



Information Memorandum

Whitmore Property Large Format Retail Fund

Whitmore Property Pty Ltd
(ACN 615 382 011), AFSL 509574
Investment Manager

Whitmore LFR Fund 1 Pty Ltd
(ACN 679 569 085, AFSL Authorised
Representative No. 001310975)
Trustee

18 October 2024



Key Highlights



Portfolio of high-quality Large Format Retail assets

The Fund provides investors with exposure to a wide range of LFR assets and their underlying blue-chip tenants. The portfolio approach provides a more attractive investment opportunity with significantly lower risks than single asset investments.



Designed with liquidity as a priority

The Whitmore Property team has prioritised liquidity for all investors in the design of the Fund. Any investor may decide to fully liquidate their units after the 5-year portfolio management period, this window will be re-opened every two years for those who decided to remain invested in the Fund.



Aligned interests

The Whitmore Property executives and directors are personally invested in the Fund alongside every other investor, on the same terms. We are committed to the success of the Fund.



Underpinned by National Tenants

The Fund and its income are secured by a broad range of blue-chip, national retailers. The seed asset is anchored by Supercheap Auto, National Tiles, 4WD Supa Centre, Revo Fitness, and Totally Workwear. Other Large Format Retail tenants include Bunnings, Anaconda, JB Hi-Fi, Officeworks etc.

Target Returns

Initial
Distribution

6.25%

11.7% Gross
Tax Equivalent

Average
7-Year Distribution

7.5%

10.8% Gross
Tax Equivalent

7-Year IRR

12.8%

14.0% Gross
Tax Equivalent



Tax benefits

Investors will benefit from tax deferred distribution components, these benefits are largest in the early years, with the gross tax equivalent initial distribution equating to ~11.7% (for top marginal tax bracket investors) and an IRR of 14.0% Gross Tax Equivalent (GTE). The Fund will also utilise sub-trusts structures that minimise the amount of land tax payable.



Transparency and lack of financial engineering

The Whitmore Property team pride themselves on their transparency and relationships with underlying investors. Unlike many competing funds, you will not see any financial engineering in projections or target IRR levels.



Land rich, future optionality

The Funds key seed asset, like other large format retail centres, boasts a site coverage of ~40%, providing a great deal of valuation security with its land rich nature and optionality to expand and develop for alternative use in the future.

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Important Information

This Information Memorandum ("**IM**") relates to an offer to invest in the Whitmore Property Large Format Retail Fund ("**Fund**"). The Fund is an unregistered managed investment scheme under the Corporations Act.

This IM is dated 18 October 2024 and has been prepared by Whitmore LFR Fund 1 Pty Ltd (ACN 679 569 085), ("**Whitmore LFR**" or "**Trustee**"). The Trustee is a corporate authorised representative (AFSL Authorised Representative number 001310975 of Whitmore Property Pty Ltd (ACN 615 382 011) AFSL 509574 ("**Licensee**" or "**Whitmore Property**"). This IM and the offer to invest in the Fund ("**Offer**") are only available to investors who qualify as wholesale clients as defined in Section 761G of the *Corporations Act 2001* (Cth) ("**Corporations Act**") or sophisticated investors as defined in section 761GA of the Corporations Act ("**Investors**"). You must immediately return or destroy this IM if you are not a Wholesale Investor. The Trustee may require you to provide it with evidence that you are a Wholesale Investor before it will accept any expression of interest in the Offer.

For the purposes of section 911A(2)(b) of the Corporations Act any offers to issue Units will be made pursuant to an intermediary authorisation between the Trustee and the Licensee, under which:

- » the Licensee makes offers to arrange for the issue of Units by the Trustee; and
- » the Trustee is to issue those Units in accordance with such offers, if they are accepted.

By applying for Units an investor:

- » accepts the above offer to arrange; and
- » agrees that the Licensee is not responsible for performing any obligation of the Trustee as issuer of the relevant Units.

This IM is not a product disclosure statement or prospectus prepared under any part of the Corporations Act. Therefore, this IM is not required to, and does not, contain all the information which would be required to be included in a product disclosure statement.

This IM has not been (and does not need to be) registered with the Australian Securities and Investments Commissions ("**ASIC**").

The information contained in this IM is not intended to and does not provide a comprehensive review of the operations and affairs of the Trustee and does not contain all the information that may be necessary or desirable for you to consider when evaluating and considering the Offer. There are risks associated with the Offer which must be regarded as speculative. Some of these risks are set out in **section 9**.

This IM is provided on a confidential basis to Investors. The Investors agree not to transmit, reproduce or make available this IM to anyone other than their professional advisers on a confidential basis.

This is an important document that needs your attention. You should read this IM in full before deciding whether to invest. If you are in doubt as to how to interpret or deal with this document, you should consider consulting your financial adviser, stockbroker or other professional advisers.

Illiquid Investment

Investors should understand that the Fund is an illiquid investment. As a result, a return of capital will only be possible where assets of the Fund are sold or an alternative liquidity strategy is implemented by the Trustee.

Trustee and issuer of this IM

Whitmore LFR Fund 1 Pty Ltd (ACN 679 569 085, AFSL Authorised Representative number 001310975 in its capacity as Trustee of the Fund is the issuer of this IM and the Units offered pursuant to this IM.

Investment Manager

The Trustee has appointed Whitmore Property to act as investment manager of the Fund ("**Investment Manager**").

No representations other than contained in this IM

You should only rely on the information in this IM when deciding whether to invest in the Fund. No person is authorised to give any information or to make any representation in connection with the Fund that is not contained in this IM. Any information or representation not contained in this IM may not be relied upon as having been authorised by the Trustee in connection with the Fund.

Important Information

No cooling off rights

Cooling off rights do not apply when you invest in the Fund. This means that you cannot withdraw your Application Form once it has been lodged.

Eligibility

The Offer made in this IM is available only to those persons receiving this IM (electronically or otherwise) within Australia. No action has been taken to register Units or otherwise permit a public offering of Units in any jurisdiction outside Australia.

This IM does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

The distribution of this IM in jurisdictions outside Australia may be restricted by law and persons who come into possession of this IM who are not in Australia should seek advice on and observe any such restrictions in relation to the distribution or possession of this IM. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Other than as permitted by law, investments in the Fund will only be accepted on receipt of an Application Form.

Defined Terms

Definitions of certain terms used in this IM appear in the Glossary at **section 13**. References to currency are to Australian currency, and references to times are to Australian Eastern Standard Time, unless otherwise specified.

IM Availability

This IM may be viewed online on the Fund's website at www.whitmoreproperty.com.au. If you access the electronic version of this IM, you should ensure that you download and read this IM in full.

A paper copy of this IM is available free of charge to any person in Australia by calling the Trustee on 08 7099 3983.

Updated Information

Information in this IM may change from time to time. Information that has changed in relation to the Fund that is not materially adverse but which the Trustee wishes to provide to Investors, will be made available on the Fund's website at www.whitmoreproperty.com.au. A printed copy of any updated information will be available from the Trustee free of charge upon request by calling the Trustee on 08 7099 3983.

Financial Information

All financial and operational information contained in this IM is stated as at the date of this IM, unless otherwise specified.

Pictures of Properties in this IM

The properties depicted in photographs in this IM are not necessarily assets in which the Fund has a direct or indirect interest at the date of this IM, unless otherwise stated. Certain images in this IM may be computer generated, or graphically enhanced, images of properties which may or may not be assets of the Fund.

Forward Looking Statements

This IM contains forward looking statements which are subject to known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Fund to be materially different from those expressed or implied in such forward looking statements. Past performance is not a reliable indicator of future performance.

No Investment Advice

The information contained in this IM is not financial product advice. The information contained in this IM is general information only and does not take into account your investment objectives, financial situation and particular needs. It is therefore important that you read this IM in full before deciding whether to invest in the Fund and take into consideration your investment objectives, financial situation and particular needs. If you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional advisers.

Letter to Investors



Dear Investor,

On behalf of Whitmore Property LFR Fund 1 Pty Ltd, we are pleased to present to you an exclusive investment opportunity in the Whitmore Property Large Format Retail Fund (**the Fund**). Under the Offer, the Trustee is seeking to raise a total of \$80,000,000.

The Fund is strategically designed to capitalise on the growing demand for commercial retail spaces and the emerging 'lifestyle' category, providing a robust platform for significant income and capital gain returns.

Whitmore Property sees the LFR sector as the most attractive investment thematic in the market right now. The Fund aims to acquire and manage a diverse portfolio of high-quality large format retail properties characterised by their substantial size, prime locations, and ability to attract anchor, blue-chip tenants.

Investment Highlights:

- » **Liquidity:** The Fund has been structured with liquidity top of mind. Investors may choose to redeem their Units at the end of the Fund's Initial Term (7 years) or at the end of any Extension Period. This means that all Investors who want to get out, can get out.
- » **Attractive Yields:** The Fund is targeting an initial distribution of 6.25% and an average 7-year distribution of 7.5%.
- » **Diversification:** The Fund will acquire assets across a range of metropolitan and regional areas, Australia wide.
- » **Anchor Tenants:** These properties are secured by leases with reputable, blue-chip tenants ensuring long-term stability and reliable income.
- » **No financial engineering:** The Fund has been structured and established based on accepted principles, with no financial engineering to increase reported distributions.
- » **Tax deferred distributions:** The Fund expects that some of the distributions provided to investors will include a tax deferred amount. These distributions are generally non-taxable when received by Investors, and may be applied as a reduction to the tax cost base of the Investor's Units, so that the tax liability in relation to these amounts is 'deferred' until the sale or redemption of the Units, when a Capital Gains Tax (CGT) liability may arise.

Why Invest with Whitmore

Founded in 2005, Whitmore Property is a specialist commercial property investor with a multi-faceted approach including property management, asset and funds management.

With a proven track record, Whitmore Property has achieved returns of ~15% per annum since inception. The team prides themselves on their transparency and commitment to the Investors best interest.

We invite you to review the Information Memorandum for a comprehensive understanding of this exciting opportunity. Please reach out to myself or the team for any further inquiries.

We look forward to the possibility of partnering with you to achieve mutual success.

Warm Regards,

Lauren Price,
Director

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Section // 1.0

Why
Invest?

1.0

Investment Rationale

SECTION 1 - WHY INVEST?

The Australian macro and micro economic landscape provide the large format retail sub-sector with a great deal of tailwinds that should benefit investors over the coming cycle. Below are the highlights of the main drivers of future valuation uplift and the Funds rationale for investing:

Retail Sales



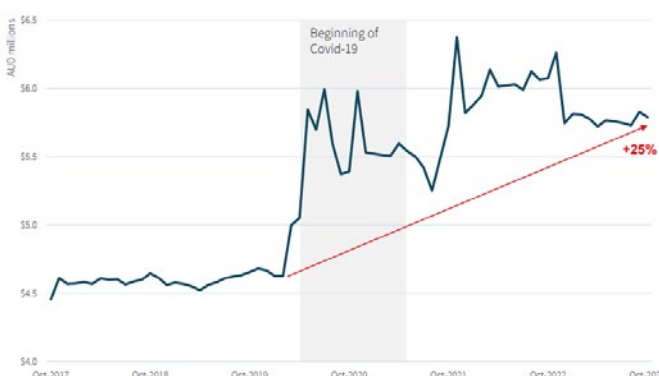
>25%
LFR's contribution to
FY23 Retail Sales



\$106,000,000,000
Revenue generated by LFR Tenants.

Consumers spending 25% more on household goods than before Covid-19

National household goods spend per month



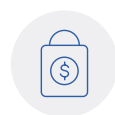
Demographics (10-Year Forecasts)



2nd
Fastest growing population
in the developed world



+4.4M
Additional
population



\$16,000 p.a.
Average retail spend
per additional persons

"Robust population growth to support future LFR Demand: With concentration of population growth fuelling further housing formation and consumer demand for bulky goods categories served by LFR centres."

\$45,000,000,000

The strong population growth is expected to generate an additional \$45,000,000,000 in retail spending over the next decade, or \$4.5B per annum

Macro Environment

↓3.28% Average Big 4 economist cash rate forecast for December 2025.

Interest Rate Cuts – Big 4 bank economists believe interest rates will drop by over 1% to ~3.28%, on average, by the end of 2025. These rate cuts will benefit LFR threefold, more than other sub-sectors:



Valuations

As is common across all property, equity and fixed income market globally, lower rates flow through to higher intrinsic asset prices. Property investments can see additional benefits through the lower cost of capital and benefits of leverage.



Housing Activity

Housing activity accelerates through rate cutting cycles as the average Australian can now borrow more. Housing activity is highly correlated with consumer spending in bulky goods retailers that frequently tenant LFR properties.



Consumer Spending

Lower mortgage rates are highly correlated with increased consumer spending. Households spend less on mortgage repayments, consumer confidence increases, and the incremental dollar tends to flow towards discretionary spend and/or house improvements.

Investment Rationale

SECTION 1 - WHY INVEST?

