# CFMG Land & Opportunity Fund

ARSN 602 610 006

# Supplementary Product Disclosure Statement

This Supplementary Product Disclosure Statement ('SPDS') supplements the Product Disclosure Statement dated 29 November 2016 for the Trust issued by the Responsible Entity. Together, the PDS and this SPDS contain all of the information about the Offer of Class C Units ('Middleton Park Units') in the Trust.

Capitalised terms used in this SPDS have the meaning given to those terms as set out in the Glossary of the PDS.

CFMG Equity and Income Funds Limited ACN 112 753 876, the holder of Australian Financial Services Licence (AFSL) no. 291390, is the responsible entity of CFMG Land and Opportunity Fund ARSN 602 610 006 (Trust).



### **Overview**

The information presented below in this SPDS outlines an offer to acquire Middleton Park Units in the Trust to facilitate the Trust investing in a minimum of 1,500,000 and a maximum of 4,000,000 unsecured notes issued by Middleton Park Syndicate Limited A.C.N 616 911 678 ('**Middleton Park SPV**'). The unsecured notes have a fixed return of 15.4% per annum. Money raised by the issue of the unsecured notes will be used by the Middle Park SPV to fund the Property Development.

The Property Development relates to the purchase two separate real property allotments, totalling 8.48 hectares for \$6,815,000 (including GST) with settlement due on 16 June 2017 for the purchase of 420 Chambers Flat Road and an option to settle at any time up until 29 May 2018 for the purchase of 422 Chambers Flat Road.

Middleton Park SPV intends to develop the Property into 150 residential allotments, supporting roads and other services generally in accordance with the Concept Plan in this SPDS.

A preliminary copy of the development application for the Property Development was lodged with the Local Authority on 10 May 2017. The funding of up to \$4.0m to be contributed by the Trust in exchange for the issue of the unsecured notes is to be used for the costs associated with funding purchase deposits paid to the Seller of the Property, the costs associated with payment of stamp duty on the purchase contracts, the costs of carrying out due diligence, the costs of obtaining the development approvals and for part of the working capital associated with the Property Development.

A fixed return of 15.4% per annum is required to be paid to the Trust by Middleton Park SPV on the unsecured notes. Annual distributions by the Trust are expected to paid in June 2018 and June 2019. These distributions will be funded by subscription money retained by the Trust and not provided to Middleton Park SPV. A final distribution and redemption of the unsecured notes is to be paid on completion of the Property Development and sale of the Property. Please note that whilst Middleton Park SPV is required to make interest payments of 15.4% per annum over the term of the issue of the unsecured notes the return is not guaranteed by the Responsible Entity, and the Middleton Park SPV's ability to make these payments is (subject to the subscription money being retained by the Responsible Entity) totally dependent on completion of the Property Development and sale of the Property and therefore an investment in the Middleton Park Units should be considered highly speculative.

The Middleton Park Units have a targeted return of 12.0% per annum, which is based on the fixed return payable on the unsecured notes to be issued by the Middleton Park SPV less the Asset Identification and Negotiation Fee, Management Fee and administrative fees and costs the Responsible Entity is entitled to be reimbursed for in operating the Trust. The payment of any returns are totally dependent on Middleton Park SPV meeting its interest and repayment obligations.

In the event the Middleton Park SPV meets its payment obligations in full on the unsecured notes then the Responsible Entity will waive payment of any fees and costs it is entitled to be reimbursed in the event the incurring of those fees and costs result in the Middleton Park Units not achieving the targeted return of 12.0% per annum.

The specific risks associated with this investment are disclosed in this Supplementary Product Disclosure Statement. These risks should be read in conjunction with the risks disclosed in the PDS.

# The Investment Proposal

Middleton Park Units	The Trust is offering a minimum of 1,500,000 and up to 4,000,000, Middleton Park Units, to be issued at a price of \$1.00 per Unit, to raise up to \$4,000,000, which the Trust will invest in unsecured notes issued by Middleton Park SPV.
Middleton Park SPV	Middleton Park SPV is a special purpose vehicle incorporated for the sole purpose of acquiring the Property and carrying out the Property Development.
	The Middleton Park SPV currently has three directors serving on its board. Scott Watson, Graeme MacLaren and Jason Matigian. These persons are also directors of the Responsible Entity. Details of each of these directors are set out in section 2 of the PDS.
	The sole shareholder of Middleton Park SPV is CFMG Land Limited ACN 127 663 414 (' <b>CFMG Land</b> '). CFMG Land has also been engaged by Middleton Park SPV to provide it with project management functions and administrative and company secretarial functions. The ultimate holding company of CFMG Land, Middleton Park SPV and the Responsible Entity is CFMG Capital Limited.
Trust Structure	The Trust is a registered managed investment scheme. This SPDS relates to the offer of Middleton Park Units which will have a beneficial interest in unsecured notes issued by the Middleton Park SPV to the Trust. The unsecured notes to be issued by the Middleton Park SPV will carry a rate of return of 15.4% per annum. The return is not guaranteed, is totally dependent on completion of the Property Development and sale of the Property and therefore this investment should be considered highly speculative.
Asset identification and negotiation fee	An asset identification and negotiation fee of 4.4% of the capital raised by the issue of Middleton Park Units will be paid to the Responsible Entity on the issue of units in the Trust.
Anticipated Distribution Rate	Middleton Park Units have a targeted distribution rate of up to 12.0% per annum (pre tax and net of fees) over the life of the investment. For the timing of distribution payments please refer to page 9 of this SPDS.
	For example, for each \$25,000 you invest in the Trust, the anticipated income distribution you will receive is \$3,000 per annum. Annual distributions by the Trust are expected to paid in June 2018 and June 2019. These distributions will be funded by subscription money retained by the Trust and not provided to Middleton Park SPV.
	Please note that whilst Middleton Park SPV is required to make interest payments over the term of the issue of the unsecured notes the return is not guaranteed by the Responsible Entity, and the Middleton Park SPV's ability to make these payments is (subject to the subscription money being retained by the Responsible Entity) totally dependent on completion of the Property Development and sale of the Property.
Minimum Investment	Applications for Middleton Park Units must be for a minimum investment of \$25,000 and then in multiples of \$5,000. The Responsible Entity reserves the right to accept lower amounts.
	The Middleton Park Units will be issued for \$1.00 each.
Likely term of your Investment	The Property Development is currently anticipated to be completed by July 2019.
investment	Accordingly, the Middleton Park Units are intended to be on issue for a minimum term of thirty (30) months.
	Unitholders may not withdraw their investment (although transfers are permitted subject to the Constitution).
Income Distribution	The targeted return for the Middleton Park Units is up to 12.0% per annum, which is based on the rate of return on the unsecured notes issued by the Middleton Park SPV less the Asset Identification and Negotiation Fee, Management Fee and administrative fees and costs the Responsible Entity is entitled to be reimbursed for in operating the Trust.
	The Responsible Entity does not, and its related parties, associates, officers and employees do not, guarantee Unitholders will receive any, or a particular rate of, return on their investment.
	Interim distributions are intended to be paid by the Trust in June 2018 and June 2019. These distributions will be funded by subscription money retained by the Trust and not provided to Middleton Park SPV. Interim distributions will be made by electronic funds transfer to the Unitholder's nominated Australian bank account.
	A final distribution and redemption of the unsecured notes is to be paid on completion of the Property Development and sale of the Property.
	The final distributions for the financial year FY2020 will be totally dependent on Middleton Park SPV complying in full and on time with its obligations under the terms of the unsecured notes.
	A forecast Application, Sources, Income and Distribution Statement is set out on page 9 of this SPDS which has been prepared on the basis that capital of \$4.0m is raised by the issue of Middleton Park Units. The forecast Application, Sources, Income and Distribution Statement is provided for illustrative purposes only and is not represented as being necessarily indicative of the Trust's future position or outcomes.
	Following the redemption of the unsecured notes by the Middleton Park SPV the Trust will redeem your Middleton Park Units by electronic funds transfer to your nominated Australian bank account.



