

Important Notice to Investors

Trilogy Monthly Income Trust | Update to the PDS – 28 May 2021

Trilogy Monthly Income Trust ARSN 121 846 722

This website notice is issued by the Responsible Entity (Trilogy Funds Management Limited ACN 080 383 679) (Trilogy) of the Trilogy Monthly Income Trust (Trust) by way of an update to certain information in the product disclosure statement (PDS) dated 18 December 2018 pursuant to *ASIC Corporations Instrument 2016/1055* on the basis that the following information includes no materially adverse information.

Updated information regarding maximum loan size

Currently the PDS provides information on the types of loans that the Trust will make and discloses in some detail the lending criteria. This includes a reference, via a continuous disclosure update provided to investors on 27 October 2020 via the website, to a limit of \$25 million on the size of each loan:

1. Section 2 (on page 7), in describing the maximum loan amount for the purpose of disclosure against the ASIC RG 45 Loan Portfolio Diversification benchmark and disclosure principle.

2. Section 4.12 (on page 16) as the “maximum loan amount”, when describing the type of loans that the Trust will make.

Trilogy has approved an increase of the maximum loan size to allow loans of up to \$30 million to be made by the Trust, provided all other lending criteria is met. This change will take effect on 28 May 2021. Therefore, the information in the PDS and the important update to investors dated 27 October 2020 is updated by replacing the words “\$25 million” with the words “\$30 million”, wherever they appear.

RG 45 update

Trilogy will issue an updated RG 45 report in June 2021, which contains details about the Trust’s current portfolio, and this report will be available at www.trilogyfunds.com.au/tmit.

Further questions

If you have any enquiries regarding this correspondence, please contact Investor Relations on 1800 230 099 or via email at investorrelations@trilogyfunds.com.au.

This updated information is provided by Trilogy Funds Management Limited ACN 080 383 679 AFSL 261425 (Trilogy), the issuer of the Trilogy Monthly Income Trust ARSN 121 846 722 (Trust) in respect of the Product Disclosure Statement (PDS) dated 17 December 2018. This updated information does not take into account your objectives, personal circumstances or needs. Investments in the Trust can only be made on the application form accompanying the PDS. The PDS is issued by Trilogy and available from <http://www.trilogyfunds.com.au>. The PDS contains full details of the terms and conditions of investment and should be read in full, particularly the risk section, prior to making any investment decision, including, for example, a decision about whether to remain an investor in the Trust or whether to make a further investment in the Trust. All investments involve risk which can lead to loss of part or your capital or diminished returns. Trilogy is licensed to provide only general financial product advice about its products and therefore recommends you seek personal advice on the suitability of this investment to your objectives, financial situation and needs from a licensed adviser who will conduct an analysis based on your circumstances.



Trilogy Monthly Income Trust

Product Disclosure Statement

18 December 2018

Trilogy Monthly Income Trust
ARSN 121 846 722

Responsible Entity: Trilogy Funds Management Limited
ABN 59 080 383 679
AFSL 261425

 **Trilogy Funds**

Dear Investor

Trilogy is pleased to invite you to invest in the Trilogy Monthly Income Trust.

The Trust is a pooled mortgage investment offering access to the attractive returns available from investments in loans secured by registered first mortgages held over Australian property. At present, the loans in the Trust are for the purposes of financing property development, construction and refinancing completed stock. The Trust aims to provide Investors a monthly distribution based on the net returns from the loans, cash, and any other investments held by the Trust.

The Trust has experienced significant growth in funds under management which Trilogy believes demonstrates both the relevance of the Trust in the current market of low yielding returns and the strong flow of lending opportunities available to us. The increase in funds under management brings the dual benefit of greater liquidity to the Trust's portfolio and increased diversification of loans.

I am pleased to report that since its inception in February 2007, the Trust has paid its Investors a distribution every month and honoured all withdrawal requests. The Trust's unit price is fixed and therefore has remained at \$1.00 throughout its history. We are very proud of our track record managing the Trust and its performance. We consider that the returns we have delivered over that time have made us competitive against our peers and demonstrate the value of our experience applied to guiding this Trust through a constantly changing economic environment. Please note that past performance is not a reliable indicator of future performance.

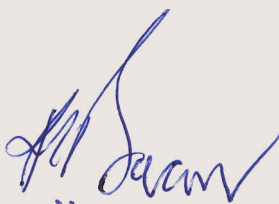
In considering the Trust for potential inclusion in your investment portfolio, we recommend that you read this Product Disclosure Statement in full. This, in combination with advice from a licensed adviser, is designed to help you understand and assess the potential risks and benefits involved in an investment in this Trust.

We have an Investor Relations team and product specialists available during business hours to answer any questions you may have. You may reach them by free call to 1800 230 099 (New Zealand callers +800 5510 1230) between 8:30am and 5:00pm (AEST). Alternatively you can email info@trilogyfunds.com.au.

You may also access further information about the Trust on our website www.trilogyfunds.com.au, including current performance information and ASIC-mandated disclosures (i.e., RG 45) which aim to help you compare mortgage fund investments.

We look forward to discussing this opportunity with you.

Yours sincerely



Rodger Bacon
Executive Deputy Chairman
Trilogy Funds Management Limited



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The fund offered under this Product Disclosure Statement (PDS) is the Trilogy Monthly Income Trust ARSN 121 846 722 (Trust).

This PDS is dated 17 December 2018 and is issued by Trilogy Funds Management Limited ACN 080 383 679, in its capacity as responsible entity (Trilogy or the Responsible Entity). Trilogy takes responsibility for this PDS. This PDS contains some general investment advice. It does not take into account your individual objectives, financial situation or needs. You should take these and your personal circumstances into account when considering whether the information contained in this PDS is appropriate for you. You should also seek your own financial advice from a licensed adviser before investing.

In this PDS, ‘we’, ‘us’ and ‘our’ refer to Trilogy and ‘you’ and ‘your’ refer to individual Investors, both as potential Investors reviewing this PDS and as existing Investors with a holding in the Trust, as the context requires.

No interest in the Trust offered under this PDS is guaranteed or otherwise supported by Trilogy or any of its Directors or any other party associated with the preparation of this PDS. You should consider this when assessing the suitability of the investment and particular aspects of risk.

This document can only be used by Investors receiving it (electronically or otherwise) in Australia and New Zealand.

This PDS is available in electronic format, and can be accessed via our website www.trilogyfunds.com.au. If you receive it electronically, please ensure that you have received the entire PDS and the Application Form. If you are unsure whether the electronic document you have received is complete, please contact us on 1800 230 099. A printed copy is available free of charge.

All dollar amounts referred to in this PDS are in Australian dollars. In Section 9 we have included a glossary of terms that are used in the PDS.

Obtaining further information before making a decision

Visit our website www.trilogyfunds.com.au regularly for further information about the Trust, including disclosure against ASIC benchmarks and disclosure principles, continuous disclosure and Trust updates.

Important

Historical returns are not a reliable guide to future returns. Any returns noted in this PDS represent past performance only and may not reflect the current and future returns of the Trust. You should not base your decision to invest in the Trust on past returns.

This PDS supersedes all previous PDSs issued for the Trust. No investments will be accepted on the basis of this document once it is replaced by a later PDS. Investors who invested in the Trust under a previous PDS should read this PDS in full to ensure that this Trust continues to meet their investment objectives.



Section 1.

Key Features of the Trust

The information in the table below provides a snapshot of the Trust as at the date of this PDS. Please read the whole PDS, the current RG 45 Report and seek any advice you need before deciding to invest.

NAME	TRILOGY MONTHLY INCOME TRUST	SECTIONS/S
ARSN	121 846 722	
APIR Code	TGY0003AU	
ISIN Code	AU60TGY00038	
Inception	February 2007	
Manager and Responsible Entity	Trilogy Funds Management Limited	Section 7
Custodian	The Trust Company (Australia) Limited, an independent specialist custodian, provides custody of the Trust's assets.	Section 8.12
Investment strategy	The investment strategy of the Trust is to source Loans secured by registered first mortgages held over property geographically spread across Australia's eastern seaboard states and territories.	Section 2
Loans	Loans for which the Trust provides finance may include residential, commercial, retail, development sites and industrial properties. At present, all the Trust's loans are for property development, construction or refinancing. Please read Section 4 for details about the lending criteria of the Trust.	Section 4
Minimum investment	\$10,000	Section 3.2
Minimum additional investment	\$1,000 Section	Section 3.2
Distributions	Distributions are paid monthly in arrears at a variable rate.	Section 3.4
Distribution reinvestment	Investors may choose whether their distribution income is paid into their nominated bank account or reinvested into the Trust.	Section 3.4
Minimum holding period	Two months for initial investments	Section 3.3
Withdrawals	A four month notice period is required for withdrawals, but they may be processed and paid in a shorter time at the discretion of Trilogy. The four month notice period is in addition to the minimum holding period of two months applying to your initial investment, i.e., Investors should be prepared to hold units for at least six months from the date of issue of the units.	Section 3.5
Minimum balance	\$1,000	Section 3.5



Cooling off	A cooling off period applies to an investment by a retail Investor in the Trust while the Trust is liquid.	Section 3.8
Investors	The Trust is open to both retail and wholesale Investors. Wholesale Investors should consider Section 3.10.	
Management Costs	Fees and other management costs apply to an investment in the Trust and you should read the <i>Fees and Other Costs</i> section for full details. Trilogy is entitled to be paid ongoing management fees for its role in managing the Trust, as well as other fees that relate to the assets under management (“Borrowers’ Fees”) which are charged to Borrowers in relation to Loans, including from the funds advanced for a Loan. The Responsible Entity may also be entitled to be reimbursed for expenses it incurs in operating the Trust, and may pay directly from the Trust assets the costs of third party and related service providers to the Trust.	Section 5
Risks	An investment in the Trust is subject to general investment risks, specific risks of investing in a managed fund such as the Trust, as well as all the risks of investing in a portfolio of first ranking mortgages over real property and other assets that the Trust invests in from time to time.	Section 6
Reporting and investor communications	Investors receive the following information regarding their Trust investment: <ul style="list-style-type: none">• receipt of funds notification;• monthly distribution statements;• annual tax statement (AMIT member annual (AMMA) statement);• annual periodic (transaction) statement; and• annual financial report (if requested).	Section 3.9
RG 45 Reports	ASIC has developed 8 Benchmarks and Disclosure Principles designed to provide investors with key information about investing in mortgage funds – <i>Regulatory Guide 45: Mortgage Schemes: Improving disclosures for retail investors</i> . They cover liquidity, fund borrowing, loan portfolio and diversification, related party transactions, valuations, lending principles, distributions and withdrawals.	Section 2.2
Access to current information	You can obtain up to date information in relation to the Trust’s performance, Current RG 45 Reports and continuous disclosure material at www.trilogyfunds.com.au . This includes any updates of this PDS.	Section 3.9





Section 2.

About the Trust and ASIC RG 45

2.1 About the Trust

The Trust is an open ended pooled mortgage trust in which investor money is combined to make a series of loans which are secured by first mortgages over real property in favour of the Trust. The income from the Loans is combined with income from cash holdings and any other investments to generate monthly distributions to investors. All assets are held by an external custodian. As Investors leave the day to day investment decisions to Trilogy, the experience of the manager and its ability to manage the Loans and the Trust's liquidity position is key to the success of the Trust. See Section 7 for further details about Trilogy's experience, governance structure and role in operating the Trust.

Further details about how your investment operates is set out in Section 3. You should read Section 4 for further details about the main assets of the Trust, which are Loans.

2.2 About the RG 45 benchmarks and disclosure report

ASIC has developed eight benchmarks and disclosure principles for unlisted mortgage funds, such as the

Trust, in Regulatory Guide 45 – Mortgage schemes: Improving disclosure for retail investors that are aimed at assisting investors understand the risks of investing in mortgage funds and whether such investments are suitable for them.

For the purpose of this PDS, Trilogy has prepared information relating to each benchmark, including the extent to which the Trust meets each benchmark (and if not, why not), and made disclosures against the disclosure principles in a separate document, referred to in this PDS as the RG 45 Report. The information and statements in that document are taken to be included in this PDS and the RG 45 Report is available on our website at www.trilogyfunds.com.au/tmit-rg

A paper copy of the RG 45 Report may be obtained from Trilogy on request, at no charge. Investors are encouraged to read the RG 45 Report (and any updates, as referred to below) before making a decision as to making, retaining or withdrawing an investment in the Trust.

The material below outlines briefly the information as to the benchmarks and disclosure principles contained in the RG 45 Report which forms part of this PDS.

RG 45	EXPLANATION	TRILOGY'S RESPONSE
Liquidity – Benchmark 1 and Disclosure Principle	<p><i>Liquidity of a mortgage fund may be a risk as the underlying assets of such a fund may not be easily realised within the required period of time and there can be a mismatch between such a fund's cash flows and the amount and size of withdrawal requests received from investors.</i></p> <p>Benchmark 1 and Disclosure Principle 1 address the Trust's liquidity; i.e. the ability to satisfy its expenses, liabilities and other cash flow needs (such as meeting withdrawal requests), including the preparation of 12 month cash flow estimates that are approved by the directors at least every three months.</p> <p>The RG 45 Report discloses information about the current and future prospects of liquidity of the Trust, any significant risk factors that may affect liquidity and the Trust's policy on balancing the maturity of the Loans with the maturity of its liabilities.</p>	Trilogy meets the benchmark.



