skin elements
enhancing health + wellness naturally

Skin Elements Limited (ASX:SKN)
32 Ord Street West Perth, WA 6005, Australia
soleoorganics.com
mcarthurskincare.com

annual report 2017

enhancing health + wellness... naturally

annual report 2017

skin elements
enhancing health + wellness naturally

OUR JOURNEY FROM 2006

PHASE1
R&D resulting in initial SE formula for Soléo Organics

PHASE 2
Soléo Organics Laboratory trials for large scale production plus initial regulatory approvals for sale of product

PHASE 3
Soléo Organics test marketing commences

Soléo Organics Regulatory approvals from the TGA and FDA.

Soléo Organics Product testing in Australia and New Zealand

Further testing in USA, Japan and Canada

Soléo Organics awarded the number 1 sunscreen by EWG (Environmental Working Group) rated out of 1700 brands in North America

Soléo Organics ranked number one by Elle Magazine review of sunscreens

Soléo Organics ranked Number one by Sprig.com a division of The Washington Post

More international testing of Soléo Organics in Singapore, Hong Kong, Indonesia, Portugal and The United Kingdom

Soléo Organics receives regulatory approvals from Japanese Ministry of Health & Health Canada

Brazilian distributor commenced Government market approval process

Soléo Organics is manufactured in TGA and GMP accredited lab in Vitoria

Soléo Organics further R&D and Manufacturing improvements

Soléo Organics adds more distributors across Australia and Internationally

Pre- launch sales exceed $2m

Continued Development to improve Soléo Organics shelf life

Pre - launch sales exceed $3.5m

Automation of packaging, manufacture of product from formula to finished product with factory capacity of 50 million tubes per year

Preparation for IPO

Successful IPO of Skin Elements onto the Australia Stock Exchange.

Purchase of McArthur Skincare Products

McArthur Skincare

2006 2007 2008 2009 2010 2011 2012 2013 2014 2015 2016 2017

CONTINUOUS PRODUCT DEVELOPMENT AND TEST MARKETING

CONTINUOUS PRODUCT DEVELOPMENT AND TEST MARKETING

"Western Australia is the perfect breeding ground for Innovations, Inventions and new technologies. Perth is the most remote city in the world, with an untouched natural environment surrounded by two oceans the Indian & the Southern Western Australia proves a perfect canvas to create natural, organic products."

CORPORATE DIRECTORY

DIRECTORS
Peter Malone (Executive Chairman)
Luke Martino (Non-executive Director)
David Humann (Non-executive Director)
COMPANY SECRETARY
Craig Piercy
REGISTERED OFFICE
32 Ord Street
WEST PERTH WA 6005
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Fax: +61 (0)8 9486 4793
Email: craig@senatural.com
Web: www.soleoorganics.com
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WEST PERTH WA 6005
BANKERS
ANZ (Australia and New Zealand Banking Group Limited)
1275 Hay Street
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SECURITIES EXCHANGE LISTING
ASX Limited
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152-158 St Georges Tce
PERTH WA 6000

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CONTENTS

HIGHLIGHTS OF 2017 FINANCIAL YEAR

3.71
MILLION
PUBLIC OFFER

Successful IPO and ASX listing
Oversubscribed $3.71 million Initial Public Offer and ASX listing completed in January. The ASX listing represented the culmination of more than 10 years product development, test marketing and an investment of approximately $9 million.

72.85%
REVENUE INCREASE

Strong revenue growth
Revenues from all product sales up 72.85% compared to the previous year – with revenues of $310,753 reported in 2017.

soléo organics

Sales growth in major global markets
Sales for the core Soléo Organics 100% natural and organic sunscreen were delivered in Japan, Slovenia, Hong Kong, Australia and the USA.

McArthur Skincare

$1 million acquisition of McArthur Skincare
This major value accretive acquisition was completed in May. McArthur Skincare is an established, Australian-owned business with a range of pawpaw-based therapeutic skincare products, which are highly complementary to Skin Elements' commitment to natural and organic skincare products.

BAXTER laboratories

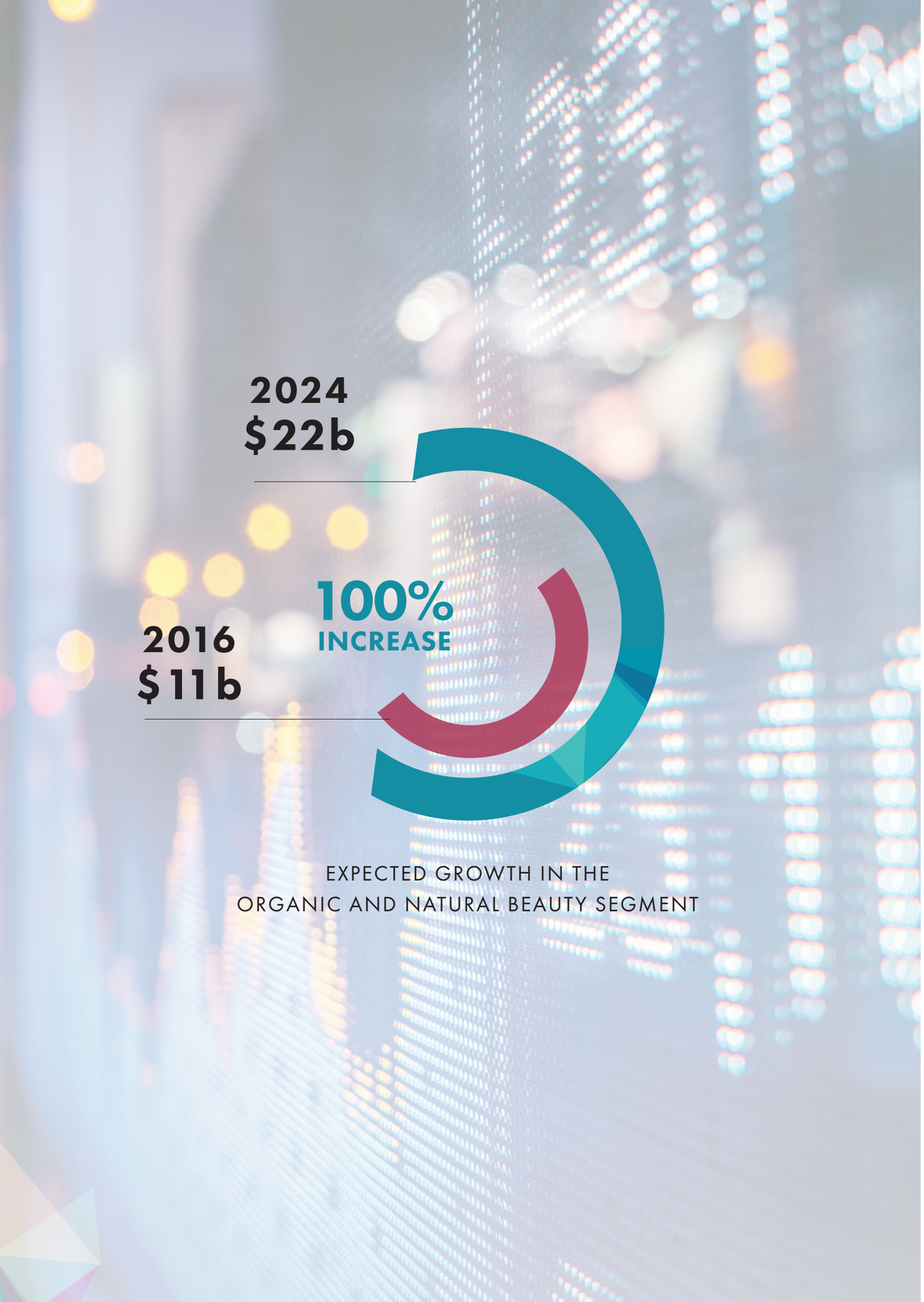
Preferred Manufacturing Partner appointed
Baxter Laboratories were appointed the company's Preferred Manufacturing Partner. Baxter is a leading Australian TGA-licensed laboratory facility which will provide the requisite manufacturing, packaging and distribution functions to support the company's planned sales growth.

Production growth: Baxter Laboratories delivered its first major production run, of 10,000 tubes of Soléo Organics sunscreen with a further 40,000 tubes planned to follow.

40,000
TUBES PLANNED

Production growth
Baxter Laboratories delivered its first major production run of 10,000 tubes of Soléo Organics sunscreen with a further 40,000 tubes planned to follow.

Expanded team and head office
The Company has completed the integration of McArthur Skincare into the Skin Elements business, and has increased the size of the team and expanded its corporate and operational head office to best position the business to achieve its growth objectives.



THE GLOBAL MARKET

The evolution of natural skin care

The latter half of the 20th Century saw widespread documentation and acceptance of the relationship between ultraviolet (UV) radiation and skin damage. Unprotected exposure to sunlight is a major cause of skin cancer, skin blemishes and wrinkles, inflammation and sunburn. This knowledge has resulted in a significant increase in the use of sunscreen and sun care products. These products have traditionally used a range of synthetic chemical combinations to absorb or reflect UV radiation.

Increasing numbers of consumers are now seeking natural and organic sunscreen products. The development of the Soléo Organics sunscreen began with the idea of offering an alternative to synthetic-based sunscreens. Soléo Organics is an SPF 30+, 3-hour water resistant broad-spectrum sunscreen which uses only organic and natural ingredients such as antioxidants, plant extracts and vitamins. The Company has also applied the same science and technology in developing its Elizabeth Jane Natural Cosmetics skin care product range.

The market

The beauty and personal care industry generated global sales revenues of approximately $465 billion in CY2014 and grew at a compound annual growth rate (CAGR) of 4.3% between CY2009 and CY2014. Euromonitor International has projected global sales to grow to US$582 billion in CY2019.

The skin care segment contributed US$111 billion of total revenues generated in the beauty and personal care industry in CY2014 and consumers are expected to spend US$144 billion in CY2019.

Sun care products are considered one of the most important factors in safeguarding skin from the hazards of the environment According to Euromonitor International, global retail sales of sun care products contributed US$9.87 billion of total beauty and personal care sales in CY2014. Sun care products sales are forecast to grow to ~US$12.3 billion in CY2019. The Australasia sun care market experienced a CAGR of 9.1% between CY2009 and CY2014. Euromonitor forecasts the Australasia market to continue to grow at 3.4% CAGR over the CY2014 to CY2019.

The opportunity

While there are thousands of sunscreens sold internationally, they typically have been based on chemical UV absorber blends and synthetic preservatives. Soléo Organics by comparison is a completely natural and organically sourced alternative which utilizes only micronized zinc oxide. Soléo's uniqueness of being naturally sourced and free from chemical UV-absorbers has already proven to be a selling differentiator to the major existing industry brands. Natural sunscreens are a growing market segment, and Skin Elements is positioned at the forefront of the development of such products.

"We will seek to deliver targeted sales growth in existing markets plus expansion into other global markets for the Soléo Organics sunscreen and McArthur Skincare product range"

Peter Malone - Executive Chairman

CHAIRMANS REPORT

Dear Shareholder,

It gives me great pleasure to present Skin Element's 2017 Annual Report, our first as a publicly listed company.

The 2017 financial year represented a period of transformative growth for our company and the Annual Report provides the opportunity to acknowledge the company's achievements.

Skin Elements is focused on becoming a recognised, leading global skincare company, and with the foundations laid in the 2017 year we are ideally positioned to achieve this goal. I would like to take this opportunity to share with you some of our key highlights.

Corporately, the year was highlighted by our successful $3.71 million Initial Public Offer, and ASX listing in January. The company's public listing is a centre price of our development plans, as it provides the market visibility and access to capital markets that will help enable the business to achieve its growth plans.

At the business level, strong progress was also achieved. Revenues from all product sales experienced strong growth with revenues of $310,753 reported in the year – an increase of 72.85% on the previous year's result.

In addition, sales of our flagship Soléo Organics 100% natural and organic sunscreen were generated in a number of global markets including USA, Japan, New Zealand, Hong Kong, Slovenia, Indonesia and Australia.

Apart from our commitment to organic growth, a key component of the company's growth plans is on identifying and securing complementary, value accretive acquisitions. In May we completed our first such transaction with the $1 million acquisition of McArthur Skincare. McArthur Skincare is an established, Australian owned and operated business with a range of pawpaw(papaya)-based skincare products, which are an ideal fit with our natural and organic skin care-focused business model.

During the year, the company also appointed leading Australian TGA-licensed laboratory facility, Baxter Laboratories, as our Preferred Manufacturing Partner. This represented a key agreement for the company, as it delivers certainty of manufacturing, packaging and distribution for our products as we continue to focus on sales growth.

While the year has been one of significant progress and success, the Skin Elements' team is focused on striving to achieve our business goals and objectives. Looking forward, we will seek to deliver targeted sales growth in existing markets plus expansion into other global markets for the Soléo Organics sunscreen and McArthur Skincare product range, and also focus on quality brand extension products via the Elizabeth Jane Natural Cosmetic product range and Soléo Eco sunscreen.

I would like to conclude by acknowledging the outstanding contribution and commitment of the entire Skin Elements' team, and also thank all shareholders for their support.

Your company is focused on delivering further success in the year ahead, and I look forward to sharing news of our progress with you.

Yours sincerely
Peter Malone

Executive Chairman
Skin Elements Ltd

Skin Elements is the owner and developer of a unique portfolio of all natural and organic sun care and skincare products. These include is lead product, the Soléo Organics 100% natural and organic sunscreen, the McArthur Skincare range of therapeutic and cosmetic skin care products and the Elizabeth Jane Natural Cosmetics product range.

Skin Elements is committed to becoming a recognized, leading national and international skincare company.

The Company delivered a strong business and operational performance in its 2017 financial year, which has positioned it for significant future growth. Key highlights of the Company's operations are provided following;

Acquisition of SE Operations Pty Ltd

In preparation for its ASX listing, the Company completed the share sale agreements whereby the existing shareholders of SE Operations Pty Ltd (formerly Skin Elements Pty Ltd) (SEO) exchanged their shares in SEO for the same proportion of shares in the Company. This allowed for the consolidation of in excess of ten years of research and development, and experience, in the field of all natural skincare, and delivered the appropriate corporate structure which facilitated the Company's ASX listing.

$3.71 million Initial Public Offer and ASX listing

The Company completed a highly successful, oversubscribed $3.71 million Initial Public Offer and ASX listing in January. The ASX listing was a core focus for the Company in the 2017 financial year, and to be able to successfully execute its public listing strategy represented a major milestone and achievement. At the operational level, the ASX listing delivered a focused and experienced management team with a strong depth of expertise in the natural skincare sector – which had overseen the investment of approximately $9 million in research and development of its sun care and skincare products and technology. At the corporate level, the listing delivered the market visibility and access to capital markets required to help enable the Company to aggressively execute its businesses plans.