#### DETAILS OF MIDDLETON PARK SPV (SPV DEVELOPER)

Middleton Park SPV is a special purpose vehicle incorporated for the sole purpose of acquiring the Property and carrying out the Property Development.

Middleton Park SPV was incorporated in Queensland on 19 January 2017 as a public company and currently has three directors serving on its board. Scott Watson, Graeme MacLaren and Jason Matigian. Details of each of these directors are set out in section 2 of the PDS.

The Middleton Park SPV, pursuant to a management agreement, will draw on the resources of CFMG Land Limited ACN 127 663 414 ('CFMG Land') for project management functions and administrative and company secretarial functions.

The directors serving on the board of CFMG Land are Scott Watson, Graeme MacLaren and Jason Matigian.

### DETAILS OF MIDDLETON PARK SPVS CORPORATE AND PROJECT MANAGEMENT

CFMG Land provides management and administrative services to the Middleton Park SPV and is also the project manager of the Property Development for the Middleton Park SPV.

CFMG Land will earn management fees as set out below.

#### Project Management Fees

The Middleton Park SPV has agreed to pay CFMG Land a project management services fee in consideration for CFMG Land endeavoring to do all things it may deem necessary, prudent and desirable for carrying out the efficient, businesslike and proper management of the Property Development.

The project management fee:

- a. comprises an amount equal to 2.0% plus GST of the gross sales price received by the Middleton Park SPV from any sale and/or similar transaction relating to the Property; and
- b. is payable on the date of settlement of the sale by the Middleton Park SPV of any allotment developed or created from the Property.

#### Company and Asset Management Services Fee

The Middleton Park SPV has agreed to pay CFMG Land a company and asset management services fee in consideration for CFMG Land endeavoring to do all things it may deem necessary, prudent and desirable for carrying out the efficient and proper management of the Middleton Park SPV, the Property and the Property Development. The company and asset management fee:

- a. comprises an amount equal to 3% plus GST of the gross sales price received by the Middleton Park SPV for any sale and/or similar transaction in respect of the Property; and
- b. is payable by the Middleton Park SPV as lot sales are finalised.

Company Secretarial Services Fee

The Middleton Park SPV has agreed to pay CFMG Land a company secretarial services fee in consideration for CFMG Land endeavoring to do all things it may deem necessary, prudent and desirable for carrying out the efficient administration of the Middleton Park SPV's secretarial affairs.

The company secretarial services fee:

- a. is \$60,000 plus GST per annum (on a pro-rata basis); and
- b. is payable monthly on a pro-rata basis in arrears.
- The Middleton Park SPV must reimburse CFMG Land for any:
- a. disbursements paid or incurred by CFMG Land in the course of performing its duties under the management agreement; and
- b. disbursements or payments made by CFMG Land on behalf of the Middleton Park SPV in respect of the acquisition of the Property, the capital raising and administration of the Middleton Park SPV not otherwise covered by the management agreement.

CFMG Land acts as the project manager of a number of syndicated residential property development companies.

CFMG Land draws from extensive experience as the manager of syndicated residential property development companies. The board of directors have backgrounds in banking, funds management and property development, and use this experience to assess opportunities based on location, population growth and demographics, infrastructure suitability, and community development plans.

While CFMG Land has undertaken projects in the past, past performance is not an indication of future performance on similar projects.

#### DETAILS OF MIDDLETON PARK PROPERTY DEVELOPMENT

#### <u>Overview</u>

The Middleton Park SPV has contracted to purchase 8.48 hectares of land in Logan Reserve, situated approximately 28 kilometres south of the Brisbane CBD ('Property').

It is intended that the Property be developed into 150 residential allotments, supporting roads and other services generally in accordance with the Concept Plan in this SPDS.

#### The Locality

Located 28 kilometres south of the Brisbane CBD, the Property is intended to provide a range of new housing opportunities.

The surrounding area is characterised by rural residential, bushland and a number of new estates currently under construction.

A number of primary and secondary schools are located within 2 kilometres. Local retail facilities are located at Marsden Park shopping centre.

The Loganlea railway station is located within 7 kilometres to the north east and there are council bus services which operate within 2 kilometres to the north at Crestmead.

The Property has good access to the Logan Motorway and the Mount Lindsay Highway.

#### The Property

The Property comprises two separate allotments situated at 420 to 422 Chambers Flat Road, Logan Reserve and is more particularly described as lots 4 and 5 on RP101021 and having certificate of title reference numbers 13889083 and 13727145.