RG 45	EXPLANATION	TRILOGY'S RESPONSE
Scheme borrowing – Benchmark 2 and Disclosure Principle 2	<p><i>Mortgage funds with high levels of borrowing face the risk that distributions will not be paid or withdrawals may be suspended so the fund can pay back the borrowings. Generally, any amounts owing to lenders will rank ahead of investors' interests.</i></p> <p>Benchmark 2 and Disclosure Principle 2 address the Trust's policy on borrowing, including the Trust's actual and intended borrowing as well as its policy on borrowing. Details of any borrowing facilities in place and for what purposes any borrowings would be used are required to be disclosed.</p>	<p>Trilogy does not meet the benchmark. While the Trust does not have any current borrowings, Trilogy intends to borrow on behalf of the Trust to fund short term liquidity needs. See Section 4.19 for details as to possible future borrowings.</p>
Loan Portfolio diversification – Benchmark 3 and Disclosure Principle 3	<p><i>Lack of diversification in a mortgage fund's loan book may mean that an adverse event affecting one borrower or type of loan will simultaneously affect the majority of borrowers and therefore put the overall portfolio at greater risk.</i></p> <p>Benchmark 3 and Disclosure Principle 3 address the Trust's lending practices and portfolio risk, including concentration risk.</p> <p>The RG 45 Report provides details of the loans that have been made by the Trust (including by location and sector) the maturity profile of loans, and the lending practice in terms of the maximum amount of loans, the terms of loans, interest rate ranges, capitalisation of interest, the method of assessing a Borrower's capacity to service a loan, the proportion of loans in default or arrears, and other matters that are required to be disclosed. Further information as to the loans made by the Trust is in Section 4 of this PDS.</p>	<p>Trilogy does not meet the benchmark. It does meet the benchmark as to diversification and securing loans by registered first mortgages, but Trilogy does not meet that part of the benchmark which requires that the Trust has no single loan and no single borrower that exceeds 5% of the Trust's assets. This is due to a turnover in the loan portfolio from loans with a smaller approved balance that were approved prior to the increase in maximum loan size to \$15,000,000 in March 2018.</p>
Related party transactions – Benchmark 4 and Disclosure Principle 4	<p><i>There is an increased risk that related party transactions are less likely to be made on arm's length commercial terms and that the responsible entity will not monitor them as robustly as those involving unrelated parties.</i></p> <p>Benchmark 4 and Disclosure Principle 4 address the risks associated with related party lending, investments and transactions, including details of any related party transactions.</p> <p>Disclosure principle 4 also requires disclosure of details about all types of related party transactions. Details of related party transactions are disclosed in the RG 45 Report as are the policies and procedures Trilogy has in place for entering into related party transactions, including how compliance with these is monitored.</p>	<p>Trilogy meets the benchmark that it does not lend to related parties.</p> <p>Also see Section 8.7 for information as to the related party transaction policy and procedures adopted by Trilogy. Section 8.8 provides details as to certain related party transactions.</p>
Valuation policy – Benchmark 5 and Disclosure Principle 5	<p><i>If valuations are not properly prepared or conducted by a qualified and experienced valuer, it is difficult to assess the risk exposure associated with a loan and to monitor loan to valuation ratios on a continuing basis.</i></p> <p>Benchmark 5 and Disclosure Principle 5 address the Trust's valuation practices, including when an independent valuation is required.</p> <p>The RG 45 Report discloses the important features of its valuation policy. Further information as to Trilogy's valuation policy and practices is in Section 4.6 of this PDS.</p>	<p>Trilogy does not meet the benchmark, in that it does not invariably obtain a new valuation on a renewal/ extension of a loan. It meets those aspects of the benchmark as to whom it will appoint as a valuer, the basis on which valuations are to be made and as to when it will obtain a valuation or a revaluation of a security.</p>



RG 45	EXPLANATION	TRILOGY'S RESPONSE
Lending principles – Loan to valuation ratios – Benchmark 6 and Disclosure Principle 6	<p><i>Mortgage funds that lend at a higher loan-to-valuation ratio are more vulnerable to risk of an adverse change in market conditions where the security obtained from borrowers becomes insufficient to cover the loan.</i></p> <p>Benchmark 6 and Disclosure Principle 6 address the Trust's lending practices, including the loan to valuation ratios.</p> <p>The RG 45 Report contains information as to the maximum and weighted average loan-to-valuation ratios for the Trust and additional matters relating to loans for property development. Further information as to Trilogy's lending practices and LVRs is in Sections 4.2 and 4.5 of this PDS.</p>	<p>Trilogy meets the benchmark in that where the loan relates to property development the Trust does not, at the time of approval of a loan, lend more than 70% on the basis of the latest 'as if complete' valuation of the security and in all other cases not more than 80% on the basis of the latest market valuation of the security.</p>
Distribution practices – Benchmark 7 and Disclosure Principle 7	<p><i>Where distributions are not sourced solely from a mortgage fund's income, there is a risk that these distribution practices may not be sustainable over the long term.</i></p> <p>Benchmark 7 and Disclosure Principle 7 address the transparency of the Trust's distribution practices, including whether current distributions are paid from scheme borrowings, and disclosure of the source of distributions.</p> <p>The RG 45 Report discloses the source of distributions, discloses that distribution rates may vary from time to time, and includes information as to capitalisation of interest, and the sustainability of the basis of distributions to Investors from sources other than income received in the relevant distribution period. Further information as to distributions is in Section 3.4 of this PDS.</p>	<p>Trilogy meets the benchmark in that it will not pay current distributions from Trust borrowings.</p>
Withdrawal arrangements – Benchmark 8 and Disclosure Principle 8	<p><i>If a mortgage fund promotes a short withdrawal period (although the maximum period provided in the constitution is much longer) there is a risk that investors do not fully appreciate that their right of withdrawal may be refused until a longer period of time has elapsed than that represented.</i></p> <p>Benchmark 8 and Disclosure Principle 8 address the transparency of Trilogy's approach to withdrawal of investments when the Trust is liquid and when the Trust is non-liquid.</p> <p>The RG 45 Report discloses the withdrawal arrangements for the Trust, as does this PDS (see Section 3.5 of this PDS).</p>	<p>The Trust, which is a liquid scheme, does not meet the benchmark. Where the benchmark requires that the maximum period allowed for in the constitution of a mortgage fund for the payment of withdrawal requests should be 90 days, for the Trust, the maximum period is 15 months. In addition, Trilogy permits members to withdraw at times other than those in the benchmark.</p>

The RG 45 Report is stated as at the date of this PDS, unless otherwise specified, and may change during the currency of this PDS. All financial and statistical data is based on figures as at 31 October 2018 unless otherwise stated. The information in the RG 45 Report will be updated at least semi-annually and if there is a significant adverse change.

The RG 45 Report and subsequent updates will be available on our website at www.trilogyfunds.com.au/tmit-rg and a paper copy available to Investors free of charge on request.





Section 3.

Your investment in the Trust

3.1 How to invest

There are three steps to make an investment in the Trust. You should read the guidance on the Application Form for information on how to fill it out and refer to our website at www.trilogyfunds.com.au.

Step 1 – Read this document, and consider the offer

You should read this PDS in full before deciding whether to invest in the Trust. Pay particular attention to the risks set out in Section 6 and other information concerning units, the Trust and its assets. The risks need to be considered in light of your particular investment objectives, financial situation and needs. You should seek your own financial advice from a licensed adviser before investing.

Step 2 – Complete the Application Form

To make an investment, complete and lodge the Application Form with your application money. Please take care to ensure that you complete the Application Form correctly and return it together with documentation required.

We will accept the payment methods listed on our application form.

Step 3 – Lodge your Application Form

[Please see the instructions on the Application Form for details about lodging the form with us.](#)

3.2 Minimum investment amount

The minimum investment for an initial application is \$10,000, and thereafter in multiples of \$1,000. Any interest earned on application money will form part of the assets of the Trust.

Trilogy reserves the right to reject any application, or to allocate a lesser number of units than applied for by the Investor. If this occurs then any application money not accepted will be returned to the Investor without interest.

3.3 Minimum investment time period

All investments, other than reinvestments from distributions, are subject to a minimum holding period of two months, however, this may be waived and withdrawals may be processed and paid in a shorter time at the discretion of Trilogy. See Withdrawals in Section 3.5 for more details.

3.4 Distributions

(Refer also to Current RG 45 Report – Benchmark 1 and Disclosure Principle 1 – Liquidity and Benchmark 7 and Disclosure Principle 7 – Distribution practices)

Calculation of distribution per unit

The amount of the distribution per unit is calculated by dividing the total income or other funds available for distribution in the relevant distribution period (i.e. monthly) after the deduction of fees, expenses and any losses by the number of units in the Trust.

Source of distributions

The cash for current distributions may be sourced from cash which:

- where interest is capitalised, is advanced to the Borrower to enable the Borrower to make the interest payments due under and in accordance with the relevant Loan agreement;
- where interest is not capitalised, is from interest paid by Borrowers;
- constitutes repayments of Loans by Borrowers;
- includes all or part of fees and costs paid by the Borrower relating to lending arrangements which are included in the Trust's revenue;
- constitutes interest received from the deposits of cash; or
- constitutes the income from other investments.

As the interest on all mortgage Loans is typically capitalised, the current distribution is sourced from sources other than the receipt of interest payments from Borrowers, as noted above. Trilogy will not use any borrowings that it may make to fund distributions.

It is Trilogy's practice to pay monthly distributions based on the income earned in the relevant period but potentially not yet received from the Borrower. In calculating distributions, Trilogy may, in its discretion, include in income any amount of management fees to which it is entitled but wishes to waive or defer for the period, in order to achieve a particular rate of return. Generally, Trilogy will do this to smooth returns to Investors, based on the expectation generated by historical returns, and only after Trilogy analyses the Trust's position, including the current market conditions,



anticipated investment income, the interest rate paid by Borrowers, the mix of loans in the Trust, the Trust's liquidity needs and the total of fees and costs received and/or capitalised for the relevant period.

Income distributions are calculated daily and distributed monthly in arrears, to the financial institution account you nominate. Please also refer to Section 6.9d regarding the risk of negative income.

Distribution payment options – reinvestment

Investors may choose to have their distributions paid directly into their nominated financial institution account or reinvested as additional units in the Trust.

No minimum investment amount applies to any distribution re-investment.

Your preference for payment into a nominated financial institution account or reinvestment may be changed at any time by completing a Change of Details Form.

Timing of distribution payment

Distributions are normally paid on or shortly after the eighth business day following the end of each month.

3.5 Withdrawals

(Refer to Current RG 45 Report – Benchmark 1 and Disclosure Principle 1 – Liquidity and Benchmark 8 and Disclosure Principle 8 – Withdrawal arrangements)

How to make a withdrawal

Investors who wish to withdraw all or part of their investment in the Trust should provide notice of their request by completing and signing a Withdrawal Form and lodging it with us as advised on the form. Currently, a minimum balance requirement for each unit holder is 1,000 but we reserve the right to change or waive this minimum balance requirement at any time at our discretion.

Notice of withdrawals and processing times

Four months' notice is generally required for processing withdrawals (in addition to the two months minimum holding period for initial investments).

However, withdrawals may be processed earlier than the four months' notice period at the discretion of Trilogy, and if the liquidity position of the Trust allows this to occur. This is solely at the discretion of Trilogy.

While the Trust is operated as a liquid trust, it should be noted that the underlying assets are not necessarily liquid in nature and therefore the Constitution provides a maximum of 15 months within which Trilogy must meet withdrawal requests and still treat the trust as liquid. The Fund is not an 'at call' cash account and should not be treated as such.

Withdrawals and Trust liquidity

The Trilogy Monthly Income Trust has a withdrawal process designed to safeguard its liquidity levels and to protect the interest of all its Investors.

The liquidity of the Trust affects withdrawals in two ways:

1. The first is that for the Trust to meet withdrawal requests from Investors, the Trust must be a 'liquid' scheme. To be a 'liquid' scheme, not less than 80% of the assets of the Trust must be able to be realised within the period specified in the Constitution, which is 15 months. The nature of the Loans made by the Trust and the security provided for the Loans are inherently illiquid in nature but the nature of the loans made by the Trust (pursuant to the Trust's lending criteria, see Section 4) means that they intended to be able to be realised within 15 months.
2. The second relates to the projected cash needs of the Trust to make loans, and to pay fees, expenses and any other costs, and the proportion of the assets of the Trust that is held in cash or other assets that can be readily available. For more information as to the Trust's liquidity, its liquidity policy, how this is managed, and its liquidity targets, refer to Current RG 45 Report – Benchmark 1 and Disclosure Principle 1 – Liquidity.

3.6 Transferring units

Units may be transferred in accordance with the provisions of the Constitution. A transfer of units must be in writing, signed by both the seller and the buyer and transfer duty paid (if applicable) before it is given to Trilogy.

3.7 Adding to your investment

Current Investors wishing to add to their investment may do so at any time. Please use your investor ID in any electronic transfers. The minimum additional investment amount is \$1,000.

Before making or deciding to make an additional investment in the Trust, you should check www.trilogyfunds.com.au/tmit for any new or supplemental product disclosure statement, for any updates to this PDS, and for other updates about the Trust (including current performance information and the Current RG 45 Report).

3.8 Cooling off for retail investors

If a retail Investor changes their mind about investing in the Trust, the Investor has the right to ask to have their application money returned if the cooling off rights given by the Corporations Act apply to the investment. For so long as the Trust is a 'liquid' fund the cooling off rights apply to the Trust. Those Investors



who are 'wholesale clients' within the meaning of the Corporations Act do not have any cooling off rights.

To exercise this right, if available, an Investor must do so within 14 days after the earlier of receiving a confirmation of their investment with Trilogy, or the end of the fifth business day after the date units were issued.

Trilogy must receive instructions before the end of the 14 day period for the exercise of cooling off rights to be effective. Repayment of application money under cooling off rights is subject to an adjustment if Trilogy has re-valued the assets of the Trust (leading to a compulsory redemption of units) during the period the investment is held.

As a wholesale Investor or an operator of the master trust, wrap account or IDPS you do not have any cooling off rights under the Corporations Act. Platform Investors should contact the operator of the master trust, wrap account or IDPS through which they are investing to obtain details of the cooling off rights, if any, that they have.

3.9 Reporting

Details about the reporting and communications we provide you are set out at www.trilogyfunds.com.au. Upon becoming a member of the Trust, you will be provided with an acknowledgement letter confirming receipt of application money and the number of units issued.

Other reporting will generally be via the website and email and will include the following:

- monthly distribution statements;
- an annual statement of taxable income, providing a summary of distributions earned for inclusion in the Investor's income tax return (AMIT member annual statement);
- annual periodic statement, which details all transactions on each Investor's account, together with balances on the number of units held in the Trust; and
- annual financial report of the Trust in accordance with regulatory requirements, if requested.

If you do not have an email address or access to the internet to receive this information then please contact Investor Relations to update your communication preferences.