> "The ASX listing was a core focus for the Company in the 2017 financial year, and to be able to successfully execute its public listing strategy represented a major milestone and achievement."

Sales and Marketing

Post its ASX listing the Company aggressively pursued its business model and delivered significant results. Revenues from product sales for the year were $310,753, an increase of 72.85% on the previous corresponding figure. This represented a strong result which was delivered against the backdrop of the Company's focus on completing its IPO and ASX listing.

Sales for the core Soléo Organics 100% natural and organic sunscreen were generated in a number of key markets. These included Japan, the Netherlands, Slovenia, Hong Kong, New Zealand and Australia, and in the USA, via online retailer Amazon. The Soléo Organics sunscreen was developed in Australia to offer consumers an alternative to common chemical-based sunscreens sunscreens. It comprises an all natural formulated lotion using only natural and organic ingredients. It is a major advancement in sun care technology, and is designed to protect from both UV-A and UV-B solar radiation.

The Company also instigated targeted marketing and public relations programs to promote its brands and products. These programs focused on social media campaigns utilizing platforms such as Instagram, Facebook and Twitter, and delivered immediate success. Such campaigns will be a focus on the Company's brand and product marketing programs moving forward.

72.85%

Strong revenue growth -up on previous year

Sales for the core Soléo Organics 100% natural and organic sunscreen were generated in a number of key markets.

Preferred Manufacturing Partner appointed – First large-scale Production run delivered.

A YEAR IN REVIEW

The Company delivered strong progress in its production and distribution activities during the year. A key component of this was the appointment of leading Australian TGA-licensed laboratory facility, Baxter Laboratories Pty Ltd (Baxter), as the Company's preferred Manufacturing Partner for its natural and organic skin care product range.

Skin Elements and Baxter entered into a Good Manufacturing Practice (GMP) Agreement, under which Baxter is responsible for producing and packaging commercial scale quantities of the Soléo Organics sunscreen product range for distribution into major markets. Baxter will also quote to produce and package the Company's Elizabeth Jane Natural Cosmetics product range and extensions to the Soléo product range, once product development has been completed.

Baxter successfully delivered the first large-scale production run in the June quarter; 10,000 tubes of the Soléo Organics sunscreen with a further 40,000 tubes to follow, to meet orders from expanding Australian and international markets.

The relationship with Baxter is a significant one. Baxter's ability to deliver an efficient end-to-end manufacturing, warehousing and distribution service is of major importance and benefit to the Company as it seeks to accelerate sales growth.

Baxter was appointed preferred Manufacturing Partner after an extensive, competitive assessment process, which confirmed Baxter as having the most advanced laboratory facilities and the best fit for the Company's commercial production requirements. Baxter is a global leader in the development, manufacture and supply of world class skincare and sun protection products. Its facility in Melbourne, Australia, has capacity to produce up to 50 million tubes per annum.

A YEAR IN REVIEW

Acquisition of McArthur Skincare

In May, the Company completed the acquisition of the business and business assets of Tom McArthur Pty Ltd, the owner and manufacturer of the McArthur Skincare range of therapeutic and cosmetic skin care products. The acquisition consideration was $1 million, which consisted of $400,000 in cash and Skin Elements' ordinary shares to the value of $600,000.

McArthur Skincare is an established, Australian owned and operated company with total sales of approximately $23 million since inception in 2010. The acquisition represented a highly complementary and value accretive transaction for the Company, which will help transform it into a natural skin care company of significant scale and size.

Post-acquisition completion, the Company assumed full control of McArthur Skincare's business assets, including the product range, and business operations. This includes all revenue from sale of McArthur Skincare products and the responsibility for the manufacture of products and operational expenses.

McArthur Skincare has a comprehensive range of 17 natural pawpaw-based skin care products, including Therapeutic Goods Administration-listed therapeutic products and other cosmetic skin care products. Combined with the Company's existing products, post-acquisition Skin Elements, has an expanded product range of 29 products covering sun care, therapeutic skincare and cosmetic skin and beauty care.

McArthur Skincare has an established, multi-channel sales model. This includes global retail direct online sales from its company website, supported by digital media sales channels. Its products are also stocked by leading Australian pharmacies and health food stores.

A YEAR IN REVIEW

Brand Extension

A core product focus for the Company is to continue to develop and market innovative new skincare products consistent with its commitment to natural and organic ingredients and products. Strong progress was made during the year on the development of its next product, the Elizabeth Jane Natural Cosmetics range (EJNC).

There are 10 products in the (EJNC) range and it underwent a rigorous test marketing program (which is ongoing) similar to that undertaken for the Soléo Organics sunscreen, in preparation for a proposed commercial launch. The Company has adopted the same approach to its development of the EJNC product range as it did with Soléo Organics – to offer consumers a cosmetics skin care range that utilise only organic and natural ingredients as an alternative to widely-used synthetic-based skin care products.

The Company also progressed plans to introduce new products to the Soléo sunscreen brand. Work was undertaken on the development of the Soléo Natural sunscreen, which is planned to be a mid-price point sunscreen positioned for sales in the massive retail supermarket vertical. Upon commercial launch, the Company believes it will become a key component of the Soléo product range. Work on this and other brand extension products and other new products is planned to continue in the year ahead

BOARD OF DIRECTORS

Mr Peter Malone Executive Chairman

Mr Malone has over 30 years' experience in global financial markets and has been responsible for raising AUD$100m+ for technology development companies. He has a proven track record in developing and managing technology development programs, from idea stage to reality. Previous CEO to listed companies, he has a Masters degree from UWA and has taught and consulted in Australia, USA, Europe and Asia in business and management. Mr Malone is responsible for the strategic direction of the Company and is its Managing Director and Chief Executive Officer of the Company.

Mr Luke Martino Independent Non-Executive Director

Mr Martino is a Fellow of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors, and has more than 20 years' experience in senior leadership positions with major accounting firms. These included, Lead Partner of Deloitte's Growth Solutions practice in Perth until 2007 when he left to establish boutique corporate advisory and accounting firm, Indian Ocean Advisory Group. Mr Martino is also a Director of Indian Ocean Corporate Pty Ltd, Non-Executive Director of Pan Asia Corporation Limited (ASX: PZC) as well as Company Secretary for South East Asia Resources Limited (ASX: SXI). He has also previously held Board positions with a number of publicly listed companies.

Mr David Humann Independent Non-Executive Director

Mr Humann is a Fellow of the Institute of Chartered Accountants, a Fellow of CPA Australia and a Fellow of the Australian Institute of Company Directors. Mr Humann has worked extensively for Price Waterhouse Coopers (PWC). He was managing partner Perth, Strategic Planning and Marketing Director Australasia, member of the Australasian Policy Committee, Senior Partner Hong Kong and China, and Managing Partner Asia Pacific Region. Mr Humann was also a member of the PWC World Board and its Global Executive Committee. He is currently Chairman of Mincor Resources NL and a director of Future Directions International Pty Ltd. He has also previously been Chairman for a number of companies including Logicamms Ltd, Exxaro Australia Sands Pty Ltd and Advanced Braking Technologies Ltd.

COMPANY SECRETARY

Mr Craig Piercy Company Secretary & CFO

Mr Piercy has over 20 years' experience in corporate, accounting and finance. He has worked extensively in development of technology ventures into successful commercial businesses. Mr Piercy is a member of the Institute of Chartered Accountants, and he has been previously responsible for listing and ongoing management of public companies in Australia and the USA.

FINANCIAL CONTENTS

Your directors submit the annual report of the consolidated entity consisting of Skin Elements Limited (the Company, Group or SEL) and the entity it controlled during the financial year ended 30 June 2017. In order to comply with the provisions of the Corporations Act 2001, the directors' report as follows:

DIRECTORS

The names of directors who held office during or since the end of the year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Mr Peter Francis Malone B.Arch MBA
Executive Chairman – Appointed: 4 September 2015

Mr Malone has over 30 years experience as Chief Executive Officer (CEO) of technology programs and listed companies.He has been the CEO of the Skin Elements program since inception in 2005.

Mr Malone holds an interest in the following securities in the Company:

Number of fully paid ordinary shares	Listed Options over ordinary shares Exercisable at $0.20 on or before 31 Oct 2019	Unlisted Options over ordinary shares Exercisable at $0.30 on or before 30 Nov 2019
10,130,781	5,065,390	5,065,390

Mr Luke John Martino B.Com FCA FAICD
Independent Non-Executive Director – Appointed: 4 September 2015
Member of the Audit Committee, Remuneration Committee and Nomination Committee

Mr Martino has over 20 years senior leadership experience in major Australian accounting firms. He is a non-executive director of Pan Asia Corporation Limited (ASX: PZC), and Company Secretary for South East Asia Resources Limited (ASX:SXI).

He is former non-executive director of NuEnergy Capital Limited and South Pacific Resources Limited (Canadian listed public company), former non-executive Chairman of Central Asia Resources Limited (ASX: CVR), and former Company Secretary of Blackgold International Holdings Limited (ASX: BGG).

Mr Martino holds an interest in the following securities in the Company:

Number of fully paid ordinary shares	Listed Options over ordinary shares Exercisable at $0.20 on or before 31 Oct 2019	Unlisted Options over ordinary shares Exercisable at $0.30 on or before 30 Nov 2019
1,250,000	625,000	625,000

Mr David James Humann FCA FCPA FAICD
Independent Non-Executive Director – Appointed: 15 August 2016
Chairman of the Audit Committee, Remuneration Committee and Nomination Committee

Mr Humann has over 40 years experience working extensively in Price Waterhouse (now PWC) including as a member of the PWC World Board and Global Executive Committee and managing partner Asia pacific region.

He is the Chairman of Mincor Resources NL, a director of Exxaro Australian Iron Pty Ltd and a director of Future Directions International Pty Ltd.

Mr Humann holds an interest in the following securities in the Company:

Number of fully paid ordinary shares	Listed Options over ordinary shares Exercisable at $0.20 on or before 31 Oct 2019	Unlisted Options over ordinary shares Exercisable at $0.30 on or before 30 Nov 2019
30,000	15,000	-

Mr Robin Armstrong
Independent Non-Executive Director – Appointed: 4 September 2015, resigned 18 August 2016
Mr Armstrong has over 30 years experience in finance and corporate services and has served as executive andnonexecutive director on numerous Australian and international public companies.

Mr Craig Leslie Piercy BBus CA
Company Secretary – Appointed: 4 September 2017

Mr Piercy has over 20 years' experience in corporate accounting, finance and compliance. He has been the Company Secretary and CFO of the Skin Elements program since inception in 2005.

Mr Piercy holds interest in the following securities in the Company:

Number of fully paid ordinary shares	Listed Options over ordinary shares Exercisable at $0.20 on or before 31 Oct 2019	Unlisted Options over ordinary shares Exercisable at $0.30 on or before 30 Nov 2019
4,570,325	2,285,162	2,285,162

PRINCIPAL ACTIVITIES

During the year ended 30 June 2017, the principal continuing activity of the Group consisted of the development and commercialisation of its proprietary all natural skincare technology.

REVIEW OF OPERATIONS

The 2017 financial year highlights for Skin Elements Limited (SKN) include:

- Acquisition of all the issued share capital in SE Operations Pty Ltd (formerly Skin Elements Pty Ltd) (SEO)
- Successful completion of $3.71 million Initial Public Offer (IPO) and ASX listing in January 2017 (Code: SKN).
- Appointment of Baxter Laboratories Pty Ltd as Preferred Manufacturing Partner
- Acquisition of McArthur Skincare

Acquisition of SE Operations Pty Ltd

During the year ended 30 June 2017, the Company completed the process of the share sale agreements whereby the existing shareholders of SE Operations Pty Ltd (formerly Skin Elements Pty Ltd) (SEO) exchanged their shares in SEO for the same proportion of shares in the Company. This allowed the Group to consolidate over 10 years of development and experience in the field of all natural skincare and facilitate the listing process on the ASX.

Successful ASX Listing

The core focus for the Company during the year ended 30 June 2017 was the undertaking and successful completion of its initial public offering (IPO) and admission to the Official List of the Australian Securities Exchange (ASX). The Company released its prospectus in early 2016 with the IPO raising $3.71 million and the process culminated with its ASX listing and commencement of trading of shares on ASX on 6 January 2017. The IPO represented a pivotal juncture in Skin Elements' development timeline, and provided the capital and market presence required for the Company to execute its growth plans.

Preferred Manufacturing Partner

Leading Australian TGA-licensed laboratory facility, Baxter Laboratories Pty Ltd, was appointed preferred Manufacturing Partner for the Company's natural and organic skin care product range, and delivered a scale production run in the June quarter, of 10,000 tubes of the Soléo Organics sunscreen with a further 20,000 tubes in process and a further 20,000 to follow, to meet orders from expanding Australian and international markets. Baxter's ability to deliver an efficient end- to-end manufacturing service is of major importance and benefit to Skin Elements as it seeks to accelerate sales growth.

Acquisition of McArthur Skincare

The Company's $0.95 million acquisition ($400,000 cash consideration and 3,000,000 ordinary fully paid shares to the value of $550,000) of the McArthur Skincare business, completed on 5 May 2017, represented a highly complementary and value accretive acquisition in line with its natural and organic skin care-focused business model.

McArthur Skincare is an established 100% Australian owned and operated business which has generated total sales of approximately $23 million since 2010. The acquisition will leverage Skin Elements into a natural Skincare business of increased range, scale and size.

With the acquisition complete, Skin Elements has assumed full control of the business assets, including the product range,and business operations of McArthur Skincare. This includes all revenue from sale of McArthur Skincare products and the responsibility for the manufacture of products and operational expenses.

REVIEW OF OPERATIONS (CONT'D)

Market developments

The Company continued its development of the distribution channels and global markets for its Soléo Organics sunscreen product in Australia and internationally. Test marketing sales during the year ended 30 June 2017 included health and lifestyles sectors in Australia, New Zealand, Japan, United States of America, Hong Kong, Indonesia and European Union.

Having successfully completed its IPO and ASX listing, the Company is focused on the rapid execution of the commercial launch of the Soléo Organics sunscreen into major markets. This will involve an integrated marketing, manufacturing and distribution plan designed to see the Company achieve its stated objective of becoming the number one recognised national and international sun screen brand. The Company anticipates making significant progress in the execution of its business plan in the year ahead and will update the market at regular intervals on material developments.

Product developments

The Groups all natural skincare technology includes the Soléo Organics sunscreen, Elizabeth Jane Natural Cosmetics (EJNC) skincare range, and the McArthur pawpaw based therapeutic skincare range. The Groups development philosophy will continue to focus on the delivery of innovative natural and organic skincare products.