#### Market Demographics

The state of the residential market in Brisbane is characterised by moderate economic conditions and a generally strong residential real estate market, albeit one where that strength varies depending on local market supply and demand.

Logan Reserve is situated in the southern growth corridor and is witnessing continuing changing land use from rural to residential. This has resulted in a heightened activity from developers, with an increase in sales activity for residential development sites, particularly in the past 12 months.

In line with increased sales volumes and competition for sites significant price growth for development sites is becoming apparent in the local area.

Residential lot prices have increased consistently over the past 24 months, particularly over the past 3 to 6 months as demand has increased and prices for englobo sites have increased.

The Property has been identified to capitalise on the potential from the increase in demand.



#### Infrastructure

A total of \$394.3 million of major infrastructure projects are under construction, planned or recently completed across the Logan Local Government Area.

The largest project in the planning is the \$200 million Logan Central Master Plan which will be a purpose built precinct comprising commercial buildings, schools, retail, health and social services, along with retirement, aged care and residential buildings of five to eight storeys around a central town square.

The recently completed expansion and refurbishment to the Logan Hospital have taken it from a 48 bed hospital in 1990 to a 316 bed hospital catering for the growing resident population and making it a significant employer in the area.

In addition to this, infrastructure contributions associated with residential uses in the Park Ridge Master Plan could attract around \$280 million which will be used to further enhance amenity and infrastructure in the area.

#### Purchase of the Property

A contract to purchase 420 Chambers Flat Road, Logan Reserve between the Middleton Park SPV and the registered owners was entered into on 31 March 2017.

The key commercial terms of the 420 Chambers Flat Road, Logan Reserve contract are as follows:

- a. the contract for sale is due to settle on 16 June 2017;
- b. the price payable by the Middleton Park SPV under the 420 Chambers Flat Road, Logan Reserve contract is \$6,415,000.00; and
- c. a non-refundable deposit of \$15,000.00 was paid to the registered owners' solicitor's trust account to be released to the registered owners.

An option to purchase 422 Chambers Flat Road, Logan Reserve between the CFMG Land and the registered owners was entered into on 31 March 2017.

The key commercial terms of the 422 Chambers Flat Road, Logan Reserve option are as follows:

- a. CFMG Land may nominate the Middleton Park SPV to exercise the option to purchase which option may be exercised by the Middleton Park SPV at any time during the period commencing on 1 July 2017 and expiring on 30 April 2018;
- b. upon the option being exercised by the Middleton Park SPV a contract for sale will come into existence with the Middleton Park SPV to settle the purchase within twenty business days;
- c. the price payable by the Middleton Park SPV under the 422 Chambers Flat Road, Logan Reserve option is \$400,000.

The deposit paid pursuant to the terms of the contracts of sale was paid by CFMG Land on behalf of the Middleton Park SPV and is intended to be repaid to CFMG Land from the funds raised under this offer of Middleton Park Units.

#### The Development Concept

The Concept Plan set out on page 14 of this SPDS illustrates the proposed development concept.

It is proposed that the Property be developed into 150 residential allotments, supporting roads and other services over two stages.

The allotments proposed to be developed range from 285m<sup>2</sup> to 610m<sup>2</sup> with an average land area of approximately 407m<sup>2</sup>. The Property Development involves the development of the Property as residential allotments for on-sale as sites for residential housing.

A preliminary copy of the development application for the proposed Property Development was lodged with the Logan City Council on 10 May 2017.

#### Marketing and Distribution

The marketing strategy for the residential allotments is intended to include a mix of direct selling to individual buyers and also selling to the local home builders, who on sell the allotments to their clients.

It is proposed that the Middleton Park SPV will direct market allotments through a project web site, real estate marketing sites and other media campaigns.

It is anticipated that marketing of the allotments will commence prior to settlement of the purchase of the Property and will continue during construction with allotments to be pre-sold subject to titles being created.

While the Middleton Park SPV anticipates that the above marketing and distribution strategy is appropriate the directors of the Responsible Entity or the Middleton Park SPV are not able to forecast land sales prices or rates.

Sales rates and selling prices can be influenced by a number of factors which are outside the control of either the Responsible Entity or the Middleton Park SPV including property market conditions, supply and demand, interest rates and buyer sentiment.

#### Indicative Property Development Timing

Based on the likely time frames for development approval and engineering plan approvals, it is currently anticipated that the construction works for the Property Development could commence shortly after settlement of the purchase of the Property and the Property Development could be completed by July 2019.

Marketing is anticipated to commence prior to the construction of the development works, with allotments to be pre-sold subject to titles being created and then continue following completion of the development works and titling process.

Provided that the key assumptions anticipated by the Middleton Park SPV hold true then the anticipated timing for the carrying out of the Property Development is expected to be as follows:

Settlement of Property	June 2017
Stage 1 -Subdivision Works	October 2017 – May 2018
Stage 1 - Registration of Allotments	June 2018
Settlement of Stage 1 Allotments	June 2018 – July 2018
Stage 2 -Subdivision Works	June 2018 – January 2019
Stage 2 - Registration of Allotments	February 2019
Settlement of Stage 2 Allotments	February 2019 – July 2019

\* Dates indicative only and subject to change.

Whilst the above timing is how the Middleton Park SPV anticipates the Property Development could progress, there is no guarantee that the assumptions above will be met. The directors of the Middleton Park SPV are not able to forecast land sales rates or other delays which may be experienced with the timing of the Property Development.

Accordingly, the financial performance or returns which may be generated by the Middleton Park SPV is not guaranteed and an investment in the unsecured notes to be issued by Middleton Park SPV is considered a speculative investment



#### Property Development Finance

The Trust will contribute the capital raised by the issue of Middleton Park Units (less the amounts retained from the subscription price to pay management fees to the Responsible Entity and to be applied progressively to make the interim distributions of June 2018 and June 2019) to the Property Development by taking up unsecured notes to be issued by Middleton Park SPV.

The Middleton Park SPV will apply the funds received from the Trust to refunding to CFMG Land the deposits paid to the Seller of the Property, the costs associated with payment of stamp duty on the purchase contracts, the costs associated with carrying out due diligence, the costs associated with obtaining the development approvals and for working capital associated with the Property Development.