Supply & Demand

Low supply pipeline and strong population growth to fuel sales productivity



711,845 sqm

LFR Development Pipeline



50%

Lower than 5-year average



0.41 sqm

per additional person



320

LFR assets across Australia

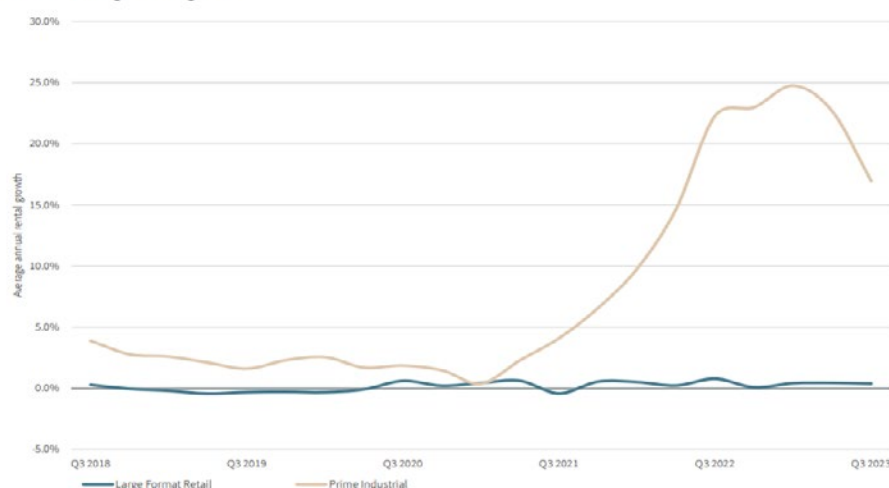


6.7% p.a.

Revenue growth of the 5 major ASX listed LFR tenants

Industrial rental growth to flow to LFR assets

National average rental growth



Industrial land values and rents increased ~125% and 335% respectively over a 5-year period, industrial investors are now looking to LFR due to its similar underlying fundamentals of land-rich assets which are often underutilised.

LFR is likely to see a similar trend to prime industrial assets due to their similar qualities and supply shortages.

Policy

+1.2M

Additional Houses



In late 2023, the National Cabinet agreed to an ambitious new national target to build 1.2M new well-located homes in the next 5 years. This is an additional 200,000 new homes above the original National Housing Accord agreed by the states and territories last year. This focus on new builds increases the demand for bulky good retailers that dominate LFR assets.

All data sourced from CBRE Research, JLL Research, and Whitmore Property.

Why Invest?

SECTION 1



Whitmore Property has been advising clients on commercial, retail, residential and industrial property acquisitions since 2005. Whitmore Property has approximately \$250 million worth of assets under management as at the date of this IM and consistently delivers above-average returns, prudent risk management, capital security, and growth.

Clear investment criteria to acquire a quality portfolio

The Fund aims to provide Investors with sustainable and stable, tax-advantaged income and the potential for capital growth. To achieve this, the Trustee is seeking to progressively acquire and manage a \$150 million diversified portfolio of quality large format retail properties ('LFR Properties') with a focus on established LFR Properties including free-standing buildings or complexes with a single large building footprint and associated infrastructure in Australia. The Trustee will only acquire LFR Properties (excluding homemaker centres) with a minimum 80% LFR by tenancy and income for the Fund in accordance with clear investment criteria pertaining to property visibility, accessibility, convenience, alternate use, security of income, historical and projected tenant occupancy rates, low future capital expenditure requirements, prospects for future rental growth and prospects for future capital growth, geographic diversity and the strength of the covenant with a focus on national tenants. For more detail on the investment criteria, refer to **section 7.1**.

Focus on Income

The Fund is targeting a seven-year average annualised distribution to Investors of at least 7.5% per Unit. The Fund will seek to generate an internal rate of return of approximately 12.8%. The Trustee aims to grow distributions of the Fund to Investors by targeting LFR Properties that have prospects for future rental and capital growth.

Tax-Advantaged Income

The Trustee anticipates distribution payments to Investors will contain some proportion of tax-advantaged income.

Tax-advantaged income arises through the different treatment of expenses and depreciation allowances on buildings and plant and equipment within a building for accounting and taxation purposes. For further information on the tax implications of investing in the Fund, refer **section 11**.

Capital Growth Potential

At the date of this IM, the Trustee considers the Fund has the potential to purchase properties at attractive prices, creating an opportunity for capital growth over time.

Gearing Policy

The Trustee has a gearing target for the Fund of 40% and an upper limit of 60%. Directors of the Trustee may provide personal guarantees to facilitate debt financing for the Fund if required and if in the best interests of the Fund.

Why Invest?

SECTION 1

Active Portfolio Management

The LFR Properties will be held and actively managed in the Fund to generate a stabilised income return to Investors. Each LFR Property will regularly be assessed for its income outlook and strategic value.

If the Trustee considers it appropriate to take advantage of a strong selling opportunity, it may sell LFR Properties prior to the conclusion of the Fund's seven-year term. The Trustee anticipates that any net sales proceeds will be returned to Investors and not used to acquire additional LFR Properties.

Application Price

During the first year of the Investment Period, Units in the Fund will be issued at a fixed price of \$1.00.

Following the first year of the Investment Period, Units in the Fund will be priced each quarter and will reflect the NAV of the Fund adjusted for accrued fees including performance fees and capitalised and unamortised costs and expenses divided by the number of Units on issue in the Fund. Expenses that will be capitalised include all those relating to the establishment of the Fund and acquisition of the LFR Properties, such as stamp duty.

Fund Term, Extensions & Guaranteed Withdrawal Opportunities

The Fund will have an initial two year period comprising the 'Investment Period' in which the Fund can acquire additional assets and raise additional capital.

The Investment Period will be followed by a subsequent five-year period comprising the 'Portfolio Management Period' which together, will comprise the initial seven-year term of the Fund ('Initial Term').

Before the end of the Initial Term, the Trustee will send a notice to all Investors ("Extension Notice") giving them an opportunity to withdraw from the Fund at the applicable Withdrawal Price (calculated in accordance with the Fund's Constitution) ("Withdrawal Offer") and stating:



- » the proposed period for which the Trustee wishes to extend the term of the Fund ("Extension Period"); and
- » the time by which all Withdrawal Requests must be received ("Last WR Date").

The Trustee will seek to satisfy all Withdrawal Requests received before the Last WR Date within twelve months of the Last WR Date ("WR Satisfaction Period"). Withdrawal Requests may be funded from:

- » cash;
- » re-gearing the Fund's investments (ie., taking on additional debt permitted under the Fund's gearing policy, as detailed in section 6.8);
- » the sale of assets (ie., the properties within the Fund's portfolio);
- » the issue of new Units; or
- » the Trustee may facilitate Unit transfers between Investors wishing to withdraw and potential purchasers (which may include existing investors, new investors to the Fund or a related party of the Investment Manager) by undertaking a 'matching' process. The Trustee will be responsible for creating a marketplace for the Units and matching potential buyers and sellers of Units.

The diagram below illustrates the process for extending the Initial Term and providing a withdrawal opportunity for all Investors seeking to exit their investment.

Two year investment period followed by a five-year portfolio management period

Acquisition Of Seed Properties		Investment Period Complete		Portfolio Management Period Complete		Liquidity Window	
YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	YEAR 7	\$
<div></div> <div>Investment Period Two year acquisition window.</div>		<div></div> <div>Portfolio Management Period Consistent income derived from long-term leases and capital growth by active property management.</div>				<div>Liquidity Window The Fund is extended for a period of up to two years on a rolling-basis. Each investor may decide to stay in or liquidate</div>	

Why Invest?

SECTION 1

If all Withdrawal Requests are satisfied within twelve months after the Last WR Date, then the Fund will continue for the Extension Period. The Trustee must ensure that all Withdrawal Requests are satisfied at the same Withdrawal Price.

If all Withdrawal Requests cannot be satisfied in the WR Satisfaction Period, the Trustee will take steps to wind up the Fund in accordance with the Fund's Constitution and distribute net proceeds to Investors.

Step 1: Extension Notice

At the end of the Portfolio Management Period, the Trustee will outline its recommendation to either wind-up or extend the term of the Fund to Investors.

If the Trustee recommends an extension of the Fund's term, it will provide Investors with the Extension Notice (setting out the proposed Extension Period), and will request that Investors seeking to redeem Units provide their Withdrawal Request before the Last WR Date.

Step 2: Withdrawal Requests

Investors seeking to exit all or some of their investment complete and provide to the Trustee their Withdrawal Request form by no later than the Last WR Date, specifying how many (if any) of their Units they wish to redeem from the Fund.

Step 3: WR Satisfaction Period

The Trustee will seek to satisfy all Withdrawal Requests received before the Last WR Date within twelve months. The Trustee may satisfy the Withdrawal Requests by any of the methods set out above.

Step 4: If All Withdrawal Requests Satisfied

If the Trustee has satisfied all Withdrawal Requests within the WR Satisfaction Period, the Fund will continue for the Extension Period.

Step 4: If All Withdrawal Requests Are Not Satisfied

If the Trustee is not able to satisfy all Withdrawal Requests within the WR Satisfaction Period, the Trustee will commence the process to wind-up the Fund.

The Trustee may, before the end of any Extension Period, issue an Extension Notice in respect of a further Extension Period in accordance with the procedure described above.

Four steps to invest

1 Read this document

You should read this IM in full before deciding whether to invest in the Fund and if you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional adviser.

2 Consider the offer

Pay particular attention to the risks set out in section 9 and other information concerning the Units, the Fund and its assets. These risks need to be considered in light of your investment objectives, financial situation and particular needs.

3 Consult your Adviser

Consider consulting your financial adviser, stockbroker and other professional advisers before deciding whether to invest.

4 Complete the application form

To make an investment, complete and return the Application Form at [Registry Direct](#).

Please contact our team if you have any queries relating to the application form, or require assistance.



Section // 2.0

Key features
of the Fund

2.0

Key features of the Fund

SECTION 2



The key features, benefits and risks set out in this section are a summary only. You should read this entire IM before completing an Application as the IM contains important information about an investment in the Fund. You should also consider seeking independent legal, taxation and financial advice before investing.

Feature	Description	Section
Key Features of the Fund		
Investment Objective	<p>The Fund aims to provide Investors with sustainable and stable, tax-advantaged income and the potential for capital growth. To achieve this, the Trustee is seeking to progressively acquire and manage a \$150 million diversified portfolio of quality LFR Properties with a focus on established retail locations in Australia.</p> <p>The Fund may not be successful in meeting this objective. Returns are not guaranteed.</p>	4.2
Investment Strategy	<ol style="list-style-type: none"> 1. acquire LFR Properties in accordance with the clear investment criteria set out in section 7.1; 2. diversify the portfolio of LFR Properties by location and tenants; 3. actively manage the LFR Properties to maximise their capital and income growth prospects; 4. regularly review each LFR Property to ensure that its progress and performance are consistent with the investment objective; and 5. where appropriate, sell LFR Properties to maximise returns to Investors.. 	4.3
Trustee	Whitmore LFR Fund 1 Pty Ltd is the Trustee and will outsource a number of its functions to Whitmore Property in its capacity as the Investment Manager of the Fund.	5.1 & 1.1

Key features of the Fund

SECTION 2

Key Features of the Fund		
Investment Manager	The Investment Manager has been advising clients on their commercial, retail, residential and industrial property acquisitions since 2005. The Investment Manager has approximately \$250 million worth of assets under management as at the date of this IM and consistently delivers above-average returns, prudent risk management, capital security and growth.	5.1 & 5.2
Term Of The Investment	<p>The Fund will have an initial two year period comprising the Investment Period in which the Fund can acquire additional assets and raise additional capital. The Investment Period will be followed by a subsequent five-year period comprising the Portfolio Management Period which together, will comprise the total seven-year Initial Term of the Fund.</p> <p>If the Trustee recommends an extension of the Fund Term beyond the Initial Term for a specified period ("Extension Period"), the Trustee will send a notice to all Investors ("Extension Notice") giving them an opportunity to withdraw from the Fund at the applicable Withdrawal Price by submitting a Withdrawal Request.</p> <p>Any Extension Period is conditional upon the Trustee being able to satisfy all Withdrawal Requests received from Investors. If the Trustee is unable to satisfy all Withdrawal Requests received, the Trustee will commence the process of winding-up the Fund.</p> <p>See Liquidity below for further information.</p>	6.6 & 6.7
Target Distributions	<p>The Fund is targeting a seven-year average annualised distribution to Investors of at least 7.5% per Unit. The Fund will seek to generate an internal rate of return of approximately 12.8%. The Trustee aims to grow distributions of the Fund to Investors by targeting LFR Properties that have prospects for future rental and capital growth.</p> <p>Note that the target distributions are merely an indication of what the Fund aims to achieve on the assumption that credit and debt markets remain relatively stable throughout the Term of the Fund.</p> <p>The Fund may not be successful in meeting these targets. Returns are not guaranteed.</p>	6.2
	<p>Frequency</p> <p>Payable monthly in arrears and commencing three months after the acquisition of the first non-cash asset of the Fund.</p>	6.2
	<p>Tax-Advantaged</p> <p>The Trustee anticipates that distribution payments to Investors will contain some proportion of tax-advantaged income.</p>	11
Director Investment	Whitmore Property directors and shareholders personally will be investing a minimum of \$1,000,000 in to the Fund	

Key features of the Fund

SECTION 2

Key Features of the Fund

Debt Finance	<p>The Trustee has a gearing target for the Fund of 40% and an upper limit of 60%. The Fund will seek to borrow approximately \$25 million for a term of 2-3 years from the Commonwealth Bank of Australia to support the acquisition of initial investments of the Fund.</p> <p>Hedging of the Fund will be subject to market conditions and at the discretion of the Investment Manager.</p> <p>Directors of the Trustee may provide personal guarantees to facilitate debt financing for the Fund if required and if in the best interests of the Fund.</p>	6.8
Liquidity	<p>An investment in the Fund is illiquid during the Initial Term and any Extension Period, with no right to redeem until LFR Properties are sold or another liquidity strategy is implemented by the Trustee.</p> <p>If the Trustee recommends that the Fund's term be extended beyond the Initial Term or for any further Extension Period, then before the end of the relevant period, the Trustee will provide an Extension Letter to Investors requesting that any Investors seeking to exit their investment provide the Trustee with a Withdrawal Request before the specified Last WR Date.</p> <p>The Trustee will determine the strategy for providing liquidity based on the circumstances at the relevant time, which may include:</p> <ul style="list-style-type: none"> • a sale of the Fund's assets; • arranging for the sale of the relevant Units to existing Investors or third parties; • raising further capital for the Fund; or • obtaining further debt for the Fund (depending on the Fund's gearing ratio at that time) or a combination of these and other strategies. <p>The Trustee will seek to satisfy all Withdrawal Requests received within 12 months of the Last WR Date. If the Trustee has not been able to redeem the Units subject of all Withdrawal Requests received, the Trustee will commence the process of winding-up the Fund.</p>	1 & 6.7

Important Dates¹

Offer Opening Date	22 August 2024
First Close	The date shortly prior to the date of settlement in respect of the Fund's acquisition of the Seed Property, or such other time as determined by the Trustee at its discretion.
Closing Date	The end of the Investment Period, being the date that is two years after the acquisition by the Fund of the Seed Property, or such other time as determined by the Trustee at its discretion.

