



Announcement Summary

Entity name

SKIN ELEMENTS LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday February 5, 2020

The Proposed issue is:

☒ A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	unlisted options exercisable at \$0.03 on or before 31/12/2020	33,493,200
SKN	ORDINARY FULLY PAID	100,479,601

Ex date

Monday February 10, 2020

+Record date

Tuesday February 11, 2020

Offer closing date

Wednesday February 26, 2020

Issue date

Wednesday March 4, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

SKIN ELEMENTS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

90608047794

1.3 ASX issuer code

SKN

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Wednesday February 5, 2020

1.6 The Proposed issue is:

☒ A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

☒ + Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

SKN : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

SKN : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

5

For a given quantity of +securities held

9



What will be done with fractional entitlements?

Fractions of 0.5 or more rounded up

Maximum Number of +securities proposed to be issued

100,479,601

Purpose of the issue

to raise working capital

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price per +security

AUD 0.01000

Estimated or Actual?

☒ Actual

Oversubscription & Scale back details

Are +security holders allowed to oversubscribe?

☒ Yes

Provide the oversubscription details

individuals shareholders can apply for more than their entitlement

May a scale back be applied to this event?

☒ Yes

Provide the scale back details

pro-rata

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

**ASX +Security Code**

New class-code to be confirmed

+Security Descriptionunlisted options exercisable at \$0.03 on or before
31/12/2020**+Security Type**

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)**The quantity of attaching +securities to be issued**

1

For a given quantity of the new +securities issued

3

What will be done with fractional entitlements?

Fractions of 0.5 or more rounded up

Maximum Number of +securities proposed to be issued

33,493,200

Offer price details for retail security holders**Issue Currency**

AUD - Australian Dollar

Offer Price per +security

AUD 0.00000

Estimated or Actual?☒ Actual**Oversubscription & Scale back details****Are +security holders allowed to oversubscribe?**☒ Yes**Provide the oversubscription details**

as above

May a scale back be applied to this event?☒ Yes**Provide the scale back details**

as above

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes

Options details

+Security Currency

AUD - Australian Dollar

**Exercise Price**

AUD 0.0300

Expiry date

Thursday December 31, 2020

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

SKN : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Part 3C - Timetable

3C.1 +Record date

Tuesday February 11, 2020

3C.2 Ex date

Monday February 10, 2020

3C.4 Record date

Tuesday February 11, 2020

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

Friday February 14, 2020

3C.6 Offer closing date

Wednesday February 26, 2020

3C.7 Last day to extend the offer closing date

Friday February 21, 2020

3C.9 Trading in new +securities commences on a deferred settlement basis

Thursday February 27, 2020

3C.10 Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors

Friday February 28, 2020

3C.11 Issue date

Wednesday March 4, 2020

3C.12 Date trading starts on a normal T+2 basis

Thursday March 5, 2020



3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

Monday March 9, 2020

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

Titan Securities Pty Ltd

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

7% of total funds raised

2,500,000 ordinary fully paid shares (subject to Corporations Act and Listing Rules)

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

State Securities Pty Ltd

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Fully underwritten

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

1 % of total funds raised

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

No significant termination events

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

As disclosed in the prospectus - Legal advice, Share Registry processing, Printing & mailout

Part 3F - Further Information



3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue

working capital

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue

India
United Kingdom
United States of America

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ No

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.skinelementslimited.com/investors

3F.7 Any other information the entity wishes to provide about the proposed issue