As indicated, the Company's immediate focus is on the commercial expansion of the Soléo Organics sunscreen and McArthur pawpaw based skincare. This will involve the development of the brand extension and increased scale manufacture and distribution of the Soléo Organics and McArthur product ranges. It will also focus on the development of the Elizabeth Jane Natural Cosmetics product range, which has 10 separate products within its range, with a view to achieving a market launch in the medium term.

RESULTS

Results for the Year

The Company incurred a loss of $1,619,082 after income tax for the year (2016: loss $21,777).

Skin Elements delivered strong progress in the sales and distribution of its Soleo Organics product range during the year. Revenues from all product sales for the year ending 30 June 2017 were $310,753, an increase of 72.85% on the corresponding figure for the previous year. Sales for the Soléo Organics sunscreen included Japan, Slovenia, Hong Kong and Australia, and in the US, via online retailer Amazon - and the Company will continue to work to expand its sales and distribution footprint for its entire product range in the year ahead.

It is noted that the Company's financial position for the year was impacted by significant one-off expenses associated with its IPO and ASX listing, and the acquisition of the McArthur Skincare business. In addition, the Company has integrated key McArthur Skincare personnel into the business and has also expanded its corporate and operational head office in West Perth to provide an enhanced corporate environment for its growing team. With these expenses now accounted for and with the integration of the McArthur Skincare business nearing completion, the Company is well positioned to deliver strong growth in the year ahead.

The 2017 results include cash expenses of $1,595,066 (an increase from $140,253 in 2016) as a result of the increased activities including $517,960 costs of corporate structuring, $140,833 compliance costs including accounting, audit and share registry costs, $196,993 associated with the listing on ASX, and $738,577 operational costs.

Non-cash expenses include an amount for amortisation of the Soléo Organics and McArthur intangibles of $141,619

Financial position

The Group made a change to its legal structure during the year as part of the listing. This change resulted in the Group commencing on 23 December 2016 as SEL completed the acquisition of SEO in a share sale agreement. The prior period values represent SEO assets and liabilities. The basis for preparing the financial statements using this accounting methodology has been included in note 1 in the notes to the annual report.

The Company financial statements show the following key movements in the group's assets and liabilities over the two periods:

- Increase in cash assets by $1.398m to $1.407m (2016: $0.009m);
- Increase in trade receivables by $0.047m to $0.048m (2016: $0.001m);
- Increase in trade and other payables by $0.448m to $0.738m (2016: $0.290m);
- Increase in other receivables by $0.117m to $0.322m (2016: $0.205m);
- Increase in non-current assets by $0.838 to $9.510m (2016: $8.672m);

At 30 June 2017 the Consolidated Group had a working capital position of $1.34m (2016: $(0.029)m).

DIVIDENDS

During the financial year the Company did not pay a dividend (2016: nil).

RISK MANAGEMENT

The Board of Directors takes a pro-active approach to risk management. The Board is ultimately responsible for ensuring that risks and also opportunities are identified on a timely basis and the Group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The Board has established an Audit & Risk Committee that operates under a charter approved by the Board. The purpose of the Audit & Risk Committee is to assist the Board in fulfilling its corporate governance, oversight, risk management and compliance practices responsibilities.

ENVIRONMENT REGULATIONS

The Group's operations are not regulated by any environment regulations including the National Greenhouse and Energy Reporting Act 2007.

ISSUE OF SHARES AND OPTIONS

During the year, Skin Elements Limited acquired all of the issued capital of SE Operations Pty Ltd (SEO) through the issue of 55,000,000 ordinary shares, 22,500,000 listed options exercisable at $0.20 each on or before 31 October 2018, and 22,500,000 unlisted options exercisable at $0.30 each on or before 30 November 2018, with the fair value per share being the IPO price of $0.20 each.

During the year and pursuant to the Initial Public Offering (IPO), Skin Elements Limited issued 18,550,000 ordinary shares at an issue price of $0.20, raising $3.71 million in cash. Every two shares issued, investors also received one attaching free listed option exercisable at $0.20 each on or before 31 October 2018.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

The significant changes in the state of affairs of the Company during the year are:
Skin Elements Limited acquired all of the issued capital of SE Operations Pty Ltd (SEO) through the issue of 55,000,000 ordinary shares, 22,500,000 listed options exercisable at $0.20 each on or before 31 October 2018, and 22,500,000 unlisted options exercisable at $0.30 each on or before 30 November 2018, with the fair value per share being the IPO price of $0.20 each.

During the year and pursuant to the Initial Public Offering (IPO), Skin Elements Limited issued 18,550,000 ordinary shares at an issue price of $0.20, raising $3.71 million in cash. Every two shares issued, investors also received one attaching free listed option exercisable at $0.20 each on or before 31 October 2018. A further 2,000,000 options exercisable at
$0.20 each on or before 31 October 2018 were issued to Facilitators in connection with the IPO.

During the year the Group acquired the business of McArthur Skincare for consideration of $400,000 cash and 3,000,000 ordinary fully paid shares issued by the Company to Tom McArthur Pty Ltd. A further $222,716 is to be paid for inventories subject to the sale of those inventories at fair value.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Group that occurred during the year not otherwise disclosed in this report and the financial statements.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Likely developments in the operations, business strategies and prospects of the Group include:

Continued expansion of the Groups' natural skincare products offering including developing additional products in established brands Soleo Organics suncare and McArthur pawpaw based therapeutic skincare, launch of its Elizabeth Jane Natural Cosmetics (EJNC) organic skincare range, and acquiring or developing additional brands in the natural and organic skincare space.

Growth in sales revenue of these products through development and support of existing wholesale and distributor sales networks, development and management of online and social media programs, and expansion from Australia into international markets.

Raising further working capital by equity placement as required to fund the Group's business strategies.

More information on these are set out in the Review of Activities on pages 4 to 5.

The Company has commenced developing its operation business plans and forecasting results however it is too early in the process to present this information with any degree of certainty.

REMUNERATION REPORT

This report outlines the remuneration arrangements in place for the key management personnel of Skin Elements Limited (the "Company" or "Group" or individually "SEL") for the financial year ended 30 June 2017 and SE Operations Pty Ltd ("SEO") for the year ended 30 June 2016. The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

The remuneration report details the remuneration arrangements for key management personnel ("KMP") who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company.

REMUNERATION REPORT (CONT'D)

No remuneration consultants were used during the year.

The following table shows the gross revenue, profits/losses and share price of the Group at the end of the respective financial years.

	Consolidated 30 June 2017*	SEO 30 June 2016
Revenue from continuing operations	$310,753	$179,782
Net profit/(loss)	($1,619,082)	$(21,777)
Share price	$0.16	$N/A

* This year has been impacted by the costs associated with the listing of SEL on ASX.

Key Management Personnel

2017

(i) Directors		
Peter Malone	Executive Chairman	appointed 4 September 2015
Luke Martino	Non-Executive Director	appointed 4 September 2015
David Humann	Non-Executive Director	appointed 15 August 2016
Robin Armstrong	Non-Executive Director	appointed 4 September 2015, resigned 18 August 2016

(ii) Executives		
Craig Piercy	Chief Financial Officer	appointed 1 January 2017
	Company Secretary	appointed 4 September 2015
Leo Fung	Chief Technical Advisor	appointed SEL 1 January 2017

2016

(i) Directors		
Peter Malone	Executive Chairman	appointed March 2005
Luke Martino	Non-Executive Director	appointed 4 September 2015
Robin Armstrong	Non-Executive Director	appointed 4 September 2015, resigned 18 August 2016

(ii) Executives		
Craig Piercy	Company Secretary	appointed SEO March 2005
Leo Fung	Chief Technical Advisor	appointed SEO March 2005

REMUNERATION REPORT (CONT'D)

Remuneration Philosophy

The Board of Directors has established a Nomination and Remuneration Committee. The Committee shall provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities, however, ultimate responsibility for the Company's nomination and remuneration practices remains with the Board. The main functions and responsibilities of the Committee include the following:

- assisting the Board in examining the selection and appointment practices of the Company;
- ensuring remuneration arrangements are equitable and transparent and enable the Company to attract and retain executives and directors (executive and non-executive) who will create sustainable value for members and other stakeholders;
- ensuring the Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- reviewing Board succession plans and Board renewal;
- reviewing the processes for evaluating the performance of the Board, its committees and individual directors and ensuring that a fair and responsible reward is provided to executives and directors having regard to their performance evaluation;
- reviewing levels of diversity within the Company and Board and reporting on achievements pursuant to any diversity policy developed by the Board;
- reviewing the Company's remuneration, recruitment, retention and termination policies for the Board and senior executives; and
- complying with all relevant legislation and regulations including the ASX Listing Rules and Corporations Act 2001(Cth).

The Group's policy for determining the nature and amount of remuneration of board members and senior executives is as follows

(i) Non-Executive Directors

The remuneration of non-executive Directors will be determined by the Board having regard to the Remuneration Committee's recommendations and evaluation of each individual director's contribution to the Board.

The maximum aggregate annual remuneration of non-executive directors is subject to approval by the shareholders in general meeting in accordance with the Company's Constitution, the ASX Listing Rules and the Corporations Act 2001(Cth). The current maximum aggregate remuneration amount to non-executive directors approved by shareholders under the Constitution is $500,000 per year. The directors have resolved that fees payable to non-executive directors for Board activities are $60,000 per year with an additional fee of $20,000 per year payable to the Chairman of the Audit and Risk Committee and the Nomination and Remuneration Committee.

(ii) Key management personnel

The Company's remuneration policy reflects the Company's obligation to align executive remuneration with shareholders' interests and to engage appropriately qualified executive talent for the benefit of the Company. In particular, reward should reflect the competitive global market in which the Company operates, individual reward should be linked to performance criteria, and should reward both financial and non-financial performance of the Director.

REMUNERATION REPORT (CONT'D)

(ii) Key management personnel(CONT'D)

The Board of Directors and the Nomination & Remuneration Committee are in the process of assessing and implementing the Company's executive reward framework to ensure reward for performance is competitive and appropriate for the results delivered.

For the year ended 30 June 2017 no performance based remuneration has been determined or implemented. All executive remuneration is set at base level fixed amounts at commensurate market rates or lower.

The relative proportions of executive remuneration that is fixed or at risk is outlined below. The Company does not currently have any remuneration that is linked to performance.

	Fixed Remuneration		At risk - STI	
	2017	2016	2017	2016
Directors of SEL				
Peter Malone (appointed 4 September 2015)	**100%**	100%	-	-
Luke Martino (appointed 4 September 2015)	**100%**	100%	-	-
David Humann (appointed 15 August 2016)	**100%**	-	-	-
Robin Armstrong (appointed 4 September 2015 – resigned 18 August 2016)	**100%**	100%	-	-
Executives of SEL				
Craig Piercy	**100%**	100%	-	-
Leo Fung	**100%**	100%	-	-

Service agreements

Remuneration and terms of employment for other key management personnel are formalised in consultancy and employment agreements. The major provisions relating to remuneration to existing directors are set out below.

Executive agreements

Peter Malone, Executive Chairman

The Company has entered into a consultancy agreement with Empire Services Pty Ltd (-Empire Consultancy Agreement) to provide -services- to the Group. Mr Peter Malone will be engaged by Empire Services Pty Ltd to act as the Executive Chairman of the Group. Empire Services Pty Ltd will be paid a consulting fee of A$20,000 (plus GST) per month for at least 100 hours of service per month and will also be reimbursed for reasonable expenses incurred in the performance of its duties.

The Empire Consultancy Agreement continues for a period of 2 years from 1 January 2017, with the option to extend the term by mutual written agreement of the parties. The Empire Consultancy Agreement contains standard termination provisions under which the Company must give 3 months written notice of termination (or shorter period in the event of a material breach) or alternatively payment in lieu of service. At the end of the notice period the Company must pay to Empire Services Pty Ltd an amount equal to the consulting fee that would otherwise be payable to Sovereign Empire Pty Ltd over the 3 month period if the engagement had not been terminated.

REMUNERATION REPORT (CONT'D)

Peter Malone, Executive Chairman(cont'd)

As noted above the Empire Consultancy agreement commenced on 1 January 2017. During the 2016 year and for the six month period up to 31 December 2016, the Group engaged Boston Corporate Pty Ltd to provide the Services of Mr Malone to act as Executive Chairman of the Group. Boston Corporate Pty Ltd was paid a consulting fee of $8,257 (plus GST) per month for these services. These amounts have been included in the remuneration report below.

Craig Piercy, CFO / Company Secretary

The Company has entered into a consultancy agreement with Equities Services Pty Ltd (Equities Consultancy Agreement) to provide services to the Group. Mr Craig Piercy will be engaged by Equities Services Pty Ltd to act as the Company Secretary and Chief Financial Officer of the Group. Equities Services Pty Ltd will be paid a consulting fee of A$13,000 (plus GST) per month for at least 100 hours of service per month and will also be reimbursed for reasonable expenses incurred in the performance of its duties.

The Equities Consultancy Agreement continues for a period of 2 years from 1 January 2017, with the option to extend the term by mutual written agreement of the parties. The Equities Consultancy Agreement contains standard termination provisions under which the Company must give 3 months written notice of termination (or shorter period in the event of a material breach) or alternatively payment in lieu of service. At the end of the notice period the Company must pay to Equities Services Pty Ltd an amount equal to the consulting fee that would otherwise be payable to Equities Services PtyLtd over the 3 month period if the engagement had not been terminated. These amounts have been included in the remuneration report below.

As noted above the Equities Consultancy agreement commenced on 1 January 2017. During the 2016 year and for the six month period up to 31 December 2016, the Group engaged Boston Corporate Pty Ltd to provide the Services of Mr Piercy to act as Company Secretary and Chief Financial Officer of the Group. Boston Corporate Pty Ltd was paid a consulting fee of $4,954 (plus GST) per month for these services.

Leo Fung, Chief Technical Advisor

The Company has entered into a consultancy agreement with Blackridge Group Pty Ltd (Blackridge Consultancy Agreement) to provide services to the Group. Mr Leo Fung will be engaged by Blackridge Group Pty Ltd to act as the Chief Technical Advisor of the Group. Blackridge Group Pty Ltd will be paid a consulting fee of A$13,000 (plus GST) per monthfor at least 100 hours of service per month and will also be reimbursed for reasonable expenses incurred in the performance of its duties.

The Blackridge Consultancy Agreement continues for a period of 2 years from 1 February 2017, with the option to extend the term by mutual written agreement of the parties. The Blackridge Consultancy Agreement contains standard termination provisions under which the Company must give 3 months written notice of termination (or shorter period in the event of a material breach) or alternatively payment in lieu of service. At the end of the notice period the Company must pay to Blackridge Group Pty Ltd an amount equal to the consulting fee that would otherwise be payable to Blackridge Group Pty Ltd over the 3 month period if the engagement had not been terminated.