¹These dates may be changed by the Trustee at its discretion.

Key features of the Fund

SECTION 2



Key Features of the Offer

Minimum Offer Amount ²	\$30 million	6.4
Minimum Application	\$100,000 and in multiples of \$25,000 thereafter ³	6.5

The Seed Property

Seaford Property

Location	19-23 Seaford Road, Seaford Meadows, South Australia 5169	7.2
Lettable Area	8,000.00 sqm	7.2
Total Consideration	\$28.2 million	7.2
Valuation	\$28.2 million	

Future Acquisitions

The Fund will continue to acquire Large Format Retail assets that will compliment the seed asset. These properties will be located across metropolitan and regional Australian locations, the Fund will continue to target assets that will achieve the conservative target return of 12.8% IRR and 7.5% Average Distribution.

²If the Trustee determines not to proceed with the Offer because the Minimum Offer Amount is not raised and allotted, the consequences in **section 5.4** will apply.

³The Trustee may waive this minimum Application Amount at its discretion.

Key features of the Fund

SECTION 2

Risks

Risks	<p>As with any investment, there are a number of risks inherent in an investment in the Fund. The key risks are discussed in section 10 and include:</p> <ol style="list-style-type: none"> 1. liquidity - an investment in the Fund is illiquid with no right to redeem until LFR Properties are sold or another liquidity strategy is implemented by the Trustee; 2. LFR Property revenue - the Fund's target distribution rates are largely dependent upon tenants paying rent in accordance with their lease terms; and 3. gearing - this magnifies the effect of any movements in the value of the LFR Properties and there is a risk that the Fund may not be able to obtain debt finance on acceptable terms required to acquire additional LFR Properties or refinance LFR Properties. <p>Where possible, the Trustee and/or Investment Manager will implement safeguards and controls to reduce risk.</p>	10
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Fees and Other Costs⁴

Certain one-off and ongoing fees are payable in relation to an investment in the Fund. These are set out in detail in **section 9** and include the following:

Acquisition Fee	Up to 1.9% of the Total Consideration payable for any LFR Property acquired by the Fund	9.1, 9.2
Base Management Fee	Up to 0.55% per annum of the GAV of the Fund ("Base Management Fee"), paid monthly in arrears.	9.1, 9.2
Performance Fee	20.00% of the portion of the outperformance of the Fund over a total return hurdle of 10% IRR per annum.	9.1, 9.2

Risks

You should read this IM in full before deciding whether to invest in the Fund and if you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional advisers.

Section 10 sets out some of the key risks relating to investing in the Fund.

⁴The fees show the net effect of GST i.e. inclusive of 10% GST less any input tax credits, including reduced input tax credits.



Section // 3.0

Frequently
Asked
Questions

3.0

Frequently Asked Questions

SECTION 3

1.	Q	How long is the Initial Term of the Fund?
	A	The Initial Term of the Fund is 7 years, comprising a 2 year Investment Period and a 5 year Portfolio Management Period.
2.	Q	Will I be able to exit the Fund at the end of the Initial Term?
	A	Yes, all Investors who wish to exit the Fund at the end of the Initial Term will either be able to redeem their Units (if the Fund is to continue for a further term) or otherwise the Fund will be wound-up (and you will receive your proportional amount of the winding-up proceeds).
3.	Q	If I acquire Units in the Fund, will I only receive my Unit entitlement from the income generated by properties offered in this IM?
	A	No, you will receive surplus income generated by all properties acquired in by this Fund (not just the Seed Property) after payment of interest and operational expenses.
4.	Q	If I become an Investor in the Fund, am I required to acquire more Units as the Fund purchases additional properties?
	A	No.
5.	Q	If I become an Investor in the Fund, can I acquire additional Units in the Fund?
	A	Yes, you may wish to increase your current Unit holding in the Fund during the initial two year investment period.
6.	Q	How are Units priced?
	A	<p>Units are priced in accordance with the Constitution of the Fund.</p> <p>The Application Price for new Units is calculated as:</p> $\frac{\text{Net Asset Value} + \text{Transaction Costs}}{\text{Units in Issue}}$ <p>The Withdrawal Price for Units is calculated as:</p> $\frac{\text{Net Asset Value} - \text{Transaction Costs}}{\text{Units in Issue}}$ <p>Generally, the Withdrawal Price is calculated at the next time the Trustee calculates the Net Asset Value of the Trust after the relevant Withdrawal Request is accepted or approved by the Trustee.</p>
7.	Q	How often will I receive Distributions?
	A	The Trustee intends to calculate and pay distributions monthly in arrears commencing three months after the acquisition of the first non-cash asset of the Fund
8.	Q	How much do I need to Invest?
	A	The minimum Application Amount for Investors is \$100,000, and in multiples of \$25,000 thereafter.
9.	Q	What are the risks of investing in the Fund?
	A	Please refer to Section 9 titled 'Risks' in this IM. You may also choose to discuss these issues with your financial adviser.



Section // 4.0

Overview
of the Fund
& the Offer

4.0

Overview of the Fund & the Offer

SECTION 4



4.1 The Offer

The Offer comprises a total of 30,000,000 Units at an Issue Price of a \$1.00 per Unit to raise \$30 million (“**Offer Amount**”). The Offer Amount, together with borrowings, will be used to acquire the Seed Property.

The Investment Manager intends to raise additional money to acquire additional LFR Properties up to a value of \$150 million over a two year period (“**Investment Period**”). The Investment Manager will close the Fund to further investment at the end of the Investment Period.

The Offer will open on 22 August 2024 and will close at the Closing Date. The Trustee may change the Closing Date or suspend the Offer from time to time for any reason, including as a result of buying opportunities that satisfy the Fund’s investment criteria reducing or ceasing to exist.

4.2 Investment objective

The Fund aims to provide Investors with sustainable and stable, tax-advantaged income and the potential for capital growth. To achieve this, the Trustee is seeking to progressively acquire and manage a \$150 million diversified portfolio of quality industrial properties with a focus on established industrial locations in Australia.

The Fund may not be successful in meeting this objective. Returns are not guaranteed

4.3 Investment strategy

To achieve the investment objective, the Trustee aims to:

- » acquire LFR Properties in accordance with the clear investment criteria set out in **section 7.1**;
- » diversify the portfolio of LFR Properties by location and tenants;
- » actively manage the LFR Properties to maximise their capital and income growth prospects;
- » regularly review each LFR Property to ensure that its progress and performance are consistent with the investment objective; and

Detailed, up to date information about the LFR Property portfolio will be provided in semi-annual communications to Investors.

4.4 The Seed Property

The Trustee has selected the following Seed Property for the Fund:

- » The Seaford Property located at 19-23 Seaford Road, Seaford Meadows, South Australia 5169.

The Fund will continue to acquire a diverse range of Large Format Retail property across Australia. For more information regarding the acquisition pipeline and indicative following assets, please see Section 7.3 (Prospective Acquisitions).

4.5 Sale of LFR Properties

If the Trustee considers it appropriate to take advantage of a strong selling opportunity, it may sell LFR Properties prior to the conclusion of the Fund’s initial seven-year term. If this occurs, the Trustee anticipates that any net sales proceeds will be returned to Investors and not used to acquire additional LFR Properties. There is no guarantee that any of the LFR Properties will be sold prior to the conclusion of the Fund’s initial seven-year term.

Overview of the Fund & the Offer

SECTION 4



Seaford Property

The Seaford Property comprises six tenancies and is situated in a prime location for LFR. Seaford Road is a key route connecting the Southern Expressway to the beachside suburbs of Fleurieu Peninsula. The Seaford Property has a flexible space which can be divided to suit size requirements and is a popular venue for those within the surrounding area. Aspects of the Seaford Property include:

- » **Location:** the Seaford Property is positioned along the key route connecting the Southern Expressway to the beachside suburbs of Fleurieu Peninsula.
- » **Tenancy mix:** the Seaford Property is complimented by a Super Cheap Auto, National Tiles and Revo Fitness.
- » **Strong cashflow:** the Seaford Property boasts a strong and secure cashflow with income secured by five tenants.
- » **Lease profile:** the multi-tenanted asset provides a diversified income stream reducing risk.

The property is located in the City of Onkaparinga which is home to over 180,000 residents and a density of 349 persons per km². The Seaford area continues to experience exponential population growth, with over 10% growth in the last year. The catchment is underpinned by a combination of private and government land released generating an additional 3,000+ homes in the medium term.

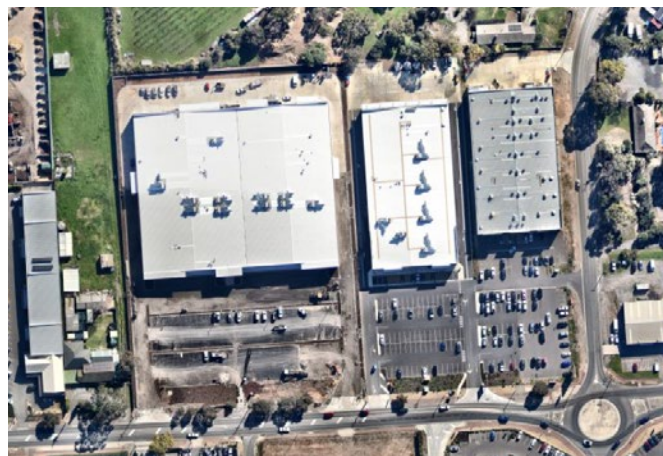
Overview

19-23 Seaford Rd, Seaford Meadows, SA 5169

Title	100% Freehold
Acquisition Date	Oct-24
Ownership	100%
Site Area	20,240 sqm
GLA	8,073 sqm
Major Tenants	4WD Supacentre, National Tiles, Supercheap Auto
WALE (Income)	6.9 Years
Occupancy	100% (Incl Guarantee)
Initial Net Passing Income	\$1.7M
Purchase Price	\$28.2M
Valuation	\$28.2M
Passing Initial Yield	6.05%
Capitalisation Rate	6.00%
Value per sqm	\$3,493

Overview of the Fund & the Offer

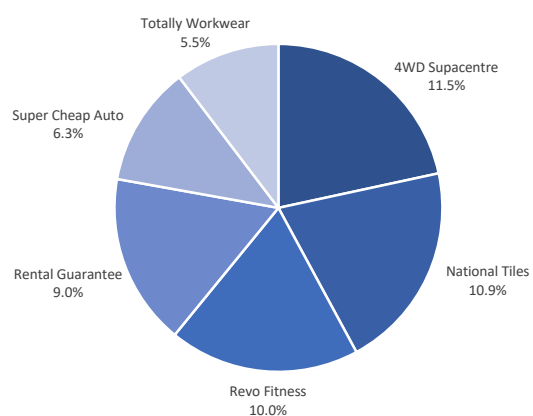
SECTION 4



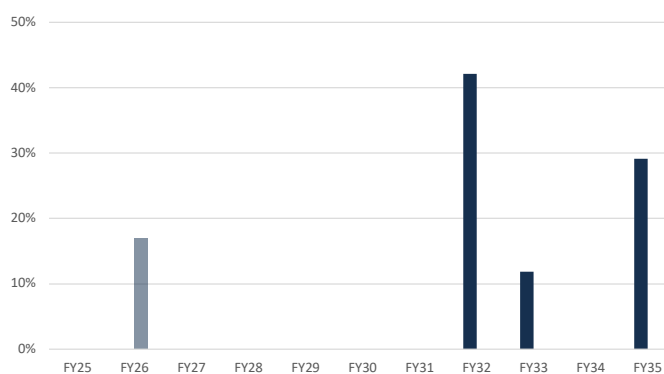
Seaford Tenancy Profile


Seaford Meadows	GLA sqm	% of GLA	% of Gross Income	Lease Period (Years + Options)	Expiry
4WD Supacentre	1,722	11.1%	21.6%	7 + 3 + 3	Aug-31
National Tiles	1,719	11.1%	20.5%	7 + 5	Aug-31
Revo Fitness	1,497	9.7%	18.8%	10 + 5 + 5	Aug-34
Rental Guarantee	1,312	8.5%	16.9%	1	Oct-25
Super Cheap Auto	1,013	6.5%	11.8%	8 + 5 + 5	Aug-32
Totally Workwear	809	5.2%	10.3%	10 + 8	Aug-34
Total/ Average	8,073	8.7%	16.7%	7	May-30

Tenancy By Gross Income



Lease Expiry Profile (% of Gross Income)





*Large Format Retail
has seen a significant
surge in capitalised
value given the under
supply of land in core
metropolitan markets*



Section // 5.0

The
Manager

5.0

The Manager

SECTION 5

5.1 Overview

Whitmore Property has been advising on commercial, retail, residential and industrial property acquisitions since 2005.

