

\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

SKIN ELEMENTS LIMITED (SKN)

ABN

90 608 047 794

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 | (a) Fully paid ordinary Shares (Shares)
(b) Quoted options (\$0.10; 31/12/2020) (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 43,026,519 (Entitlement Offer Shares)
(b) 10,756,630 (Entitlement Offer Options) |
| 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) | (a) Fully paid ordinary Shares
(b) Unquoted options (\$0.10; 31/12/2020) |

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4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Shares rank equally in all respects with existing ordinary fully paid shares (ASX: SKN) The shares issued on exercise of the Options will rank equally in all respects with existing ordinary fully paid shares (ASX: SKN)
5	Issue price or consideration	(a) \$0.0.25 per Share (b) Nil (free attaching options)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) Working capital and to fund the Company's business development program. (b) as free attaching options to the Shares issued pursuant to the Entitlement Offer.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	None

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	None	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	None	
6f	Number of +securities issued under an exception in rule 7.2	43,026,519 Entitlement Offer Shares 10,756,630 Entitlement Offer Options	
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	141,500	
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 August 2018	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		87,022,754 42,056,766 15,746,617 23,028,383 12,256,630	SKN – ordinary fully paid SKNESEC24 – ordinary escrow 24 SKNO – options \$0.20 ex 31/10/18 SKNOESC24 – options escrow 24 SKNOA – options \$0.10 ex 31/12/20

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9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="727 277 922 315">Number</th><th data-bbox="922 277 1338 315">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="727 315 922 535">6,471,617 21,028,383 338,000</td><td data-bbox="922 315 1338 535">SKNUOESC₁₂ - \$0.30 30/11/19 SKNUOESC₂₄- \$0.30 30/11/19 SKNUOPT₂₂ - \$0.22 6/3/2020</td></tr> </tbody> </table>	Number	⁺ Class	6,471,617 21,028,383 338,000	SKNUOESC ₁₂ - \$0.30 30/11/19 SKNUOESC ₂₄ - \$0.30 30/11/19 SKNUOPT ₂₂ - \$0.22 6/3/2020
Number	⁺ Class				
6,471,617 21,028,383 338,000	SKNUOESC ₁₂ - \$0.30 30/11/19 SKNUOESC ₂₄ - \$0.30 30/11/19 SKNUOPT ₂₂ - \$0.22 6/3/2020				
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A				

Part 2 - Pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non Renounceable
13 Ratio in which the ⁺securities will be offered	1 for 2
14 ⁺Class of ⁺securities to which the offer relates	Ordinary Fully Paid Shares and attaching free option (1 for 4)
15 ⁺Record date to determine entitlements	19 July 2018
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Rounding up to nearest whole
18 Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries except Australia, New Zealand, Hong Kong and China

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	Gloucester & Portman Capital Pty Ltd
21	Amount of any underwriting fee or commission	• 7% on funds raised • \$20,000 cash • 2,500,000 fully paid ordinary shares (subject to shareholder approval)
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	23 July 2018
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A

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31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	8 August 2018

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☒ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A					
39	+Class of +securities for which quotation is sought	N/A					
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table>		Number	+Class		
Number	+Class						

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Craig Piercy
(Director/Company secretary)

Date: 07/09/2018

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+ 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

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	76,550,001
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	43,026,520
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	119,576,520

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	17,936,478
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 Note: <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	1,165,000 ord shares (issued 30/10/2017) 2,338,000 ord shares (issued 6/3/2018) 338,000 options (issued 6/3/2018) 6,000,000 ord shares (issued 29/6/2018) 1,500,000 options (issued 29/6/2018)
“C”	11,341,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	17,936,478
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	11,341,000
Total [“A” x 0.15] – “C”	6,595,475 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	119,576,520
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	11,957,652
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items	
“E”	0

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	11,957,652
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	11,957,652 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

SKIN ELEMENTS LIMITED

Top 20 holders SKNOA (Listed Option Exp 31 Dec 2020 @ \$0.10)

Rank	Name	06 Sep 2018	%IC
1	SOVEREIGN EMPIRE PTY LTD	1,266,348	10.33
2	BRAUNII PTY LTD	1,122,500	9.16
3	BLACKRIDGE GROUP PTY LTD	750,000	6.12
4	SOVEREIGN EQUITIES PTY LTD	571,286	4.66
5	MR STEVEN PANOMARENKO	506,250	4.13
6	THORNBURY NOMINEES PTY LTD	500,000	4.08
7	MR MORRIS ALAN LEVITZKE	400,000	3.26
8	ROBIN ARMSTRONG	300,000	2.45
9	LAWLEY GROUP PTY LTD	259,381	2.12
10	GLOUCESTER & PORTMAN CAPITAL PTY LTD	250,875	2.05
11	FIVE T CAPITAL PTY LTD	250,000	2.04
11	UNION PACIFIC INVESTMENTS PTY LTD	250,000	2.04
11	SEVENSPEED PTY LTD	250,000	2.04
11	NINETY THREE PTY LTD	250,000	2.04
11	LABANC PTY LTD	250,000	2.04
11	OMONDALI PTY LTD	250,000	2.04
11	MR ANDREW ROSS TAYLOR	250,000	2.04
12	CUMANI INVESTMENTS PTY LTD	246,938	2.01
13	JAMES OWEN MOSES	200,000	1.63
13	MR HARSHVARDHAN SUKHATME	200,000	1.63
14	CLARE MALONE	187,500	1.53
15	MR GEORGE ADAM MITCHELL TENNENT	184,688	1.51
16	LJM CAPITAL CORPORATION PTY LTD	156,250	1.27
17	MR ROBERT DAVID OSMOND HAINES & MRS AMANDA HAINES	150,000	1.22
17	MILA PTY LTD	150,000	1.22
17	CHANCERY HOLDINGS PTY LTD	150,000	1.22
18	KAVA HOLDING PTY LTD	128,125	1.05
19	MR KEVIN D'SOUZA	125,000	1.02
20	MR STACEY HUBERT CARTER	100,025	0.82
Total		9,655,166	78.78
Balance of register		2,601,464	21.22
Grand total		12,256,630	100.00

+ See chapter 19 for defined terms.

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**Holding Distribution SKNOA (Listed Option Exp 31 Dec
2020 @ \$0.10)**

Range	Securities	%	No. of holders
100,001 and Over	9,755,179	79.59	30
10,001 to 100,000	2,240,114	18.28	51
5,001 to 10,000	166,658	1.36	22
1,001 to 5,000	90,102	0.74	34
1 to 1,000	4,577	0.04	9
Total	12,256,630	100.00	146
Unmarketable Parcels	0	0.00	0

+ See chapter 19 for defined terms.