3.10 Wholesale Investors and investing through investment platforms

Trilogy has the discretion to waive or reduce fees for wholesale Investors. Any waiver or reduction is available only to those who are "wholesale" investors within the meaning of the Corporations Act on an individual basis, and only in accordance with the Corporations Act requirements and the ASIC class order relief relating to differential fees.

You may invest in the Trust through an investment platform, also referred to as wraps and investor directed portfolio services (IDPS). Trilogy authorises the use of this PDS as disclosure to investors who wish to access the Trust through investment platforms (Platform Investors). Trilogy charges Platform Investors a reduced management fee (see Section 5.2). Platform Investors who gain exposure to this Trust through a master trust, wrap account or IDPS are indirect investors and therefore do not:

- become unit holders in the Trust, nor do they acquire the rights of a unit holder in the Trust. The operator of the master trust, wrap account or IDPS has those rights and can exercise, or decline to exercise, them on behalf of the Platform Investors; and
- receive interest distributions or reports directly from Trilogy, nor do they directly participate in Investor meetings or the winding up of the Trust. Withdrawal timeframes for Platform Investors are dependent on their master trust, wrap account or IDPS operator.

Platform Investors in master trusts, wrap accounts or IDPS should consult their operator to obtain information on how their operator deals with applications, withdrawals, transfers, income distributions and timing, fees and expenses and monitoring of their investments. Such Platform Investors should also read the disclosure document issued by the operator of the relevant master trust, wrap account or IDPS. Platform Investors who are retail clients are able to access Trilogy's internal dispute resolution procedures in some cases. For further details about complaints handling see Section 8.4 of this PDS.





Section 4.

About the Trust's Loans

The Mortgage Investments consist of loans made directly to Borrowers from the Trust. All Loans are secured by registered first mortgages and Borrowers are charged either a fixed or variable interest rate. The Mortgage Investments held by the Trust are held beneficially for unit holders according to their proportionate share. The legal title to each Mortgage Investment is held by the Custodian.

For all financial data in relation to the Trust, as well as the current portfolio of Loans, please see the Current RG 45 Report located on Trilogy's website: at www.trilogyfunds.com.au/tmit-rg, especially Benchmark 1 and Disclosure Principle 1 – Liquidity and Benchmark 3 and Disclosure Principle 3 – Loan portfolio and diversification.

4.1 Assets of the Trust

The Trilogy Monthly Income Trust has assets consisting of loans secured by first mortgages held over Australian property, cash at bank, basic deposit products (including term deposits held with Australian ADIs (authorised deposit taking institutions), and investments in other unlisted managed investment schemes where Trilogy is satisfied they provide sufficient liquidity to meet the cash requirements of the Trust.

4.2 Loans

Trilogy will determine which loans are suitable for investment. Each loan is assessed by the Lending Committee on its individual merits. The performance of all Loans is carefully and regularly monitored to ensure adherence to on-going reporting requirements and individual loan covenants. The progress of all loans is monitored via the draw-down process and through

regular contact with the Borrower. This is an actively managed process to ensure that all projects are being run efficiently and in accordance with the lending criteria.

Trilogy's policy of loan diversification is designed to help protect the Trust from significant losses by ensuring risks are not concentrated with one particular Borrower or group of Borrowers or in one particular geographical area or one type of property. It would be difficult for most individual Investors to match this diversification when investing on their own.

Further details on the types of Loans funded by the Trust are in the Current RG 45 Report located at www.trilogyfunds.com.au/tmit-rg.

4.3 Registered first mortgages

The primary security for each mortgage Investment held by the Trust is a registered first mortgage on a property situated within specified states and territories in Australia. 'Registered' means that the mortgage is registered with the Queensland Department of Natural Resources and Mines or the equivalent government department in other states and territories.

4.4 Additional security that may be taken

Additional types of security may be taken including general security agreements, third party mortgagor documentation, and personal guarantees to support the first mortgage security.

4.5 Loan-to-valuation ratios (LVR)

(Refer also to Current RG 45 Report – Benchmark 6 and Disclosure Principle 6 – Lending principles – Loan-to-valuation ratios.)

All Loans approved for inclusion in the Trust must generally be under a maximum LVR of 70% of the latest valuation that was not more than four months old received by Trilogy at the time of Loan approval.



The type of valuation is important; specifically:

1. For a property development or construction Loan (development Loan) – up to LVR of 70% of the ‘as if complete’ valuation (see Note 1 under Section 4.6)
2. For other Loans – up to LVR of 70% of the ‘as is’ valuation (See Note 2 under Section 4.6).

It is possible that the maximum LVR is exceeded in some circumstances from time to time during the life of the Loan, for example, if a Loan is in default, the LVR on that Loan may exceed 70%, and if an advance of further funds is required in order to complete a development where a Loan is in default or, for example, there are other issues such as construction delay, the LVR may exceed 70% of the ‘as if complete’ valuation.

The Trust invests a significant component of its total funds in property development loans. Development Loans are those where a Borrower utilises the loan finance to construct buildings (e.g. units, houses, commercial, retail or industrial property) or to undertake land development. On the sale of a unit, house, commercial, industrial or retail building, or part of the land that is secured by the mortgage, all or part of the proceeds are utilised to reduce the Borrower’s debt. Development Loans involve close supervision by Trilogy. Trilogy appoints a quantity surveyor, engineer, project manager, or valuer to advise:

- the amount of all draw-downs by a Borrower and all payments which are to be made to contractors in stages based on the progress of development; and
- the expenditure required to complete the project.

4.6 Valuations

(Refer also to Current RG 45 Report – Benchmark 5 and Disclosure Principle 5 – Valuation policy.)

Trilogy requires valuations to be prepared by an independent, qualified and registered valuer prior to advancing loan funds against a property being offered as security.

In all cases, Trilogy requires the valuation to meet a variety of conditions, including the following criteria:

- i. All external valuations must be performed by a qualified valuer on Trilogy’s approved panel.
- ii. The valuer must be a member of an appropriate professional body in the state or territory where the mortgaged property is situated and have a minimum of 5 years experience in valuing the type of property they are being instructed to value.
- iii. Trilogy prefers to instruct the valuer, however if not, the valuation must be addressed or assigned to Trilogy for mortgage purposes under Trilogy’s standard instructions.

- iv. The panel valuer must be independent of the Borrower and Trilogy.
- v. No one valuer conducts more than one third of the total valuation work undertaken for the Trust calculated by number of the security properties.
- vi. The report must comment as to whether the mortgaged property represents satisfactory security for mortgage purposes, as appropriate.
- vii. Valuers must include a statement in their valuation reports as to whether the valuation complies with all relevant industry standards and codes.
- viii. The valuer must be instructed to prepare the valuation report in a format which clearly sets out the primary methodology used and, if so requested, a secondary check valuation methodology, in accordance with the instructions.
- ix. Valuations for construction projects and completed buildings should state a replacement value in the valuation for the purpose of Trilogy determining the amount of insurance required.
- x. When a Loan is for development or construction purposes, the valuer must assess the property on both an ‘as is’ (See Note 1) and ‘as if complete’ (See Note 2) basis. All other property Loans are valued on an ‘as is’ basis.

Note 1: ‘As is’ valuation means an estimate of the market value of a property as at a specific date and may be inclusive of GST.

Note 2: ‘As if complete’ valuation means an estimate of the market value of a property assuming certain specified improvements are made and may be made on a gross realisation basis and may be inclusive of GST.

4.7 Valuation currency requirements

All valuations must not be more than four months old as at the date of approval of the original loan and must be updated:

1. at least every four years;
2. within two months after the Lending Committee or the Board forms a view that there is a likelihood that a decrease in the value of security property may have caused a material breach of loan covenant; and
3. for any other reason determined by the Lending Committee.

At the discretion of the Lending Committee, valuations may also be obtained when the following occurs:

- a material change in the terms of the Loan, including as to the amount, duration, or interest rate on renewal;
- a delay in any construction or development proposal;
- information is discovered that leads Trilogy to believe that there may be a variation in the security value;



- a material change in the nature of the building/ property;
- a material change in the tenancy profile of a building;
- a request to vary directorship or ownership of the Borrower or a guarantor company (or its associates); or
- the valuation undertaken for funding is in excess of four months old as at the time of approval of the new loan.

In determining whether there needs to be a new valuation when a loan is being extended, or there is an increase in the amount of the borrowing, or a change in the interest rate, Trilogy's Lending Committee may take into account a number of factors such as the Borrower's loan history, the amount of the Loan outstanding, the duration of the extension, and other information from local agents and valuers such as recent sales and settlements.

4.8 Borrower's capacity to service the Loan and Loan assessment

A disciplined process is used by Trilogy to evaluate each loan proposal that is submitted by Borrowers. This approach extends past approval stage to include the monitoring of all loans. This process reflects the requirements of Trilogy's Lending Policy. The process includes:

- a signed loan application is made, including all information required by Trilogy;
- the Borrower is interviewed by a representative of Trilogy;
- the Borrower's and/or the project's ability to repay the loan is evaluated;
- credit checks are carried out in all cases; and
- a representative of Trilogy inspects all security property.

4.9 Loan assessment for property construction Loans

In the case of development and construction loans, Trilogy determines the feasibility of projects during the assessment and approval stage. This includes calculation of the amount to be reserved as capitalised interest, and calculations to determine the LVRs at relevant times during a project. An integral part of the loan assessment and ongoing monitoring is for the Lending Committee to review an independent valuer's report containing the property's value on both an 'as if complete' and an 'as is' basis, generally accompanied by a quantity surveyor's estimation of the costs to complete the project.

After approval, all funds drawn down for the purposes of property construction or development are only advanced after Trilogy is satisfied about the progress of the relevant project.

4.10 Adequate property insurance

Prior to a Loan being made, written confirmation must be provided to Trilogy confirming that adequate insurance over the property to be mortgaged is in place and that the interest of the Custodian will be noted as mortgagee on the relevant policies. Insurance coverage is monitored on a regular basis.

4.11 Loan monitoring and defaults or arrears

(For further information as to defaults and arrears refer to Current RG 45 Report – Disclosure Principle 3 – Loan portfolio and diversification.)

The performance of all Loans is regularly monitored by Trilogy with respect to the timely payment of interest, adherence to ongoing reporting requirements and specific Loan covenants. The Lending Committee meets on a regular basis (usually weekly). The lending team reports on Loans (in default and the current status of other loans) at these meetings.

The Lending Committee monitors any Loans in default/ arrears. Trilogy may treat a loan as in arrears, where for example, there is non-payment of principal or interest after the due date for payment. Trilogy may treat a loan as in default, where for example, there is non-adherence to the conditions of the loan agreement, such as the need to have adequate insurance in place. If a Borrower defaults or is in arrears then the property used as security may be sold and the proceeds used to repay the Loan made by the Trust along with any outstanding interest and costs incurred.

In the event that a Borrower is in default or in arrears the following actions will be considered:

- where a Loan is in arrears more than seven days, the Borrower will be contacted to arrange collection of the arrears;
- any Loan in arrears more than 30 days (unless otherwise determined by the Lending Committee or the Board) may be placed in the hands of Trilogy's solicitors to commence recovery procedures;
- enforcement proceedings may commence in accordance with the following process:
 - the mortgagee may become a 'mortgagee in possession' or appoint a suitably qualified administrator;



- a new valuation of the secured property may be sought; and
- the underlying security may be placed on the market for sale or, depending on the nature of the security and where it is deemed to be in the best interests of the Trust, appointing parties to complete the development or construction of the property, prior to such sale process commencing;
- the Lending Committee will monitor the progress of the enforcement proceedings and any other action taken by Trilogy in connection with the default or arrears.

The RG 45 Report states the current position on Loans which are in default or arrears.

4.12 Maximum Loan amount

The Trust may not lend more than \$15 million in any one Loan. If the Borrower requires more than \$15 million in total then the Trust may lend in conjunction with another lender, provided Trilogy's loan assessment criteria has been met and only if the legal documentation and security are considered to be acceptable. See Section 4.18 for further details.

4.13 Maximum Loan term

The maximum Loan term is 24 months at the time of approval. All Loans may be extended subject to the approval of the Trilogy's Lending Committee.

4.14 Interest rates

The interest rates charged to a particular Borrower at any time reflects a balancing of economic conditions, interest rates charged by other mortgage providers, and the risks associated with the Borrower or the nature of the security provided. In accordance with its policy, Trilogy does not hedge any interest rates.

4.15 Credit contract loans

Trilogy is not licensed to provide, and the Trust does not make loans that are in the nature of credit contracts regulated by the *National Consumer Credit Protection Act*.

4.16 Dealing with Mortgage Investments

The Trust may acquire a Mortgage Investment from a lender by way of transfer or assignment, provided that the Mortgage Investment meets the lending criteria of the Trust. The lender assigning or transferring the Mortgage Investment may be a related party of Trilogy, including a registered mortgage managed investment scheme of which Trilogy is the responsible entity. Similarly, the Trust may also dispose of a Mortgage Investment by way of transfer to another person, if this is in the interest of the Investors. The transferee

may be a related party of Trilogy, including a registered mortgage managed investment scheme of which Trilogy is the responsible entity.

4.17 Other assets of the Trust

(Further information on non-Loan assets of the Trust is in the Current RG 45 – Benchmark 3 and Disclosure Principle 3 – Loan portfolio and diversification.)

As part of the Trust's portfolio diversification, the Trust may also invest in other related and unrelated registered managed investment schemes and/or receive investments from other managed investments schemes. As at the date of this PDS this includes an investment in Trilogy Enhanced Cash, a fund that is operated by Trilogy in its capacity as responsible entity, as well as limited investments in other non-related managed funds intended to provide a return on the cash component.

4.18 Co-lending by the Trust

The Responsible Entity may from time to time lend to a Borrower as a co-mortgagee with another lender, such as a registered or unregistered mortgage managed investment scheme, including one of which Trilogy is the responsible entity or trustee. Any such loan must meet the general lending criteria of the Trust and the aggregate of the amounts advanced by the Trust and the co-lender must not exceed the LVR limit that would apply to the loan if Trilogy were lending the whole of the loan amount. Each of the co-mortgagees will be entitled to be registered as the mortgagees (or their respective custodians, if applicable) and matters such as the management and enforcement of the Mortgage Investment and the holding of the documents of title will be as agreed between the co-lenders.