With \$250M in assets under management, Whitmore Property has a successful track record in consistently delivering above-average returns, prudent risk management, capital security, and growth.

The team prides themselves on their transparency and commitment to investors. Whitmore is a trusted brand among existing investors, known for our strong relationship and alignment with investors.

5.2 Strategy

Whitmore specialises in identifying the untapped potential of assets and enhancing their value through strategic repositioning and hands-on management.

The Fund will be looking to acquire and manage a diverse portfolio of high-quality, large format retail properties characterised by their substantial size, prime locations, and ability to attract anchor, blue-chip tenants.

Each asset will be managed by a dedicated property and facilities manager to ensure enhanced value creation across the life of the asset.

5.3 Point of Difference

The Whitmore Property team hold a unique competitive advantage with their multi-faceted approach to property. Investors benefit from each asset having a dedicated, internal property manager & facilities manager, with additional conveyancing and property practice guidance from our related entity, Stevens Partners.

The Whitmore team is a proud family run business, where relationships and positive outcomes for our investors are much more personal for our team. Our team is heavily invested alongside other investors, on the same terms. There is a much greater alignment of interest in Whitmore compared with other larger firms.



Strong returns across all sub-sectors



The Manager

SECTION 5

5.4 Investment Case Studies



Tennyson Centre

- » Purchased in 2012 for \$32,200,000
- » Actively managed to maximise distributions and capital appreciation
- » Sold in 2021 for \$90,000,000
- » Total Return to Investors of >400%



421 Goodwood Road, Westbourne Park

- » Purchased in 2019 for \$2,440,000 as a vacant building
- » Repositioned asset as state-of-the-art Veterinary Hospital
- » Sold in 2023 for \$5,885,000
- » Total Return to investors of 80% in four years



Manton Street, Hindmarsh

- » Purchased in 2021 for \$6,200,000 as a vacant warehouse
- » Extensive redevelopment as a modern retail showroom, office and café, and created additional warehouse space for two separate tenancies
- » Current value of \$13,900,000 represents over a 100% gain in three years

The Manager

SECTION 5

5.4 Investment Case Studies



265 Cormack Road, Wingfield

- » Purchased in 2022 for \$9,500,000
- » Bought as an opportunistic value add development and reposition
- » Sold in 2024 for \$13,200,000
- » Total return of circa ~50% in under 24 months



Regency Park

- » Purchased in 2015 for \$3,225,000
- » Industrial asset that has further value be seen from current construction on unused carpark spaces
- » Current Valuation \$5,530,575 and distributions of ~11% p.a.
- » Achieved an IRR of >17% for investors since purchase

The Manager

SECTION 5

5.5 Trustee

Whitmore LFR Fund 1 Pty Ltd ("**Whitmore LFR**") is the Trustee of the Fund and the issuer of the Units under this IM.

5.6 Investment Manager

The Trustee has appointed Whitmore Property Pty Ltd ACN 615 382 011 ("**Whitmore Property**" or "**Investment Manager**") as the Investment Manager under the Investment Management Agreement to provide fund management services to Whitmore LFR. The Trustee will pay the Investment Manager's fees out of its fees.

The Trustee is a newly incorporated company that is related to Whitmore Property.

Whitmore Property has been advising clients on their commercial, retail, residential and industrial property acquisitions since 2005. In 2005, Whitmore Property formed their first syndicate and now proudly own a diverse portfolio of properties. The Investment Manager has approximately \$250 million worth of assets under management as at the date of this IM and consistently delivers above-average returns, prudent risk management, capital security and growth.

Whitmore Property's success is measured by the confidence in them by their investor group. Whitmore Property have built a business based on trust, extensive networks and market intelligence. Whitmore Property's loyal investor group continues to reinvest based on Whitmore Property's careful selection of assets, rigorous due diligence, and proactive management approach.

Whitmore Property's in-house property and facility managers, take a very hands-on approach to the daily operations of each investment. Whitmore Property are proud of their diverse skills set, credentials as associates of the API and the services they provide as a collective.

5.7 Director Investment

Whitmore Property and/or its directors and related entities will be making a minimum combined investment of \$1,000,000 in the Fund.

5.8 Key people



BRAD PRICE
Director

Brad has over 20 years of real estate experience in all property sectors, including office, retail, residential and industrial. He has overseen significant transactions across development finance, investment acquisitions, refinancing and leasing. Brad held various senior roles within Jones Lang LaSalle, with his last role overseeing the National Leasing Portfolio as an Associate Director. During his time at JLL, Brad managed some of Australia's largest Federal property portfolios.

Brad was instrumental in the incorporation of Whitmore Property. Since its inception, Brad has overseen the strategic direction and growth of the business. Taking pride in the achievements of the Whitmore trajectory to date, Brad is keenly focussed on improving the performance and servicing offer provided to the clients and investors of the business.

Brad has studied a Masters of Property Development, is an Associate of the Australian Property Institute, and holds an Australian Financial Services License (registered Responsible Manager).

The Manager

SECTION 5

5.8 Key people



LAUREN PRICE

Director Fund Management

Director of Fund Management, Lauren Price has almost 20 years of experience working in commercial real estate markets across SA, NSW and ACT. Lauren spent over 10 years providing valuation and strategic consulting advice in the commercial, industrial, medical, child-care and education sectors. Her experience includes the valuation of existing assets, feasibility analysis for proposed acquisitions and developments, due diligence, economic analysis, and specialised consultancy.

Lauren has been working as part of the Whitmore Property team since 2013 having performed a range of key roles and now leads the team as Director of Funds Management. With strong analytical skills, a love of property and being very much a 'people person', Lauren prides herself on combining her skills to deliver solid outcomes across the portfolio.



LINCOLN MCEWEN

Fund Manager

Lincoln has been immersed in Adelaide's Commercial Real Estate market for over a decade, gaining a wealth of knowledge and experience along the way.

Like most good Fund Managers, Lincoln started out in valuations with Jones Lang LaSalle, providing trusted valuation advice to all the major Banks and a range of private clients. From valuations, Lincoln moved into development and funds management. Working for a major Adelaide developer, Lincoln was a key player in the delivery of over \$100M in new commercial real assets as well as a number of award winning residential projects. At the same time Lincoln worked in Funds Management, managing the investment portfolio and guiding new investment decisions.

Lincoln has been part of the Whitmore team for over four years, and has been instrumental in the recent success seen across many of the new funds, such as the Opportunity Fund and Multi-Asset Fund.

The Manager

SECTION 5

5.8 Key people



LEWIS EINARSON
Investment Manager

Lewis is an investment professional and highly qualified investment manager. As a CFA Charterholder that finished among the top 10% of candidates worldwide, his knowledge of investment analysis and fundamentals is world class. Lewis' background also includes M&A transactions, strategy operations and fund raising.

Lewis has spent the majority of his career managing multi-billion-dollar portfolios of multi-asset investments. Lewis was responsible for the growth assets in the portfolio, including listed equities, property and infrastructure, and venture capital. Lewis was also the portfolio manager of the Bendigo Socially Responsible Growth Fund and instrumental in its success.

More recently before joining Whitmore Property, Lewis was an Investment Associate for a Sydney based venture capital firm Tiger Financial Group & Jekara Group. As a founding member of the investment team, Lewis was responsible for setting up the fund strategy, its investments and the team.



CRAIG GEISER
Finance Manager

Craig Geiser has been with Whitmore Property since 2022 and now serves as the Finance Manager and Compliance Officer. Before joining, Craig managed financial reporting and divisional consolidation of a large property portfolio.

A Chartered Accountant with over 10 years of experience, Craig has played a pivotal role in standardising reporting, managing compliance risks, and leading the company's transition to a new registry provider.

Craig is responsible for key relationships with accountants and lawyers and works closely with the Fund Manager to identify opportunities and enhance performance. Craig's common-sense approach to problem-solving and ability to make financial concepts easily understood is central to supporting the fund's performance.

5.9 Registrar

Registry Direct is a dedicated fund registry and fund accounting services provider that includes:

- » Management and maintenance of Investors register, subscription, and redemption processing. Performing due diligence, AML & KYC checks, and monitoring on Investors.
- » FATCA/CRS/ATO Reporting.
- » Ongoing customer due diligence monitoring and reporting.
- » Distribution payments, preparation, and dispatch of distribution statements.
- » Application for Tax File Number ("TFN"), Australian Business Number ("ABN"), GST registrations, preparing & lodging of BAS returns.



Section // 6.0

Operation
of the Fund

6.0

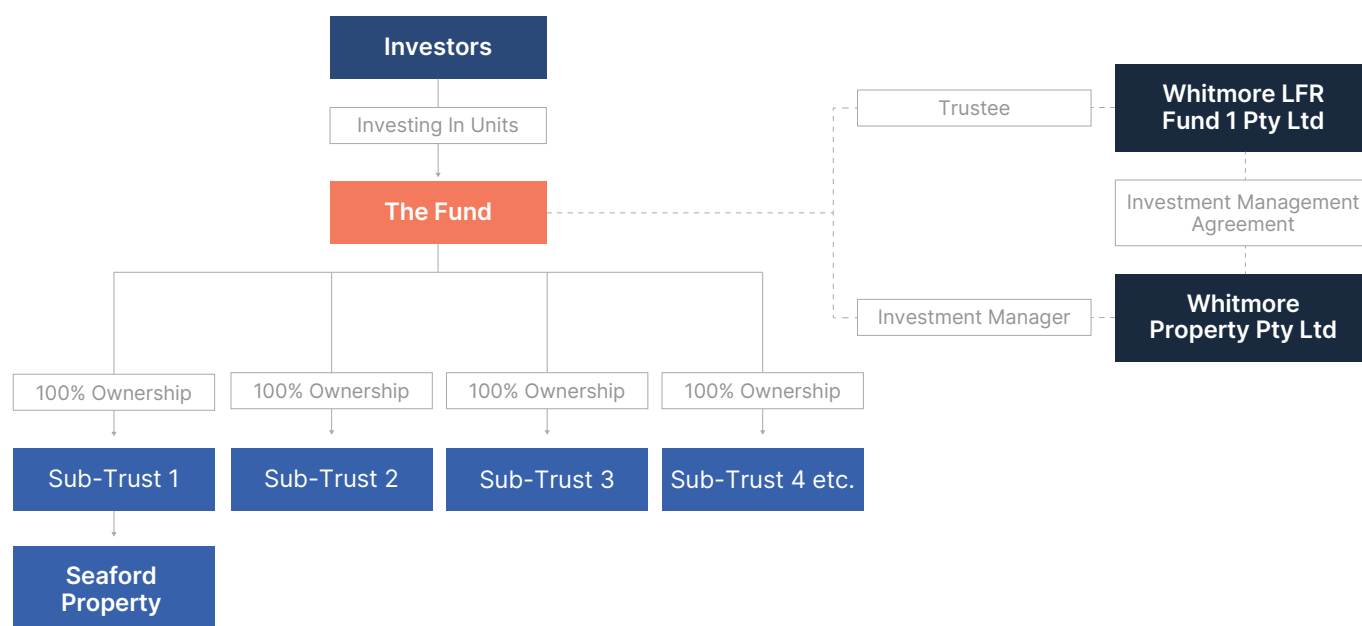
Operation of the Fund

SECTION 6

6.1 Fund structure

The Fund is an unregistered managed investment scheme structured as an Australian unit trust. The Fund pools Investors' money and uses it to invest in accordance with the Investment Strategy.

The Fund was established by the Constitution which regulates the relationship between the Trustee and Investors. The Trustee has appointed the Investment Manager as the manager of the Fund under the Investment Management Agreement.



6.2 Distributions

Investors are entitled to participate in income generated by the Fund's assets.

Target Return

The Fund is targeting a seven-year average annualised distribution to Investors of at least 7.5% per Unit. The Fund will seek to generate an internal rate of return of approximately 12.8%. The Trustee aims to grow distributions of the Fund to Investors by targeting LFR Properties that have prospects for future rental and capital growth..

Distribution policy

The Trustee intends to calculate and pay distributions monthly in arrears commencing three months after the acquisition of the first non-cash asset of the Fund and payable within 30 Business Days of the end of each calendar month.

If a distribution is paid, you will receive a share of the Fund's income based on the number of Units you hold in relation to the total number of Units on issue.

If payable, distributions will be paid to your nominated account. The Trustee has not offered a distribution reinvestment plan at the date of this IM, though may make this feature may be made available to unitholders in the future.