As noted above the Blackridge Consultancy agreement commenced on 1 February 2017. During the 2016 year and for the six month period up to 31 January 2017, the Group engaged Essential Property Pty Ltd to provide the Services of Mr Fung to act as Chief Technical Advisor to the Group. Essential Property Pty Ltd was paid a consulting fee of $4,954 (plus GST) per month for these services. These amounts have been included in the remuneration report below.

REMUNERATION REPORT (CONT'D)

Service agreements

Non-executives

The non-executive directors' appointments are on the following basis:

David Humann – Non-Executive Director / Chairman of the Audit and Risk Committee and the Nomination and Remuneration Committee

The Company has entered into an agreement with James Anne Holdings Pty Ltd (Humann Agreement). Mr Humann is engaged by James Anne Holdings Pty Ltd to provide non-executive director services to the Company. James Anne Holdings Pty Ltd will be paid a fee of A$60,000 (plus GST) per annum for at least 40 hours of service per month from 1 January 2017. James Anne Holdings Pty Ltd will also be paid a fee of A$20,000 (plus GST) per annum to provide Mr Humann as Chairman of the Audit and Risk Committee and the Nomination and Remuneration Committee. Mr Humann will also be reimbursed for reasonable expenses incurred in the performance of his duties as a non-executive Director of the Company.

Luke Martino – Non-Executive Director

The Company has entered into an agreement with LJM Capital Corporation Pty Ltd (Martino Agreement). Mr Martino is engaged by LJM Capital Corporation Pty Ltd to provide non-executive director services to the Company. LJM Capital Corporation Pty Ltd will be paid a fee of A$60,000 (plus GST) per annum for at least 40 hours of service per month from 1 January 2017. Mr Martino will also be reimbursed for reasonable expenses incurred in the performance of his duties as a non-executive Director of the Company.

Details of remuneration

Details of the remuneration of the key management personnel of the Group are set out in the following tables.

	Cash Salary & fees $	Non cas benefits $	Super-annuation $	Security-based payments $	Total $
2016/17 Directors					
Peter Malone[1]	169,542	-	-	-	169,542
Luke Martino[2]	30,000	-	-	-	30,000
David Humann[3]	35,709	-	-	-	35,709
Robin Armstrong[4]	-	-	-	-	-
Executives of SEL					
Craig Piercy[5]	107,727	-	-	-	107,727
Leo Fung[6]	107,727	-	-	-	107,727
	450,705	**-**	**-**	**-**	**450,705**

REMUNERATION REPORT (CONT'D)

Details of remuneration (CONT'D)

[1.] Peter Malone, fees paid to Empire Services Pty Ltd and Boston Corporate Pty Ltd, refer to the service agreement section for details of the changes for the periods pre and the Company post listing on ASX;
[2.] Luke Martino, fees paid to LJM Capital Corporation Pty Ltd, agreement commenced on 1 January 2017;
[3.] David Humann, fees paid to James Anne Holdings Pty Ltd, agreement commenced on 1 January 2017;
[4.] Robin Armstrong, no fees were payable to Mr Armstrong during the period as a director;
[5.] Craig Piercy, fees paid to Equities Services Pty Ltd and Boston Corporate Pty Ltd, refer to the service agreement section for details of the changes for the periods pre and post the Company listing on ASX;
[6.] Leo Fung, the above fees paid to Blackridge Group Pty Ltd and Essential Property Pty Ltd who engage Leo Fung, refer to the service agreement section for details of the changes for the periods pre and post the Company listing on ASX;

Details of remuneration

	Cash Salary & fees $	Non-cash benefits $	Super-annuation $	Security- based payments $	Total $
2015/16 - Directors					
Peter Malone[1]	99,084	-	-	-	99,084
Robin Armstrong[2]	-	-	-	-	-
Executives of SEO					
Craig Piercy[3]	59,448	-	-	-	59,448
Leo Fung[4]	59,448	-	-	-	59,448
	217,980	**-**	**-**	**-**	**217,980**

[1.] Peter Malone, fees paid to Boston Corporate Pty Ltd, refer to the service agreement section for details of the service contracts;
[2.] Robin Armstrong, no fees were payable to Mr Armstrong during the period as a director;
[3.] Craig Piercy, fees paid to Boston Corporate Pty Ltd, refer to the service agreement section for details of the service contracts;
[4.] Leo Fung, to Essential Property Pty Ltd, refer to the service agreement section for details the service contracts.

Termination benefits

No termination benefits are payable to executive or non-executive directors.

REMUNERATION REPORT (CONT'D)

Employee Incentive Plan

The Company has established an Equity Incentive Plan (EIP) to assist in the motivation, retention and reward of senior management and other employees. The EIP is designed to align the interest of senior management and other employees with the interest of Shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

During the year up to the date of this report the Company has not issued any equities to senior management or other employees under the EIP.

Share-based compensation

No share based compensation was made during the year.

Transaction with KMP's

The Group had the following related party transactions with the key management personnel during the year:

Other Transactions with Key Management Personnel	2017 $	2016 $
Boston Corporate Pty Ltd (a company of which Mr Piercy is a director) provided office facilities on monthly rental basis.	**24,000**	22,909
Equities Services Pty Ltd (a company of which Mr Piercy is a director), provided IPO services in relation to assisting with placements during the IPO process.	**17,357**	-
Empire Services Pty Ltd (company of which Mr Malone is a Director), provided IPO services in relation to assisting with placements during the IPO process.	**28,926**	-
James Anne Holdings Pty Ltd (a company of which Mr Humann is a director), provided Due Diligence services.	**24,000**	-
Indian Ocean Advisory Group (a company associated with Mr Martino), provided professional accounting and IPO corporate advisory services.	**237,778**	-
LJM Corporate Capital Pty Ltd (a company associated with Mr Martino), received a placement fee.	**1,650**	-

REMUNERATION REPORT (CONT'D)

Loans to / from KMP's

The following information relates to the loans provided by associates of key management personnel during the year.

	Balance at the start of the year $	Interest paid or payable $	Interest not charged $	Highest indebtedness during the year $
2016/17				
Boston Corporate Pty Ltd	17,445	-	-	170,812
Boston Corporate Pty Ltd	10,245	-	-	100,318
Essential Property Pty Ltd	16,921	-	-	105,002
	44,611	**-**	**-**	**376,132**

Movement in the loan balance are presented below:

	Balance at the start of the year $	Amount borrowed $	Amounts repaid $	Closing balance $
2016/17				
Boston Corporate Pty Ltd	17,445	304,684	303,418)	18,711
Boston Corporate Pty Ltd	10,245	178,942	(178,199)	10,988
Essential Property Pty Ltd	16,921	109,465	(111,884)	14,502
	44,611	**593,091**	**(593,501)**	**44,201**

The terms of the loans are as follows:

Particulars	Terms
Principal	No fixed amount, funding provided when needed.
Interest rate	0%
Period	No fixed term.
Repayment	On commencement of listing, at the Company's discretion and subject to available funds.
Security	The borrowing is unsecured and there are no covenants in place for the loan.

These balances due under these loans result from the provision of consulting services unpaid at balance date under the executive consultancy agreements and as such are due to the entities detailed.

REMUNERATION REPORT (CONT'D)

Share sale agreement

The Company also entered into a share sale agreement with shareholders of SE Operations Pty Ltd (SEO) to swap their securities for securities in Skin Elements Limited (SEL). This included certain related parties or associated entities and the details in the table below. The shareholders received one share in SEL for every four shares held in SEO in addition to one listed and unlisted option in SEL for every four options held in SEO.

	Number of shares in SEO	Number of options in SEO	Number of shares in SEL	Number of listed options in SEL	Number of unlisted options in SEL
2016/17					
Directors					
Peter Malone	40,523,123	20,225,560	10,130,781	5,065,390	5,065,390
Luke Martino	5,000,000	2,500,000	1,250,000	625,000	625,000
Executives					
Craig Piercy	18,281,300	9,140,648	4,570,325	2,285,162	2,285,162
	63,804,423	**31,866,208**	**15,951,106**	**7,975,552**	**7,975,552**

Other than the above, there have been no other transactions or loans with key management personnel during the reporting period.

REMUNERATION REPORT (CONT'D)

Additional disclosures relating to key management personnel Shareholding

The number of shares in the Company held during the financial year by each director and other members of key management personnel of the Group including their personally related parties, is set out below:

All securities	Balance at beginning of year or appointment date	Issued on exercise of options	Other changes*	Balance at end of year or date of resignation
2017				
Directors				
Peter Malone				
- Ordinary shares	40,523,124	-	(30,392,343) [1]	10,130,781
- Options	20,225,560	-	(15,160,170) [1]	5,065,390
- Unlisted options	-	-	5,065,390 [1]	5,065,390
Luke Martino				
- Ordinary shares	5,000,000	-	(3,750,000) [1]	1,250,000
- Options	2,500,000	-	(1,875,000) [1]	625,000
- Unlisted options	-	-	625,000 [1]	625,000
David Humann				
- Ordinary shares	-	-	30,000[2]	30,000
- Options	-	-	15,000[2]	15,000
- Unlisted options	-	-	-	-
Robin Armstrong				
- Ordinary shares	2,400,000	-	(1,800,000)	600,000
- Options	1,200,000	-	(900,000)	300,000
- Unlisted options	-	-	300,000	300,000
Executives of SEL				
Craig Piercy				
- Ordinary shares	18,281,300	-	(13,710,975) [1]	4,570,325
- Options	9,140,648	-	(6,855,486) [1]	2,285,162
- Unlisted options		-	2,285,162 [1]	2,285,162
Leo Fung				
- Ordinary shares	-	-	-	-
- Options	-	-	-	-
- Unlisted options	-	-	-	-

1 Securities in Skin Elements Limited (SEL) issued as consideration for the acquisition of all the issued capital in SE Operations Pty Ltd (SEO) on the basis of 1 new share for every 4 SEO shares and 1 new option and 1 unlisted option for every 1 SEO option held.
2 Issue of shares and options for cash pursuant to Initial Public Offering Prospectus dated 6 June 2016 and Supplementary Prospectus.

END OF THE REMUNERATION REPORT, WHICH HAS BEEN AUDITED

Voting of shareholders at last year's annual general meeting

The Company has yet to hold an Annual General Meeting.

Directors' Meetings

The number of meetings of the Company's Board of Directors and each Board Committee held during the year ended 30 June 2017, and the number of meetings attended by each Director were:

	Directors' Meetings*		Audit and risk Committee		Remuneration committee	
	Held	attended	Held	attended	Held	attended
Peter Malone	6	6	1	1	-	-
Luke Martino	6	6	1	1	-	-
David Humann	6	6	1	1	-	-
Robin Armstrong (resigned 18/8/16)	-	-	-	-	-	-

* Matters considered by the Board during the year have also been effected by execution of circulated resolutions by directors.

Indemnification and insurance of Directors and Officers

During the financial year the Company paid a premium in respect of a contract insuring the directors and officers of the Company against a liability incurred by such directors and officers to the extent permitted by the Corporations Act 2001. The nature of the liability and the amount of the premium has not been disclosed due to confidentiality of the insurance contracts. The Company has not otherwise during or since the end of the year, indemnified, or agreed to indemnify an officer or an auditor of the Company, or of any related body corporate, against a liability incurred by such an officer or auditor.

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of the proceedings.

The Company was not a party to any such proceedings in the year.

Events subsequent to the end of the financial year

In the opinion of the directors, no items, transactions or events of a material and unusual nature have arisen in the interval between the end of the financial year and the date of this report which have been significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in subsequent financial years.

Auditor Independence and Non-Audit Services

Section 307C of the Corporations Act 2001 requires our auditors, BDO Audit (WA) Pty Ltd to provide the directors of the Company with an Independence Declaration in relation to the audit of the annual report. This Independence Declaration is set out on page 18 and forms part of this directors' report for the year ended 30 June 2017.

Non-audit services provided by the new auditors, BDO Audit (WA) Pty Ltd, and their related entities, are set out below. BDO Audit (WA) Pty Ltd and their related entities received or are due to receive the following amounts for the provision of non-audit services:

	2017 $	2016 $
BDO Audit (WA) Pty Ltd associated entities:		
Tax Compliance and advice	-	-
Corporate Services – Investigating Accountants' Report	-	15,924
	-	15,924

This report is signed in accordance with a resolution of the Board of Directors made pursuant to section 306(3) of the Corporations Act 2001.

Peter Malone
Executive Chairman
Dated at Perth, Western Australia this 29th day of September 2017.

AUDITOR'S INDEPENDENCE DECLARATION

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Australia

DECLARATION OF INDEPENDENCE BY WAYNE BASFORD TO THE DIRECTORS OF SKIN ELEMENTS LIMITED

As lead auditor of Skin Elements Limited for the period ended 30 June 2017, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Skin Elements Limited and the entities it controlled during the period.