In addition to the amount raised through the Trust, it is anticipated that approximately a total of \$5.2m in third party equity will need to be contributed together with approximately \$9.7m of debt finance to complete the Property Development.

As at the date of this SPDS, the Middleton Park SPV has received an indication of likely terms and confirmation of interest from a major lending institution advising how debt finance can be secured and may be applied towards the funding of part of the purchase price to be paid for the Property and the development costs for the Property Development.

Based on the indicative terms, the Middleton Park SPV considers that debt finance can be obtained to fund the development costs to an amount equal to 65% of the total budgeted development costs for Stage 1 and 40% for Stage 2.

The expression of interest is subject to a number of terms and conditions. Whilst the Middleton Park SPV expects to satisfy the terms and conditions applying to the expression of interest, there is no guarantee that such conditions will be met.

### PLANNED FURTHER CAPITAL RAISING BY MIDDLETON PARK SPV

In the immediate future, the Middleton Park SPV will need to raise further funds to complete the contracts for the purchase of the Property.

Specifically, the Middleton Park SPV will require funds of at least \$6.8m to fund the purchase price to be paid for the Property from the Seller in June 2017.

The Middleton Park SPV intends to raise a minimum of \$7.2m in third party equity, inclusive of the capital intended to be contributed by the Trust, through the issue of further unsecured notes which may rank ahead of the Trust and to secure debt finance to complete the purchase of the Property.

The abovementioned information is important. This offer of Middleton Park Units should be considered a highly speculative investment opportunity. Completion of the purchase of the Property from the sellers of the Property (and the development of the Property Development) is dependent on both the securing of debt finance and the raising of at least \$7.2m in third party equity to fund payment of the purchase price for the Property.

If the further capital raising is not successful, the Property Development is unlikely to proceed and Middleton Park SPV would be unable to redeem the unsecured notes issued to the Trust in turn meaning the Middleton Park Units may have minimal or little value.

#### SUBSCRIPTION AGREEMENT

The Trust's investment in the Middleton Park SPV is by way of a subscription agreement. Upon entering into the subscription agreement the Trust will be issued with unsecured notes issued by Middleton Park SPV.

The subscription agreement sets out the terms on which the Trust subscribes for and is issued the unsecured notes and the rights and obligations of the parties to that agreement.

The subscription agreement also includes key matters such as the conditions precedent (and subsequent) to the Trust subscribing for the unsecured notes, the Trust's step in rights, undertakings by the Middleton Park SPV to the Trust, representations and warranties by the Middleton Park SPV and the terms of the unsecured notes (including the interest entitlements attached to the unsecured notes, the waterfall of payments relating to distribution of Property Development proceeds and other rights attaching to the unsecured notes.)

Key conditions precedent required before the Trust will subscribe for the unsecured notes issued by Middleton Park SPV under the subscription agreement, include:

- approval by the board of the Responsible Entity to entry into and completion of the subscription agreement;
- the grant of and entry into a general security over the Middleton Park SPV in favour of the Trust which ranks behind other lenders to Middleton Park SPV;
- receipt of an expression of interest from a secured funder to provide property finance and a construction debt facility to Middleton Park SPV outlining the terms and basis on which development finance may be provided to the Property Development on terms satisfactory to the Middleton Park SPV and the Responsible Entity;
- confirmation as to the status of the development approvals required to be able to carry out the Property Development to the satisfaction of the Responsible Entity; and
- receipt of an independent valuation confirming the value of the Property.

Should the Middleton Park SPV default under the subscription agreement (or the management agreement with CFMG Land) and not remedy the default, the Trust may (subject to the rights of the other lenders) exercise step in rights.

The Middleton Park SPV must not, without the Responsible Entity's prior written consent:

- create any liability by way of further financial indebtedness in relation to the Property Development (except in relation to the secured senior debt and the third party equity that may rank equally or take priority to the unsecured notes to dividends and/ or on winding up);
- create any mortgage, charge or other security interest affecting or relating to the Property Development (other than in relation to the construction debt facility for the Property Development);
- issue or redeem new shares or other securities in the Middleton Park SPV other than in relation to raising the third party equity that ranks equally or take priority to the unsecured notes to dividends and/or on winding up; or
- amend the management agreement with CFMG Land in a manner which materially impacts the Trust.

Under the subscription agreement, the application by the Middleton Park SPV of surplus cashflow of the Middleton Park SPV is to be made in the following order:



firstly, to repay the secured funder and interest; then

secondly, to pay all taxes and other statutory imposts; then

**thirdly**, to pay all other outstanding costs, expenses and liabilities incurred in the operations of the Middleton Park SPV; then

**fourthly**, to pay any fees to CFMG Land for services provided to the Middleton Park SPV in accordance with the terms of the management agreement; then

**fifthly**, to pay interest and redeem any unsecured notes issued that rank ahead of the unsecured notes held by the Trust;

**sixthly**, to redeem unsecured notes, pari passu amongst the holders of any other unsecured notes issued by Middleton Park SPV that rank equally with the unsecured notes held by the Trust; then

**seventhly**, to pay the interest payments on the unsecured notes, pari passu as between the holders of all unsecured notes in the Middleton Park SPV that rank equally with the unsecured notes held by the Trust; then

**finally**, balance of Property Development profits to the Middleton Park SPV.

#### ABOUT THE UNSECURED NOTES ISSUED BY MIDDLETON PARK SPV

The unsecured notes are to be issued on the following basis:

Issue Price	\$1.00 per unsecured note.
Type of notes	The notes are unsecured and issued by Middleton Park SPV.
Interest Payable	An interest payment of 15.4% per annum is payable in arrears on the notes held by the Trust.
Distributions by the Trust	The Responsible Entity intends to make interim distributions in June 2018 and June 2019 with the final distribution once the notes are redeemed by Middleton Park SPV.
Voting Rights	There will be no entitlement to receive notice of, to attend or to vote at, any general meetings of the Middleton Park SPV or to vote on any written resolution of members of the Middleton Park SPV.
Property Development Cashflow Waterfall	Repayment of the unsecured notes is subject to the Property Development cashflow waterfall set out above.
Redemption Date	Each unsecured note issued to the Trust is redeemable on the date which is thirty (30) months after the issue of the notes or earlier at the election of the Middleton Park SPV (provided that such redemption will not occur until at least 12 months after the note is issued). The Responsible Entity may agree with the Middleton Park SPV to agree to extend the redemption date by up to 12 months.
Redemption Price	\$1.00 per unsecured note.