There is no guarantee that distributions will be paid and distributions are at the discretion of the Trustee.

6.3 Unit pricing

Investors who apply for and are issued Units before the end of the Initial Investment Period, will be issued ordinary Units at a fixed price of \$1.00.

For Units issued following the first year of the Investment Period, the Unit Price be calculated quarterly and will reflect the NAV of the Fund (adjusted for accrued fees (including performance fees) and capitalised and unamortised costs and expenses) divided by the number of Units on issue in the Fund. Expenses that will be capitalised include all those relating to the establishment of the Fund and acquisition of the LFR Properties such as stamp duty.

Operation of the Fund

SECTION 5

6.4 Minimum offer amount

The Minimum Offer Amount is \$30 million, comprised of Units.

If the Trustee determines not to proceed with the Offer because the Minimum Offer Amount is not achieved all Application Amounts received by the Trustee will be returned to each Applicant.

6.5 Minimum Application Amount per Investor

The minimum Application Amount for Investors is \$100,000 and in multiples of \$25,000 thereafter. The Trustee may waive this minimum Application Amount requirement at its discretion.

6.6 Term of the Fund

The Fund will have an initial two year period comprising the Investment Period in which the Fund can acquire additional assets and raise additional capital. The Investment Period will be followed by a subsequent five-year period comprising the Portfolio Management Period which together, will comprise the total seven-year Initial Term of the Fund.

The Trustee may recommend an extension of the Fund Term beyond the Initial Term for a specified period Extension Period, and may recommend any number of further Extension Periods. In that case, the Trustee will send an Extension Notice to all Investors giving each Investor an opportunity to withdraw from the Fund by submitting a Withdrawal Request.

Any Extension Period is conditional upon the Trustee being able to satisfy all Withdrawal Requests received from Investors. If the Trustee is unable to satisfy all Withdrawal Requests received, the Trustee will commence the process of winding-up the Fund.

Investment Period

The Investment Period will commence from the opening date of 22 August 2024 and will continue for a period of two years.

During the Investment Period, the Trustee will seek to raise up to \$80 million and obtain debt finance in order to progressively acquire a \$150 million diversified portfolio of LFR Properties for the Fund in accordance with the investment criteria set out in section 7.1. The final LFR Property acquisitions, funded from proceeds allotted during the Investment Period, may actually complete following the conclusion of the Investment Period.

Portfolio Management Period

The Portfolio Management Period will commence at the conclusion of the Investment Period and will end on or about October 2031.

During the Portfolio Management Period, the Investment Manager will actively manage the LFR Properties so that the Fund can provide income distributions and the potential for capital growth to Investors. This active management will include an ongoing assessment of whether the value of each LFR Property can be further enhanced and how market conditions may affect its value.

6.7 Liquidity and Withdrawals

At the end of the Initial Term or any Extension Period, the Trustee will provide a formal communication to Investors outlining the Trustee's recommendation as to whether the Fund should be wound up or its term extended for an Extension Period, subject to the Fund creating sufficient liquidity to satisfy Withdrawal Requests from all Investors who wish to exit their investment.

The Trustee may have each of the LFR Properties valued by an independent valuer prior to issuing any recommendation regarding the term of the Fund. These valuations will not be more than three months old at the date of the relevant communication to Investors.

Operation of the Fund

SECTION 6

Extension Notice

If, the Trustee recommends the extension of the Fund's Term, the Trustee will provide an Extension Notice:

- » detailing the proposed period for which the Trustee wishes to extend the term of the Fund;
- » requesting that all Investors wishing to redeem some or all of their Units in the Fund provide the Trustee with a Withdrawal Request form; and
- » notifying Investors of the time by which all Withdrawal Requests must be received ("**Last WR Date**").

Withdrawal Requests

The Trustee will make available to Investors the Withdrawal Request forms to be completed by Investors and returned to the Trustee allowing each Investor to nominate the number of Units (if any) they wish to redeem.

The Trustee will seek to satisfy all Withdrawal Requests received before the Last WR Date within twelve months of the Last WR Date ("**WR Satisfaction Period**").

The Trustee must only satisfy a Withdrawal Request received by redeeming the relevant Units at the applicable Withdrawal Price calculated in accordance with the Fund's Constitution. All Withdrawal Requests subject of the same WR Satisfaction Period will be satisfied by redeeming Units at the same Withdrawal Price.

Liquidity

The Trustee will determine the strategy for providing liquidity based on the circumstances at the relevant time. The Trustee may satisfy Withdrawal Requests from:

- » cash;
- » re-gearing the Fund's investments (ie., taking on additional debt permitted under the Fund's gearing policy, as detailed in **section 6.8**);
- » the sale of assets (ie., the properties within the Fund's portfolio);
- » the issue of new Units; or
- » the Trustee may facilitate Unit transfers between Investors wishing to withdraw and potential purchasers (which may include existing investors, new investors to the Fund or a related party of the Investment Manager) by undertaking a 'matching' process. The Trustee will be responsible for creating a marketplace for the Units and matching potential buyers and sellers of Units.

If the Fund is to be Wound up

If all Withdrawal Requests cannot be satisfied in the WR Satisfaction Period, the Trustee will take steps to wind up the Fund in accordance with the Fund's Constitution and distribute net proceeds to Investors.

The winding-up process will likely culminate in the sale of the LFR Properties. The purchaser of The LFR Properties or Units may be a related party or associate of the Trustee. For any related party transaction, the price and other terms will reflect normal commercial terms.

If the Term of the Fund is Extended

If all Withdrawal Requests are satisfied within twelve months after the Last WR Date, then the Fund will continue for the Extension Period. The Trustee must ensure that all Withdrawal Requests are satisfied at the same Withdrawal Price.

6.8 Debt financing

Gearing policy

The Trustee has a gearing target for the Fund of 40% and an upper limit of 60%. Gearing may be temporarily higher in order to settle property acquisitions with subsequent proceeds from the Offer used to reduce gearing in line with the target.

The Fund may have more than one debt facility. Debt facilities will be sourced from major Australian and international financial institutions. The Trustee will aim to enter into debt facilities where the maximum allowable loan-to-value ratio covenant is set above 50% in order to minimise the likelihood of these covenants being breached.

All debt facility providers will have recourse to the particular LFR Property each has lent against in priority to the claims of Investors. Any debt facility will be non-recourse to Investors.

Directors of the Trustee may provide personal guarantees to facilitate debt financing for the Fund if required and if in the best interests of the Fund.

Initial Debt Facility

The Fund has formalised a debt facility with the Commonwealth Bank of Australia with an attractive margin of 1.3%.

Operation of the Fund

SECTION 5



Liquidity Event

At the end of the Portfolio Management Period and, the Trustee will outline its recommendation as to wind up or extend the term of the Fund and provide Withdrawal Request forms to Investors.



Withdrawal Requests

Investors complete their Withdrawal Request form specifying how many (if any) of their Units they wish to redeem from the Fund.



Extension Period

The Fund is extended for a period of up to two years on a rolling-basis.

Gearing ratio

The gearing ratio indicates the extent to which the Fund's assets are funded by borrowings. The gearing ratio gives an indication of the potential risks faced by the Fund as a result of its borrowings due to, for example, an increase in interest rates or a decrease in LFR Property values.

A higher gearing ratio means a higher reliance on external liabilities to fund assets and exposes the Fund to increased funding costs if interest rates rise. A highly geared investment has a lower asset buffer to rely on in times of financial stress.

$$\text{Gearing Ratio} = \frac{\text{Interest bearing liabilities}}{\text{Total assets}}$$

The Fund's expected gearing ratio upon practical completion of the Seed Property is 45%. Following practical completion of the Seed Seed Property, the Fund's prevailing gearing ratio will be available on the Fund's website. Where a LFR Property is held indirectly through securities in a fund or a co-ownership holding, a look-through gearing will be calculated and included in the Fund's gearing ratio.

Interest cover

Interest cover measures the ability of the Fund to meet its interest payments on debt finance from its earnings. The level of interest cover gives an indication of the Fund's financial health, in paying both interest to debt finance providers and distributions to Investors. It is a key measure of the risks associated with the Fund's debt finance and the sustainability of debt refinancing. The lower the interest cover ratio, the higher the risk that the Fund will not be able to meet its interest payments. A Fund with a low interest cover ratio only needs a small reduction in earnings, or a small increase in interest rates or other expenses, to be unable to meet its interest payments.

Interest rate hedging

From time to time, the Trustee may enter into interest rate hedging contracts in order to provide more certainty for the Fund's future interest expenses.

Hedging will be subject to market conditions and at the Investment Manager's discretion.



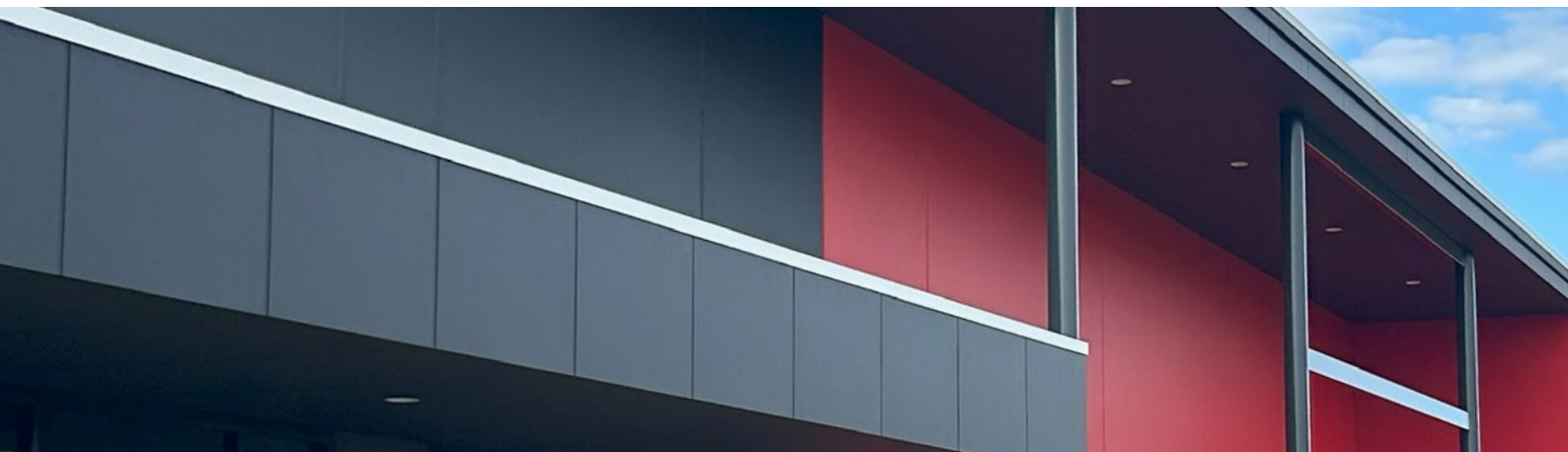
Section // 7.0

Investment
Criteria & Seed
Property

7.0

Investment Criteria & Seed Property

SECTION 7



7.1 Investment Criteria

The Trustee believes that, as at the date of this IM, investment in the Australian LFR property sector provides relatively high yielding and high risk-adjusted returns when compared to other property sectors. Some features of LFR are:

- » LFR properties are free-standing buildings or complexes with a single large building footprint and associated infrastructure. They are often single-level or low-rise buildings and include access to large at-grade car parking lots or car parking structures.
- » LFR properties differ from other retail assets with regard to visitor patterns, goods delivery requirements, and goods display practices. They are often located in high visibility places, for example at major road intersections or adjacent to highways that are highly accessible by car.

Key LFR attributes that are required within the investment criteria of the Fund include:

- » visibility provided by high exposure sites located on high traffic volume roads;
- » accessibility including convenience of the access through the road network and consideration given to left and right turn access in and out;
- » convenience including ample and accessible parking and is preferably visible from the street; and
- » alternative uses for the assets will also be considered.

Other LFR attributes that will also be considered within the investment criteria of the Fund are:

- » security of income;
- » historical and projected tenant occupancy rates;
- » low future capital expenditure requirements;
- » prospects for future rental growth;
- » prospects for future capital growth;
- » geographic diversity; and
- » strength of covenant including national tenants.

The Fund will only acquire assets which fit within the definition of LFR however, it is recognised that some assets will include small components of alternate uses and income. Therefore, for an asset to be considered as an investment of the Fund it must comprise 80% LFR by tenancy area and income.

The Investment Manager will bring potential acquisitions to the advisory board of the Trustee on a case-by-case basis. The advisory board of the Trustee will consider each potential acquisition on its own merits and will not be under any obligation or commitment to approve any acquisition.

Investment Criteria & Seed Property

SECTION 7



7.2 The Seed Property

Seaford Property

Location

19-23 Seaford Road, Seaford Meadows, South Australia 5169

Acquisition Price

\$28,200,000 exclusive of GST

Tenancies

- **Super Cheap Auto** has signed a lease for 1,000 sqm of the Seaford Property. The lease will commence in September 2024.
- **National Tiles** has signed a lease for 1,700 sqm of the Seaford Property. The lease will commence on 1 December 2023.
- **Revo Fitness** has signed a lease for 1,500 sqm of the Seaford Property. The lease will commence in October 2024.
- **4WD Supacentre** has signed a lease for 1,700 sqm of the Seaford Property. The lease will commence in September 2024
- **Totally Workwear** has signed a lease for 800 sqm of the Seaford Property. The lease will commence in September 2024
- The remaining vacancy of 1,300 square metres is secured by a one year rental guarantee at a rate of \$250/sqm with all outgoings, marketing and agency commissions to be borne by the Vendor under this guarantee.



