR KEVIN JOSEPH BROUGH	27 WILLOUGHBY STREET, KIRRIBILLI NSW, 2061	55,000	ORDINARY SHARES
Total Face Group Limited	LEBOWSKI HOLDINGS PTY LTD	56 ORLANDO STREET, HAMPTON VIC, 3188	275,000	ORDINARY SHARES
Total Face Group Limited	SIMON GENNARI	1/63 LUCKNOW STREET, MITCHAM VIC, 3132	110,000	ORDINARY SHARES
Total Face Group Limited	STREET CAPITAL PARTNERS PTY LTD	PO BOX 802, NORTH MELBOURNE VIC, 3051	687,500	ORDINARY SHARES
Total Face Group Limited	MS SANDY GRIFFITHS	PO BOX 2005, FITZROY VIC, 3065	275,000	ORDINARY SHARES
Total Face Group Limited	MR MICHAEL WILLIAMSON	846 HIGH STREET, RESERVOIR VIC, 3073	110,000	ORDINARY SHARES
Total Face Group Limited	MR ANDREW BRADBURY	32 CLIVE ST, BRIGHTON EAST VIC, 3187	137,049	ORDINARY SHARES
Total Face Group Limited	MRS LIZA JUEGAN	14 CLARENDON PDE, WEST FOOTSCRAY VIC, 3012	146,674	ORDINARY SHARES
Total Face Group Limited	MR MICHAEL VINCENT STEVENS	1 / 11 MOUNT STREET, PRAHRAN VIC, 3181	146,663	ORDINARY SHARES
Total Face Group Limited	MS CAROLYN WHEELER-RANKIN	8 CAHILL CLOSE, MILL PARK VIC, 3082	88,000	ORDINARY SHARES
Total Face Group Limited	MR MICHAEL O SHAUGHNESSY	UNIT 16 2 MADDOCK STREET, WINDSOR VIC, 3181	82,500	ORDINARY SHARES
Total Face Group Limited	MR MARK EDWIN TOWNSEND	1209 /280 SPENCER ST, MELBOURNE VIC, 3000	110,000	ORDINARY SHARES
Total Face Group Limited	MR COREY PETER YEATMAN	7 / 201 ABBOTSFORD STREET, NORTH MELBOURNE	82,500	ORDINARY SHARES
Total Face Group Limited	SUBURBAN HOLDINGS PTY LTD <THE SUBURBAN SUPER FUND A/C>	4/7 DUMARESQ ROAD, ROSE BAY NSW, 2029	63,815	ORDINARY SHARES
Total Face Group Limited	WEINBERG BROS PTY LTD <DANIEL WEINBERG A/C>	54 KAMBALA ROAD, BELLEVUE HILL NSW, 2023	63,815	ORDINARY SHARES
Total Face Group Limited	MOONCOW PTY LTD <MOONCOW A/C>	PO BOX 3144, BELLEVILLE NSW, 2023	31,907	ORDINARY SHARES
Total Face Group Limited	TERRI WOLPERT	2/474 OLD SOUTH HEAD ROAD, ROSE BAY NSW, 20	31,907	ORDINARY SHARES
Total Face Group Limited	MR ANDREW PETRIE + MRS EWINA PETRIE <ANDREW PETRIE S/F A/C>	1/17A COOPER PARK RD, BELLEVUE HILL NSW, 202	12,767	ORDINARY SHARES
Total Face Group Limited	MR THOMAS PETRIE	1/17A COOPER PARK RD, BELLEVUE HILL NSW, 202	12,767	ORDINARY SHARES
Total Face Group Limited	CHIFLEY PORTFOLIOS PTY LTD <DAVID HANNEN A/C>	LEVEL 7 151 MACQUARIE STREET, SYDNEY NSW, 20	47,861	ORDINARY SHARES
Total Face Group Limited	MRS MELANIE JILL BOME	14 KINGS ROAD, VAUCLUSE NSW, 2030	47,861	ORDINARY SHARES
Total Face Group Limited	PRIME LOCATIONS PTY LTD <SUPERANNUATION FUND>	PO BOX 275, DOUBLE BAY NSW, 2028	13,156	ORDINARY SHARES
Total Face Group Limited	INDIGO PACIFIC PTE LTD	ROOM 2302, 23RD FLOOR LOCKHART RD, WANCHA	2,750,000	ORDINARY SHARES
Total Face Group Limited	MARSHALL WILLIAM HOLDING PTY LTD	28 PARK STREET, MOONEE PONDS VIC, 3039	1,650,000	ORDINARY SHARES
Total Face Group Limited	MISS JULIE DOYLE	PO BOX 1480, WERRIBEE PLAZA VIC, 3030	62,854	ORDINARY SHARES
Total Face Group Limited	MR KEN POUTAKIDIS	11 ASHBURN GROVE, ASHBURTON VIC, 3147	88,000	ORDINARY SHARES
Total Face Group Limited	GHDD NOMINEES PTY LTD <HD FAMILY A/C>	PO BOX N250, GROSVENOR PLACE NSW, 1217	814,814	ORDINARY SHARES
Total Face Group Limited	TOMHAGEN PTY LTD <TOMHAGEN TRUST	227 Abbotsford Street, North Melbourne VIC 305	1,494,648	ORDINARY SHARES