

Form 603

Corporations Act 2001 Section 671B

Notice of Initial Substantial Holder

To Company Name / Scheme

SKIN ELEMENTS LIMITED

ACN/ARSN

608 047 794

1. Details of substantial holder (1)

Name

Sovereign Equities Pty Ltd

ACN/ARSN (if applicable)

104 422 657

The holder became a substantial holder on 23 / 12 / 2016

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of Securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	4,570,325	6.2 %	6.2 %

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Sovereign Equities Pty Ltd	Sovereign Equities Pty Ltd has a relevant interest in the shares as the holder of the shares.	4,570,325 Ordinary Shares
Craig Leslie Piercy	Mr Craig Leslie Piercy has a relevant interest in the shares as the Director and shareholder of Sovereign Equities Pty Ltd	4,570,325

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Sovereign Equities Pty Ltd	Sovereign Equities Pty Ltd	Sovereign Equities Pty Ltd	4,570,325 Ordinary Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
4,570,325 Ordinary Shares	23/12/2016	-	Issued pursuant to Share Acquisition Agreement as consideration for shares held in SE Operation Pty Ltd	4,570,325 Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of Association
Mr Craig Leslie Piercy	Director / Shareholder

7. Addresses

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

Name	Address
Sovereign Equities Pty Ltd	c/- Office 7/36 Ord Street, West Perth 6005
Mr Craig Leslie Piercy	3 Bradbourne Dr, Carine WA 6020

Signature

Print name Craig Piercy **Capacity :** Director
Sign here  **Date** 09 / 01 / 2017