Investment Criteria & Seed Property

SECTION 7

7.3 Prospective Acquisitions



Grafton, NSW



Valuation:
\$14.5M



Yield:
7.0%

Strategically placed regional LFR property situated on the main thoroughfare, linking Grafton CBD north to Ballina and south to Coffs Harbour. This property is anchored by BCF with 92% of gross passing income underpinned by national tenants.

Grafton is located in the heart of the Clarence Valley which has seen significant investment with nearly \$6.5B of projects complete since 2018. The 7,300 sqm property has a low 37% site coverage, and 51 parking spaces. 100% occupied with 92% of gross passing income underpinned by national tenants.



Noarlunga, SA



Valuation:
\$13.4M



Yield:
6.6%

Prime corner location on Beach Road just 300 metres to Colonnades Shopping Centre and surrounded by complimentary large format retailers. This property is anchored by the Good Guys with strong covenants, and supported by Forty Winks, Carpet Court, Wallspan Kitchen, and Choices Flooring.

Noarlunga has a strong population of 64,000 residents within a 5km radius and expecting population growth of 13.5% to 2030. This asset provides attractive yield with significant opportunity for repositioning into the future.



Shepparton, VIC



Valuation:
\$27.0M



Yield:
7.0%

This is a premium asset on a sizeable 30,290 sqm property and 13,661 sqm of lettable area. The 45% site coverage with an ample 341 car parks is an attractive freehold investment. The property has 100% occupancy at a 4.8 year WALE. Anchored by household names such as Fantastic Furniture, Nick Scali, Focus on Furniture, Provincial and Plush Sofas.

Located in the Goulburn region, Shepparton is the fifth largest city in Victoria, with three-quarters of the municipality living in Shepparton or Mooroopna. Shepparton has 67,100 residents and is expected to grow 16% over the next 10 years.

Investment Criteria & Seed Property

SECTION 7

7.3 Prospective Acquisitions



Rutherford, NSW



Valuation:
\$39.0M



Yield:
6.8%

Significant LFR precinct in the heart of the Hunter Valley, anchored by national retailers like Amart Furniture, Nick Scali and Anaconda. 98% of income underpinned by national and chain retailers.

This asset boasts 28,770 sqm landholding and 42% site coverage with 100% occupancy and a 2.6Y WALE. The Hunter Valley is NSW's fastest growing region.



Ipswich, QLD



Valuation:
\$12.0M



Yield:
6.3%

Premium Brisbane LFR asset anchored by a 10-year lease to Anaconda. This property also tenanted by Watty! Paints and Tomra Recycling, adjacent Bunnings and fast-food retailers.

With 6,081 sqm of land and 52% coverage with 69 carparks, this property is a high-quality asset. Ipswich is at the heart of QLD's fastest growing municipality.



Morayfield, QLD



Valuation:
\$18.9M



Yield:
6.1%

This 12,680 sqm asset was recently developed and is now 100% occupied by national tenants including Dulux, Auto Masters, RSEA, Total Tools, & Clark Rubber.

The property holds ample parking and frontage on the main road. The area's population is growing at approximately 4.4% p.a. and is nestled among other large format retail assets with complimentary tenants.



Section // 8.0

Investing
in the Fund

8.0

Investing in the Fund

SECTION 8

8.1 Eligibility to invest

This Offer is restricted to Wholesale Investors. To qualify to invest in the Fund you must meet one of the following criteria:

- a. invest at least \$500,000 into the Fund;
- b. meet the minimum asset (\$2.5 million of net assets) or income (\$250,000 of gross income for each of the last two financial years) requirements set out in the Corporations Act;
- c. be a “professional investor” within the meaning of the Corporations Act; **or**
- d. otherwise satisfy the Trustee that you are a “wholesale client” within the meaning of the Corporations Act.

The Fund is not open to investment by “retail clients” within the meaning of the Corporations Act. Any potential Investor who does not meet the wholesale client definition in the Corporations Act and Corporations Regulations is considered to be a “retail client”.

8.2 Minimum investment amount

The minimum initial investment amount is \$100,000 and the minimum additional investment amount is \$25,000. The Investment Manager may in its absolute discretion waive or vary these minimum requirements.

8.3 Issue of Units

The number of Units issued to an Applicant will be equal to the Application Amount divided by the Application Price, subject to rounding as determined by the Trustee in accordance with the Constitution.

Allotment will occur in the order in which applications are received, with the first issuance of Units expected to occur on or shortly after the First Close. Thereafter allotments will occur as determined by the Trustee.

The Trustee has discretion to reject in full or scale back any application for Units made pursuant to the Offer.

8.4 How to invest

To invest in the Fund you must complete the Online Application form available here [Registry Direct](#).

The completed Online Application together with your Application Money and supporting documentation must be provided to the Fund Registrar.

Application Money may be paid by cheque or by electronic funds transfer, in accordance with the Application Form.

Investors are requested to provide a TFN, ABN or exemption code. It is not compulsory for you to quote a TFN or ABN, however Applicants should note and failure to quote an ABN or TFN will result in tax being withheld by the Trustee on distributions paid to the Investor at the highest marginal tax rate plus Medicare levy.

By completing the Online Application, Applicants are making an irrevocable offer to become an Investor in the Fund and are agreeing to be legally bound by the Constitution and the terms of the IM.

8.5 Online Application instructions

Only legal persons may invest in the Fund. Applications must be in the names of natural persons, companies or other legal entities acceptable to the Trustee.

The Applicant must make binding declarations to complete the Online Application. If you are applying as joint holders, all Applicants must complete the declarations. If the Applicant's attorney is completing the Online Application, a certified copy of the power of attorney must be provided to the Registrar using the details in the Glossary.

If executed by a company, then the form must be executed in accordance with the Applicant's constitution and the Corporations Act.



Section // 9.0

Fees
& Costs

9.0

Fees & Costs

SECTION 9

A summary of fees and costs charged or payable in respect your investment in the Fund is outlined below:

9.1 Fees associated with an investment in the Fund

The tables below shows fees and other costs that you may be charged. These fees and costs may be deducted from the money you invest, from the returns on your investment or from the Fund's assets as a whole. Information on taxation is set out in **section 11**. The fees set out below show the net effect of GST i.e. inclusive of 10% GST less any input tax credits, including reduced input tax credits. You should read all the information about fees and costs as it is important to understand their impact on your investment.

Management costs		
TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Management costs The fees and costs of managing your investment⁵	Up to 0.55% per annum of the GAV of the Fund (" Base Management Fee ") ⁶ .	The Base Management Fee is payable monthly in arrears and is a fee payable from the assets of the Fund. Expenses are deducted directly from the Fund's assets as they are incurred.
Performance fee	<p>Performance fee of 20% of the Fund's outperformance over a hurdle of 10% IRR per annum, calculated as follows:</p> <ul style="list-style-type: none"> • each year for the Investment Period (ie., year on year); • from the beginning of the Portfolio Management Period to the end of the Portfolio Management Period; and • from the beginning of any Extension Period to the end of that relevant Extension Period. <p>The IRR calculation will reset at the beginning of the end of the Investment Period, Portfolio Management Period and any Extension Period following the Portfolio Management Period.</p>	<p>Payable to the Trustee as follows:</p> <ul style="list-style-type: none"> • at the end of each year for the Investment Period; • at the end of the Portfolio Management Period; and • at the end of each relevant Extension Period.
Other costs		
TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Acquisition fee⁷	Up to 1.9% of the Total Consideration for any LFR Property acquired by the Fund	Payable by the Fund to the Investment Manager upon the completed acquisition of an LFR Property

⁵ For a description of the fees and costs comprising management costs, refer to **section 9.2**.

⁶ The Base Management Fee may be negotiated in certain circumstances. For more information see **section 9.5**.

⁷ For more detail on the acquisition fee, refer to **section 9.2**.

Fees & Costs

SECTION 9

“Core Property analyses how much of the Fund’s cash goes to the Manager in fees, and how much is left over for investors as a percentage of the total cash flows. Based on the forecast returns, Core Property estimates the Manager is entitled to 4.4% of the total cash flow, which is at the low end of the range when compared to similar products, which are typically around 7% - 9%”

Core Property – Fund Research & Ratings

9.2 Additional explanation of fees and costs

Under the Constitution, the Trustee is entitled to all of the fees and expenses described in the tables in **section 9.1**. The Trustee will in turn pay the Investment Manager in consideration for services provided by the Investment Manager under the Investment Management Agreement.

For example, the Trustee is entitled to receive a Base Management Fee under the Constitution, and it will pay an amount equal to that fee to the Investment Manager in accordance with the Investment Management Agreement.

The same applies in respect of any acquisition fee, disposal fee and performance fee payable to the Trustee under the Constitution.

All fees payable to the Investment Manager under the Investment Management Agreement will be paid by the Trustee out of its fees. If for any reason the Investment Manager is unable to carry out its services under the Investment Management Agreement and those services are carried out by the Trustee, the Trustee can retain these fees as it will not be required to pay them to the Investment Manager.

9.3 Ongoing management costs

Base Management Fee

The Trustee (and in turn, the Investment Manager) is entitled to a Base Management Fee of up to 0.55% per annum of GAV. This is the maximum Base Management Fee that the Trustee may charge under the Constitution.

If the Trustee waives or defers payment or all or part of its Base Management Fee for any period, the fees will accrue until paid.

Expenses relating to managing the Fund

The Trustee (and in turn, the Investment Manager) is entitled to be reimbursed for all reasonable outgoings and disbursements in connection with the proper performance of its duties and obligations in operating the Fund. Expenses recovered may, for example, include postage and printing costs, accounting, auditing, legal, valuation, Investor registry costs and disposal costs.

Performance fee

The Trustee (and in turn, the Investment Manager) will be entitled to a performance fee of 20% of the portion of the outperformance of the Fund over a total return hurdle of 10% IRR per annum, based on the return experienced by Investors.

The performance fee will be calculated as follows:

- » each year for the Investment Period;
- » from the beginning of the Portfolio Management Period to the end of the Portfolio Management Period; and
- » from the beginning of any Extension Period to the end of that relevant Extension Period.

The IRR calculation will reset at the beginning of the end of the Investment Period, Portfolio Management Period and any Extension Period following the Portfolio Management Period.

The performance fee is payable to the Trustee as follows:

- » at the end of each year for the Investment Period;
- » at the end of the Portfolio Management Period; and
- » at the end of each relevant Extension Period.

Fees & Costs

SECTION 9

Performance fee example

- » This example is provided for information purposes only to illustrate the calculation of the performance fee. Actual results may vary significantly from those in this example.
- » For example, if the Fund:
 - raised \$50 million at \$1.00 per Unit;
 - paid a distribution per annum of 9.0 cents per Unit for seven years (representing total distributions to Investors of \$4.5 million per annum), and
 - returned \$1.20 per Unit on the winding-up of the Fund (representing \$60 million),
 then the Fund IRR based on these series of cash flows is calculated to be 11.00% per annum. The outperformance amount above the hurdle of 10.00% IRR per annum would be \$5.22 million, being the amount that, if included in the Fund IRR cash flows as an outflow at the wind up of the Fund reduces the Fund IRR to 10.00% per annum.
- » Therefore, the performance fee payable would be \$1.044 million (being 20.00% of \$5.22 million for the Fund, or \$0.02088 per Unit). For an Investor with a \$50,000 investment, this would equate to a performance fee of \$1,044.00 for the seven-year Initial Term of the Fund.

9.4 Other fees and costs relating to the Offer

The following fees are associated with the Investment Period, Portfolio Management Period or Extension Period and as such are either one-off or intermittent in nature and therefore have not been included in the ongoing management costs for the Fund.

Acquisition fee

The Trustee (and in turn, the Investment Manager) is entitled to an acquisition fee of up to 1.9% of the Total Consideration for any LFR Property acquired by the Fund.

For example, if a LFR Property is acquired by the Fund for Total Consideration of \$50 million, then the Investment Manager is entitled to an acquisition fee of \$950,000.

Professional services fees

The Trustee may also seek professional services for the Fund from qualified service providers, including related parties. For example, the debt arrangement services referred to in **section 6.8**. The fees for these services will be charged at normal commercial rates to the Fund and are subject to the approval of the Trustee's independent directors. For more detail on related party transactions and the conflicts of interest policy, refer to **section 12**.

Operational costs

These costs are associated with maintaining LFR Properties and other assets and are a cost of the Fund - they include land tax, rates, insurance and repairs costs (to the extent they are not recoverable from tenants).

Form of payment of fees

Fees may be paid to the Trustee and/or Investment Manager as cash or in the form of ordinary Units.

Other fees to intermediaries

The Trustee and/or Investment Manager may also pay fees to, or provide financial assistance to, financial services intermediaries. These may be fixed amounts or amounts based on a percentage of funds invested. These payments will be made by the Trustee and/or Investment Manager and will not affect the Fund or Investors.

Taxation

Taxation information is in **section 11**. If the Trustee or Investment Manager becomes liable to pay GST on fees not described in this IM as GST inclusive, they are entitled to be reimbursed out of the assets of the Fund for the amount of GST.

