

## Form 603

### Corporations Act 2001 Section 671B

#### Notice of Initial Substantial Holder

To Company Name / Scheme

**SKIN ELEMENTS LIMITED**

ACN/ARSN

**608 047 794**

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

Name

**Sovereign Empire Pty Ltd**

ACN/ARSN (if applicable)

**616 024 661**

The holder became a substantial holder on 23 / 12 / 2016

#### 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)
Fully Paid Ordinary Shares	10,130,781	13.8 %	13.8 %

#### 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
Sovereign Empire Pty Ltd	Sovereign Empire Pty Ltd has a relevant interest in the shares as the holder of the shares.	10,130,781 Ordinary Shares
Mr Peter Francis Malone	Mr Peter Francis Malone has a relevant interest in the shares as the Director and shareholder of Sovereign Empire Pty Ltd	10,130,781 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
Sovereign Empire Pty Ltd	Sovereign Empire Pty Ltd	Sovereign Empire Pty Ltd	10,130,781 Ordinary Shares

#### 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	
10,130,781 Ordinary Shares	23/12/2016	-	Issued pursuant to Share Acquisition Agreement as consideration for shares held in SE Operation Pty Ltd	10,130,781 Ordinary Shares

**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
Mr Peter Francis Malone	Director / Shareholder

**7. Addresses**

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

Name	Address
Sovereign Empire Pty Ltd	Office 7, 36 Ord St West Perth WA 6005
Mr Peter Francis Malone	1 Sudbury Way, City Beach WA 6010

**Signature**

Print name

PETER MALONE

Capacity :

DIRECTOR

Sign here



Date

9 / 1 / 16