#### FORECAST APPLICATION, SOURCES, INCOME AND DISTRIBUTION STATEMENT

The forecast application, sources, income and distribution statement assumes that capital of \$4.0m is raised by the issue of Middleton Park Units.

Set out below are the forecast application and sources of Trust funds together with the income and distribution statements of the Fund for the periods ending 30 June 2018, 30 June 2019 and 30 June 2020:

	Jun-18	Jun-19	Dec-19	Total
Income/Capital				
Unsecured Notes	\$4,000,000.00			
Fixed Return - 15.4% pa	\$612,317.81	\$614,000.00	\$309,523.29	
Sub-total	\$4,612,317.81	\$614,000.00	\$309,523.29	
Distributions				
Asset Identification & Negotiation Fee - 4%	\$160,000.00			\$160,000.00
Management Fee of units on issue - 1%	\$40,000.00	\$40,000.00	\$20,000.00	\$100,000.00
Annual Fund Expenses - \$30,000 pa	\$30,000.00	\$30,000.00	\$15,000.00	\$75,000.00
Sub-total	\$230,000.00	\$70,000.00	\$35,000.00	\$335,000.00
Funds available for distribution	\$4,382,317.81	\$4,795,978.08	\$4,907,301.37	
Unitholder Distributions	* \$130,339.73	* \$163,200.00	\$4,907,301.37	\$5,200,841.10
Per Unit Distribution	* \$0.03	* \$0.04	\$1.23	\$1.30

\* The interim distributions of June 2018 and June 2019 will be funded by the Trust retaining an amount from the subscription price for the unsecured notes. Whilst the Trust will be entitled to the full 15.4% per annum interest on the amount raised, the funds retained by the Trust will be sufficient to pay for the fees and expenses of the Trust and the interim distributions for the financial years FY18 and FY19. The final distributions for the financial year FY2020 will be totally dependent on the Middleton Park SPV complying in full and on time with its obligations under the terms of the unsecured notes.

The forecast application, sources, income and distribution statement is provided for illustrative purposes only and is not represented as being necessarily indicative of the Trust's future financial position or outcomes.

#### SPECIFIC RISKS

An investment in the offer of Middleton Park Units also involves specific risks relating to the Property Development to be carried out by the Middleton Park SPV which is the purchase and development of the Property. These risks are common when undertaking property development. By undertaking a process of due diligence, key Property Development risks are where possible identified and management strategies put in place. This reduces the risk that the Property Development will not perform as anticipated but does not eliminate all risk. Some of the key risks (and potential mitigating factors) are summarised below.

Before deciding whether to subscribe for Units, you should carefully consider the principal risks to which you are exposed and whether the purchase of Units is a suitable investment for you.

If you are in doubt as to whether you should apply for Units, you should first seek advice on the matters contained in this SPDS from a professional adviser.

RISK MANAGEMENT
<ul> <li>Professional town planning consultants have been engaged by the Middleton Park SPV to advise in relation to the planning for the Property Development.</li> <li>Middleton Park SPV has advised that a pre-lodgement meeting was held with the Logan City Council and the feedback was that the development proposal was supported in principle.</li> <li>A preliminary copy of the development application was lodged on 10 May 2017.</li> </ul>
<ul> <li>Professional town planning consultants have been engaged by the Middleton Park SPV to advise in relation to the planning for the Property Development.</li> <li>Middleton Park SPV has advised that a pre-lodgement meeting was held with the Logan City Council and the feedback was that the development proposal was supported in principle.</li> <li>A preliminary copy of the development application was lodged on 10 May 2017.</li> </ul>
<ul> <li>A marketing strategy has been developed for the marketing and sale of the allotments intended to be developed in the Property Development.</li> <li>Marketing is anticipated to commence prior to the construction of the development works, with allotments to be pre-sold subject to titles being created and then continue following completion of the development works and titling process.</li> </ul>
<ul> <li>A marketing strategy has been developed for the marketing and sale of the allotments intended to be developed in the Property Development.</li> <li>Marketing is anticipated to commence prior to the construction of the development works, with allotments to be pre-sold subject to titles being created and then continue following completion of the development works and titling process.</li> <li>The marketing strategy for the residential allotments is intended to include a mix of direct selling to individual buyers and also selling to the local home builders, who on sell the allotments to their clients.</li> <li>It is proposed that the Middleton Park SPV will direct market allotments through a project web site, real estate marketing sites and other media campaigns.</li> </ul>
<ul> <li>A sales and marketing strategy has been developed by the Middleton Park SPV which includes a mix of direct selling to individual buyers and also selling to the local home builders, who on sell the allotments to their clients.</li> <li>It is anticipated that marketing of the allotments will commence prior to settlement of the purchase of the Property and will continue during development with allotments to be pre-sold subject to titles being created.</li> <li>The marketing strategy for the residential allotments is intended to include a mix of direct selling to individual buyers and also selling to the local home builders, who on sell the allotments to their clients.</li> <li>A law firm will be engaged to review and advise on the sale contracts and conveyancing process.</li> </ul>