4.19 Borrowing strategy of the Trust

The Responsible Entity intends to arrange a loan facility to allow short term borrowings for the purpose of providing short term liquidity. The lender may be a related party. The facility will be limited to amounts of up to 15% of the total value of the Trust's assets (at the time of the drawdown). It is expected that the lender will be provided security over the assets of the Trust to support the facility, i.e., security over the pool of first mortgages held at the time.

The intention of such a facility is strictly to assist with liquidity management, in order to provide the Trust immediate access to cash. Holding a high proportion of cash has the potential to dilute returns to investors because cash held at bank only earns bank interest.

The facility will be paid down from the repayment of Loans and/or new applications.



Section 5 .

Fees and other costs

4.1 Consumer advisory warning

Did you know

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services, justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

To find out more

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

The above warning is prescribed for inclusion in product disclosure statements and aims to alert Investors to the importance of value for money; and the compounding value of fees and costs as well as their impact over time on ultimate benefits. The example given is not intended to represent an investment in this Fund. For a description of the fees and costs charged by this Fund, please read this section in full.



5.1 Fee and Other Costs

The table below shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole.

Information about taxes is set out in another part of this document.

You should read all the information about fees and costs because it is important to understand their impact on your investment. The following amounts are stated inclusive of GST and net of RITCs.

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
FEEES WHEN YOUR MONEY MOVES IN OR OUT OF THE TRUST		
Establishment Fee The fee to open your investment	\$0	Not applicable
Contribution Fee The fee on each amount contribute to your investment	\$0	Not applicable
Withdrawal Fee (Note 1) The fee on each amount you take out of your investment	\$0	Not applicable
Exit Fee The fee to close your investment	\$0	Not applicable

MANAGEMENT COSTS (NOTE 2):	AMOUNT	HOW AND WHEN PAID
FEEES AND COSTS FOR MANAGING YOUR INVESTMENT OF THE TRUST		
Direct Investors	0.96% p.a. of the total funds under management. (see Note 2)	All responsible entity management fees are calculated daily and payable monthly in arrears to the Responsible Entity from the assets of the Trust. (see Note 3)
Platform and Adviser assisted Investors	0.46% p.a. of the total funds under management.	

SERVICE FEES (NOTE 4):		
Service Fee (Note 4) The fee for changing investment options	\$0	Not applicable

Note 1: All transfer fees (which may be payable on the value of the units you transfer to another person) have been waived for the life of this PDS. No withdrawal fees are charged.

Note 2: All figures have been rounded to the nearest two decimal places where appropriate. Management costs include the Responsible Entity management fees and the indirect costs of investing in interposed entities. See Section 5.4 for the further information as to day to day Trust management costs that are payable by the Responsible Entity and Section 5.5 as to abnormal expenses that are charged to the Trust. Borrowers' Fees are excluded from the management costs in this table.

Note 3: Wholesale investors may negotiate lower fees by way of a rebate from the Responsible Entity. For further information see Section 5.8.

Note 4: No service fees are payable by Investors to the Responsible Entity. Investors may choose to pay their adviser an adviser service fee and direct the Responsible Entity to pay this amount on their behalf. See Sections 5.11 and 5.12. Information about commissions or other fees payable to mortgage brokers are set out in Section 5.10.

Borrowers' Fees

The Responsible Entity receives fees from the Borrowers, including for loan applications and administration of the loans. Over the 12 month period to 30th June 2018, the Responsible Entity received Borrowers' fees equivalent to 2.65% of total average funds under management. This fee includes all of the Borrowers' Fees disclosed in table 5.3. For further information see Section 5.3(b).



Additional Explanation of Fees and Costs

The following additional information applies to the fees and other costs relating to an investment in the Trust. All fees and costs stated are inclusive of GST and less any available RITCs:

5.3 Management fees

(a) Responsible Entity ongoing management fee

The Responsible Entity is entitled to an ongoing management fee for the work that Trilogy carries out in the proper performance of its duties as the trustee and responsible entity of the Trust. The amount of the fee you pay depends on your investor type, as follows:

- i. Direct Investors – direct or ordinary investors are those who do not have an adviser and have not invested via a platform. Direct investors who meet the wholesale client test may negotiate a rebate (see Section 5.8 below).
- ii. Platform and Adviser assisted Investors – this fee structure is only available to investors who have invested indirectly through a platform or investors who receive personal advice from a financial adviser whose dealer group is approved by the Responsible Entity. The fee reduction is via a rebate of management fees.

From the management fees, Trilogy incurs and pays most of the costs of operating the Trust (see section

below entitled ‘Other Management Costs’).

(b) Borrowers’ Fees paid to the Responsible Entity

The Responsible Entity is entitled to be paid fees by the Borrower in respect of each Mortgage Investment made by the Trust in relation to the work it carries out in the management and administration of the Loans. These are referred to as ‘Borrower’s Costs.’ The quantum of these fees, and the circumstances in which they are levied, are dependent on the characteristics of the relevant Loan. The Responsible Entity applies a flexible charging structure to these fees and therefore the examples in the table below represent the maximum amounts that may be chargeable. These fees are generally capitalised to the Borrower’s Loans and therefore paid by Borrowers to the Trust, and then collected by Trilogy out of the Trust’s assets.

Please note, Trilogy may be paid an investment management fee by the Trust in relation to work performed by administering and/or operating the loans where appropriate.

Borrowers’ Fees

The following fees and costs are fees paid by Borrowers to cover the operational and administrative work in managing their Loans. These amounts paid by Borrowers are added on to the costs of each Loan. All figures have been rounded to two decimal places.

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Borrower Loan Application Fee	Up to 3.08% of the Loan amount.	The Loan Application Fee is payable to the Responsible Entity from the assets of the Trust upon settlement of the Loan. It is generally capitalised to the Loan.
Borrower Loan Administration Fee	Up to 3.08% of the Loan amount.	The Loan Administration Fee is calculated daily on the drawn or approved value of the Loan (depending on the Loan terms) and is payable monthly in arrears to the Responsible Entity from the assets of the Trust, for its work administering the Loan. It is generally capitalised to the Loan.
Borrower Loan Draw-down Fee	A fixed dollar amount per draw down.	Where Loan proceeds are advanced to the Borrower in stages, the Loan Draw-down Fee is payable to the Responsible Entity from the assets of the Trust upon each draw down of funds.
Borrower Inspection Fee	A fixed dollar amount per each site inspection.	The site inspection fee is payable to the Responsible Entity from the assets of the Trust on each inspection.
Borrower Early Repayment Fee	Between one and six months’ interest	The Early Repayment Fee may apply if a Loan is repaid before the Loan’s maturity date. It is paid to the Responsible Entity from the assets of the Trust and capitalised to the Loan at that time, prior to the repayment or refinancing (if relevant) of the Loan.

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Borrower Performance Based Fee	Calculated either as a percentage of the profit, percentage of the Loan amount or an amount per security released.	If applicable, the Performance Based Fee will become payable to the Responsible Entity at the date of release of the security, or at such date as is agreed between the Responsible Entity and the Borrower, from the assets of the Trust or from the proceeds derived from the project, which is the subject of the Loan.
Borrower Loan Extension Fee	Up to 3.08% of the Loan amount.	The Loan Extension Fee is payable to the Responsible Entity from the assets of the Trust on or about the date of commencement of the extended term of the Loan. It is generally capitalised to the Loan.
Borrower Security Release Fee	A variable amount, generally charged per security released.	The Security Release Fee is payable to the Responsible Entity from the assets of the Trust at the date of release of the security. (Depending on the Loan, it may be a release in full or part, over a lot or unit of the security property.)

5.4 Other management costs

Other management costs include other expenses for the benefit of the Trust, referred to here as 'other management costs' which incorporate all relevant expenses and other costs involved in the day to day management of the Trust and deriving investment returns. These do not include any abnormal expenses. These expenses may be incurred and paid by Trilogy.

Other management costs include:

- custodian fees;
- accounting, audit and tax agent fees; and
- Investor communication and reporting, postage and other Trust administration expenses.

During the life of this PDS the Responsible Entity intends to meet the other management costs from the management fees it earns and/or from its own funds. However, Investors should be aware that if the Responsible Entity is unable to or refuses to meet that excess, the amounts due to any person (other than the Responsible Entity) may still be payable out of the assets of the Trust (pursuant to the right in the Constitution).

5.5 Abnormal expenses

The Constitution also provides for the reimbursement or payment of other recoverable expenses that are not incurred on a day to day basis, such as the cost of amending the Constitution, the cost of producing the PDS, the cost of Investors' meetings, the cost of litigation, and the like. These abnormal expenses are met from the assets of the Trust and not from the Responsible Entity's own funds. The amount of these costs and expenses varies over time and Trilogy is unable to ascertain precisely the amount of the Trust abnormal expenses in advance. However, in light of the

experience of the Trust over the recent past Trilogy anticipates that the abnormal expenses for operating the Trust on an annual basis during the currency of this PDS will continue to be approximately 0.0002 % of the net value of the Trust's assets. This is an estimate only as abnormal costs may be greater or less than that amount.

5.6 Variation and waiver of fees

Trilogy may waive or defer payment of its fees and costs in whole or in part. If it does so in relation to fees and costs payable by the Trust, then generally, the amount available for distribution to unit holders will increase, as set out in Section 3.4.

Trilogy may cease its waiver or deferral of fees to which it is entitled from Investors or Borrowers, either generally or from a Borrower in respect of any particular Mortgage Investment.

For the life of this PDS, Trilogy has waived the following fees and costs:

- any transfer fees for units; and
- any fee payable from default interest received from a Borrower.

Trilogy may cease waiving all or some of these fees and management costs but will only do so after giving at least 30 days' notice to Investors and by the issue of a supplementary or a new product disclosure statement.

Trilogy may also increase the annual management fee to which it is entitled within the maximum limit provided in the Constitution for the Trust, but once again will only do so after giving at least 30 days' notice to Investors and by the issue of a supplementary or a new product disclosure statement. Trilogy may also increase any other fees payable to it within the maximum limits provided in the Constitution of the Trust.



5.7 Maximum fees

The maximum limits provided in the Constitution are as follows:

- the maximum limits for the management fees provided in the Constitution are 5.50% (including GST less RITCSs) per annum of the aggregate value of the assets of the Trust;
- default interest fees of 50% of the difference between the higher and lower rates of interest charged and received from a Borrower;
- all of the other fees that a Borrower may be charged; and
- a transfer fee, of 2.20% (including GST less RITCS) of the value of the units transferred.

5.8 Wholesale Investor fee rebates

Trilogy may rebate all or a proportion of its management fees to wholesale Investors. Any waiver or reduction is available only to persons who are “wholesale” Investors within the meaning of the Corporations Act on an individual basis, and only in accordance with the Corporations Act requirements and the legislative instrument (ASIC Corporations (Registered Schemes—Differential Fees) Instrument 2017/40) relating to differential fees.

5.9 GST and Reduced Input Tax Credits (RITCs)

In accordance with *A New Tax System (Goods and Services Tax) Act 1999* (GST Act) the Trust is defined in the GST Act as a financial supply provider (FSP) as it makes input taxed financial supplies in carrying out its operations. This affects the Trust’s ability to claim input tax credits on its acquisitions (a FSP may be entitled to a RITC on its acquisitions in limited circumstances).

5.10 Mortgage broker fees

Trilogy may be charged a fee by a mortgage broker or some other person who introduces borrowers to the Trust. The fee may be an up-front fee or commission or a trail commission as arranged with Trilogy payable during the term of the Mortgage Investment. In any case, the fee will usually be calculated as a percentage of the Loan amount.

These amounts are paid in one of two ways: either broker fees are grossed up into the Loan amount (and therefore the Trust pays but passes on the cost to the Borrower), or Trilogy may pay broker fees from its own funds and not from the assets of the Trust (note that Trilogy is entitled to be reimbursed these fees under the Constitution but may waive its right to reimbursement).

5.11 Adviser Service fees

If you invest through a financial adviser then Trilogy may rebate all or a proportion of its management fees to the Investor. Retail and wholesale clients may direct Trilogy to pay amounts from their application money or investment to their financial adviser as an adviser fee.

If your adviser charges you a fee in connection with an investment in the Fund, your adviser must inform you about this fee, including the amount, as well as how and when it is payable by you in accordance with your financial adviser’s fee disclosure obligations under the Corporations Act. By completing the relevant section of the Application Form, you instruct us to deduct the fees from your account and pay them to your financial adviser.

5.12 Investment Referrer fees

You can instruct Trilogy to pay an Investment Referrer an upfront fee in certain circumstances.

The fee payable to your Investment Referrer can be paid upon your investment from your application money. When we make these payments, we may provide information about your investments in the Trust to your Investment Referrer.

Please complete the relevant section of the Application Form to instruct us to direct this fee to the Investment Referrer.



5.13 Example of Annual Fees and Costs

The table below is a mandated regulatory requirement and aims to provide an example of how the fees and costs of the Trust can affect an investment over a one year period. Investors should use this table to compare an investment in the Trust with other managed investment products, particularly other pooled mortgage trusts. Fees and costs described are inclusive of GST and less any RITCs.

EXAMPLE – AN INVESTMENT IN THE TRUST		BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR (NOTES 1 AND 2)
Contribution fees	0% p.a.	For every additional \$5,000 you put in, you will be charged \$0.
PLUS Management Fees	Direct Investor 0.96% p.a. Platform and Adviser Assisted Investor 0.46% p.a. [Note 3]	And, for every \$50,000 you have in the Trust you will be charged each year: <ul style="list-style-type: none"> • Direct Investor \$480 • Adviser Assisted Investor \$235 • Platform Investor \$235
Other management costs and expenses	0.0002%	Only abnormal expenses may be charged from time to time as the Responsible Entity generally pays the costs of operating the Trust from the fees it receives. These expenses are indicative only as they are unpredictable.
EQUALS Cost of Trust	Maximum 0.96% p.a.* [Note 2]	If you had an investment of \$50 000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees of: <p style="text-align: center;">\$480 [Note 4]</p> What it costs you will depend on the investment option you choose and the fees you negotiate*

The fees you pay depend on your investor type and, for certain investors, any rebates that might apply.