BDO Audit (WA) Pty Ltd

Wayne Basford
Director

Perth, 29 September 2017

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2017

Year Ended		Consolidated 30 Jun 2017 Year Ended	30 Jun 2016
	notes	$	$
Revenue			
Revenue from continuing operations		**310,753**	179,782
Cost of sales		**(196,219)**	(61,401
Gross profit		**114,534**	118,381
Interest Income		**780**	95
Expenses			
Administration expenses	2	**(538,565)**	(43,933)
Consultants fees	2	**(595,795)**	(43,599)
Occupancy expenses		**(114,486)**	(17,288)
Listing expenses	2	**(196,993)**	-
Amortisation expense	9	**(139,330)**	-
Advertising and marketing expenses		**(149,227)**	(35,432)
Total Expenditure		**(1,734,396)**	(140,253)
Loss before income tax		**(1,619,082)**	(21,777)
Income tax expense	3	**-**	-
- Loss after income tax from continuing activities attributable to equity holders of Skin Elements Limited		**(1,619,082)**	(21,777)
Other comprehensive income			
Items that may be realised through to profit or loss			
Movements in reserves		**-**	-
Total comprehensive income for the year		**-**	-
Loss and total comprehensive income attributable to equity holders of Skin Elements Limited		**(1,619,082)**	(21,777)
Basic earnings per share (cents per share) 15		**(0.0249)**	(0.0004)
Diluted earnings per share (cents per share)		**N/A**	N/A

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes to annual report.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 30 JUNE 2017

		Consolidated	
		As at 30 Jun 2017	As at 30 Jun 2016
	Notes	$	$
CURRENT ASSETS			
Cash and cash equivalents	4	**1,407,153**	8,918
Trade receivables	5	**48,657**	2,243
Other receivables	6	**125,047**	49,214
Inventories	8	**422,820**	89,198
Research and development receivable	7	**196,584**	156,008
TOTAL CURRENT ASSETS		**2,200,261**	305,581
NON-CURRENT ASSETS			
Intangible assets	9	**9,510,353**	8,671,782
TOTAL NON-CURRENT ASSETS		**9,510,353**	8,671,782
TOTAL ASSETS		**11,710,614**	8,977,363
CURRENT LIABILITIES			
Trade and other payables	10	**737,586**	289,665
Borrowings – related parties	11	**44,201**	44,611
TOTAL CURRENT LIABILITIES		**781,787**	334,276
TOTAL LIABILITIES		**781,787**	334,276
NET ASSETS		**10,928,826**	8,643,087
EQUITY			
Issued capital	12	**13,033,994**	9,245,988
Reserves	13	**116,816**	-
Accumulated losses	14	**(2,221,984)**	(602,901)
TOTAL EQUITY		**10,928,826**	8,643,087

The above consolidated statement of financial position should be read in conjunction with the accompanying notes to this annual report.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2017

		Year Ended 30 Jun 2017	Year Ended 30 Jun 2016
	Notes	$	$
Cash flows from operating activities			
Receipts from customers		**264,339**	182,317
Payments to suppliers and employees		**(1,686,394)**	(93,627)
Interest paid		**-**	-
Interest received		**780**	95
Net cash (outflows) / inflow from operating activities	4	**(1,421,275)**	88,785
Cash flows from investing activities			
Payments for businesses (net of cash acquired)	18	**(416,869)**	-
Payments for intangibles		**-**	
development		**(269,040)**	(346,985)
Receipt of research and development tax incentive		**156,008**	133,935
Net cash outflow from investing activities		**(529,901)**	(213,050)
Cash flow from financing activities			
Proceeds from the issue of equity		**3,710,000**	550,026
Payment for share issue costs		**(360,179)**	(165,439)
Proceeds from borrowings		**593,091**	-
Repayment of borrowings		**(593,501)**	(270,766)
Net cash inflow from financing activities		**3,349,411**	113,821
Cash and cash equivalents at the beginning of the financial year		**8,918**	19,362
Net increase / (decrease) in cash and cash equivalents		**1,398,235**	(10,444)
Cash and cash equivalents at the end of the financial year	4	**1,407,153**	8,918

The above consolidated statement of cash flow should be read in conjunction with the accompanying notes to this annual report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2017

Consolidated		Issued Capital $	Share based Payments Reserves $	Accumulated losses $	Total Equity $
Balance at 1 July 2016		9,245,988	-	(602,901)	8,643,087
Loss for the year		-	-	(1,619,082)	(1,619,082)
Other comprehensive income		-	-	-	-
Total comprehensive income / (loss) for the year		-	-	(1,619,082)	(1,619,082)
Transactions with owners in their capacity as owners					
Equity Issued		4,265,001	-	-	4,265,001
Share issue costs		(360,179)		-	(360,179)
Share based payments	13	(116,816)	116,816	-	-
		3,788,006	116,816	-	3,904,822
Balance as at 30 June 2017		13,033,994	116,816	(2,221,984)	10,928,826
Balance at 1 July 2015		8,861,401	-	(581,125)	8,280,276
Loss for the year		-	-	(21,777)	(21,777)
Other comprehensive income		-	-	-	-
Total comprehensive income / (loss) for the year		-	-	(21,777)	(21,777)
Transactions with owners in their capacity as owners					
Equity Issued		550,026			550,026
Share issue costs		(165,439)	-	-	(165,439)
		384,587	-	-	384,587
Balance as at 30 June 2016		9,245,988	-	(602,901)	8,643,087

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes to this annual report.

NOTES TO THE CONSOLIDATED ANNUAL REPORT FOR THE YEAR ENDED 30 JUNE 2017

Note 1 Significant accounting policies

a. Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations and complies with other requirements of the law.

The Company is a public company limited by shares incorporated and domiciled in Australia whose shares are traded on the Australian Securities Exchange.

The financial report has also been prepared on a historical cost basis except for assessing the fair value of the business combination and the fair value of the share based payments.

As at 30 June 2017, the activities of the Company were the manufacture and distribution of skincare products.

Reporting convention.

This annual report has been prepared on an accruals basis and are based on historical cost. The annual report is presented in Australian dollars.

On 23 December 2016 Skin Elements Limited (SEL) completed a transaction with the shareholders of SE Operations Pty Ltd (SEO) to acquire 100% of the share capital of SEO in exchange for 55,000,000 shares, 27,500,000 listed options and 27,500,000 unlisted options. In accordance with Australian Accounting Standards, the acquisition does not meet the definition of a business combination as SEL was established for the sole purpose of facilitating the listing process and to acquire SEO by way of an equity swap. The shareholders of SEO received the same proportion of equity instruments in SEL. Consequently, this annual report presents the results of SEO for the year from 1 July 2015 to 23 December 2016 and of the consolidated Group for the year from the period to 30 June 2017.

The comparative financial information included in the Company's financial statements is that of SE Operations Pty Ltd, not the Company. However, the capital structure of the legal acquirer, the Company, is adopted in the annual report.

b. Statement of Compliance

The financial report was authorised for issue on in accordance with a resolution of directors on 29 September 2017.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards, as adopted in Australia. Compliance with Australian Accounting Standards ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS) as adopted by the AASB.

c. Business Combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises of the fair value of assets transferred, liabilities incurred to the former owner, equity interests issued and the fair value of any contingent consideration.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair value at the acquisition date.

Acquisition related costs are expensed as incurred.

Note 1 Significant accounting policies

d. Principles of Consolidation

General consolidation principles

The consolidated financial statements comprise Skin Elements Limited and its controlled entity as at 30 June 2017. A subsidiary is fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date at which the group ceases to have control.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. When the group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss.

e. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the annual report requires the use of accounting estimates and judgements which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involve a degree of judgement or complexity in preparing the annual report. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances known to management. Facts and circumstances may come to light after the event which may have significantly varied the assessment used which result in a materially different value being recorded at the time of preparing these annual report.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

I. Impairment of assets

The Company assesses the impairment of assets at each reporting date by evaluating conditions specific to the asset that may lead to impairment. The assessment of impairment is based on the best estimate of future cash flows available at the time of preparing the report. However, facts and circumstances may come to light in later periods which may change this assessment if these facts had been known at the time.

II. Deferred taxes

Deferred tax assets for tax losses and timing differences have not been brought to account as it is not considered probable that the group will make taxable profits over the next 12 months. Deferred tax assets are recognised for deductible temporary differences and taxation losses when management considers that it is probable that sufficient future tax profits will be available to utilise those temporary differences and losses. Significant judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits over the next two years together with future tax planning strategies. Where there are significant variables relating to generating taxable profits in the future and there is limited operating history, the Company will disclose the unrecognised deferred taxes.

Note 1 Significant accounting policies

e. Critical accounting judgements and key sources of estimation uncertainty(cont'd)

III. Fair value of assets (business combination)

The Company has acquired the business and business assets of McArthur skincare on 5 May 2017. As the acquisition has been deemed to be a business combination, the Company is required to assess the fair value of assets and liabilities acquired. The Company has currently provisionally accounted for the acquisition having estimated the fair value of the technology and formula assets to be $703,572 on the basis of the estimated sunk costs of the development process.

IV. Amortisation rates

The Company has assessed the effective life of its Soléo and McArthur intangible assets taking into account sector practices, the expected product life cycle and its own internal knowledge of the sunscreen and skincare markets to determine an appropriate amortization rate. This rate is an estimate of what the Company anticipates the intangible will be able to generate future benefits from the production and sale of the product and this may differ from the future results. The directors will continue to assess the effective life at each reporting date.

V. Share based payments

The Company has assessed the fair value of the options issued using on Black Scholes Option Pricing model. This model includes a number of estimated inputs including a comparable company's volatility, the risk-free rate and an estimated shares price of the Company's shares upon listing. These inputs were considered to be a reasonable basis for valuing the options in the absence of a price for services but the outcome would be materially different if the Company had used different inputs.

VI. Development costs

Development costs have been capitalised as intangible assets in accordance with the accounting policy detailed in note 1(p)(iii). At 30 June 2017, management has assessed that the capital additions (net of research and development tax incentive) carried forward at year end, totalling $255,329 (2016: $190,977), comprises directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Intangible assets are amortised over their estimate life, being 25 years, based on the expected useful life of the intangible assets.

f. Segment Reporting

Operating Segments – AASB 8 requires a management approach under which segment information is presented on the same basis as that used for internal reporting purposes. This is consistent to the approach used for the comparative period. Operating segments are reported in a uniform manner to which is internally provided to the chief operating decision maker. The chief operating decision maker has been identified as the Board of Directors.

An operating segment is a component of the group that engages in business activity from which it may earn revenues or incur expenditure, including those that relate to transactions with other group components. Each operating segment's results are reviewed regularly by the Board to make decisions about resources to be allocated to the segments and assess its performance, and for which discrete financial information is available.

Note 1 Significant accounting policies

f. Segment Reporting

The financial results of each segments are reported to the board to assess the performance of the Group. The Board has determined that strategic decision making is facilitated by evaluation of the operations of the legal parent and subsidiary which represent the operational performance of the group's revenues and the research and development activities as well as the finance, treasury, compliance and funding elements of the Group.

g. Foreign Currency Translation

Both the functional and presentation currency of the Company and its Australian subsidiary is Australian dollars.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

All exchange differences in the annual report are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

h. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

I. Sale of goods
Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the costs incurred or to be incurred in respect of the transaction can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity. Risks and rewards of ownership are considered passed to the buyer at the time of delivery of the goods to the customer.

II. Interest income
Interest revenue is recognised on a time proportionate basis that takes into account the effective yield of the financial asset.

i. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are initially recognised at their fair value or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Note 1 Significant accounting policies

i. Leases (cont'd)

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the general policy on borrowing costs.

Finance lease assets are depreciated on a straight line basis over the estimated useful life of the asset.

Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

j. Income Tax

The income tax expense or benefit for the year is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

Note 1 Significant accounting policies

j. Income Tax(CONT'D)

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

k. Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

Cash flows are included in the consolidated statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority

NOTES TO THE CONSOLIDATED ANNUAL REPORT
FOR THE YEAR ENDED 30 JUNE 2017

Note 1 Significant accounting policies

l. Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash- generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

m. Cash and cash equivalents

Cash comprises cash at bank and on hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

n. Trade and other receivables

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less any allowance for impairment. Trade receivables are generally due for settlement within periods ranging from prepaid or cash on delivery to 60 days.

Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms

Note 1 Significant accounting policies

o. Inventories

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale inventories are valued at the lower of cost and net realisable value.

p. Intangible assets

I. Formula and technology

Separately acquired formula and technology are shown at historical cost. Formula and technology acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses

II. Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the improvement of identifiable and unique software products controlled by the Group are recognised as intangible assets when the Company meets to capitalisation criteria to recognise the asset list in development costs above.

III. Development costs

Development costs which meet the criteria below are capitalised to the asset to which they relate in the year the costs were incurred. Research expenditure and development expenditure that do not meet the criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. The criteria for recognising development assets are as follows:

- it is technically feasible to complete and will be available for use;
- management intends to complete the asset and use it;
- there is an ability to use or sell the asset;
- it can be demonstrated how the asset will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the asset are available, and
- the expenditure attributable to the asset during its development can be reliably measured.
- Directly attributable costs that are capitalised as part of the asset include employee costs and an appropriate portion of relevant overheads.
- Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for commercial production.

Note 1 Significant accounting policies

q. Intangible asset amortisation

The Company commences amortisation where the development process is at a stage where the products can be produced in commercial quantities. The Company has assessed that the Soléo intangible assets and the McArthur intangibles assets are at a stage where they meet this test. The Company has assessed the effective life for these assets to be 25 years and amortised the asset carrying values on a straight-line basis for the period. The Company has a policy to regularly review the effective life of each asset.

r. Research and development tax incentives (government funding)

Research and development tax incentives received or receivable from the government are recognised at their fair value where there is a reasonable assurance that the amount will be received and the Group will comply with all attached conditions. The value of the research and development tax incentives received or receivable is recognised as income where the expenses to which it relates are included in the profit or loss or alternatively as a reduction to the asset where the costs have been capitalised to the statement of financial position.

s. Financial assets

Financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end.

I. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

Impairment of financial assets

The Group assesses at each reporting date whether a financial asset or group of financial assets is impaired

I. Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account. The amount of the loss is recognised in profit or loss.

Note 1 Significant accounting policies

s. Financial assets (cont'd)

Impairment of financial assets (cont'd)

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

t. Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

u. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non- cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Note 1 Significant accounting policies

v. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss and other comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

w. Employee leave benefits

I. Wages, salaries, annual leave and sick leave
Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

II. Long service leave
The liability for long service leave is recognised in the provision for employee benefits however due to the infancy of the Group, no long service leave has been accrued.

x. Share-based payment transactions

The grant by the Company of options over its equity instruments to contractors or to its employees is measured at the fair value of contractor's services (where the services can be valued) or at the fair value of the equity instruments provided (which includes employee services received) during the period. The measurement date is the grant date and the cost is recognised over the vesting period for the services received by the Company with an increase to the expense (or asset if it directly relates to the development of an asset) with a corresponding increase to equity or reserves.

y. Issued capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

Note 1 Significant accounting policies

z. Earnings per share

Basic earnings per share is calculated as net profit attributable to members of the Parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit attributable to members of the Parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

aa. New standards and interpretations not yet adopted

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The following standards, amendments to standards and interpretations have been identified as those which may impact the Company in the period of initial application. They have not been applied in preparing the annual report.

Title and Reference	Nature of Change	Application date for entity
AASB 9 Financial nstruments AASB 9	Amends the requirements for classification and measurement of financial assets. The available-for-sale and held-to-maturity categories of financial assets in AASB 139 have been eliminated. Adoption of AASB 9 is only mandatory for the year ending 30 June 2019. This assessment of expectedcredit losses will be undertaken at each reporting date to determine if, in the directors' opinion, an impairment should be recorded in the financial statements. As at 30 June 2017, the Company has yet to determine the impact.	For periods beginning on or after 1 July 2018

Note 1 Significant accounting policies

aa. New standards and interpretations not yet adopted (cont'd)

Title and Reference	Nature of Change	Application date for entity
AASB 15 Revenue from contracts with customers	An entity will recognise revenue to depict the transfer of promised good or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This means that revenue will be recognised when control of goods or services is transferred, rather than on transfer of risks and rewards as is currently the case under IAS 18 Revenue. As at 30 June 2017, the Company has yet to determine the impact.	For periods beginning on or after 1 July 2018
AASB 16 (issued February 2016) Leases	AASB 16 eliminates the operating and finance lease classifications for lessees currently accounted for under AASB 117 Leases. It instead requires an entity to bring most leases onto its balance sheet in a similar way to how existing finance leases are treated under AASB 117. An entity will be required to recognise a lease liability and a right of use asset in its balance sheet for most leases. There are some optional exemptions for leases with a period of 12 months or less and for low value leases. Lessor accounting remains largely unchanged from AASB 117. As at 30 June 2017, the Company has yet to determine the impact.	For periods beginning on or after 1 Jan 2019

	Consolidated Year ended 30 Jun 2017 $	Year ended 30 Jun 2016 $
Profit and loss items		
2 LOSS FOR THE YEAR		
Loss for the year included the following items:		
(a) Listing costs (i)		
Costs of ASX listing	**196,993**	-
	196,993	-

(i) The Company incurred costs to list on the ASX over the last 18 months, these costs include professional fees in preparing the prospectus and additional expenditure in connection with this process. These represent one off costs and will not be incurred in the future.