Development Costs Risk	Middleton Park SPV will engage professional engineering consultants to
Budgeted development costs may be materially different to actual costs incurred by the Property Development.	provide an opinion on costs for the Property Development. The Responsible Entity will only advance subscription money once it is satisfied with the opinion of the professional engineering consultants.
A key factor and period relating to this risk is during the period from receipt of budgeted development costs to the date of tender and finalising a signed fixed price construction contract.	• It is anticipated that the civil contractor will enter into a fixed-time, fixed price construction contract with the Middleton Park SPV to reduce the risk to the Property Development.
Cost overruns or changes to anticipated costs may result in additional equity or debt funds being required, which may dilute or extinguish returns to Unitholders.	
Additional Funding Risk	Middleton Park SPV will engage professional engineering consultants to
Should the development costs increase, further debt and/or equity may be required to complete the Property Development.	provide an opinion on costs for the Property Development. The Responsible Entity will only advance subscription money once it is satisfied with the opinion of the professional engineering consultants.
	• It is anticipated that the civil contractor will enter into a fixed-time, fixed price construction contract with the Middleton Park SPV to reduce the risk to the Property Development.
Development Delay Risk	• It is anticipated that the Middleton Park SPV will seek to avoid delay risks in
If development is delayed, then this may lead to increased interest costs, reduced returns to Unitholders	its construction contract with the civil contractor by entering into a contract which is fixed-time and fixed-price.
and a delay in those returns.	• A delay in the settlement of the Property sales may have an adverse impact on the Project returns and ultimately the interest paid to Unitholders.
Property Development Debt Financing Risk	A condition precedent to the Trust subscribing for the unsecured notes
There are risks with raising the use of debt finance to fund part of the costs of delivering the Property Development. The use of debt funding can increase investment losses.	issued by Middleton Park SPV is that the Responsible Entity be satisfied with the basis on which development finance may be secured for the Property Development.
The Middleton Park SPV has not yet secured debt funding for the Property Development.	
Interest Rate Risk	A condition precedent to the Trust subscribing for the unsecured notes to
There are risks associated with increases in interest rates impacting the cost of anticipated borrowings over the term of the Property Development.	be issued by Middleton Park SPV is that the Responsible Entity be satisfied with the interest rate on which development finance may be secured for the Property Development.
Counterparty Risk	• The principals of CFMG Land are experienced in managing the delivery
There are risks associated with counterparties fulfilling their obligations including the potential for disputes	of developments such as the Property Development and operating the Middleton Park SPV.
between the Middleton Park SPV and the manager.	The Responsible Entity will closely monitor the progress of the Property Development.
Conflict of Interest Risk	The Responsible Entity has a conflict of interest policy for dealing with     are flicted of interest.
A number of related parties are providing services to	conflicts of interest.
the Property Development and receiving fees creating a potential for conflicts of interest.	• Should an event of default arise under the subscription agreement and the Middleton Park SPV does not remedy that default then the Responsible Entity will and is required to take action to recover the money owed.
	• Both the Responsible Entity and its directors have a statutory duty to place the interests of Unitholders above their own interests where there is a conflict.
	• The Responsible Entity will keep both the Unitholders and the independent compliance committee informed of the actions being taken.
Rectification Risk	Under the intended form of civil construction contract, the obligations of rectification works will rest with the contractor.
Upon the completion of the Property Development, there are risks associated with defects in the residential allotments requiring rectification which may prove costly.	<ul> <li>The Middleton Park SPV is intended to have recourse to the contractors bank guarantees to use towards rectification costs should the contractor not meet its obligations.</li> </ul>

<b>Documentation Risk</b> The interlocking arrangements involved in the Property Development and arrangements between the Trust and the Middleton Park SPV are governed by a set of legal documents and contracts which include the Subscription Agreement and Corporate Project and Asset Management Agreement. The risk of dispute over the interpretation or enforceability of the documentation may have a materially negative impact on the Property Development and distributions under	The Responsible Entity has engaged professional advisers including in the fields of law to assist in interpreting the agreements
the Middleton Park Units.	

#### TOWN PLANNING ASSESSMENT

Professional town planning consultants will be engaged by the Middleton Park SPV as the consulting town planners for the Property Development.

The directors of the Responsible Entity note:

- a. a preliminary copy of the development application for the proposed development was lodged with the Logan City Council on # April 2017;
- b. the directors consider the proposed development of the Property is consistent with the town planning scheme and that feedback from the Logan City Council officers is that the proposal is supported in principle; and
- c. based on the statutory time frames for the Logan City Council to assess the development application that a decision to the application for development approval by the Middleton Park SPV can be expected by 16 June 2017.

#### **ENGINEERING ASSESSMENT**

Professional engineering consultants will be engaged by the Middleton Park SPV to advise on the civil engineering, budgeted development costs, civil design and the servicing and development requirements for the Property.

The directors of the Responsible Entity are satisfied that in their opinion that there are existing services available to the Property or close to the Property to provide connections to storm water drainage, water and sewerage reticulation, electricity and telecommunications.

Based on the contractual arrangements for the purchase of the Property the Vendor of the Property has a contractual obligation to allow the Middleton Park SPV to construct storm water drainage infrastructure and to discharge overland flows to neighboring land owned by the Vendor of the Property.

#### **RELATED PARTY ARRANGEMENTS**

CFMG Land and the Middleton Park SPV are each related parties of the Responsible Entity as they share common directors with the Responsible Entity.

A common risk of related party transactions is that in the event of default, the Responsible Entity (or the Middleton Park SPV) may not enforce its rights against a related party. See sections 3, 8.19 and 8.20 of the PDS for information about our Conflicts Policy that governs the related party transactions we may enter.

Should an event of default arise under the subscription agreement and the Middleton Park SPV does not remedy that default the Responsible Entity will and is required to take action to recover the money owed. Both the Responsible Entity and its directors have a statutory duty to place the interests of Unitholders above their own interests where there is a conflict. The Responsible Entity will keep both the Unitholders and the independent compliance committee informed of the actions being taken.

The Responsible Entity has not sought member approval to transact with the Middleton Park SPV. The intended terms of the subscription agreement has been benchmarked to market and are in line with industry practice. On this basis, the directors of the Responsible Entity are satisfied the terms of the subscription agreement are on terms no less favourable than they would have been had the terms been negotiated between non-related entities dealing at arms length.

#### CONSENTS

The following parties have given and not withdrawn their consent to be named in this SPDS in the form and context in which they are named:

- a. Middleton Park Syndicate Limited ACN 616 911 678; and
- b. CFMG Land Limited ACN 127 663 414.



# Fees and costs update

The table below replaces the table in clause 5.2 of the PDS.

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Fees when your money moves in or out of the Trust		
Establishment fee: The fee to open your investment.	Nil	Not applicable
Contribution fee: The fee on each amount contributed to your investment.	Nil	Not applicable
Withdrawal fee: The fee on each amount you take out of your investment.	Nil	Not applicable
Exit fee: The fee to close your investment.	Nil	Not applicable
Management costs: The fees and costs for managing your investmer	it	
Management Fee	1.1% p.a. of the total funds invested in the Trust	Monthly in arrears out of the Trust assets
Asset identification, capital raising and structuring fee	4. 4% of the capital raised by the issue of the Middleton Park Units	Upon the issue of Units in the Trust out of the Trust assets attributable to the relevant Class
Administrative fees and costs	Anticipated to be approximately \$33,000 p.a.	To be paid as and when incurred out of the Trust assets
Service fees		
Switching fee: The fee for changing investment options	Nil	Not applicable

#### Additional explanation of fees and costs

The information below is in addition to the disclosures contained in clause 5.3 of the PDS.