Note 1 – This example assumes the contribution of \$5,000 during the year is made at the end of the year, and therefore fees and costs have been calculated on the balance of \$50,000 only.

Note 2 – All figures have been rounded to two decimal places where appropriate. These have been calculated based on the actual fees and costs (including indirect costs such as interposed entities but excluding the Borrowers' Fees) that will be payable by Investors as set out in the Table in Section 5.3. If they had been calculated based on the actual fees and costs (including indirect costs such as interposed entities but excluding the Borrowers' Fees) over the 12 month period from 1 July 2017 to 30 June 2018 the indirect cost ratio (ICR) would have been 0.81% p.a. of the total average funds under management. Investors should note that since that period Trilogy Funds has changed the basis on which it charges its management fees.

Note 3 – All figures have been rounded to two decimal places where appropriate. The management fees stated above are the current ICR of the Trust excluding the Borrowers' Fees and other management costs, with the cost of the Trust calculated based on the highest fee (to Direct Investors). The management fees stated are net of fee rebates and any fee waivers i.e., they include the actual amount charged by the Responsible Entity as the ongoing management fee, and exclude the indirect costs of interposed entities. The Responsible Entity may reduce or waive management fees and/or borrower fees at its discretion including to smooth distribution payments to Investors (see Section 3.4) and therefore this amount may vary. If the Borrower' Fees were included then the ICR and the cost of the Trust would be 3.61% p.a (see Section 5.3) and therefore this amount will vary.

Note 4 – This figure excludes the Borrower' Fees which represent an additional \$1,325 based on an investment of \$50,000, i.e., for every \$50,000 you have in the Trust the total charge of management fees and Borrower' Fees would be \$1,805 each year. As the Responsible Entity charges Borrower' Fees on a flexible charging structure, depending on the type of Mortgage Investments and borrowers at any given time, this amount may go up and down from time to time according to the actual amounts collected.

*Additional fees may apply, for example, Investors may choose to pay their advisers an adviser service fee in some circumstances.







Section 6.

Risks

6.1 Introduction

All potential Investors should be aware that subscribing for an investment in the Trust involves various risks.

This section identifies some of the major risks associated with an investment in the Trust and thus in Mortgage Investments generally. Prospective Investors should read the whole of this PDS in order to fully understand such risks. In the case of an investment in the Trust, the following considerations generally apply to most Investors.

These comments are intended as a guide only and are not an exhaustive list. Trilogy recommends that Investors seek professional financial advice before making any investment.

6.2 Risks to consider before investing in the Trust

a. Capital risk

Unit holder investments in the Trust are not capital guaranteed. Should the Trust suffer a capital loss Investors may be charged negative income and may suffer a capital loss.

b. Income distribution rate risk

This risk relates to the volatility of income distributions to Investors. Income distributions to Investors in the Trust depend upon the return that the Trust receives from its investments.

Trilogy seeks to minimise fluctuations in the Investor income distribution rate by ensuring Mortgage Investments utilise a combination of fixed interest rate lending and short lending terms (up to a maximum of 24 months).

There is a risk that delays in making Mortgage Loans from the Trust to Borrowers may dilute returns to investors because the portfolio's cash holdings may contribute to lower overall returns.

6.3 Property market risk

Property market risk is the risk that negative movements in the property market may impact on the Trust and its capacity to fully recover the amount owing on a mortgage. Trilogy manages this risk by strictly complying with its lending guidelines, LVR policies, compliance program, and collections procedures. It is Trilogy's current policy that LVRs be less than 70% at the time of approval and to try to manage the Loan book in such a way as to not exceed the LVR of 70% at any time during the life of the Loan (in the case of a property development or construction loan this is calculated on "as if complete" basis. However, it is possible that defaults may occur, and in the event of a default, then the LVR of 70% may be exceeded and in some circumstances further money may be advanced to a Borrower (for example, to complete a development or to market a property for sale). Mortgage Investments are reviewed on an ongoing basis with updated valuations obtained in accordance with the valuation policy for the Trust.

a. Decrease in value of property

Risks associated with a decrease in the value of a property offered as security in the Trust, may include:

- Investors may be charged negative income and may suffer a capital loss;
- a valuation that does not accurately reflect the real value of the property at the time it was valued. If the Borrower subsequently defaults on the Loan then the capital repaid to Investors may be diminished;
- a fall in the value of the property during the term of the Loan which may diminish capital repaid to Investors in the event that a Borrower defaults; and
- a movement in the property market either nationally or locally which results in a decrease in demand for a proposed development, making it difficult for the Borrower to achieve the expected sale value of the property.



All the above may lead to an increase in the LVR, which would then exceed the prudent LVR limits described in Section 4.5.

b. Diversification risk

(Refer to Current RG 45 Report – Benchmark 3 and Disclosure Principle 3 – Loan portfolio and diversification.)

Property market risk may also arise where size of a Loan, number of borrowers, class of borrower activity or geographical region diversification is not high. The more diversified a Loan portfolio is, the lower the risk generally that an adverse event affecting one borrower or one type of Loan will simultaneously affect the majority of borrowers, and therefore put the overall portfolio at risk.

6.4 Construction risks

In a construction and development loan, the Trust is exposed to all the risks relating to building construction and property development. This may include risks of increases in costs of materials and/or labour during the life of the project, and delays such as those caused by building contractors and trades, council development and town planning approvals, costs associated with latent conditions underlying or adjacent to the development site or abnormal weather events. These factors can increase costs beyond the contingency amount normally allowed in a construction agreement and at worst, the Borrower may not have adequate funds to complete the project works. Additionally, the risk of failure to complete a project may arise because the appointed contractors and trades may become insolvent. In this case the Borrower (and/or Trilogy) will have to source other contractors or trades to complete works which may result in an increase in costs of the project.

a. 'As if complete' valuation risk

In some construction and development Loans, the Trust may lend on a Loan to a LVR of up to 70% of the value of the development as if it is completed. For example, a property may be valued by an independent valuer at \$150,000 on an 'as is' (See Note 1 in Section 4.5) basis. However, the valuer may prospectively value the completed development at \$400,000 with a cost to complete of \$200,000. In such circumstances, the Trust may approve a loan of up to \$280,000 (70% of \$400,000) to assist in the purchase and development of the property. In these circumstances, the Trust will make progress payments to enable the development to be completed.

Risks in this type of lending include the risk that:

- the property will decline in value during the development period;
- the cost of the development will be greater than budgeted;
- delays in the development may add to interest and other costs;
- there may be insufficient materials or expertise available to complete the development; or
- there may be insufficient funds to complete the development.

b. Interest capitalisation risk

Loans made from the Trust may require the interest to be paid periodically during the term of the loan or in the case of a construction and development loan a provision for interest may be built into the facility within the approved LVR. As a risk management measure, this provision for interest is built into the loan facility along with the contingency. This enables Trilogy to control the interest payments and ensure that they are within the approved LVR limit. There is a risk that interest payments may not be recoverable because of:

- changed circumstances of the borrower;
- changed circumstances of the security property; or
- other economic conditions.

Where this occurs there may be insufficient cash flow in the Trust to meet income distributions or withdrawal requests.

6.5 Borrower default risk

Defaults by a borrower may occur for a wide range of reasons including changes in:

- a borrower's circumstances;
- the general state of the economy in Australia or other places in which the borrower does business;
- conditions of the particular market in which the borrower's primary business operates; or
- property market conditions.

Default may result in the delay/non-repayment of the loan amount by the borrower and its failure to meet interest (where it is not capitalised) and fees from its own resources.



6.6 Liquidity risk

A delay in processing an Investor's withdrawal request is possible where there are a significant number of withdrawals at the same time, which absorb the cash reserves of the Trust, or if assets of the Trust are not sufficiently liquid. Trilogy is required by the Constitution to satisfy withdrawal requests within 15 months. In certain circumstances Trilogy may be entitled to suspend withdrawals due to a lack of liquidity.

Liquidity may also be adversely affected in the case of construction or development loans where there may be insufficient funds available to meet drawn down requests by a borrower. In the case of a failure to meet a draw down request, this could have the effect that the Trust is in breach of its lending terms to the borrower and in turn could delay construction or development of the loan project or cause the borrower to be in breach of its agreements with contractors engaged to perform works.

Withdrawals will also be suspended by Trilogy from the point in time it determines there has been negative income in a period until the date a compulsory redemptions of units is completed.

6.7 Arrears of the Trust's mortgage portfolio

Trilogy utilises its property expertise and its lending policy to secure realisation and exit strategies for any Loans in arrears.

(For an update on the Loan portfolio including arrears, refer to *Current RG 45 Report – Benchmark 3 and Disclosure Principle 3 – Loan portfolio and diversification*).

6.8 Specific Mortgage Investment risks

a. Illiquid nature of underlying asset

As the underlying asset is predominantly real property, which is relatively illiquid, delays could occur between a loan going into default and sale of the property. These delays could affect interest accruing, but not paid. In these circumstances, interest accruing would not be available for distribution to Investors and the amount owing plus accrued interest and costs may exceed the amount realised from the sale of the property.

b. Repayment delays

Repayment of Loans may be delayed beyond the agreed maturity date. This can occur for a wide variety of reasons including the risk that construction or development does not proceed on schedule.

c. Litigation risk

This is the risk that any lender faces when it takes legal action to enforce the mortgage by the sale of the security property. Borrowers may defend the enforcement proceedings successfully in whole or in part, in light of judicial interpretation of the borrowing and enforcement arrangements, which may vary over time. In addition, courts are vested with wide discretionary powers, and these may be exercised in favour of the borrower. It should be noted that Trilogy is under no obligation to pursue further recovery action after the security is sold.

d. National Consumer Credit Protection Act (NCCP Act) – Regulated loans

Trilogy is not, and has no present intention to be in the future, licensed to make loans that are regulated under the NCCP Act. Nevertheless, a court may for some reason hold that a loan is so regulated. In general terms, there are limits on the amount of default interest that may be charged and the actions that Trilogy may have to take in enforcing a mortgage regulated by the NCCP Act are more demanding and may take longer to implement. In addition, the terms of the loan may be changed if the borrower is having or will have trouble making payments by reason of financial hardship caused by illness, unemployment or other reasonable cause.

e. External dispute resolution risk

Trilogy is a member of an external dispute resolution scheme (EDR scheme), in accordance with its obligations in respect of the Investors. Such an EDR scheme, in addition to considering complaints by Investors, may also form the view that it is entitled to consider any complaint that is lodged by a borrower from the Trust, even if the borrower does not have a NCCP Act regulated loan.

There is now the additional risk that either during the course of a loan, or more typically when Trilogy seeks to enforce the loan, the borrower lodges a complaint with the EDR scheme that has the effect of 'freezing' any enforcement action that is being taken or delaying any enforcement action that may be taken, while the EDR scheme considers the complaint.



6.9 Specific Trust risks

a. Gearing Risk

The Trust may use a finance facility to allow borrowings for the purpose of providing short term liquidity. This is intended to account for no more than 15% of the Trust assets at the time of the first drawdown of the facility. The effect of this may increase any capital loss for Investors if the value of the Trust falls, as the financier must be repaid the principal amount outstanding on the loan and outstanding interest or costs before distributions are made to the Investors.

If there are not sufficient funds to meet interest payments on the Finance Facility, the lender may want to enforce its security over the Property. However, the lender will not require Investors to contribute any more cash than their original total investment.

b. Consultancy services

Trilogy, as responsible entity of the Trust, is dependent upon its consultants (e.g. an independent qualified valuer) to provide consultancy services of the quality and at the times required by it. The ability of the consultants to do this and the accuracy of their advice cannot be guaranteed by Trilogy and may be affected by factors completely outside its control.

c. Documentation risk

There is a risk of deficiency in the accuracy of documentation, including the mortgage documentation entered into for the Trust that could, in certain circumstances, adversely affect the recoverability of money invested by the Trust and reduce the value of the investment.

d. Insurance risk

There is a risk that a Borrower from the Trust may fail to effect property insurance over a secured property, or indeed may cancel such a policy once obtained, without prior notification to Trilogy. Additionally, property insurance obtained may be inadequate or could be denied due to a number of circumstances, including the failure of the borrower to make proper disclosure to its insurer.

There is also a risk that the insurer may not be able to meet its financial obligations under the insurance policy.

e. Negative income risk

The Trust maintains a unit value of \$1.00 per unit. The net value of the Trust at any time is derived from the amount of the cash held, the Loans that have been made, plus the income that is received less the expenses that are payable from the Trust. The

unit value is determined by dividing the net value of the Trust by the total number of units on issue at the relevant time. The net value (and thence the unit value) must be determined as at the end of each quarter. If, in any quarter, there is insufficient income to meet expenses or to compensate for any reduction in the value of mortgage or other assets of the Trust, the unit value may be less than \$1.00 per unit. In such a case the Constitution provides a mechanism under which a sufficient number of units will be compulsorily redeemed to make up that shortfall and maintain the value of the remaining units at \$1.00 per unit.

Units will be redeemed pro rata from all unit holders. For example, if the Trust had negative income in a particular quarter that reduced the unit value to 98 cents, 2% of the units on issue would be redeemed at a nil unit value and cancelled. This would leave the remaining 98% of units on issue re-valued at \$1.00 per unit.

Units in the Trust cannot be withdrawn during the period commencing on the date the unit value is determined to be less than \$1.00 per unit and the date the compulsory redemption is complete.

As at the date of this PDS no units have ever been compulsorily redeemed under this mechanism during the term of the Trust. However, Investors must be aware that past events are not indicative of future events and there is no guarantee that compulsory redemption may not be required at some future time.

f. Operations risk

Operational risk relevant to the Trust and Trilogy includes system failures, the risk of errors, fraud or other criminal activity, and events that might disrupt the normal course of operating the Trust and may lead to delays, or at worst, failures in respect of functions that investors rely on. This includes any such failures by Trilogy in its capacity as the responsible entity, its related service providers and third parties. This includes the risk associated with Trilogy's reliance on the effective operation and security of a number of computing and systems processes. It manages these risks by having appropriate systems and controls in place and by utilising experienced external service providers.

g. Assumptions risk

The Responsible Entity relies on prospective information including certain assumptions from time to time in managing the Trust, for example, to assist it in managing the Trust's liquidity requirements, for stress testing purposes and to calculate the indirect costs ratio including for this PDS. There may be a risk that assumptions used to determine the financial



information may be or become incorrect, may not eventuate, or may produce a different outcome.

h. Transfer of units

There is no established external secondary market for the sale of units in the Trust. Investors may arrange for their own private sale with the approval of Trilogy. There is no right for Investors to require these units to be purchased either by Trilogy or by any other person, or to have their units redeemed.

