



**ASX Announcement**  
**TOTAL FACE GROUP LIMITED**  
**Secured Redeemable Convertible Notes**

13<sup>th</sup> November 2017

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**Total Face Group Ltd (ASX:TFG)** (“TFG” or “Company”) is pleased to announce that following the completion of the Artisan Cosmetic and Rejuvenation Clinic acquisition announced 30 October 2017, the Company will issue a further 1,300,000 Secured Redeemable Convertible Notes (Note) at an issue price of AU\$1.00 per individual Note, to raise AU\$1,300,000.

The terms of the Note are outlined below in this announcement.

An Appendix 3B is attached to this notice.

Any questions relating to this announcement should be directed to Mrs Joanne Hannah, Chief Executive Officer +61 3 8547 3600.

## KEY TERMS OF THE CONVERTIBLE NOTE

| Offer Terms                  |  |
|------------------------------|--|
| <b>Issuer</b>                | Total Face Group Limited ACN 169 177 833 (“TFG”, the “Company” or the “Group”).  |
| <b>Issue</b>                 | 1,300,000 Secured Redeemable Convertible Notes.  |
| <b>Price</b>                 | \$1.00 (AUD).  |
| <b>Purpose</b>               | With the completion of the Artisan Cosmetic and Rejuvenation Clinic announced to the market on 30 October 2017, the funds raised will used for working capital.  |
| <b>Issue Date</b>            | 13 November 2017.  |
| <b>Term</b>                  | 3 years.   |
| <b>Interest</b>              | 8%<br>Accrues daily and paid within 5 business days upon each 6-month anniversary of the issue date.   |
| <b>Conversion</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 \$0.20.<br><i>(For example: 100,000 notes if converted would receive 500,000 Fully Paid Ordinary Shares).</i>    |
| <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 is issued.   |
| <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. |
| <b>Repayment</b>             | At the end of Term the Company will repay all outstanding Principal and all accrued interest.  |

END