

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

TOTAL FACE GROUP LIMITED

ABN

43 169 177 833

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |                              |
|---|---|------------------------------|
| 1 | +Class of +securities issued or to be issued  | Redeemable Convertible Notes |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,000,000                    |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<p><b>Interest Rate:</b> 8% per annum payable on conversion.</p> <p><b>Maturity Date:</b> 8<sup>th</sup> June 2020.</p> <p><b>Face Value:</b> AU\$1.00 per Note.</p> <p><b>Conversion Rate:</b> The number of Fully Paid Ordinary Shares to be issued to each Noteholder on conversion of the Notes will be calculated by dividing the number of Notes to be converted by \$0.225 - (For example: 100,000 notes if converted would receive 444,444 Fully Paid Ordinary Shares).</p> <p><b>Compulsory Conversion:</b> The Company may convert all outstanding Notes if the Volume Weighted Average Price of Ordinary shares traded on the ASX is greater than \$0.30 for the 30 trading days immediately prior to the date at which the Compulsory Conversion notice is issued.</p> <p><b>Redemption:</b> Following the first 12 month and until end of Term the Company may provide notice to redeem up to 100% of all outstanding Notes at face value inclusive of accrued interest. Note holders upon receipt of this notice may immediately convert their Notes into Fully Paid Ordinary Shares.</p>
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+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>On conversion the shares will rank equally with all other ordinary shares.</p>
5	Issue price or consideration	AU\$1.00 each Note (AU\$1,500,000).
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Working capital and increase the Company's flexibility to take advantage of additional opportunities that may arise.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	n/a
6b	The date the security holder resolution under rule 7.1A was passed	n/a
6c	Number of +securities issued without security holder approval under rule 7.1	n/a
6d	Number of +securities issued with security holder approval under rule 7.1A	n/a

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**


6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a				
6f	Number of +securities issued under an exception in rule 7.2	n/a				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1- 8,120,116 ordinary shares  7.1A- 12,184,233				
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	8 <sup>th</sup> June 2017				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 1509 995 1547">Number</th> <th data-bbox="995 1509 1294 1547">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1547 995 1771">91,910,293</td> <td data-bbox="995 1547 1294 1771">Ordinary fully paid</td> </tr> </tbody> </table>	Number	+Class	91,910,293	Ordinary fully paid
Number	+Class					
91,910,293	Ordinary fully paid					

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9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		1,494,648 Restricted securities held in escrow for 24 months from date of listing (14 <sup>th</sup> January 2016) (ASX imposed)	Ordinary shares
		29,704,742 Restricted securities in escrow for 24 months from the date of listing (14 <sup>th</sup> January 2016) (ASX imposed)	Ordinary shares
		2,000,000	Convertible Notes
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

**Part 2 - Pro rata issue**    **N/A Deleted**

**Part 3 - Quotation of securities**    **N/A Deleted**

Sign here:  ..... Date: 8 / 6 / 2017  
(Company secretary)

Print name:        Liza Juegan

+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	121,842,338
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><b><i>Note:</i></b></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p style="text-align: center;">Nil</p> <p style="text-align: center;">Nil</p> <p style="text-align: center;">Nil</p>
<b><i>Subtract</i></b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	121,842,338

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	18,276,350
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>553,433 issued as part consideration for post completion payment of Face Today Mediclinic acquisition</p> <p>713,912 issued as part consideration for post completion payment of Rejuven8 acquisition</p> <p>8,888,889 being 2,000,000 Convertible Notes at a conversion rate of 4.444 Fully Paid Ordinary Shares on conversion</p>
“C”	10,156,234
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	18,276,350
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	10,156,234
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>8,120,116</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	121,842,338
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	12,184,233
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	Nil

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	12,184,233
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	12,184,233  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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