6.10 General investment risks

Changes to the regulatory environment relating to financial services, taxation and other regimes may adversely affect Investors in the Trust. Government policies can affect the Trust in a number of ways that could be detrimental or beneficial to Investors in the Trust. There can be no guarantee that investor confidence in mortgage or property investment will not change in a manner adverse to the Investors in the Trust. The general economic and political climates in which the Trust operates or other like events are outside the control of Trilogy.

6.11 Responsible Entity risk

Trilogy is the responsible entity of the Fund. In this capacity, there is the risk that Trilogy may be removed as the responsible entity of the Fund or that a change of key personnel may adversely affect the way in which the Fund and the Mortgage Investments are managed.

Related party transactions and conflicts of interest risk are addressed by Trilogy in accordance with its Conflicts of Interest Policy.

6.12 Conclusion

The preceding list of risk factors is not to be taken as being comprehensive or inclusive of all of the risks that may be attributable to an investment in the Trust. These risks, as well as other risks, which have not been specifically identified, may in the future affect the financial performance of the Trust.

Consequently, there is no guarantee as to the amount or timing of the payment of capital, distributions or the value of the units held in the Trust.

You should seek your own financial advice from a licensed adviser before investing.





Section 7.

About Trilogy Funds Management Limited

7.1 History of Trilogy Funds

Management Limited Trilogy can trace its origins back to 1998 when a law firm, of which Philip Ryan was a partner, commenced an investment company managing income and property funds on behalf of investors. That company grew to become Trilogy Funds Management Limited when the investment company run by Mr Ryan merged with Trilogy, a company co-founded by Rodger Bacon, John Barry and David Hogan, after they exited Challenger Financial Services Limited in 2004. All four founders are currently in management positions within Trilogy.

Today, Trilogy continues to grow its funds under management across a robust portfolio of products aligned with the goal of helping investors live their ideal lifestyle with income from investments based on property that yield consistent returns, paid monthly.

7.2. What is the role of the Responsible Entity?

The role of Trilogy in acting as the responsible entity and trustee of the Trust is to ensure that Trust assets are managed and dealt with in accordance with the Trust's Constitution, the Corporations Act and this PDS.

7.3 Other governance and committees

Trilogy has established a Lending Committee which considers all Loan applications in accordance with Trilogy's lending policy guidelines and monitors the loan portfolio on an ongoing basis.

Trilogy has also established a Treasury Committee to monitor the Trust's liquidity, including the inflows, outflows and other investments made to supplement the portfolio's returns.

In addition, a Compliance Committee monitors Trilogy's compliance with the Constitution, the Compliance Plan and the Corporations Act. Under the law, a majority of the members of the Compliance Committee must be, and are, external members.

7.4 Our experience

In the area of mortgage lending, property development and property investment, experience is a key requirement for success. Trilogy is a specialist in property investment, with a long track record, particularly in mortgage and property trusts. Our experience is grounded in the disciplines of accounting, law, financial services, mortgage management, and property lending. In a practical sense it covers all elements of the property development and investment process, from sourcing and negotiating assets, on-going management of property, property development and construction projects, lending against property, transaction management at all levels, and capital structuring and liquidity management.

Experience in these areas and the networks of contacts developed over many years provide access to specialised information and knowledge.



6.5 Trilogy Board of Directors

Robert Willcocks **BA, LLB, LLM**

Independent Non-executive Chairman

Robert Willcocks is the Independent Chairman of Trilogy. He was appointed to the Board and as Chairman in October 2009. Mr Willcocks is, and has been, a director of a number of publicly listed companies. He is currently a director of the publicly listed companies Living Cell Technologies Limited and APAC Resources Limited.

He is a former senior partner of the law firm Mallesons Stephen Jaques (now King & Wood Mallesons). Since 1994 he has been a corporate adviser in a range of industry sectors.

Rodger Bacon **BCom (Merit), AAICD, SF Fin**

Executive Deputy Chairman

Rodger Bacon is a founder and the Executive Deputy Chairman of Trilogy. Prior to forming Trilogy, Mr Bacon was an Executive Director of Challenger International Limited. In this role his responsibilities included participation in the establishment of ASX listed financial services companies, the establishment of Challenger Annuities to capture 30% of annuities sales in Australia and the development of a property portfolio worth more than \$2.6 billion. He also acted as Chairman of the Credit Committee.

Prior to joining Challenger, Mr Bacon worked with the Schroder Merchant Banking Group for 15 years where he gained experience in all aspects of funds management including domestic and foreign fixed interest and direct property portfolios, management of equities, research and analysis and corporate finance. He is a former member of the Schroder Merchant Bank Board in Australia. Mr Bacon is a Senior Fellow and is a former National Board Member of the Financial Services Institute of Australasia and is an Associate of the Australian Institute of Company Directors



Philip Ryan **LLB, Grad Dip Leg Prac, F Fin**

Managing Director

Philip Ryan is a founder and the Managing Director of Trilogy and was instrumental in the formation of the company. He is also a member of Trilogy's Compliance Committee and Investment Committee and acts as General Counsel for Trilogy. Mr Ryan has been a solicitor of the Supreme Court of Queensland and of the High Court of Australia for 30 years, specialising in corporate and commercial law. Mr Ryan was a partner in a Brisbane law firm for 20 years and was a founding director of the funds management entity which evolved into Trilogy. In addition to qualifications in law he has qualifications in mortgage lending (Diploma of Mortgage Lending) and financial services and investment and is a Fellow of the Financial Services Institute of Australasia.

John Barry **BA FCA**

Executive Director

John Barry is a founder and an Executive Director of Trilogy. He is also a former Chairman of Westpac RE Limited and spent five years as a senior consultant to ABN AMRO in its infrastructure and funds management area. Prior to joining Trilogy, Mr Barry was an Executive Director and Head of Property at Challenger International Limited, where he was instrumental in its growth as a broad based financial services company. He was actively involved in the establishment of the Endowment Warrants, the acquisition and management of the Howard Mortgage Trust and the structure and establishment of Challenger's long term annuities. Mr Barry is a Chartered Accountant and worked with Coopers & Lybrand both in Australia and the UK. Following this he worked in the corporate advisory area of Morgan Grenfell Australia and was a Director of Rothschild Australia Limited





Rohan Butcher
BSc Quantity Surveying, Lic Real Estate, Reg Builder

Non-executive Director

Rohan Butcher is a Non-Executive Director of Trilogy and a member of the Lending Committee. Mr Butcher has more than 20 years' experience in construction and property having worked in quantity surveying, estimating, project administration, development management, planning and project management across both construction and development projects. He has been involved in a number of major projects within the residential, retail and commercial property sectors, while undertaking a variety of senior appointments with major public and private companies. Mr Butcher is a member of Master Builders Queensland.



7.6 Trilogy Senior Executives

Justin Smart BA Com, CPA
Chief Operating Officer

Justin Smart has been the Chief Operating Officer for Trilogy and Director of RELM since 2007. He is also a Certified Practising Accountant. Prior to joining Trilogy, Mr Smart held various senior management roles within the financial services sector. He worked with Aussie Home Loans and QBE Insurance. He also acted as the Financial Controller for the Australian Commonwealth Government's HIH Insurance Relief Scheme and was the Financial Controller for Charles Taylor Consulting's (UK listed Mutual Insurance Manager) Australian operations.



Mr Smart commenced his career with a multinational Chartered Accounting firm, specialising in audit. He was seconded across various Australian offices as well as their New York office. Mr Smart's expertise encompasses technology, strategic planning and program delivery, and reviewing existing systems and processes to improve operational efficiencies. This combined with his experience across audit, insurance, home loans and funds management gives him a unique understanding of driving efficiencies within the industry.

Clinton Arentz
Head of Lending, Property Acquisition and Development

Clinton Arentz has over 20 years' experience in asset and facilities management, property development, and project delivery. Prior to joining Trilogy, he provided project structuring and development delivery services on commercial, industrial and residential projects in Brisbane and regional Queensland.

Many of his previous projects have been recognised by industry groups including Master Builders Queensland and Northern Territory, the Urban Development Institute, the Property Council of Australia and Business Review Weekly.

An experienced company director, Mr Arentz has extensive property background and enjoys a wide industry network and deep market knowledge. In particular, he has start to finish project delivery experience in medium density residential, commercial and industrial new development and repositioning, as well as urban renewal and urban infill projects.







Section 8.

Additional information

This additional information section does not purport to be an exhaustive statement of any or all of the provisions contained in the documents described. In particular, the provisions of the Corporations Act can affect the construction and operation of the Trust and Trilogy's obligations.

8.1 Continuous disclosure

As at the date of this PDS, the Trust is a disclosing entity. Being a disclosing entity means that Trilogy must lodge half-yearly and annual financial reports of the Trust with ASIC, as well as notice of important events as they happen.

All of this information may be inspected at Trilogy's registered office or obtained from ASIC. If you wish to receive a copy of the latest audited accounts of the Trust in which you are an Investor, please contact the Responsible Entity. Trilogy intends to follow ASIC good practice guidance contained in *Regulatory Guide 198 – Unlisted disclosing entities: Continuous disclosure obligations* to meet its continuous disclosure obligations. This means that Trilogy has elected to update Investors by posting continuous disclosure notices on its website www.trilogyfunds.com.au.

This information is likely to be:

- information that Investors and their professional advisers reasonably require to make an informed investment decision; and
- information that might reasonably be expected to have a material influence on the investment decision of a reasonable person, as a retail client.

8.2 Taxation

The information in this section is in relation to the Australian income tax and capital gains tax implications of holding units in the Trust. The additional implications for New Zealand resident Investors are considered in Section 8.13.

The information in this section does not constitute tax advice on investments in the Trust or in relation to withdrawals from the Trust. Investing in a managed fund such as the Trust is likely to have taxation consequences. Australian tax laws are complex and subject to change. The tax comments below are only in respect of Australian income tax and are based on the current law in Australia that has been enacted as at the date of this PDS. The comments do not take

into account any changes in the tax law or future judicial interpretations of the law after this time. The tax comments in this section are only relevant for Australian resident Investors that hold their interests in the Trust on capital account, but do not take into account the specific circumstances of the Investor. In particular, they may not be relevant to Investors that are subject to special tax rules such as banks, insurance companies, managed investment trusts, tax exempt organisations and dealers in securities. Trilogy advises you to seek professional tax advice on your proposed investment in the Trust before making a decision to invest.

The Trust or the trustee of the Trust should not be subject to tax on the net (tax) income of the Trust for the relevant year. Rather, the Investors in the Trust should be assessed on their share of the net (tax) income of the Trust for the relevant year. The share is determined based on the attribution of the different income characters by the Trust to the Investors. This is the case even where cash distributions are reinvested into the Trust, where no cash distributions are made by the Trust to its Investors, or where the income distributions differ to the attribution of the difference characters from the Trust.

Any net tax losses or net capital losses made by the Trust cannot be distributed to Investors. Rather, the net tax losses and net capital losses are carried forward and may be utilised by the Trust against its income and/or capital gains in future income years, subject to satisfying any loss utilisation rules that may be applicable for the relevant period.

The Trust currently qualifies as a Managed Investment Trust ("MIT") as defined in the income tax law, and a choice has been made by the Trust to elect into the Attribution Managed Investment Trust ("AMIT") taxation regime with effect from 1 July 2017. It is intended for the Trust to continue to qualify as a MIT and an AMIT.

In addition to the above, the following points are noted in relation to the tax outcomes for Investors from applying the AMIT regime:



- The net (tax) income of the Trust for an income year will be attributed to the Investors in the Trust on a fair and reasonable basis each year and this attribution will be based on the Trust's Constitution and this PDS.
- The amounts attributed to Investors from the Trust each year will be disclosed in an AMIT Member Annual Statement (AMMA Statement). This statement will be provided to Investors no later than three months after the end of the relevant income year.
- The amounts attributed to Investors from the Trust as disclosed in the AMMA Statement should be taken into account in their taxable income calculation for the relevant year of income.
- The amounts attributed to Investors from the Trust should retain the character they had in the Trust for income tax purposes.
- Subject to certain limitations, the Investors and the Trust can rely on specific legislative provisions that allow for an adjustment in calculating the net (tax) income of the Trust for a previous income year to be carried forward and dealt with in the year that the adjustment is discovered.
- Investors will be subject to a tax cost base adjustment mechanism, which may result in increases or decreases to the tax cost base of their units in the Trust, broadly where there is a difference between the cash amount distributed by the Trust and the taxable amounts attributed to Investors for an income year. Details of these tax cost base adjustments will be shown in the AMMA Statement.
- Australian withholding tax, if applicable, will be levied on the amounts attributed to a non-resident Investor from the Trust, which may be different to the cash that is actually distributed by the Trust for the relevant year.
- Taxable amounts may be attributed to Investors by the Trust at the time of any cancellation of units in the Trust on a fair and reasonable basis and in accordance with the Trust's Constitution and this PDS.

Assessable components distributed or attributed from the Trust should primarily be in the form of interest income and revenue gains from financial arrangements. On the basis that the Trust will not make any tax timing elections pursuant to the Taxation of Financial Arrangement rules, such income and gains should be determined on a compounding accruals basis or realisation basis, depending on whether the returns are sufficiently certain. Where temporary differences exist, non-assessable components may also be distributed or attributed by the Trust.