#### Asset identification, capital raising and structuring Fee

- a. The Responsible Entity is entitled to be paid the Asset Identification and Negotiation Fee out of the assets when it issues the Middleton Park Units.
- b. The Asset Identification and Negotiation Fee is 4.4% of the value or amount of capital raised by the issue of the Middleton Park Units.
- c. The Asset Identification and negotiation Fee is due and payable on the date of the issue of the Middleton Park Units from the assets of the Trust attributable to the Middleton Park Units.

#### **Indirect Costs Ratio**

The Indirect Cost Ratio (**ICR**) for the Trust is the ratio of the Trust management costs that are not deducted directly from a Unitholder's account, divided by the Trust's total average net assets.

The ICR for this Offer is expected to be 6.32%. Indirect costs are deducted from the assets of the Trust.

#### Example of annual fees and costs for the Trust

The table below relaces the table in clause 5.9 of the PDS.

EXAMPLE		BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR	
Contribution fees	Nil	For every \$50,000 you put in, you will be charged \$0.	
PLUS Management Costs	6.32% p.a.	And, for every \$50,000 you have in the Trust you will be charged \$555 each year.	
EQUALS cost of the Trust		If you had an investment of \$50,000 in the Trust at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of from	
		\$3,160*	
		What it costs you will depend on the investment option you choose and the fees you negotiate	

Note. The management costs above include the one-off 4.4% asset identification, capital raising and structuring fee which is charged only once at the commencement of the investment.

The ICR for the second and subsequent years is 1.9% per annum or \$962.50 for each \$50,000 investment in the Trust.



### Benchmark Disclosure Update

Section 3 of the PDS sets out the Responsible Entity's response to ASIC's Regulatory Guide 45 Mortgage schemes: improving disclosure for retail investors – Benchmark Disclosure.

Below is an update to Disclosure Principle 7

BENCHMARK / DISCLOSURE PRINCIPLE	BENCHMARK MET? (YES / NO)	EXPLANATION
7 Distribution practices	No	The Trust will pay interim distributions for <b>June 2018 and June 2019</b> from subscription money retained and not advanced to Middleton Park SPV. These interim distributions are not funded from operations of the Trust.
		The Responsible Entity does not, and its related parties, associates, officers and employees do not guarantee Unitholders will receive any, or a particular rate of, return on their investment.
		Distributions other than the interim distributions nominated above and the return of capital is dependant on the successful completion of the Property Development with sufficient funds to redeem all the unsecured notes.

### Taxation

The following is a general summary of the expected taxation consequences for Unitholders, in holding Units in the Trust. The Responsible Entity is not licensed to provide taxation advice and cannot provide advice to specific Unitholders. Unitholders should seek advice on the taxation consequence of their investment which takes into account their personal circumstances, from a suitably qualified adviser.

On the basis that the sole activity and income of the Trust will be the acquisition of interest bearing unsecured notes, the Trust will qualify as a 'flow through' trust for taxation purposes.

The unsecured notes to be issued by Middleton Park SPV to the Trust will qualify as debt instruments and the interest payable on those will retain that character for Australian income tax purposes.

Under the terms of the Constitution of the Trust, the Responsible Entity must distribute the 'distributable income' of the Trust to Unitholders each year. Accordingly where the Trust has recognised income in excess of expenses for a year Unitholders should have an entitlement to their respective share of the income at year end.

In such cases taxation will not be payable at the Trust level but rather each Australian Resident Unitholder will be subject to tax on their share of the net (taxable) income of the Trust, and will be required to include this in their own returns.

In the case of a unitholder that is not a resident of Australia the Trustee would normally be assessed on the non resident unitholders behalf in respect of the non resident unitholder share of the net (taxable) income. However, where the sole income of the trust is interest, the Trustee will instead deduct interest withholding tax at the rate of 10% from interest amounts as a final tax. Unitholders that are tax residents, or are otherwise subject to taxation in other countries, should seek specific advice from a qualified advisor on foreign taxation implications.

The Responsible Entity will provide Unitholders with a tax statement after the end of each financial year.



#### **Concept Plan**

# Directors' Assessment of the Property to be developed

Property Address	420-422 Chambers Flat Road, Logan Reserve Queensland 4133
'As is' or market valuation	\$6,200,000
'As if approved' or with the benefit of the pending development approval	\$6,800,000
'Gross Realisation as if complete'	\$27,047,727
	xperience in the property development business assess the Property – with the pending development nately \$6.8 million (exclusive of GST).



### **Application Form**

	quity and Income Funds Limited ACN	112 753 876, AFSL 291390	MIDDLET	ON PA
NG La	and and Opportunity Fund ARSN 602	610 006 – Middleton Park Units		
ase se	ee next page for instructions on how	to complete this application form		
	d the Product Disclosure Statement a estment information.	nd the Supplementary Product Discl	osure Statement before investing –	it contains impo
Each	h unit will be issued at \$1.00.			
mer	units will be issued on receipt of an A nt and Supplementary Product Disclo Statement and Supplementary Prod	sure Statement or generated by soft		
You	agree to us using your personal infor	mation in the way the Product Disclo	osure Statement describes.	
ts Apj	plied for:	Price per unit: A\$1.00	Application money:	
	Unitholder 1 - Mr/Mrs/Ms/Miss	Given Names	Surname	Date of Birth
	Unitholder 2 - Mr/Mrs/Ms/Miss	Given Names	Surname	Date of Birth
	Trust/Trust/Superannuation or othe	r incorporated bodies		Trust Details
	Controllers of company Unitholder			
	Residential Address/Registered Offic	ce Address		
	Suburb/City State	Postcode	Country (for company, ins	ert country of inco
			Country (for company, ins	
	Postal address (if different) - Unit/PC	) Box/House Number/Street Name		
	Telephone during business hours	Telephone after business hou	ırs Email address	
	Tax File/Australian Business Numbe	r(S)		
	Applicant 1: TFN or ABN or Exemption	on Applica	nt 2: TFN or ABN or Exemption	
	Applicant 1: TFN or ABN or Exempti	on Applica	nt 2: TFN or ABN or Exemption	
	Applicant 1: TFN or ABN or Exemption		nt 2: TFN or ABN or Exemption	
		Illowing Account::	nt 2: TFN or ABN or Exemption	

#### 5. Declaration

I/We agree to be bound by the terms of the Product Disclosure Statement and the Constitution of the Trust as amended from time to time. I/We warrant that I/we have received in Australia and read a copy of the Product Disclosure Statement accompanied by or attached to this Application Form.