(b) Administration expenses		
Accounting expenses	**65,521**	12,522
Audit expenses	**77,412**	-
Legal expenses	**128,888**	3,769
Wages and salaries	**110,144**	-
Directors fees	**98,876**	-
Travel expenses	**17,440**	7,271
Other expenses	**40,284**	20,371
	538,565	43,933
(c) Operating leases (rental)	**114,486**	17,288
	114,486	17,288
(d) Consulting fees		
Related party consulting fees (i)	**167,002**	43,599
External consulting fees	**428,793**	-
	595,795	43,599

(i) The Company engages the executives under consulting agreements to provide their services. These services are disclosed in the remuneration report (within the directors report) above.

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
3 INCOME TAX EXPENSE		
Current tax	**-**	-
Deferred tax	**-**	-
	-	-
Numerical reconciliation between tax expense and pre-tax net loss		
Loss before income tax expense	**(1,619,082)**	(21,777)
Income tax (expense) / benefit calculated at 27.5%. (2016: 30.0%)	**(445,877)**	(6,533)
Effect of non-deductible item	**45,148**	
Movements in unrecognised temporary differences	**400,729**	6,533
Income tax expense	**-**	-
Deferred tax assets / (liabilities) have not been recognised in respect of the following items		
Tax losses	**649,018**	358,338
Provision and accruals	**11,514**	-
Section 40-880 costs	**159,962**	-
Cost base of CGT assets	**14,274**	-
	834,768	358,338

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
4 CASH AND CASH EQUIVALENTS		
Cash at bank	**1,407,153**	8,918
Balance per statement cash flows	**1,407,153**	8,918

4 CASH AND CASH EQUIVALENTS (cont'd)

	Consolidated Year ended 30 Jun 2017 $	Year ended 30 Jun 2016 $
(a) Reconciliation of loss after income tax to net cash flows from operating activities		
Loss for the year	**(1,619,082)**	(21,777)
Non-cash items		
Amortisation	**139,330**	-
Acquisition stock margin	**22,555**	-
(Increase) / decrease in trade receivables	**(46,414)**	2,536
(Increase) / decrease in other receivables	**58,687**	(49,214)
(Increase) / decrease in inventories	**(223,749)**	(56,936)
Increase in trade and other payables	**247,398**	214,176
Net cash (outflow) / inflows from operating activities	**(1,421,275)**	88,785

(b) Non-cash financing and investing activities

(i) Issue of Options to consultants
The Company issued 2,000,000 Listed options to facilitators that assisted in the ASX listing process. The total value attributed to the options was $116,816 (refer note 13).

(ii) Issue of shares for the business combination
The Company issued 3,000,000 ordinary shares of the Company as part of the purchase of the McArthur skincare business. Refer to note 18 for further information.

5 TRADE RECEIVABLES

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
	48,657	2,243
	48,657	2,243

(i) Classification and impairment of trade and other receivables
Trade debtors are amounts due from customers for the sale of goods in the ordinary course of business. The trade receivables are generally due for settlement within 30 days and therefore are classified as current. The group does not currently have any provision for doubtful debts in respect to their receivables as at 30 June 2017 (30 June 2016: Nil). Due to the short-term nature of the current receivables, their carrying amounts approximate their fair value. The trade debtors balance does not currently have any amounts that are past due but not impaired.

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
6 OTHER RECEIVABLES		
GST receivable (net)	**124,670**	-
ABN Withholding	**377**	-
Other receivables	**-**	49,214
	125,047	49,214

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
7 RESEARCH AND DEVELOPMENT TAX INCENTIVE		
Research and development receivable	**196,584**	156,008
	196,584	156,008

The Group continued its development program during the year ended 30 June 2017 resulting in a claim for research and development tax incentive. The Group will continue to develop its all-natural skincare technology during the next year and assess the availability of applicable government assistance

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
8 INVENTORY		
Finished goods	**387,199**	89,198
Raw materials	**35,621**	-
	422,820	89,198
Movements in inventory		
Opening balance	**89,198**	32,262
Inventory purchased	**196,140**	118,337
Inventory transferred to costs of sales (i)	**(185,234)**	(61,401)
Inventory acquired in business combination	**322,716**	-
Inventory written off	**-**	-
Closing balance	**422,820**	89,198

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
9 INTANGIBLE ASSETS		
Soléo Organics – formula and technology	**6,578,397**	6,457,529
McArthur skincare – formula and technology	**699,296**	-
Website development costs	**18,407**	-
Elizabeth Jane Natural Cosmetics – formula and technology	**2,214,253**	2,214,253
	9,510,353	8,671,782
Movements in Soléo Organics – formula and technology		
Opening balance	**6,457,529**	6,266,552
Development cost additions	**451,913**	190,977
Less: R&D tax incentives	**(196,584)**	-
Less: Write-off or impairments	**-**	-
Less: Amortisation	**(134,461)**	-
Closing balance	**6,578,397**	6,457,529
Movements in McArthur – formula and technology		
Opening balance	**-**	-
Cost on acquisition	**703,572**	-
Less: R&D tax incentives	**-**	-
Less: Write-off or impairments	**-**	-
Less: Amortisation	**(4,276)**	-
Closing balance	**699,296**	-
Movements in website development costs		
Opening balance	**-**	-
Cost on acquisition	**19,000**	-
Less: R&D tax incentives	**-**	-
Less: Write-off or impairments	**-**	-
Less: Amortisation	**(593)**	-
Closing balance	**18,407**	-
Movements in Elizabeth Jane Natural Cosmetics – formula and technology		
Opening balance	**2,214,253**	2,214,253
Development cost additions	**-**	-
Less: R&D tax incentives	**-**	-
Less: Write-off or impairments	**-**	-
Less: Amortisation	**-**	-
Closing balance	**2,214,253**	2,214,253
Profit or loss expense		
Soléo amortisation	**134,461**	-
McArthur amortisation	**4,276**	-
Website costs	**593**	-
	139,330	-

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
10 TRADE PAYABLES		
Trade creditors (i)	**216,784**	289,665
Other creditors (ii)	**520,802**	-
	737,586	289,665

(i) Fair value of trade and other payables
Trade payables are unsecured and are usually paid within 60 days of recognition. The carrying amount of trade and other payables are assumed to be the same as their fair values, due to their shortterm nature.

(ii) Other payables amount includes liabilities payable to the previous owners of the McArthur business of $205,847 subject to the sale of the inventories at fair value (refer to note 18) and amounts payable to executive management of $202,871 and to directors of $58,667.

	Consolidated As at 30 Jun 2017 $	As at 30 Jun 2016 $
11 BORROWINGS		
Loans - related parties	**44,201**	44,611
	44,201	44,611
Movements in related party loans		
Opening balance	**44,611**	302,777
Amounts borrowed	**593,091**	12,600
Amounts repaid	**(593,501)**	(270,766)
Closing balance	**44,201**	44,611

(i) Terms of the borrowings
The operating company and the Company obtained working capital funding from the executives of the Company to allow the Group to continue operating and pay its debts as and when they fell due. The loan is provided on the following terms:

Particulars	Terms
Principal	No fixed amount, funding provided when needed.
Interest rate	0%
Period	No fixed term.
Repayment	On commencement of listing, at the Company's discretion and subject to available funds.
Security	The borrowing is unsecured and there are no covenants in place for the loan.

12 ISSUED CAPITAL

	As at 30 Jun 2017	As at 30 Jun 2016	As at 30 Jun 2017	As at 30 Jun 2016
(i) Share Capital	**Shares**	Shares	**$**	$
Ordinary Shares	**76,550,001**	1	**13,033,994**	9,245,988

(ii) Movement in share capital

Date	Details	Number of shares	$
1/07/2016	Opening balance (i)	1	9,245,988
23/12/2016	Issue of shares - acquisition of subsidiary (ii)	55,000,000	11,000,000
	Less: adjustment for continuation accounting		(11,000,000)
23/12/2016	Issue of shares – IPO (iii)	18,550,000	3,710,001
5/05/2017	Issue in respect of business combination (iv)	3,000,000	555,000
	Less: Transaction costs (v)		(476,995)
	Deferred tax recognised in equity		-
	Closing balance	76,550,001	13,033,994

(i) The application of continuation accounting for the acquisition and consolidation of SE Operations Pty Ltd required the disclosure of the value of SE Operations Pty Ltd shares on issue as at 30 June 2016 as a comparative.
(ii) Acquisition - refer to note 17 for further commentary on the transaction. The issue price of the shares was $0.20.
(iii) The issue price of the shares was $0.20.
(iv) The fair value of the shares at the date of issue was $0.185.
(v) Refer to note 3 for non-cash movement in transactions costs and note 13.

	As at 30 Jun 2017 $	As at 30 Jun 2016 $
13 RESERVES		
Share based payment reserve	**116,816**	-
	116,816	-

	As at 30 Jun 2017	As at 30 Jun 2016	As at 30 Jun 2017	As at 30 Jun 2016
(i) Options	**Options**	Options	$	$
Options	**2,000,000**	-	**116,816**	-

Movement in options and the fair value assessment is below.

13 RESERVES (Cont'd)

(ii) Movement in the options issued.

Date	Details	Number of Options	$
1/07/2016	Opening balance	-	-
23/12/2016	Issue of options – consultants	2,000,000	116,816
	Closing balance	2,000,000	116,816

(ii) Fair value of options granted to consultants
The Company was unable to obtain a fair value for the services of the consultant as this was not prescribed in the contract between the parties. The Company has therefore used a valuation technique to value the options. The Company fair valued the options using the Black Scholes Option Pricing Model at $0.05841 per option using the inputs below:

Particulars	Terms
Consideration	Nil
Exercise price	$0.20
Grant date	23 December 2016
Expiry date	31 October 2018
Share price	$0.20
Expected volatility	40% (comparable company data used)
Dividend yield	0%
Risk free rate	1.89%

	As at 30 Jun 2017 $	As at 30 Jun 2016 $
14 ACCUMULATED LOSSES		
Opening balance	**602,901**	581,124
Loss for the year	**1,619,082**	21,777
Closing balance	**2,221,983**	602,901

	Year Ended 30 Jun 2017 $	Year Ended 30 Jun 2016 $
15 EARNINGS PER SHARE		
Loss attributable to ordinary shareholders	**(1,619,082)**	(21,777)
Weighted average number of ordinary shares (i)		
Balance before transaction	**1**	1
Effect of shares issued for the acquisition (55,000,000 shares (220mill / 4))	**55,000,000**	55,000,000
Effect of shares issued for the IPO (18,550,000 shares * (189 / 365 days))	**9,605,342**	-
Share issue for the business combination (3,000,000 shares * (56 / 365 days))	**460,274**	-
	65,065,617	55,000,001
Basic loss per share calculation (12mths loss / weighted ave shares)	**(0.0248)**	(0.0004)

*Includes the effect of the transaction (under continuation accounting) for the purpose of the comparative earnings per share calculation. The share capital of SE Operations Pty Ltd (SEO) as at 31 December 2015 was 220 million shares on issue which the shareholders subsequently swapped on the basis of four SEO shares for every one share in Skin Elements Limited.

	Operations	Corporate & Administration	Company
16 SEGMENT REPORTING			
Year ended 30 June 2017			
Segment Revenue	310,753	-	310,753
Expenses			
Interest income	-	780	780
Consultants fees	(21,800)	(573,995)	(595,795)
Listing fees	-	(196,993)	(196,993)
Segment net operating loss after tax	(180,304)	(1,438,778)	(1,619,082)
Year ended 30 June 2016			
Segment Revenue	179,782	-	179,782
Significant items			
Interest Income	95	-	95
Consultants fees	(43,599)	-	(43,599)
Listing fees	-		
Segment net operating loss after tax	(21,777)	-	(21,777)
Segment assets			
At 30 June 2017	**10,176,362**	**1,534,252**	**11,710,614**
At 30 June 2016	8,977,363	-	8,977,363
Segment liabilities			
At 30 June 2017	**(337,477)**	**(444,310)**	**(781,787)**
At 30 June 2016	(334,276)	-	(334,276)

17 ACQUISITION

During the year, Skin Elements Limited (SEL) which was established in September 2015 entered into a Share Sale Agreement whereby the existing shareholders of SE Operations Pty Ltd (SEO) exchanged their shares in SEO for shares in SEL. The result of the transaction was that the original holders of the shares in SEO received the same proportion of shares in SEL. The acquisition does not fall within the provisions of AASB 3 and therefore the Company has applied continuation accounting in the preparation of the annual financial report. The total number of shares issued to the shareholders of SEO was 55,000,000 ordinary shares, 22,500,000 listed options exercisable at $0.20 each on or before 31 October 2018, and 22,500,000 unlisted options exercisable at $0.30 each on or before 30 November 2018, with the fair value per share being the IPO price of $0.20 each.

18 BUSINESS COMBINATION (PROVISIONAL ACCOUNTING)

On 5 May 2017, the Company acquired the business and business assets of McArthur Skincare. The acquisition provides the Group with an established product formula which will augment the Company's current activities and future progress. The acquisition is provisionally accounted because it only occurred on 5 May 2017. Company has currently provisionally accounted for the business combination until it makes a formal assessment of the fair values of the assets:

Business combination	Year Ended 30 Jun 2017 $	Year Ended 30 Jun 2016 $
Fair value of share issued (3,000,000 shares at $0.185)	**555,000**	-
Cash paid and payable	**622,716**	-
- Total purchase consideration	**1,177,716**	-
The provisional fair value of assets and liabilities recognised as a result of the acquisition are as follows:		
Website development asset	**19,000**	-
Product formulation and technology intangible	**703,572**	-
Inventory	**455,144**	-
Net identifiable assets acquired	**1,177,716**	-
Fair value of net assets acquired	**1,177,716**	-
Outflow of cash from the acquisition of subsidiaries, net of cash required		
Purchase consideration	**416,869**	-
Less: Balance required	**-**	-
	416,869	-
Amount payable as at 30 June 2017	**(205,847)**	-

Acquisition-related costs have all been included in the administration and consulting expenses in the profit and loss. The contribution of the acquisition for the period from 5 May to 30 June was a profit of $16,869 with revenues of $77,227 for the same period. The amount payable is subject to the sale of inventories at fair value.