Non-assessable components distributed or attributed will broadly arise where the aggregate of the assessable

components of the Trust are lower than the cash distribution amount (e.g. due to tax timing differences). Such non-assessable components are not immediately assessable to Investors when received but are applied to reduce the tax cost base of each unit on which the distribution is made. This should impact on the calculation of any capital gain or capital loss made on the cancellation of the relevant unit (refer below). Further, where the non-assessable distribution received on a unit in the Trust is greater than the tax cost base of that unit, the tax cost base of the unit is reduced to nil, and the amount by which the non-assessable distribution exceeds the tax cost base of the unit should be regarded as a discountable capital gain made by the holder of that unit.

Investors should be able to identify the assessable and non-assessable components of distributions from the AMMA Statement or annual tax statement, which will be issued by Trilogy each year to assist Investors in preparing their annual income tax returns.

For an Australian resident Investor, the disposal or cancellation of any unit in the Trust may give rise to a capital gain or capital loss that should be included in the net capital gain calculation of that Investor for the relevant income year. Australian income tax may be payable on any net capital gain that is made for the relevant income year. A capital gain is made where the capital proceeds from the disposal or cancellation exceed the cost base of the relevant unit. A capital loss is made from the disposal or cancellation where the capital proceeds from the disposal or cancellation of the unit are less than the reduced cost base of the unit. In order to determine their capital gain or capital loss position from the disposal or cancellation of any unit, Investors will need to adjust the tax cost base of each unit in the Trust for any non-assessable distributions or distribution shortfall amounts in respect of that unit. Note, a discount may be available for certain Investors in calculating their net capital gain. Such a discount is available on capital gains made on units in the Trust (after the application of capital losses) where the units have been held for at least 12 months. The discount is 50% for Australian resident individuals and trusts, and 33.33% for complying superannuation funds.

Stamp duty or GST should not apply to any acquisition or transfer of units. However, GST may be applicable on some or all of the fees set out in the PDS/. It is recommended that Investors seek the advice of a professional tax adviser in relation to their GST obligations and/or entitlements.

Australian resident Investors will be asked to provide their tax file number (TFN) or Australian Business Number (ABN) or exemption number in the Application Form. If this information is not provided, the Trust is required by law to deduct tax from the taxable component of any distributions at the highest marginal



rate plus the Medicare levy (currently 47%).

8.3 Privacy

Trilogy is committed to protecting the privacy of its Investors. We are bound by the Privacy Act 1988 as amended from time to time (Privacy Act) and the principles and procedures to be adopted under that legislation. The Privacy Act regulates, among other things, the collection, storage and security, quality, management, correction, use and disclosure of and access to personal information. By applying to invest in the Trust, applicants consent to personal information being used by us for the purposes for which it was provided and for other purposes permitted under the Privacy Act.

The Application Form accompanying this PDS require personal information to be provided. Trilogy, and any service providers to Trilogy or to the Trust (including the Custodian) may collect, hold and use your personal information in order to assess your application, service your needs as an Investor, provide facilities and services to you, to the Responsible Entity and to the Trust and for other purposes permitted under the Privacy Act and other legislation, such as the anti-money laundering and counter terrorism financing (AML/CTF) laws.

Taxation, AML/CTF and other laws (such as CRS and FATCA) also require some of the information to be collected in connection with your application. If you do not provide the information requested or provide us with incomplete or inaccurate information, your application may not be able to be processed efficiently, or at all. Trilogy may disclose your information (or parts of it) as follows:

- to government agencies who may lawfully request it, but only when it is required by law to do so
- to external parties on your behalf, such as your financial adviser (if the adviser's name appears on the Application Form), unless you have instructed Trilogy in writing to do otherwise
- to our service providers (mailing houses, auditors etc) to enable the administration and operation of your investment and the Trust; and
- to assist you with any queries.

You are entitled to access, correct and update all personal information which Trilogy holds about you. The information held may be obtained by contacting Trilogy. You should contact us if you have concerns about the completeness or accuracy of the information we have about you or if you would like to access or amend your personal information held by us or our service providers. Please advise Trilogy of any changes to information you have provided to us using the Change of Details Form as provided on Trilogy's website www.trilogyfunds.com.au. Any complaint you have as to how we have handled your personal information will be dealt with in accordance

with our Privacy Policy.

A copy of our current Privacy Policy is available on our website and a paper copy will be sent to you free of charge on request.

8.4 Complaints

Trilogy's complaints handling process is based on the Australian Standard AS ISO 10002-2006 'Customer Satisfaction – Guideline for Complaints Handling in Organisations'. The Trust's Constitution and Compliance Plan also contain provisions governing how complaints must be dealt with.

Investors who are Platform Investors who are retail clients may lodge complaints in relation to the Trust or the complaints handling process by contacting Trilogy. Contact details are shown in the corporate directory.

On receipt of a complaint, Trilogy shall acknowledge the complaint immediately and investigate the complaint. Trilogy shall, within 45 business days of receipt of the complaint, finalise its investigation and report in writing to the complainant regarding the result of the investigation.

If the complainant, who is a retail client, is dissatisfied with the outcome of the complaints-handling process, then the complainant may refer the complaint to the external dispute resolution service. In Trilogy's case as from 1 November 2018 this is Australian Financial Complaints Authority (AFCA). The dispute resolution service is an external complaints resolution scheme that ASIC has approved.

The address for the external dispute resolution services are noted in the corporate directory.

8.5 Anti-money laundering

The Responsible Entity is required to comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)* (AML/CTF Law). This means that the Responsible Entity will require you to provide personal information and documentation in relation to your identity and that of any beneficial owners when you invest in the Trust. The Responsible Entity may need to obtain additional information and documentation from you to process your application or subsequent transactions or at other times during your investment. The obtaining of information will be pursuant to the AML/CTF program that has been adopted. The Responsible Entity may need to identify:

- an Investor and each beneficial owner (including all investor types noted on the Application Form) prior to purchasing units in the Trust. The Responsible Entity will not issue units to you until all relevant information has been received and your identity and that of any beneficial owner has been satisfactorily verified;
- transferees of interests in the Trust. The



Responsible Entity will not register a transfer until all relevant information has been received and you or your transferee's identity or that of its beneficial owners has been satisfactorily verified;

- your estate. If you die while you are the owner of an interest in the Trust, the Responsible Entity may need to identify your legal personal representative prior to transferring ownership or making any payments; and
- anyone acting on your behalf, including under your power of attorney.

In some circumstances, the Responsible Entity may need to reverify this information and may request additional information.

By applying to invest in the Trust, you also acknowledge that the Responsible Entity may decide to delay or refuse any request or transaction, if it is concerned that the request or transaction may breach any obligation of, or cause the Responsible Entity to commit or participate in an offence under, any AML/CTF Law, and the Responsible Entity or any of its related bodies corporate, affiliates, associates or officers will incur no liability to you if it does so.

8.6 Related party disclosure

(Please refer to Current RG 45 Report – Benchmark 4 and Disclosure Principle 4 – Related party transactions.)

Trilogy maintains a policy on related party transactions. The key points of this policy are as follows:

- any transaction involving a related party shall be on terms and conditions no more favourable to the related party than those that it is reasonably expected would be the case if the benefit directly or indirectly was paid to a third party dealing at arm's-length in the same circumstances and on commercial terms;
- before any related party transaction is entered into, Trilogy will satisfy itself that the fees to be paid to the related party are approximately equivalent to what would be paid to a third party at arm's-length for the same goods or services; and
- Trilogy will also satisfy itself, and obtain legal advice if there is any doubt, that all the relevant factors in determining whether the proposed related party transaction falls within the 'arm's length' exception in the Corporations Act, have been taken into account.

8.7 Services provided by related parties

Various related parties provide services to Trilogy including in respect of the Trust. The directors of

Trilogy (or entities associated with them) may co-lend to a Borrower and may provide mezzanine funding, provided the legal documentation and security position taken by the Trust is acceptable and their position is not preferred over the position of the Trust in any way. Certain entities in the Trilogy group provide services to the Responsible Entity for which those entities receive fees on normal commercial terms or on terms that the Responsible Entity believes are better than normal terms. For example group entities provide in-house fund accounting, compliance, risk management, information technology, human resources, communications, marketing and distribution services and advice.

Trilogy engages the services of Mintstone Pty Ltd, an entity owned and operated by a non-executive director, to provide project management and quantity surveying work on projects to which the Loans relate.

The Directors and certain executives of entities in the Trilogy group may hold interests in the entities that earn fees directly or indirectly from the Trust and therefore may be said to benefit from any fees derived by it.

Directors, employees and related parties of entities in the Trilogy group may hold units in the Trust. These units will be acquired and held on the same terms as any other Investor in the Trust.

8.8 Environmental and ethical considerations

While Trilogy intends to conduct its affairs in an ethical and sound manner, its investment criteria do not include giving weight to labour standards, environmental, social or ethical considerations when making, retaining or realising an investment of the Trust.

8.9 FATCA AND CRS

The Trust is a Reporting Financial Institution under the Inter- Governmental Agreement between the Australian and US governments in relation to the *Foreign Account Tax Compliance Act (FATCA)*, a United States tax law which imposes certain due diligence and reporting obligations on foreign (non-US) financial institutions and other financial intermediaries, to prevent tax evasion by US citizens and US tax residents through the use of non-US domiciled investments or accounts.

The Trust is also a Reporting Financial Institution under the *Tax Laws Amendment (Implementation of the Common Reporting Standard) Act 2016* which implemented the OECD Common Reporting Standard (CRS) in Australia, requiring Reporting Financial



Institutions in Australia to report to the Australian Taxation Office (ATO) details of their foreign investors from 1 July 2017.

To comply with the above, Trilogy conducts due diligence on prospective investors in the Trust and will require certain information and documentation at the time of an Investor's application for units. Trilogy will report information in respect of certain Investors and their units in the Trust to the ATO.

If you are a new Investor and you do not provide us with the required information and/or documentation on request, we may not issue units to you. Alternatively, we may report information in respect of you and your units in the Trust to the ATO, or any distributions made to you on your units in the Trust.

For FATCA purposes, the ATO will share information reported to it by Reporting Financial Institutions with the U.S. Internal Revenue Service. For CRS purposes, the ATO will share information reported to it by Reporting Financial Institutions to tax authorities of jurisdictions that have signed the CRS Competent Authority Agreement.

For further information in relation to how our due diligence and reporting obligations may affect you, please consult your tax adviser and see our website at www.trilogyfunds.com.au.

8.10 Summaries of material documents

A. THE CONSTITUTION FOR THE TRUST

The Constitution is the primary document which establishes the structure of the Trust. Some of the provisions of the Constitution are summarised below. Other provisions of the Constitution are outlined in other sections of the PDS and are consequently not included here.

If necessary, Investors should seek independent professional advice in relation to the terms of the Constitution.

Units in the Trust

The beneficial interest in the Trust is divided into units. Each Investor has a beneficial interest in the assets as a whole in the proportion that the number of units held bear to the total number of units on issue.

The role of Trilogy

Trilogy is responsible for managing the Trust and may only deal with the assets of the Trust in accordance with the Constitution, the Corporations Act and the PDS. It may appoint agents or other parties to do anything that it is authorised to do in connection with the Trust.

Termination of the Trust

The Trust will terminate:

- if Trilogy considers that the Trust's investment strategy cannot be accomplished;
- by resolution of the Investors in the Trust; or
- otherwise as provided in the Constitution or under the law.

Retirement/removal of Trilogy

Trilogy may retire as responsible entity of the Trust by calling a meeting of Investors in the Trust explaining the reason it wants to retire, therefore, enabling Investors to vote for a new responsible entity.

Investors may remove Trilogy as responsible entity of the Trust at a meeting of Investors of the Trust where Investors holding at least 50% of the units in the Trust vote for the removal. Trilogy is entitled to be reimbursed for all expenses relating to the termination of the Trust and the retirement or removal of the responsible entity and the appointment of a replacement.

Liabilities of Investors

Investors are not liable to Trilogy or any creditor of Trilogy in excess of the amounts subscribed or to be subscribed for units. However, the question of the ultimate liability of a beneficiary for claims against a responsible entity or other trustee in an arrangement such as this has not been finally determined by a court.

Trilogy's right of indemnity and limitation of liability

Trilogy has a right of indemnity out of the assets of the Trust for all expenses and costs incurred in the proper performance of its duties under the Constitution and the law. This indemnity does not apply to those expenses incurred by Trilogy where it does not incur the expenses in the proper performance of its duties. Trilogy is not liable for any loss to any person (including an Investor) arising out of any matter unless it failed to exercise due care and diligence. In particular it is not liable where:

- in good faith it relied on advice from a professionally qualified consultant;
- it is hindered, prevented or forbidden to do an act or thing by any law; or
- in respect of any Application Form or notice it relied in good faith on a forged signature or inaccurate details.

Registers

Trilogy or its appointed agent will keep and maintain a register of Investors of the Trust and any other register required by the Corporations Act. Trilogy must cause the register to be altered when informed by an Investor of any change of name or address.



Changing the Constitution

The Constitution may be amended by:

- a special resolution of the Investors in the Trust; or
- Trilogy, if it reasonably believes the change will not adversely affect Investors' rights.

Meetings of Investors

Trilogy may convene a meeting of Investors in the Trust at any time and when required to do so by the Corporations Act.

Trilogy must convene a meeting of Investors in the Trust if requisitioned by the lesser of at least 100 Investors or Investors who hold at least 5% of the units on issue in the Trust.

Each Investor is entitled to attend and vote at meetings of Investors. Meetings must be conducted in accordance with Part 2G.4 of the Corporations Act, except as modified by the Constitution.

Accounts, audit and compliance

Trilogy must keep accounts of the Trust and report to Investors concerning Trust affairs according to the Australian equivalent of the International Financial Reporting Standards and the provisions of the Corporations Act.

Trilogy must appoint an auditor to audit the accounts and the Compliance Plan for the Trust. The audits must be conducted in accordance with the provisions of the Corporations Act.

B. COMPLIANCE PLAN FOR THE TRUST

Trilogy has adopted a Compliance Plan for the Trust. The Compliance Plan addresses issues such as compliance with laws and Trilogy's ethical standards and comprises structural and operational maintenance elements.

The Compliance Plan includes provisions that set out the procedures to be adopted for:

- appointment of agents;
- management of the Trust;
- custody of the assets of the Trust;
- valuations;
- methods for the handling of application money, Trust assets, income and payments;
- complaints handling and dispute resolution;
- audits;
- conflict of interests;
- monitoring, resolving and reporting suspected breaches of the Corporations Act; and
- formation and operation of the Compliance Committee.