9.5 Differential fees

The Trustee or the Investment Manager may negotiate special fee arrangements with Investors who are Wholesale Clients pursuant to the Corporations Act under which it reduces or rebates fees to those Investors. Such special fee arrangements will not adversely impact upon the fees that are paid by other Investors as set out in this **section 9**.



Section // 10.0

Risks

10

Risks

SECTION 10

As with all investments, an investment in the Fund will be subject to a wide range of risks, many of which are outside the control of the Trustee and the Investment Manager. All investments are subject to varying degrees of risk and generally go up as well as down in value.

Risk can be managed, but it cannot be completely eliminated. It is important to understand that:

- » investment returns will vary, and future returns may be different from past returns;
- » returns are not guaranteed and there is always the chance that an Investor may lose some or all of the money invested; and
- » laws affecting investment in a managed investment scheme may change over time.

The Investment Manager has the responsibility, under the Investment Management Agreement, to manage the Fund's risks of investing.

The appropriate level of risk for any given Investor will depend on their age, investment time frame, how other parts of their wealth is invested, and how comfortable they are with the possibility of losing some of the Investor's money.

The following is a non-exhaustive list of the main risks associated with an investment in the Fund. Investors should consider and weigh them up carefully and make their own assessment as to whether they are comfortable with them.

Distributions are not guaranteed, and neither is the return of Investors' capital.

10.1 Fund specific risks

These risks relate specifically to an investment in the Fund:

Liquidity

The Fund does not allow any redemptions under normal circumstances, and Investors' investments are therefore illiquid. The Trustee retains the right to provide some liquidity to Investors, and will advise Investors of its intention to do so and its policy for redemptions if it is able to or elects to provide liquidity.

While Units may be transferred, there will be no liquid secondary market for Units.

Diversification

Generally, the more diversified a portfolio, the lower the impact that an adverse event affecting one property or lease will have on the income or capital value of an investment.

There is a risk that the Trustee may not be able to source future properties for the Fund with appropriately diversified geographic locations and tenants which satisfy the Fund's investment criteria.

While the Fund will begin with the Seed Property,, the Trustee is seeking to grow and diversify the Fund by acquiring a \$150 million portfolio of LFR Properties located in a number of locations across Australia.

Gearing

The Fund is a geared investment product. Gearing will magnify the effect of any movements in the value of the LFR Properties.

There is a risk that the Fund may not be able to obtain debt finance required to acquire assets for the Fund. To the extent that an acquisition might be funded by a greater proportion (up to 60%) of equity, this may dilute returns to Investors.

A Breach of a debt facility covenant may also result in a debt financier enforcing its security over the relevant assets. The financier may require repayment of the facility, possibly prior to its expected expiry. This could result in an early sale of an LFR Property at a less than optimal sale price, for instance, in a depressed market; additional equity being required; or distributions being reduced to repay the borrowings.

If the borrowings are refinanced, the interest rate margin payable may be higher than that applying to the prevailing borrowings.

Regional risk

The Fund will invest in LFR Properties in different regions of Australia. Different regions will have different population sizes, public services and infrastructure. This may impact the ability to find tenants willing to operate their businesses in certain regions and risk rental income generation which impact the distributions of the Fund. The value of the LFR Properties could also subsequently decrease due to the lower demand for leasing arrangements over property located in regional areas.

Risks

SECTION 10

Queensland trust acquisition risk

In Queensland, duty may be payable on a trust acquisition, which may lead to higher stamp duty being levied than as expected and the Fund incurring significant unexpected costs.

Interest rates

There is a risk that a debt facility or an interest rate hedge (i.e. fixing the interest rate) may not be available on the same terms upon extension or refinancing, or when new finance or hedging strategies are sought.

There is also a risk that interest rates may rise.

These risks may have a material, adverse impact on the Fund's activities, financial position and distributions.

Conflicts of interest

The Fund may be affected by certain inherent conflicts of interest. There is a risk that these conflicts may not be managed appropriately.

10.2 General investment risks

These risks relate to the overall risk of most investments:

Economy and market conditions

There is the risk that changes in the economy and market conditions may affect asset returns and values, which in turn result in reduced distributions and may decrease the Unit Price.

The overall investment performance of the Fund may be affected by changing economic or property market conditions. These may include movements in interest rates, exchange rates, securities markets, inflation, consumer spending, employment and the performance of individual local, state, national and international economies.

Insurance

Any losses incurred due to uninsured risks may adversely affect the performance of the Fund. Increases in insurance premiums may also affect the performance of the Fund. Insurance premium increases could occur, for example, if the Fund claims under any insurance policy for significant losses in respect of the LFR Properties. Any failure by the company or companies providing insurance (or any reinsurance) may adversely affect the Fund's ability to make claims under its insurance. Also, all insurance policies have a minimum excess.

Litigation

In the ordinary course of operations, the Fund may be involved in disputes and possible litigation. These include tenancy disputes, environmental and occupational health and safety claims, industrial disputes, native title claims, and any legal claims or third party losses. It is possible that a material or costly dispute or litigation could affect the value of the assets or expected income of the Fund.

Legal and regulatory matters

There is the risk that changes in any law, regulation or government policy affecting the Fund's operations (which may or may not have a retrospective effect) have an effect on the LFR Properties and/or the Fund's performance.

This may include changes to taxation regimes.

You should consult your professional adviser before deciding whether to apply for Units.



Section // 11

Taxation
Information

11

Taxation Information

SECTION 11

The following is a discussion of taxation issues relevant to an investment in the Fund by Investors who are Australian residents for tax purposes and who hold their investment in the Fund on capital account only. Investors who carry on a business of trading in Units or securities should obtain their own tax advice. As the Australian taxation system is complex and individual Investors have different circumstances, potential Investors are urged to seek professional taxation advice before investing in the Fund. Investors who are non-residents of Australia are urged to seek their own tax advice prior to investing in the Fund.

The tax discussion in this IM is based on our interpretation of the current Australian tax laws at the date of publication of this IM, including applicable case law and published guidance by the Australian Taxation Office, which may be subject to change. Reliance should not be placed on the brief and general information provided below.

11.1 Fund structure

The Constitution provides that the Trustee may elect to apply the Attribution MIT (“**AMIT**”) rules to the Fund.

The Fund may be able to elect to apply the AMIT rules where amongst other things it is regarded as widely held having 25 or more unit holders.

11.2 Ordinary trust provisions (non-AMIT)

If the Fund does not qualify for the AMIT regime, the Fund will be subject to the tax provisions that apply to ordinary trusts.

Under the ordinary trust provisions Investors must include in their assessable income a share of the net (taxable) income of the Fund. This share (proportion) is determined by reference to their share of the income of the Fund to which they are presently entitled as 30 June of each financial year. This will generally be the amount which is distributed to Investors in cash or reinvested on their behalf. If the Trustee fails to make Investors presently entitled to all the income of the Fund the Trustee would be subject to tax at the highest marginal rate plus the Medicare levy (currently 47%) and would be indemnified for this tax amount out of the assets of the Fund. Because of this the Trustee intends to make Investors presently entitled to all of the income of the Fund each year.

Therefore, the Trustee does not anticipate that the Fund will pay income tax as a result of less than full distribution.

Investors will receive a tax statement after the end of each financial year. This tax statement will provide them the details of their respective share of the Fund’s taxable income as well as other items such as any tax offsets or tax deferred or capital distributions.

11.3 Tax deferred amounts

If the cash distribution to an Investor exceeds an Investor’s allocation of the Fund’s net (taxable) income, the excess (known as a ‘tax deferred’ distribution) will generally not be assessable to the Investor. Similarly, a return of capital by the Fund will not be assessable to the Investors.

Tax deferred or capital distributions will generally reduce the Investor’s CGT cost base of their Units in the Fund. Once the cost base of an Investor’s Units has been reduced to nil any additional tax deferred or capital distributions will be assessable to an Investor as a capital gain. Importantly Investors holding Units in a trust that is subject to the ordinary trust provisions will not be entitled to a cost base increase if the taxable components exceed the distribution amount.

The cost base adjustments will impact upon the capital gains tax position upon the eventual disposal of the Investor’s Units in the Fund.

11.4 The Fund as an AMIT

Sections 11.4 and 11.5 are only applicable if the Fund is an AMIT.

If the Fund is an AMIT, Investors will be subject to tax on the assessable income components (including capital gains) of the Fund that are attributed to them under the AMIT rules each financial year. Similarly, if the Fund is entitled to a tax offset (such as a franking credit) or other characters of income, the Investor will take into account the different tax components that are attributed to them under the AMIT rules.

If there are assessable income components for which the Trustee has not attributed to an Investor, the Fund will be subject to tax at the highest marginal rate plus the Medicare levy (currently 47%) on those non-attributed assessable income amounts. The Trustee intends to ensure that 100% of the income is attributed to Investors annually. Therefore, the Trustee does not anticipate that the Fund will pay income tax as a result of less than full attribution.

Taxation Information

SECTION 11

The AMIT rules do not require full distribution of income (e.g., cash or reinvestment) for the full attribution of assessable income to Investors. Accordingly, it is possible that the amounts that are attributed to an Investor, and which must be included in its income tax return will exceed the total distribution including reinvested amounts you receive.

In relation to capital gains made by the Fund, an AMIT can make an irrevocable election to apply the capital gains tax rules as the exclusive code for the taxation of gains and losses on disposal of certain assets by the Fund. This election is required to be made by the time the Fund lodges its AMIT income tax return.

11.5 Communication of tax components

Investors will receive a tax statement after the end of each financial year, called an Attribution Managed (Investment Trust) Member Annual Statement ("**AMMA Statement**"). The AMMA Statement will provide Investors with details of the amounts that have been attributed to them by the Fund to assist them in the preparation of their tax return. In addition, the AMMA Statement will disclose the Investor's AMIT cost base net amount which will either increase or decrease an Investor's cost base (refer below for further details).

The AMMA Statement will only be used to complete the tax returns of resident Investors. If you have provided the Trustee with a foreign address or a foreign place of payment you will be taxed on a final withholding basis, refer below.

If the Fund was to incur a tax loss for a financial year, the Fund is not able to attribute that loss to Investors. However, subject to the Fund meeting certain conditions, the Fund may be able to recoup such a loss against taxable income of the Fund in subsequent income years.

11.6 Taxation of non-resident Investors

If a non-resident Investor is allocated a share of (or attributed) the Fund's assessable income, the Investor may be subject to Australian tax at the rates applicable to non-residents. Generally speaking, tax on assessable income components attributed non-residents will be paid on a final withholding basis by the Fund. Generally, withholding tax on interest income is at a rate of 10%.

If you are a non-resident, you may be entitled to a credit for Australian income tax paid by us in respect of your respective local tax liability.

11.7 Investors' disposal of Units

An Investor may make a capital gain or loss on the transfer, disposal or redemption of its Units in the Fund. An Investor will make a capital gain in respect of the disposal of their Units to the extent that the capital proceeds attributable to the disposal exceed the Investor's tax cost base. Alternatively, an Investor will make a capital loss in respect of the disposal of its Units to the extent that the capital proceeds attributable to the disposal of the Units are less than the tax reduced cost base. Depending on an Investor's particular circumstances, the Investor may be liable to tax on any capital gains made on their Units.

Investors that are resident individuals and trusts (excluding complying superannuation funds) may be entitled to a CGT discount that reduces their capital gains by 50% where they have held their investment for more than 12 months. Investors that are complying superannuation funds may be entitled to a 33 1/3% reduction of their CGT liability. No such discount is available to corporate Investors or foreign Investors. However, any capital gain made by non-resident Investors will generally be disregarded as the Units are unlikely to be taxable Australian property.

An Investor's initial tax cost base of their Units will generally be equal to their acquisition cost including any incidental transaction costs. If the Fund is not an AMIT, the Investor cost base will be decreased if they receive tax deferred distributions.

If the Fund is an AMIT, the tax cost of an Investor's Units will be increased or decreased from year to year based on the AMIT cost base net amount. As a general rule, an Investors cost base will be decreased if the taxable income allocated is less than the cash distribution received. Conversely an Investors' cost base will increase if the taxable income allocated exceeds the cash amount distributed.

Taxation Information

SECTION 11

11.8 GST

Investors should not be liable to GST on the subscription, redemption or disposal of Units in the Fund.

Unless otherwise disclosed in this IM, fees and charges are exclusive of GST. Where the Fund is charged an amount for a supply that includes GST, the Fund may be entitled to claim a reduced input tax credit for some of the GST.

11.9 Tax File Number (TFN) and Australian Business Number (“ABN”)

It is not compulsory for you to quote your TFN or ABN. If you are making an investment in the Fund in the course of a business or enterprise carried on by you, you may quote an ABN instead of a TFN. Failure by you to quote an ABN or TFN or claim an exemption may oblige us to withhold tax at the top marginal rate (including Medicare levy) on gross payments (including distributions of income) to you.



Section // 12

Additional
Information

12

Additional Information

SECTION 12



12.1 Privacy policy

The privacy of your personal information is important to us. Federal privacy legislation regulates the use of your personal information. The Investment Manager and the Trustee will hold your personal information in a secure manner and will not disclose it to third parties without your permission. Only information that is necessary in connection with this Offer is being requested. We may disclose personal information to other parties (confidentiality arrangements apply) for certain purposes that we outsource, including administration, custody, legal advice and audit (if any) of the Fund.