The fair value of the assets has been determined using the wholesale selling price for finished goods less costs to sell, the intangible software at the market price of development and the intangible assets at its estimated sunk cost.

The fair value of shares issued as purchase consideration is based upon the price as at the acquisition date.

19 KEY MANAGEMENT PERSONNEL	Year Ended 30 Jun 2017 $	Year Ended 30 Jun 2016 $
Short term	**450,705**	217,980
Post employment benefits	**-**	-
Share based payments	**-**	-
	450,705	217,980

Detailed remuneration disclosures are provided in the remuneration report within the directors' report.

20 RELATED PARTY TRANSACTIONS

The Group may enter into agreements for services rendered with individuals (or an entity that is associated with the individuals) during the ordinary course of business.

A number of entities associated with the directors and select technical staff have consulting agreements in place which have resulted in transactions between the Group and those entities during the year. The terms and conditions of those transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to unrelated entities on an arm's length basis.

		Transaction Value 30 June 2017 $	Outstanding Balance 30 June 2016 $	30 June 2017 $	30 June 2016 $
Director	**Transaction**				
Peter Malone	IPO placement fee (i)	**28,926**	-	**-**	-
Luke Martino	Corporate advisory services (ii)	**237,778**	-	**68,781**	-
	IPO placement fee (ii)	**1,650**	-	**1,650**	-
Technical personnel					
Craig Piercy	Office facilities (iii)	**24,000**	22,909 2,300	**-**	
	IPO placement fee (iv)	**17,357**	-	**-**	-

(i) A company of which Mr Malone is a Director, Empire Services Pty Ltd, provided IPO services in relation to assisting with placements during the IPO process.
(ii) A company associated with Mr Martino, Indian Ocean Advisory Group, to which Mr Martino is one of the directors, provided professional accounting and IPO corporate advisory services during the year. LJM Corporate Capital Pty Ltd, a company associated with Mr Martino received a placement fee of $1,650.
(iii) A company of which Mr Piercy is a Director, Boston Corporate Pty Ltd, provides consulting services in connection with the operations of the Company in addition to provision of office facilities to the Company.
(iv) A company of which Mr Piercy is a Director, Equities Services Pty Ltd, provided IPO services in relation to assisting with placements during the IPO process.

20 RELATED PARTY TRANSACTIONS (Cont'd)

The Group also obtained funding from entities and associates of three executives of the Company during the year:

Borrowings	Consolidated As at 30 June 2017 $	As at 30 June 2016 $
Loans – related parties	**44,201**	44,611
	44,201	44,611

	Consolidated As at 30 June 2017 $	As at 30 June 2016 $
Movements in related party loans		
Opening balance	**44,611**	302,777
Amounts borrows	**593,091**	-
Amounts repaid	**(593,501)**	(258,166)
Closing balance	**44,201**	44,611

For the terms and conditions, refer to note 10 above.

In addition to the transactions above, the Company also entered into a share sale agreement with shareholders of SE Operations Pty Ltd (SEO) to swap their securities for securities in Skin Elements Limited (SEL). This included certain related parties or associated entities and the details are listed below.

Director / Technical personnel	No. of shares in SEO	No. of options in SEO	No. of shares in SEL	No. of Listed Options in SEL (i)	No. of Unlisted Options in SEL (ii)
Peter Malone	40,523,123	20,225,560	10,130,781	5,065,390	5,065,390
Luke Martino	5,000,000	2,500,000	1,250,000	625,000	625,000
Craig Piercy	18,181,310	9,140,648	4,570,325	2,285,162	2,285,162

(i) Listed options exercisable at $0.20 each on or before 31 October 2018.
(ii) Unlisted options exercisable at $0.30 each on or before 30 November 2018.

The shares and options in SEL are subject to a 2 year escrow period.

21 FINANCIAL RISK MANAGEMENT

General

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context

The Groups financial instruments consist mainly of bank deposit accounts, trade accounts receivable, other amounts receivable, trade accounts payable, and other payable including amounts payable to related parties. The totals for each category of financial instrument, measured in accordance with AASB139 Financial Instruments Recognition and Measurement as detailed in the accounting policies are as follows:

	Consolidated As at 30 June 2017 $	As at 30 June 2016 $
Categories of financial instruments		
Financial assets		
Cash and cash equivalents	**1,407,153**	8,918
Trade and other receivables	**49,034**	51,457
	1,456,187	60,375
Financial liabilities		
Trade payables and other	**(698,238)**	(289,665)
	(698,238)	(289,665)

Financial Risk Management Policies

The Boards overall risk management strategy seeks to assist the Company in meeting its financial targets, while minimising potential adverse effects on financial performance. Risk management policies are approved and reviewed by the Board on a regular basis. These include the credit risk policies and future cash flow requirements. Senior executives meet on a regular basis to analyse financial risk exposure in the context of the most recent economic conditions and forecasts. The overall risk management strategy seeks to assist the Group in meeting its financial targets, while minimising potential adverse effects on financial performance.

Specific Financial Risk Exposures and Management

The main risk of the Company is exposed to, through its financial instruments, are credit risk, liquidity risk, and market risk relating to interest rate risk and other price risk. There have been no substantive changes in the types of risks the Company is exposed to, how these risks arise, or the Boards objectives, policies and processes for managing or measuring the risks from the previous period.

Credit Risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Company. The Company's objective in managing credit risk is to minimise the credit losses incurred, mainly on trade and other receivables. There are no significant credit risk exposures on available for sale financial assets and held to maturity investments. Credit risk is managed through maintaining procedures that ensure, to the extent possible, that clients and counterparties to transactions are of sound credit worthiness and their financial stability is monitored and assessed on a regular basis

21 FINANCIAL RISK MANAGEMENT (Cont'd)

Credit Risk

Such monitoring is used in assessing receivables for impairment. Credit terms for normal sales income are generally 30 days form the day of invoice. For sales with longer settlements, terms are specified in the individual client contracts. The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period is equivalent to the carrying amount and classification of those financial assets as presented in the statement of financial position. The Company has no significant concentrations of credit risk with any single counterparty or group of counterparties, except for unsecured loans payable to related parties. Details with respect to credit risk of trade and other receivables are provided in note 4. Trade and other receivables that are neither past due nor impaired are considered to be of high credit quality. All cash and cash equivalents are held with large reputable financial institutions within Australia and therefore credit risk is considered minimal.

Liquidity Risk

Liquidity risk arises from the possibility that the Company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Company is not currently exposed to any significant liquidity risk on the basis that the realisable value of financial assets is significantly greater than the financial liabilities due for settlement. The Company manages its liquidity risk through the following mechanisms: preparing forward looking cash flow analysis in relation to its operating, investing and financing activities; maintaining a reputable credit profile; managing credit risk related to financial assets; only investing surplus cash with major financial institutions; and comparing the maturity profile of financial liabilities with the realisation profile of financial assets. Cash flows realised from financial assets reflect management's expectation as to the timing of realisation timing may therefore differ from that disclosed.

Contractual maturities offinancial liabilities	Less than 1 year $	6 – 12 months $	Between 1 and 2 years $	Between 2 and 5 years $	Total contractual cash flows $	Carrying Amount (assets)/ liabilities $
At 30 June 2017						
Trade payables	**(698,238)**	**-**	**-**	**-**	**(698,238)**	**(698,238)**
	(698,238)	**-**	**-**	**-**	**(698,238)**	**(698,238)**
At 30 June 2016						
Trade payables	(289,665)	-	-	-	(289,665)	(289,665)
	(289,665)	-	-	-	(289,665)	(289,665)

Market Risk

The Company has minimal exposure to foreign exchange risk or interest rate risk.

Capital Management

The Groups objectives when managing capital are to:

I. Safeguard their ability to continuing as a going concern so that they can continue to provide returns for
II. shareholders and benefits for other stakeholders; and
III. Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure the Group may issue new shares or obtain additional borrowing facilities. The group monitors capital based on the assessment of the working capital requirements and net cash available on a monthly basis. The 30 June net cash available calculation is set out below:

	Consolidated As at 30 June 2017 $	As at 30 June 2016 $
Cash and cash equivalents	**1,407,153**	8,918
Trade and other receivables	**48,657**	2,243
Inventories	**422,820**	89,198
Research and development receivable	**196,584**	156,008
	2,075,214	256,367
Trade and other payables	**(737,583)**	(289,665)
Working capital available	**1,337,631**	(33,298)

Fair value estimation

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes. The directors consider that the carrying amount of financial assets and financial liabilities recorded in the financial statements approximates their fair values as the carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

Financial Instruments Measured at Fair Value

The Company does not currently have a significant fair value issues with regard to level 1 (active market for the financial instruments, level 2 (not traded in an active market) or level 3 (significant inputs is not based on observable market data) as the fair value estimates relate trade payables and receivables.

22 COMMITMENTS	Year Ended 30 Jun 2017 $	Year Ended 30 Jun 2016 $
The Group has entered into commercial leases on office premises at 32 Ord Street. The lease runs for three years on commercial terms and the Company pre-paid the initial one year's rent. The remaining commitments are below.		
Within one year	**103,000**	15,327
After one year but not more than five years	**103,000**	-
More than five years	**-**	-
	206,000	15,327

23 PARENT ENTITY DISCLOSURE

	As at 30 June 2017 $	As at 2017 30 June 2016 $
Financial position		
Assets		
Current assets	**2,955,354**	90,604
Non-current assets	**11,000,000**	-
Total assets	**13,955,354**	90,604
Liabilities		
Current liabilities	**(444,310)**	(324,971)
Non-current liabilities	**-**	-
Total liabilities	**(444,310)**	(324,971)
Equity		
Issued capital	**14,833,006**	1
Reserves	**116,816**	-
Accumulated losses	**(1,438,778)**	(234,367)
Total equity	**13,511,044**	(234,366)

Financial performance

	Year Ended 30 Jun 2017	Year Ended 30 Jun 2016
Profit (Loss) for the year	**(1,438,778)**	(234,367)
Other comprehensive income	**-**	-
Total comprehensive loss	**(1,438,778)**	(234,367)

24 SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries inaccordance with the accounting policy described in note 1(c).

Name	Country of Incorporation	Class of share	2017 %	2016 %
SE Operations Pty Ltd	Australia	Ordinary shares	100	-

	Year Ended 30 Jun 2017 $	Year Ended 30 Jun 2016 $
25 AUDITOR REMUNERATION		
Amounts received or due and receivable by BDO Audit (WA) Pty Ltd and its associated entities for:		
Assurance Services		
An audit and review of the financial report for the Group	**68,092**	6,120
Non- Assurance Services		
Tax Compliance and advice	**-**	
Corporate Services – Investigating Accountants' Report	**-**	15,924
	68,092	22,044

26 CONTINGENT LIABILITIES

The directors are not aware of any contingent liabilities as at 30 June 2017.

27 SUBSEQUENT EVENTS

In the opinion of the directors, no items, transactions or events of a material and unusual nature have arisen in the interval between the end of the financial year and the date of this report which have been significantly affected the amount disclosed in the annual report.

	Year Ended 30 Jun 2017 $
28 APPENDIX 4E AMENDMENT	
The Company reported a loss after income tax of $2,2million in the Appendix 4E. The Company has since lodged its tax return and reassessed the income tax balances with regard to the available losses and the recognition of timing differences on the provisional business combination assessment. The Company highlights that the assessment of the business combination is still currently provisional and this will ultimately change once complete.	
CONSOLIDATED PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	
Loss after income tax	**(2,237,308)**
Adjustments	
De-recognition of deferred taxes relating to carry forward intangible	**615,937**
Change in amortization for provision accounted fair value of intangible assets	**2,289**
	1,619,082
STATEMENT OF FINANCIAL POSITION	
Non-current assets	
Intangible assets	**9,874,493**
Adjustments	
Change in fair value of intangible asset	**(366,429)**
Change in accumulated amortisation	**2,289**
	9,510,353

26 APPENDIX 4E AMENDMENT (CONT'D)	Year Ended 30 Jun 2017 $
STATEMENT OF FINANCIAL POSITION	
Non-current liability	
Deferred tax liabilities	**982,366**
Adjustment	
Change in deferred tax liability on business combination	**366,426**
Movement of deferred taxes through profit and loss	**(6,767)**
Change in deferred tax liability on intangible assets	**622,704**
	-

In the opinion of the directors of Skin Elements Limited:

a. the financial statements and notes set out on pages 37 to 71 are in accordance with the Corporations Act 2001, including:
   I. giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its performance for the year then ended; and
   II. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and other mandatory professional reporting requirements;
b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
c. the consolidated financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
d. this declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2017.

This declaration is signed in accordance with a resolution of the board of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

Signed in accordance with a resolution of the directors.

Peter Malone
Executive Chairman

Dated at Perth, Western Australia this 29th day of September 2017.

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Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Skin Elements Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Skin Elements Limited(the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Group's financial position as at 30 June 2017 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

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Accounting for the Acquisition of McArthur Skincare

Key audit matter	*How the matter was addressed in our audit*
As disclosed in note 17 of the financial report, the Group acquired the business of McArthur Skincare during the year and has applied provisional accounting of the acquisition at 30 June 2017. The accounting for this acquisition is a key audit matter due to complexities in accounting for business acquisitions and the significant judgements and estimates made by management, as disclosed in Note 1(e), including: • Determination of the fair value of the total purchase consideration for the business; and • Identification and measurement of the fair value of assets acquired and liabilities assumed.	Our procedures included, but were not limited to the following: • Reviewing the executed transaction documents to understand the key terms and conditions of the acquisition and evaluating management's application of the relevant accounting standards; • Assessing management's determination of the total purchase consideration by agreeing key terms to underlying data including contracts and settlement statements; • Challenging the methodology and assumptions utilized to identify and determine the fair value of the assets and liabilities acquired; and • Assessing the adequacy of the related disclosures in Notes 1(e) and (18) of the financial report.