C. LOAN AGREEMENTS

A loan agreement will be entered into between the Custodian and the Borrower in respect to each Mortgage Investment. This agreement contains provisions as to the terms on which the particular loan constituting the Mortgage Investment is to be made. It contains specific terms with respect to (amongst other things) the calculation of interest and the loan monitoring fee, method of repayment and right of early repayment.

D. MORTGAGE AND COLLATERAL SECURITY DOCUMENTS

The terms of the mortgage documentation used by Trilogy are comprehensive and are similar to those used by other lenders including banks and financial institutions generally. The terms address such issues as the rights and powers given to the mortgagee in the event of default. Other documents can include general security agreements or mortgage debentures over the borrowing entity and guarantees from various individuals, for example, directors of the borrowing entity. All security documents are prepared by experienced lawyers selected by Trilogy.

E. CUSTODY DEED

Trilogy and the Custodian have entered into a custody deed. Under the deed, the Custodian will hold the assets of the Trust in compliance with the Corporations Act, regulatory requirements and ASIC policy.

The responsibilities of the Custodian include acquiring and disposing of assets of the Trust and dispensing money on behalf of Trilogy. The liability of the Custodian is limited. The Custodian acts on instruction from Trilogy. The deed may be terminated by either party giving not less than 90 days' written notice to the other.

8.11 The Custodian and the Custodian's disclaimer

The Trust Company (Australia) Limited ACN 000 000 993 is the Custodian for the Trust. The role of the Custodian is to hold the assets of the Trust and title documents as agent for Trilogy in relation to the conduct of the Trust. It is not the role of the Custodian to protect the rights and interests of the Investors. The Trust Company (Australia) Limited has given and has not withdrawn its consent to be named in this PDS as the Custodian to the Trust in the form and context in which it is named. It has not authorised or caused the issue of this PDS and takes no responsibility for any part of the PDS other than the references to its name. The Custodian has relied upon Trilogy and its advisers for the truth and accuracy of the contents, and is not to be taken to have authorised or caused the issue of this PDS. The Custodian does not guarantee the return of any investment, any tax deduction availability or the performance of the Trust.



The Custodian has no interest in relation to the Trust other than the remuneration it is entitled to receive under the custody deed by way of custodian fees.

8.12 New Zealand Investors

If you are a New Zealand Investor:

- you must read the “Warning Statement for New Zealand Investors”;
- all minimum and additional investments must be made in Australian dollars, not New Zealand dollars;
- all distributions and withdrawal payments will be made to you in Australian dollars, not New Zealand dollars;
- any fees and charges that you (as distinct from the Trust) may be required to pay such as transfer fees will be payable in Australian dollars, not New Zealand dollars; and
- all exchange risks and fees and charges for or relating to the conversion of one currency to another are payable by you.

New Zealand Investors should contact us on the following phone numbers:

Free call +800 5510 1230
Phone +617 3039 2828
Fax +617 3039 2829

All references to time are to Australian Eastern Standard Time (AEST).

a. Warning statement for New Zealand Investors

This section contains information that is required under the Financial Markets Conduct Regulations 2014.

- i. This offer to New Zealand Investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.
- ii. This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the offer must be made.
- iii. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
- iv. The rights, remedies, and compensation arrangements available to New Zealand Investors

in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

- v. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
- vi. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
- vii. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.
- viii. The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.
- ix. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand dollars.
- x. The dispute resolution process described in this offer document is only available in Australia and is not available in New Zealand.

b. Taxation

Australian tax considerations

The Trust is intended to be a withholding MIT for Australian tax purposes. If the Trust qualifies as a withholding MIT, then the Responsible Entity of the Trust may be required to deduct withholding tax from any assessable component of distributions made or attributed by the Trust to its Investors in New Zealand. The rate of withholding tax is dependent on the character of the distribution. If the nature of the distribution is regarded as interest, the withholding tax rate will be 10%. If the Trust is a withholding managed investment trust and the distribution is a ‘fund payment’ the withholding tax rate will be 15%. Any non-assessable amounts distributed by the Trust should not be subject to Australian withholding tax.

The withholding tax on interest payments and fund payments is a final tax imposed on distributions to foreign residents from Australian managed investment trusts.

Interest payments and fund payments that are subject to withholding tax are non-assessable non-exempt



income for Australian income tax purposes in the hands of the non-resident Investors.

The amounts withheld will be disclosed in the annual AMMA statements provided to Investors.

If the Trust does not qualify as a managed investment trust, then to the extent that the distribution is not interest or dividends, a non-final tax at a rate of 30% will be deducted from the distribution to the extent it is from Australian sourced assessable income. Such tax may be able to be claimed as a refundable offset upon lodgement of an Australian income tax return by the non-resident Investor and the payment of tax by the Trust. Note, in such a circumstance, the Trust is required to provide a distribution summary to non-resident Investors which sets out the total of the withholding payments that the distribution summary covers, and the total of the amounts withheld by the Trust from those withholding payments. We recommend that you seek independent taxation advice in this regard.

Stamp duty or GST should not apply to any acquisition or transfer of units. However, GST may be applicable on some or all of the fees set out in the PDS. It is recommended that Investors seek the advice of a professional tax adviser in relation to their GST obligations and/or entitlements.

The cancellation or disposal of any units in the Trust should not give rise to any taxable capital gain in Australia, on the basis that the units in the Trust do not constitute taxable Australian property.

New Zealand tax considerations

The following comments are general in nature and are based on current New Zealand tax law. Tax law changes frequently and its application is fact specific, so Investors should not rely on these general comments but seek tax advice specific to their circumstances. The comments apply to Investors who are a tax resident in New Zealand and who are portfolio investors (in effect, they hold less than 10% in the Trust) and hold their interest on capital account. The comments apply to direct Investors only; Platform Investors will need to consider the nature of the intermediary through which they invest. Investors will need to account for their interest in the Trust under either the foreign investment fund (FIF) rules or the dividend rules.

The Investor would need to account for their units as an attributing interest in a FIF, unless an exemption applied. The Australian unit trust exemption may be relevant – this requires there to be a ‘resident withholding tax proxy’ in place and for the Trust

to meet a minimum turnover test or a minimum distribution test. If that exemption does not apply, then the Investor will need to calculate the FIF income from the units unless: (a) the Investor is either a natural person and not acting as a trustee, or is the trustee of a very limited range of trusts; and (b) the total cost of all of that Investor’s attributing FIF interests (including the units) does not exceed NZ\$50,000.

If the Investor is required to calculate FIF income, they will be liable to tax on attributed income calculated pursuant to a prescribed method.

Generally:

- The fair dividend rate method (FDR) will apply, although FDR cannot be used for certain non-ordinary shares i.e. ‘guaranteed return’ type investments for which the comparative value method must be used (or the deemed rate of return method if the comparative value method is not available).
- FDR calculates FIF income as: 5% multiplied by the opening market value of all FDR interests held at the start of the income year, adjusted (using a prescribed formula) for any interests bought and sold within that income year. A variation on FDR applies to certain managed funds and unit valuing funds.
- A variation on FDR is permitted to natural persons (and some family trusts) where the ‘total return’ i.e. realised and unrealised return (on all FDR interests) is less than the amount calculated under FDR – the ‘total return’, being the FIF income, is calculated using a comparative value approach. In simple terms, under the comparative value method, the FIF income or loss is (closing value + gains) – (opening value + costs). If a total loss arises under the comparative value method from all the Investor’s FIF interests, the loss is limited to zero.

The same FIF method must be used for all FIFs of the same class (unless a method is not available for a FIF). Dividends are not taxed separately under FDR and FDR does not give rise to any FIF losses.

Investors should seek advice on the application of the FIF rules. No determination has been sought as to the applicable method to apply to units in the Trust.

If the Investor is not subject to tax under the FIF rules, the Investor will be liable to tax on a dividends basis (which includes reinvested distributions, and any deemed dividend amounts arising on for example a withdrawal or repurchase of units in certain circumstances). In general terms, Investors will need to include the distributions (including any Australian withholding tax deducted) in their New Zealand income



tax return and will be taxed at their marginal tax rate. Where Australian withholding tax has been deducted from the total distribution received a tax credit generally may be claimed up to the amount of the New Zealand tax payable on the distribution (net of any expenses). Investors should seek professional advice, having regard to their particular circumstances, and satisfy themselves as to the tax implications, both in Australia and New Zealand, of investing in the Trust.

Further information on how foreign investment funds (FIF) tax is calculated is located in a document on Trilogy's website www.trilogyfunds.com.au titled Extra Information for New Zealand Investors.

c. Service in New Zealand

The address for service in New Zealand is:

Trilogy Funds Management Limited,
C/O DLA Piper New Zealand,
Level 5, 50-64 Customhouse Quay, Wellington 6011,
New Zealand



Section 9.

Glossary

'ADI' means an Australian deposit taking institution, such as a bank.

'AEST' means Australian Eastern Standard Time.

'AML/CTF' means anti-money laundering and counter terrorism financing.

'AML/CTF Law' means the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and the associated rules.

'AMIT' means Attribution Managed Investment Trust regime.

'AMMA Statement' means AMIT Member Annual Statement to be provided to you (while the AMIT rules apply to the Trust) no later than three months after the end of the relevant income year, disclosing the amounts attributed to you from the Trust each year.

'Application Form' means the form, attached to or accompanying the PDS, to be used by persons wishing to apply to and be accepted as a member of the Trust.

'as is' valuation means an estimate of the market value of a property as at a specific date and may be inclusive of GST.

'as if complete' valuation means an estimate of the market value of a property assuming certain specified improvements are made and may be made on a gross realisation basis and may be inclusive of GST.

'ASIC' means the Australian Securities and Investments Commission.

'assets' means the cash, Loans and other assets of the Trust from time to time.

'Borrower' means a person to whom the Trust makes a Loan.

'Compliance Committee' means the compliance committee established by Trilogy Funds Management Limited under the Compliance Plan.

'Compliance Plan' means the compliance plan for the Trust.

'Constitution' means the constitution of the Trilogy First Mortgage Income Trust dated 1 September 2006 as amended from time to time.

'Corporations Act' means the Corporations Act 2001.

'CRS' means the OECD Common Reporting Standard which has been implemented in Australia commencing from 1 July 2017 and imposes certain due diligence and reporting obligations on financial institutions and other financial intermediaries, including the Trust, in respect of foreign investors from participating jurisdictions.

'Current RG 45 Report' means the RG 45 Report or the current update of that report on the website at <https://www.trilogyfunds.com.au/investing/trilogy-monthly-income-trust/#importantinformation> at the applicable time.

'Custodian' means The Trust Company (Australia) Limited ACN 000 000 993.

'FATCA' means the Foreign Account Tax Compliance Act which is a United States tax law imposing certain due diligence and reporting obligations on foreign (non-US) financial institutions and other financial intermediaries, including the Trust, to prevent tax evasion by US citizens and US tax residents through the use of non-US domiciled investments or accounts.

'GST' means Goods and Services Tax within the meaning of the GST Act.

'GST Act' means the New Tax System (Goods and Services Tax Act) 1999.

'Investor' or **'you'** means an investor or a proposed investor in the Trust.

'Investment Referrer' means an individual who is acknowledged, via the Application Form by the Investor or proposed Investor, as having introduced the Investor or proposed Investor to the Trust.

'Loan' means the loan facility made available to a person by the Trust from the application money provided by Investors.



‘Mortgage Investment’ means the loan facility secured by a registered first mortgage and may include cash retained for prepayment of interest, construction funding or repayment (in full or in part) of the loan facility.

‘PDS’ means this product disclosure statement.

‘Responsible Entity’ means Trilogy Funds Management Limited, the party responsible for the management of the Trust as a registered managed investment scheme in accordance with the Corporations Act.

RITCs means reduced input tax credits.

‘RG 45 Report’ means the report as to the ASIC Benchmarks and disclosure principles for the purpose of ASIC Regulatory Guide 45 – Mortgage schemes: Improving disclosure for retail investors, that forms part of this PDS.

‘TFN’ means Tax File Number.

‘Trilogy’ or **‘Responsible Entity’** or **‘we’** or **‘us’** means Trilogy Funds Management Limited ACN 080 383 679.

‘Trust’ means the Trilogy Monthly Income Trust ARSN 121 846 722.

‘units’ means the ordinary units in the Trust.

‘unit holder’ means the registered owner of units in the Trust.

‘Withdrawal Form’ means a form that will be made available to an Investor on request which must be completed and signed by an Investor to withdraw any money from the Trust.



Find out more.

Start a conversation with us today.

Call 1800 230 099 or
email investorrelations@trilogyfunds.com.au

QUEENSLAND

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Level 23, 10 Eagle Street
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GPO Box 1648
Brisbane QLD 4001

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INVESTOR RELATIONS

Free call (within Australia)
1800 230 099

Between 8:30am and
5:00pm weekdays
(Australian Eastern
Standard Time)

DIRECTORS OF TRILOGY

Robert Willcocks
(Chairman)
Rodger Ingle Bacon
Philip Ashley Ryan
John Collis Barry
Rohan Butcher

AUDITOR OF THE TRUST

BDO Audit Pty Ltd Level 10
12 Creek Street
Brisbane QLD 4000

AUDITOR OF THE COMPLIANCE PLAN

BDO Audit Pty Ltd Level 10
12 Creek Street
Brisbane QLD 4000

TAXATION AGENT OF THE TRUST

Pricewaterhouse Coopers
Level 23, 480 Queen Street
Brisbane QLD 4000

CUSTODIAN FOR THE TRUST

The Trust Company
(Australia) Limited
ACB 000 000 993
Level 18, 123 Pitt Street
Sydney NSW 2000

LAWYERS FOR THE RESPONSIBLE ENTITY

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Pty Limited
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109 Pitt Street
Sydney NSW 2000

DLA Piper New Zealand
50-64 Customhouse Quay
Wellington
New Zealand 6011

COMPLAINTS RESOLUTION SCHEME

Australian Financial
Complaints Authority
GPO Box 3
Melbourne VIC 3001
Free call 1800 931 678
Email info@afca.org.au