Until notice is received by any one of the Applicants, the investment can be operated by any one of the signatories below. Delete if not applicable.

#### Is the individual a US citizen or resident of the US for tax purposes?

Yes 🗌	If yes, provide the individual's US Taxpayer Identification Number (TIN):	

No 🗌

6.

Applicant signature(s)

Director/as trustee for	(If applicable)	Please print full name here	Date	
Director/as trustee for	(If applicable)	Please print full name here	Date	

FOR OFFICE USE: Applicant's identity verified as per requirements of the Anti Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (AML/CTF Act). The Responsible Entity reserves the right to withhold formal acceptance of an Application and to defer processing an Application unless and until sufficient identifying information for an Unitholder has been supplied to establish compliance with the AML/CTF Act and the Rules under the AML/CTF Act.

Amount \$\_\_\_\_\_Account No.\_\_\_\_\_Units Issued:\_\_\_\_\_

### How to complete the application form

 complete in BLOCK LETTERS
 if you make a mistake, cross it out and initial it - do not use correction fluid
 attach your 'not negotiable' cheque payable to: The Trust Company (Australia) Limited ACF CFMG Land and Opportunity Fund – Middleton Park Units
 send this form to: PO Box 663 FORTITUDE VALLEY QLD 4006
 EFT your application monies to: Account: The Trust Company (Australia) Limited ACF CFMG Land and Opportunity Fund – Middleton Park Units
 Bank: ANZ
 BSB: 012-003
 Account No: 8370 19627

#### THESE INSTRUCTIONS ARE CROSS REFERENCED TO EACH SECTION OF THE FORM

#### 1. UNITHOLDER NAME

Individuals	Give full name – not initials				
Person under the age of 18	Use name(s) of parent(s) or guardian(s) e.g. John Smith <sam a="" c="" smith=""></sam>				
Companies	Use company title e.g. John Smith Pty Limited as well as inserting ACN				
Trusts	Use the name of the Trustee and name of Trust e.g. John Smith Pty Limited <smith a="" c="" family="" trust=""> <math></math></smith>				
Superannuation Trusts	Use the name of the Trustee and name of Trust e.g. John Smith Pty Limited <smith a="" c="" super="" trust=""> <math></math></smith>				

If the Unitholder is acting as a trustee, ensure the full name of the trust or fund is included in the Unitholder's description. If the trust or fund is not Australian based, identify the country in which the trust or fund was established in 'Trust Details'.

In 'Trust Details' or in an accompanying page, also insert any ABN allocated to the trust or fund and add identifying wording to identify:

- 1. the ARSN, if the trust or fund is ASIC registered; or
- 2. if the trust or fund is an ATO Self Managed Superannuation Trust, and if so, insert 'SMSF'; or
- 3. if the trust or fund is regulated by APRA, and if so, write 'APRA Regulated' and the APRA registration number; or

4. if none of these categories apply, insert 'Other' and applicable descriptions, such as 'Family Discretionary Trust', 'Unit Trust' or 'Other'.

For the box headed 'Controllers of company Unitholder', please supply full names of shareholders who hold more than 25% of the shares in the Company, together with their percentage holding. This information is only needed for Australian proprietary limited companies. Attach a separate page if insufficient space.

If the company Unitholder is a foreign company, but is a majority owned subsidiary of an Australian listed company, insert in the box headed: 'Controllers of company Unitholder' – words of or to the effect of 'Controlled by listed Australian company'.

If a foreign company is the Unitholder, but the company is not registered with ASIC, specify on the form or on an accompanying page if it is a public or private company, its country of origin, any identifying number similar to an ACN or ARBN and its principal business address in its country of origin. If the Applicant is a foreign private company, supply the full name of every director on an accompanying page.

If the Applicant is an association, the full names of members of its board or governing committee need to be included on an accompanying page.

if the Applicant is a registered cooperative, the full names of its chairman, secretary or equivalent officer needs to be supplied on an accompanying page.

If the Applicant is a government body, it needs to supply the name of legislation creating its establishment, identifying whether it is Commonwealth, State or foreign legislation that creates its establishment.

#### 2. RESIDENTIAL AND POSTAL ADDRESS AND CONTACT DETAILS

Enter your residential or registered office address details. Please complete the postal address if your mail is delivered to a different address.

If you state your email address, all reports may be sent to you by that means.

#### 3. TAX FILE NUMBER (TFN)/AUSTRALIAN BUSINESS NUMBER (ABN)

You are not required to give us your TFN or ABN. However if you do not quote either, we are required to withhold tax (at the highest marginal rate plus Medicare Levy) from Distributions paid to you. Collection of TFN's is authorised and their use and disclosure are strictly regulated by the tax laws and Privacy Act. By quoting your TFN or ABN you authorise us to apply it to your investment and its disclosure to the Tax Office.

#### 4. **DISTRIBUTIONS**

Distributions are automatically reinvested. However, if you would prefer them to be paid to you, you must complete the appropriate details at this item.

#### 5. DECLARATION

Please read the Declaration, indicate whether you are a citizen of the United States of America and sign at item 6.

#### 6. SIGNATURE

The Application Form should be signed and dated by all Unitholders. Companies would be expected to sign by two directors or by one director and the company secretary. In the case of a sole director company, when signing, add wording: 'Signed as sole director and sole secretary'.

For further details please contact the investor relations team at CFMG:

PO Box 663 Level 2, 117 McLachlan Street Fortitude Valley QLD 4006 P: 1800 155 526 E: investorrelations@cfmgcapital.com.au W: cfmgcapital.com.au



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