You agree to your personal information being disclosed to third parties in such circumstances or otherwise to enable the Investment Manager and the Trustee to operate and manage the Fund. If you used a financial adviser who recommended your investment in the Fund (as indicated on your Application Form), details of your investment will be provided to him/her.

We aim to ensure that the personal information we retain about you is accurate and up-to-date. If you have concerns about the completeness or accuracy of the information we have about you or would like to request access or amendment to your information, please contact Whitmore LFR via email (info@whitmoreproperty.com.au) or Registry Direct on 1300 556 635.

You will be taken to agree to the collection, use and disclosure of your personal information as set out above when you make an investment in the Fund. You will also be taken for the purposes of the *Spam Act 2003* (Cth) to consent to receiving electronic commercial messages from the Investment Manager or its associates in relation to the Fund and other investment opportunities the Investment Manager considers you may be interested in.

The Whitmore LFR will procure the services of Registry Direct (Registrar) who may collect your personal information for the primary purpose of providing fund registry services to the Trustee and for ancillary purposes detailed in the Registrar's privacy policy. The Registrar may disclose your personal information, such as, your name and contact details, along with your account information to its related bodies corporate, the Trustee, the Investment Manager, professional advisers, the land titles office and/or as otherwise instructed by the Trustee. The Registrar is permitted to collect and disclose your personal information when required or authorised to do so by law. The Registrar is not likely to disclose your personal information to overseas recipients. Your personal information will be used in accordance with the Registrar's privacy policy. The Registrar's privacy policy contains information about how you may access or correct your personal information held by the Registrar and how you may complain about a breach of the Australian Privacy Principles.

You may obtain a copy of the Registrar's Privacy Policy at www.registrydirect.com.au

Additional Information

SECTION 12

12.2 No previous Offers

This IM represents the entire Offer with respect to an investment in the Fund and supersedes any other marketing or offer documents offering investment in the Fund including any flyer or pre-information memorandum marketing material that may have been issued.

12.3 Related party transactions and conflicts of interest

In the course of managing the Fund, the Trustee and Investment Manager may face conflicts between their duties to the Fund, other funds and their own respective interests. The Trustee and Investment Manager have policies and procedures in place to manage these conflicts appropriately. The Trustee will manage any conflicts it faces in accordance with its conflicts of interest policy, the Constitution, ASIC policy and the law.

The Trustee or the Investment Manager may also enter into financial or other transactions with related entities in relation to the assets of the Fund and may sell assets or purchase assets from a related entity. A related entity that is entitled to earn fees, commissions or other benefits in relation to any such appointment or transaction may retain them for its own account. Such arrangements will be based on arm's length commercial terms.

12.4 Summary of material documents

There are several material documents that govern the operation of the Fund. You should consider whether it is necessary to obtain independent advice on any of the documents.

Constitution

The Constitution sets out the terms and conditions under which the Fund operates, as well as many of the rights, liabilities, duties and obligations of Investors, the Trustee and the Investment Manager. It also sets out the manner in which Investor meetings will be convened and conducted. The Trustee may amend or change the Constitution in accordance with its terms.

Investment Management Agreement

The Trustee has appointed the Investment Manager to provide investment management services to the Fund under the Investment Management Agreement.

The Investment Management Agreement contains provisions dealing with matters such as the Investment Manager's rights and obligations, and the circumstances in which the agreement can be terminated (such as in the event of the Investment Manager's insolvency).

11.5 Other matters

Trustee's role, obligations and rights	<p>The Trustee's duties and obligations to Investors are imposed, and functions and powers conferred, by the Constitution, the Corporations Act and general law.</p> <p>Examples of the Trustee's powers include acquiring and disposing of the Fund's assets, entering into agreements, operating accounts, and raising money.</p>
Reporting	<p>You will be provided with a confirmation of your investment and unitholder certificate. You will also be provided with at least the following periodic reports:</p> <ul style="list-style-type: none"> • an annual report with tax components; • performance reports for the Initial Investment Period; • performance reports for the Portfolio Management Period and any Extension Period; and • investment statements.
Change of Trustee	<p>A change of trustee for the Fund requires Investors to pass a special resolution to give effect to the replacement. A special resolution must be passed by at least 75% of the votes cast by Investors who are entitled to vote (including Investors who are not present in person or by proxy).</p>

Additional Information

SECTION 12

AML – CTF	As a part of the Application, Investors will be required to provide client identification materials to comply with AML Law. In addition to the client identification material and documents required to be sent with an Investor's Online Application, the Trustee may require further information or documentation from an Investor at any time in order to satisfy obligations under AML Law.
Interest on Applications	Application Monies held by the Trustee prior to the issue of Units may earn interest. Unless the Trustee decides otherwise, interest earned on Application Money will form part of the Fund's assets, and for the avoidance of doubt, any interest earned on Application Money is not available to a particular Applicant nor is it attributable to a particular Applicant.
Foreign Account Tax Compliance Act (FATCA)	FATCA is United States (US) tax legislation that enables the US Internal Revenue Service to identify and collect tax from US residents that invest in assets through non-US entities. If you are a US resident for tax purposes, you should note that the Fund is or is expected to be a 'Foreign Financial Institution' under FATCA and it intends to comply with relevant FATCA obligations, as determined by either the FATCA regulations or any inter-governmental agreement entered into by Australia and the US for the purposes of implementing FATCA. Under these obligations, the Fund will have to obtain and disclose information about certain Investors to the Australian Taxation Office. In order for the Fund to comply with relevant obligations, we will also request that you provide certain information about yourself, including your US Taxpayer Identification Number. We will only use such information for this purpose from the date the Fund is required to do so.
Common Reporting Standard (CRS)	<p>CRS is the single global standard set by the Organisation for Economic Co-operation and Development for the automatic exchange of information with revenue authorities for tax non-residents that invest in certain financial accounts. The standard covers both the identification of tax non-residents and reporting on the applicable financial accounts.</p> <p>We will be a 'Reporting Financial Institution' under CRS and intend to comply with our CRS obligations under any relevant Australian laws and regulations, including obtaining and disclosing information about certain Investors to the Australian Tax Office or other foreign tax authorities as required. To facilitate these disclosures, Investors will be required to provide certain information such as that relating to their country of tax residence and their relevant taxpayer identification number (if applicable).</p>
Complaints handling	<p>The Trustee has procedures in place to properly consider and deal with any complaints received from Investors.</p> <p>If you have a complaint or query in relation to the administration or management of the Fund, please contact the compliance manager for Whitmore LFR at info@whitmoreproperty.com.au.</p>
No cooling-off period	Applicants should note that no cooling-off period will apply to Applications.
Incidental fees and costs	In addition to those charges outlined in this Information Memorandum, standard government fees and duties, and bank charges, may also apply to investments and withdrawals, including dishonour fees and conversion costs.



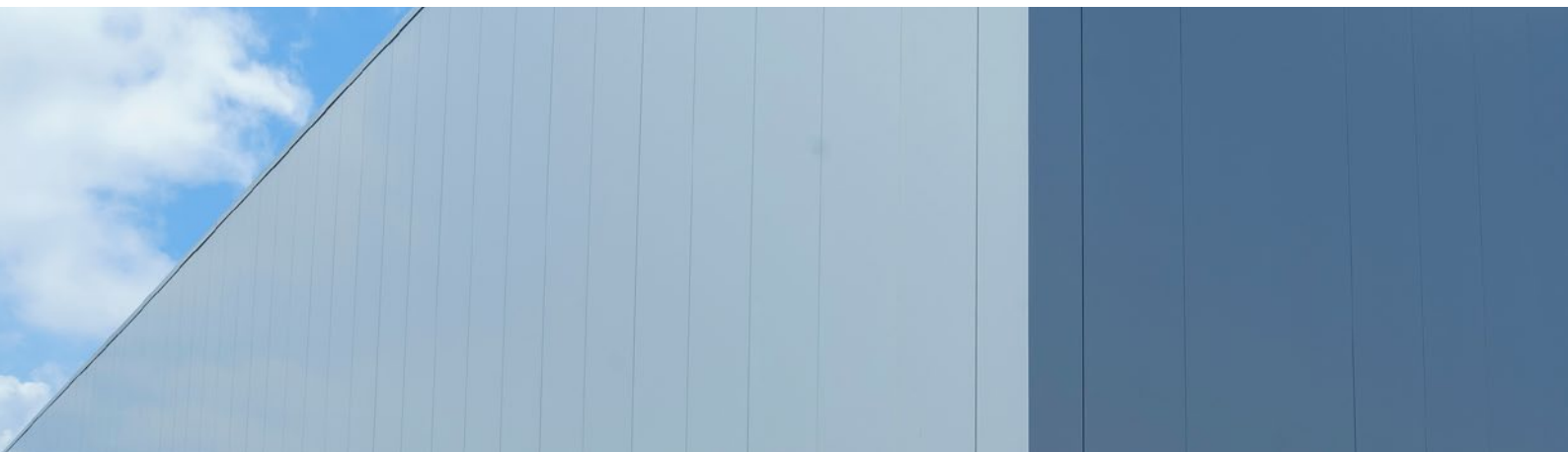
Section // 13

Application
Form

13

Application Form

SECTION 13



Applications to invest can be made by completing the Online Application available here:

www.registrydirect.com.au/offer/whitmore-large-format-retail-fund

The completed Online Application together with your Application Money and supporting documentation must be provided to the Fund Registrar.

Glossary

SECTION 14

Term	Meaning
ABN	Australian Business Number as defined in the Corporations Act
ACN	Australian Company Number as defined in the Corporations Act
AFSL	Australian Financial Services Licence as defined in the Corporations Act
AML Law	Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth), Financial Transaction Reports Act 1988 (Cth) and any similar legislation
Applicant	A person or entity who applies to subscribe for Units
Application Amount	The monies payable by an Applicant to apply for Units
Application Form	The application form attached to this IM
Application Price	The application price in respect of a Unit, calculated in accordance with the Fund's Constitution and any unit pricing policy in place at the relevant time
ASIC	Australian Securities and Investments Commission
ATO	Australian Taxation Office
Business Day	A weekday on which banks are open in South Australia
CGT	Capital Gains Tax as defined in the Income Tax Assessment Act 1997 (Cth)
Closing Date	The end of the Investment Period, being the date that is two years after the acquisition of the first two non-cash assets of the Fund or such other time as determined by the Trustee at its discretion
Constitution	The constitution of the Fund (as amended from time to time)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
EBITDA	Earnings before interest, taxes, depreciation and amortisation
Extension Period	Has the meaning set out in section 1 of this IM
First Close	Has the meaning set out in section 2 of this IM
Fund	Whitmore Large Format Retail Fund
GAV	Gross asset value, or total assets, of the Fund
GST	Goods and services tax as defined in the A New Tax System (Goods and Services Tax) Act 1999 (Cth)
Initial Debt Facility	The facility for which the Trustee has received a credit-approved term sheet from the Commonwealth Bank of Australia to be drawn for the purposes of partially funding the Total Consideration for the Seed Property
Initial Term	The initial term of the Fund, comprising the Investment Period and the Portfolio Management Period
Investment Manager	The manager of the Fund from time to time. Whitmore Property Pty Ltd ACN 615 382 011 or " Whitmore Property " has been appointed under the Investment Management Agreement as the initial Investment Manager

Glossary

SECTION 14

Investment Period	Has the meaning set out in section 2 of this IM
Investment Strategy	The Investment Strategy of the Fund as set out in section 4.3
Investor	A holder of Units
IRR	The discount rate (accruing daily and compounding annually), expressed as an annual percentage, which when applied to cash flows and distributions in specie (including Tax Benefits) results in a net present value of zero as at the date of calculation. This measures the annual rate of return to Investors taking into account the time at which they pay money to the Fund and receive distributions from the Fund
LFR Property	Any of the large format retail properties that the Fund directly or indirectly invests in from time to time, including the Seed Property
Minimum Offer Amount	The minimum amount that the Trustee is seeking to raise by way of the Offer, being \$30 million
NAV	Net asset value, or net assets of the Fund including accrued income and expenses (and which may include amortised establishment and acquisition costs)
Offer	The offer of Units under this IM
Portfolio Management Period	The five-year period following the Investment Period
Registrar or Registry Direct	Registry Direct Limited ACN 160 181 840
Seaford Property	The land located at 19-23 Seaford Road, Seaford Meadows, South Australia 5169
Seed Properties	The Seaford Property
Tax Benefit	Means any tax related benefits attaching to the income of the Fund or distributions from the Fund, including tax credits, tax offsets and other attributes that reduce tax payable in Australia
TFN	Australian Tax File Number
Total Consideration	The total consideration paid to acquire an asset including the purchase price of any real property and all related costs associated but excluding stamp duty, taxes and any other such acquisition costs
Trustee	Whitmore LFR Fund 1 Pty Ltd (ACN 679 569 085). Also referred to as “ Whitmore LFR ”, “ we ”, “ our ”, “ us ”
Unit	A unit of any class in the Fund representing the Investor's proportionate interest in the assets of the Fund
Withdrawal Price	The withdrawal price in respect of a Unit, calculated in accordance with the Fund's Constitution and any unit pricing policy in place at the relevant time



Directory

Investment Manager

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ACN 615 382 011

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Trustee

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Registrar

Registry Direct Limited
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For more information regarding the Fund,
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