

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme TOTAL FACE GROUP (TFG)
ACN/ARSN 169 177 833

1. Details of substantial holder (1)

Name Regal Funds Management Pty Ltd (RFM)
ACN/ARSN (if applicable) 107 576 821

There was a change in the interests of the substantial holder on

5/10/2018 and 8/10/2018

The previous notice was given to the company on

5/05/2017

The previous notice was dated

3/05/2017

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Current notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	6,331,153	5.14%	59,496,730	17.21% *

* The 17.21% is based on the total issued shares post the capital raising transaction involving a placement, rights issue and GBCo consideration. Regal became aware of the information regarding the details of its relevant interest after 9 October 2018.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
	See Annexure 1		

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
UBS AG, AUSTRALIA BRANCH	UBS NOMINEES PTY LTD	UBS AG, AUSTRALIA BRANCH	HOLDER OF SHARES	9,496,730 ORDINARY	9,496,730
MERRILL LYNCH INTERNATIONAL LIMITED	MERRILL LYNCH (AUS) NOMINEES PTY LTD	MERRILL LYNCH INTERNATIONAL LIMITED	HOLDER OF SHARES	50,000,000 ORDINARY	50,000,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

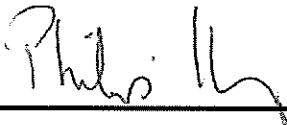
6. Addresses

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

Name	Address
PHILIP KING	LEVEL 47 GATEWAY 1 MACQUARIE PLACE SYDNEY NSW 2000

Signature

print name Philip King capacity Director

sign here  date 11/10/2018

Annexure 1

Changes in relevant interests

Date	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of securities affected	Class of securities	Persons votes affected
5/10/2018	Regal Funds Management	Buy	2500000.00	50000000	Ordinary	50000000
8/10/2018	Regal Funds Management	Buy	102464.35	2049287	Ordinary	2049287
8/10/2018	Regal Funds Management	Buy	55814.50	1116290	Ordinary	1116290

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