Carrying value and useful life of intangible assets

Key audit matter	*How the matter was addressed in our audit*
As disclosed in note 9 of the financial report, the Group has formulation and technology recognized as intangible assets, relating to the following product lines as at 30 June 2017: Soleo Organics ($6,578,397), McArthur Skincare ($699,296) and Elizabeth Jane Natural Cosmetics ($2,214,253). The useful life of these product lines and the underlying technology associated with these product lines is a key audit matter as the Group uses judgement to determine whether the assets have a finite or indefinite useful life and as to whether the assets are impaired. In making these determinations at 30 June 2017, the Group have used information regarding the long-term strategy for the products and the level of growth of the markets that the products operate in. The Soleo Organics products and the McArthur Skincare products have been classified as having	Our procedures included, but were not limited to the following: • Assessing the Group's determination of the useful lives of the Soleo Organics products and the McArthur Skincare products and technology and the period over which the expected cash flows will be derived; • Determining whether there is justification to continue to recognise the intangible relating to the Elizabeth Jane Natural Cosmetics formulations and technology intangible assets; • Assessing whether the recoverable amount of the Elizabeth Jane Natural Cosmetics formulation and technology intangible asset is greater than the carrying amount; • Challenging management's assessment that there are no indicators of impairment in

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finite lives and are being amortized over their useful lives. The Elizabeth Jane Natural Cosmetics formulations and technology is still being developed and is not being amortized. The Elizabeth Jane Natural Cosmetics intangible asset is required to be tested for impairment in accordance with AASB 136 Impairment of Assets. As disclosed in note 1(e) there is significant management judgement involved in assessing if there are any indicators of impairment of the Intangible Assets at 30 June 2017.	accordance with AASB136 Impairment of Assets; and • Assessing the adequacy of the related disclosures in notes 9 and 1(e) of the financial report.

Capitalisation of intangible assets

Key audit matter	*How the matter was addressed in our audit*
As disclosed in note 9 of the financial report, development costs of $451,913 relating to Soleo Organics formulation and technology assets have been capitalised during the year. The capitalisation of these internally generated development costs is a key audit matter due to the specific criteria (as disclosed in note 1(p)) that are required to be met for capitalisation under the accounting standard AASB 138 *Intangible Assets*. This involves management judgement with respect to technical feasibility, intention and ability to complete the intangible asset, ability to use or sell the asset, generation of future benefits and the ability to measure the costs reliably and whether costs, including payroll costs, were directly attributable to relevant projects. In addition, management judgement is also required in estimation of useful lives of the completed projects as disclosed in note 1(q) of the financial report.	Our procedures included, but were not limited to: • Holding discussions with management to understand the nature and feasibility of key projects as at 30 June 2017; • Evaluating the key assumptions used for estimates made in capitalising development costs, including assessment of whether capitalised costs related to the development phase of the project, the generation of probable future economic benefits and the useful economic life attributed to the asset; • On a sample basis, agreeing costs capitalised during the year met the development costs criteria; and Assessing the adequacy of the disclosures in Notes 9, 1(p) and 1(q) in the financial report.

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Capital reorganisation

Key audit matter	*How the matter was addressed in our audit*
On 23 December 2016 Skin Elements Limited acquired 100% of the issued capital of SE Operations Pty Ltd, by issuing the shareholders of SE Operations Pty Ltd fully paid ordinary shares in Skin Elements Limited. The transaction has been accounted for as a capital reorganisation and not an acquisition, as the shareholders of SE Operations Pty Ltd are the same shareholders of Skin Elements Limited. Capital reorganisation transactions are a complex accounting area because there is no specific applicable accounting standards for these types of transactions. In the absence of specific guidance, management is required to use its judgement in developing and applying an accounting policy that is relevant and reliable. There is a risk in the financial statements that amounts are incorrectly recognised and/or inappropriately disclosed. Refer to note 2 of the financial report for a description of the accounting policy and judgements applied to this transaction.	Our procedures include, but were not limited to the following: • Obtaining an understanding of the transaction by holding discussions with management; • Obtaining an understanding of the relevant Agreements in line with management's assessment that the new company Skin Elements Limited has been set up to be combined with a business (SE Operations Pty Ltd) under a capital reorganisation and that therefore this does not meet the definition of a business; • Evaluating the appropriateness of the use of capital reorganisation accounting as it was applied to this transaction; • Assessing that the transaction was accounted for by using pre-combination book values, with no fair value uplift being recognised by SE Operations Pty Ltd on this transaction; and • Assessing the adequacy of the Group's disclosures in respect of the accounting for this acquisition in Note 2 in the financial report, including the significant judgements involved and the accounting policy adopted.

Other information

The directors are responsible for the other information. The other information comprises the information in the Directors' report for the year ended 30 June 2017, but does not include the financial report and our auditor's report thereon. The Group's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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When we read the Group's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

http://www.auasb.gov.au/auditors_files/ar2.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 23 to 33 of the directors' report for the year ended 30 June 2017.

In our opinion, the Remuneration Report of Global Construction Services Limited, for the year ended 30 June 2017, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit (WA) Pty Ltd

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Wayne Basford

Director

Perth, 29 September 2017

ADDITIONAL INFORMATION IN ACCORDANCE WITH LISTING RULES OF THE ASX LIMITED.

Fully paid ordinary shares			
	Substantial Shareholder Information as at 25 September 2017		
	Shareholder Name	Securities	%
	Sovereign Empire Pty Ltd	10,130,781	13.21
	Lawley Group Pty Ltd	8,075,048	10.53
	Sunadvance Group Limited	5,000,250	6.52
	Willpower Trading Limited	5,000,250	6.52
	Sovereign Equities Pty Ltd	4,570,625	5.96
	Top Oceania International Limited	4,375,000	5.70
Listed Options exercisable at $0.20 on or before 31 October 2019			
	Holder of 5% or more Options expiry 31 October 2019 as at 25		
	September 2017		
	Options Holder Name	Securities	%
	Sovereign Empire Pty Ltd	5,065,390	13.06
	Lawley Group Pty Ltd	4,037,524	10.41
	Sunadvance Group Limited	2,500,125	6.45
	Willpower Trading Limited	2,500,125	6.45
	Sovereign Equities Pty Ltd	2,285,181	5.89
	Top Oceania International Limited	2,187,500	5.64
Unlisted options exercisable at $0.30 on or before 31 October 2019			
	Holder of 5% or more Unlisted options expiry 31 October 2019		
	as at 25 September 2017		
	Options Holder Name	Securities	%
	Sovereign Empire Pty Ltd	5,065,390	13.06
	Lawley Group Pty Ltd	4,037,424	10.41
	Sunadvance Group Limited	2,500,125	6.45
	Willpower Trading Limited	2,500,125	6.45
	Sovereign Equities Pty Ltd	2,285,181	5.89

ADDITIONAL INFORMATION IN ACCORDANCE WITH LISTING RULES OF THE ASX LIMITED.

Distribution of Shareholders as at 25 September 2017		
Spread of Holdings	**Holders**	**Securities**
NIL holding	-	-
1 - 1,000	4	1,400
1,001 - 5,000	21	81,870
5,001 - 10,000	144	1,426,114
10,001 - 100,000	154	6,338,294
100,001 - 9,999,999	92	68,867,323
	415	76,715,001

Distribution of Options holders as at 25 September 2017		
Spread of Holdings	**Holders**	**Securities**
NIL holding	-	-
1 - 1,000	-	-
1,001 - 5,000	202	991,250
5,001 - 10,000	56	511,611
10,001 - 100,000	113	4,686,604
100,001 - 9,999,999	61	32,585,535
	632	38,775,000

Distribution of Unlisted options holders as at 25 September 2017		
Spread of Holdings	**Holders**	**Securities**
NIL holding	-	-
1 - 1,000	-	-
1,001 - 5,000	7	16,250
5,001 - 10,000	6	44,111
10,001 - 100,000	53	1,984,104
100,001 - 9,999,999	45	25,455,535
	111	27,500,000

ADDITIONAL INFORMATION

ADDITIONAL INFORMATION IN ACCORDANCE WITH LISTING RULES OF THE ASX LIMITED.

Top Twenty Shareholders as at 25 September 2017			
1	SOVEREIGN EMPIRE PTY LTD	10,130,781	13.21
2	LAWLEY GROUP PTY LTD	8,075,048	10.53
3	SUNADVANCE GROUP LIMITED	5,000,250	6.52
3	WILLPOWER TRADING LIMITED	5,000,250	6.52
4	SOVEREIGN EQUITIES PTY LTD	4,570,325	5.96
5	TOP OCEANIA INTERNATIONAL LIMITED	4,375,000	5.70
6	TOM MCARTHUR PTY LTD	3,000,000	3.91
7	CLARE MALONE	1,500,000	1.96
8	HEKIMA PTY LTD	1,333,333	1.74
9	LJM CAPITAL CORPORATION PTY LTD	1,250,000	1.63
10	AUSTRALIAN EXECUTOR TRUSTEES LTD	1,230,000	1.60
11	CHENG GU	1,140,000	1.49
12	CALIBRE CAPITAL INC.	875,000	1.14
13	CHRIS SMAILES & SHARON SMAILES	625,000	0.81
14	ROBIN ARMSTRONG	600,000	0.78
15	TOP OCEANIA INTERNATIONAL LIMITED	539,636	0.70
16	MS JESSICA YUJIA MAO	500,000	0.65
16	MODOMIO PTY LTD	500,000	0.65
16	SALLY-ANNE MALONE	500,000	0.65
16	WHITE LINE CAPITAL PTY LTD	500,000	0.65
16	NEIL BOWIE & TERESE BOWIE	500,000	0.65
16	FRANK MALONE	500,000	0.65
16	DUNCAN MACLEAN	500,000	0.65
16	XAVIER MALONE	500,000	0.65
16	LAKEHOUSE INVESTMENTS PTY LTD	500,000	0.65
16	JO-ANNA MALONE	500,000	0.65
16	IMPACT NOMINEES PTY LTD	500,000	0.65
17	GEORGE TENNENT	487,500	0.64
18	KEITH FLYNN	461,250	0.60
19	GUANGWEI FAN	430,000	0.56
20	GREGORACH PTY LTD	416,667	0.54
	Total	56,540,040	73.70
	Balance of register	20,174,961	26.30
	Grand total	76,715,001	100.00

ADDITIONAL INFORMATION IN ACCORDANCE WITH LISTING RULES OF THE ASX LIMITED.

Top Twenty Options Holders as at 25 September 2017			
1	SOVEREIGN EMPIRE PTY LTD	5,065,390	13.06
2	LAWLEY GROUP PTY LTD	4,037,524	10.41
3	SUNADVANCE GROUP LIMITED	2,500,125	6.45
3	WILLPOWER TRADING LIMITED	2,500,125	6.45
4	SOVEREIGN EQUITIES PTY LTD	2,285,161	5.89
5	TOP OCEANIA INTERNATIONAL LIMITED	2,187,500	5.64
6	INDIAN OCEAN CORPORATE PTY LTD	1,000,000	2.58
7	CLARE MALONE	750,000	1.93
7	AUSTRALIAN EXECUTOR TRUSTEES LTD	750,000	1.93
8	HEKIMA PTY LTD	666,667	1.72
9	LJM CAPITAL CORPORATION PTY LTD	625,000	1.61
10	CHENG GU	570,000	1.47
11	ALVARO SERVICES PTY LTD	500,000	1.29
11	AUST EXECUTOR TRUSTEES LTD	500,000	1.29
12	ALIBRE CAPITAL INC.	437,500	1.13
13	CHRIS SMAILES & SHARON SMAILES	312,500	0.81
14	ROBIN ARMSTRONG	300,000	0.77
15	MS JESSICA YUJIA MAO	250,000	0.64
15	MODOMIO PTY LTD	250,000	0.64
15	SALLY-ANNE MALONE	250,000	0.64
15	WHITE LINE CAPITAL PTY LTD	250,000	0.64
15	NEIL BOWIE & TERESE BOWIE	250,000	0.64
15	XAVIER MALONE	250,000	0.64
15	LAKEHOUSE INVESTMENTS PTY LTD	250,000	0.64
15	JO-ANNA MALONE	250,000	0.64
15	IMPACT NOMINEES PTY LTD	250,000	0.64
15	FRANK MALONE	250,000	0.64
15	DUNCAN MACLEAN	250,000	0.64
16	GEORGE TENNENT	243,750	0.63
17	KEITH FLYNN	230,626	0.59
18	BNP PARIBAS NOMINEES PTY LTD	225,000	0.58
19	GUANGWEI FAN	215,000	0.55
20	GREGORACH PTY LTD	208,333	0.54
	Total	28,860,201	74.43
	Balance of register	9,914,799	25.57
	Grand total	38,775,000	100.00

ADDITIONAL INFORMATION IN ACCORDANCE WITH LISTING RULES OF THE ASX LIMITED.

Top Twenty Unlisted options Holders as at 25 September 2017			
1	SOVEREIGN EMPIRE PTY LTD	5,065,390	18.42
2	LAWLEY GROUP PTY LTD	4,037,524	14.68
3	SUNADVANCE GROUP LIMITED	2,500,125	9.09
3	WILLPOWER TRADING LIMITED	2,500,125	9.09
4	SOVEREIGN EQUITIES PTY LTD	2,285,161	8.31
5	CLARE MALONE	750,000	2.73
6	HEKIMA PTY LTD	666,667	2.42
7	LJM CAPITAL CORPORATION PTY LTD	625,000	2.27
8	CALIBRE CAPITAL INC.	437,500	1.59
9	CHRIS SMAILES & SHARON SMAILES	312,500	1.14
10	ROBIN ARMSTRONG	300,000	1.09
11	SALLY-ANNE MALONE	250,000	0.91
11	NEIL BOWIE & TERESE BOWIE	250,000	0.91
11	WHITE LINE CAPITAL PTY LTD	250,000	0.91
11	FRANK MALONE	250,000	0.91
11	LAKEHOUSE INVESTMENTS PTY LTD	250,000	0.91
11	JO-ANNA MALONE	250,000	0.91
11	IMPACT NOMINEES PTY LTD	250,000	0.91
11	DUNCAN MACLEAN	250,000	0.91
11	MODOMIO PTY LTD	250,000	0.91
11	XAVIER MALONE	250,000	0.91
12	GEORGE TENNENT	243,750	0.89
13	KEITH FLYNN	230,626	0.84
14	GREGORACH PTY LTD	208,333	0.76
15	VISSING HOLDINGS PTY LTD	175,000	0.64
16	JOHN DRISCOLL	156,250	0.57
16	PAUL NELSON	156,250	0.57
17	KOK INVESTMENTS PTY LTD	150,000	0.55
17	EMMANUEL STAMATIOU & GEORGETTE STAMATIOU	150,000	0.55
18	ALVARO SERVICES PTY LTD	145,000	0.53
19	FASTLINK HOLDINGS PTY LTD	143,750	0.52
20	DAVID ROBERT THORN	133,334	0.48
	Total	23,872,285	86.81
	Balance of register	3,627,715	13.19
	Grand total	27,500,000	100.00

The shares carry the right to one vote for each ordinary share held

Unmarketable parcels

There are no Holdings less than a marketable parcel of ordinary shares as at 25 September 2017

Restricted Securities

There are no restricted voting rights attaching to ordinary shares.

On-Market Buy Back

There is no current on-market buy-back.

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