

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Total Face Group Limited

ABN: 43 169 177 833

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Paul Richard Fielding
Date of last notice	21 September 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect										
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">6,783,799</td> <td>DIRECTLY HELD Fully Paid Ordinary Shares escrowed until 14 January 2018</td> </tr> <tr> <td>375,000</td> <td>DIRECTLY HELD Fully Paid Ordinary Shares – (bought on-market)</td> </tr> <tr> <td>3,300,000</td> <td>INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Super Fielding Pty Ltd ATF Fielding Superannuation Fund (Sole Director & 100% shareholder)</td> </tr> <tr> <td>2,750,000</td> <td>INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of FIP Investments (VIC) Pty Ltd (Sole Director & 100% shareholder)</td> </tr> <tr> <td>1,430,000</td> <td>INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Jane Fielding (Spouse)</td> </tr> </table>	6,783,799	DIRECTLY HELD Fully Paid Ordinary Shares escrowed until 14 January 2018	375,000	DIRECTLY HELD Fully Paid Ordinary Shares – (bought on-market)	3,300,000	INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Super Fielding Pty Ltd ATF Fielding Superannuation Fund (Sole Director & 100% shareholder)	2,750,000	INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of FIP Investments (VIC) Pty Ltd (Sole Director & 100% shareholder)	1,430,000	INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Jane Fielding (Spouse)
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1,430,000	INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Jane Fielding (Spouse)										
Date of change	8 June 2017										

+ See chapter 19 for defined terms.

Rule 3.19A.2

No. of securities held prior to change	<p>6,783,799 DIRECTLY HELD Fully Paid Ordinary Shares escrowed until 14 January 2018</p> <p>375,000 DIRECTLY HELD Fully Paid Ordinary Shares – (bought on-market)</p> <p>3,300,000 INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Super Fielding Pty Ltd ATF Fielding Superannuation Fund (Sole Director & 100% shareholder)</p> <p>2,750,000 INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of FIP Investments (VIC) Pty Ltd (Sole Director & 100% shareholder)</p> <p>1,430,000 INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Jane Fielding (Spouse)</p>
Class	Fully Paid Ordinary Shares & Secured Redeemable Convertible Notes
Number acquired	125,000 Convertible Notes with a Face Value of AU\$1.00 per Note convertible into Fully Paid Ordinary Shares 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)
Number disposed	NIL
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$125,000
No. of securities held after change	<p>6,783,799 DIRECTLY HELD Fully Paid Ordinary Shares escrowed until 14 January 2018</p> <p>375,000 DIRECTLY HELD Fully Paid Ordinary Shares – (bought on-market)</p> <p>3,300,000 INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Super Fielding Pty Ltd ATF Fielding Superannuation Fund (Sole Director & 100% shareholder)</p> <p>2,750,000 INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of FIP Investments (VIC) Pty Ltd (Sole Director & 100% shareholder)</p> <p>1,430,000 INDIRECT Fully Paid Ordinary Shares escrowed until 14 January 2018 in the name of Jane Fielding (Spouse)</p> <p>125,000 Convertible Notes with a Face Value of AU\$1.00 per Note convertible into Fully Paid Ordinary Shares by dividing the number of</p>

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Rule 3.19A.2

	Notes to be converted by \$0.225 - (For example: 100,000 notes if converted would receive 444,444 Fully Paid Ordinary Shares)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Convertible Notes issued to existing shareholders and other sophisticated investors in line with Section 708A of the Corporations Act

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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