

PRIVATE AND CONFIDENTIAL  
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# OAK CAPITAL

## WHOLESALE FUND

### INFORMATION MEMORANDUM

# Contents

|  |    |
|--|----|
| 0. Letter from the Chief Executive Officer                     | 3  |
| 1. A Guide to Investing through the Oak Capital Wholesale Fund | 4  |
| 2. Key Features of the Oak Capital Wholesale Fund              | 5  |
| 3. Important Information                                       | 6  |
| 4. How the Fund Works  | 8  |
| 5. Benefits of Investing in the Fund                           | 12 |
| 6. Risks of Investing in the Fund                              | 13 |
| 7. About the Oak Capital Wholesale Fund                        | 14 |
| 8. Fees and Costs  | 16 |
| 9. Additional Information                                      | 17 |
| 10. Application Form Guide                                     | 19 |
| 11. Glossary   | 20 |
| 12. Corporate Directory  | 22 |
| 13. Annexure 1 - Wholesale Investor Certification              | 23 |
| 14. Application Form   | 28 |



# Letter from the Chief Executive Officer

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Since our inception in 2013, Oak Capital has become one of Australia's most trusted Mortgage Investment Fund providers, garnering a reputation amongst its investors as a transparent and trusted investment option that has consistently yielded strong returns on their investments.

It gives me great pleasure to be able to present to you the Information Memorandum (IM) for our Contributory Mortgage Fund the Oak Capital Wholesale Fund.

At Oak Capital, our corporate values are transparency, security, and integrity – these values go far beyond the simple rhetoric that is often used in market for branding purposes but not adhered to in the culture of a firm. We ensure that our whole staff embody our values in everything they do, creating a true culture based on our values that is tangible and believed in. Living these values ensures that our Investors can rest safe in the knowledge that their investments are always being managed to with the highest level of care. Being a custodian of our Investor's capital is a privilege and something we do not take lightly.

Our mortgage fund philosophy is rather simple in theory, we are credit providers that lend funds to clients secured by Real Estate Australia wide. Real Estate has been our asset of choice since we founded, and we have no desire or plans to change our investment strategies in our Fund. Real Estate secured lending has proven itself time and again to provide unparalleled levels of reliability and security for our loans and underlying Investors.

At Oak Capital we provide our Investors a competitive, attractive, fixed interest rate return on their capital. All loans are comfortably secured by the underlying Real Estate assets offered on each loan – and as we are a contributory fund, our Investors choose the exact loan and asset to which they wish to invest their capital in. This allows for Investors to control their own investment diversity and provides the upmost transparency as to where their funds are invested.

The idea of having a 'diverse' investment strategy is generally well regarded as an integral part of a sensible investment plan. At Oak Capital, we embody this theory, and ensure we can provide our Investors an unrivalled option of different asset classes. Our investment options include underlying security assets such as residential homes, commercial offices, retail shop fronts and land allotments – always ensuring our lending on the assets is prudent, conservative, and adjusted to the asset type and market.

Sensible and prudent lending is the recipe for ongoing success for both our Investors and our business. I couldn't be prouder of the historical performance of our Fund since 2013, consistently providing outstanding results for our investor clients.

The sign-up process to become a member of our Fund is simple and straight-forward, which our friendly Investor Relations team can guide you through.

We look forward to welcoming you onboard.

Yours sincerely



Stephen Mitchell  
Chief Executive Officer

## 1. A Guide to Investing through the Oak Capital Wholesale Fund

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The Oak Capital Wholesale Fund ('Oak Capital') is a contributory mortgage fund designed for Wholesale Investors looking for a higher consistent return on investment.

To participate in this offer, you need to complete the following steps:

### STEP 1. REVIEW THIS INFORMATION MEMORANDUM CAREFULLY

You should read this document, in its entirety, prior to deciding, regarding an investment in the Fund. Please note that the investment is only open to Wholesale Investors that comply with a strict set of criteria and a process of accreditation.

### STEP 2. CONSIDER THE OFFER

You should carefully consider all the information included in this Information Memorandum, ensuring that you consider all the risks associated with this investment. Also, you should consider as to whether your particular investment needs and objectives will be well served by an investment in the Fund and whether this Fund is appropriate for you. (See section 5 for more information).

### STEP 3. OBTAIN ADVICE

Before investing in the Fund, you should discuss this offer with your financial, legal and taxation advisors in order to determine whether investment in the Fund is right for you.

### STEP 4. COMPLETE THE APPLICATION FORM

Print this Information Memorandum in its entirety and complete the Application Form at the back of this document. You will also be required to complete a Sophisticated/ Wholesale Investor Certification. In some instances, you will need to provide an Accountant's Certificate confirming you are a Wholesale Investor, in substantially the same format as contained in Annexure 1 and sufficient information to enable us to complete all AML/CTF checks.

### STEP 5. SUBMIT YOUR COMPLETED APPLICATION

Once you have completed the Application Form, you can submit this with all the required supporting documents via email or post.

### STEP 6. OAK CAPITAL WILL RESPOND

Oak Capital will provide you with Supplementary Information Memorandum that contain investment opportunities to consider and which you may wish to invest in.



## 2. Key Features of the Oak Capital Wholesale Fund

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### 1. TRACK RECORD

The Executive Team of Oak Capital have over 45 years of combined experience managing mortgages and Investor funds. Their significant experience in deal structuring and managing risk is unsurpassed.

### 2. MANAGEMENT AND STAFF

Oak Capital has over 36 qualified and experienced staff in credit, property and mortgage management, based over our two State Offices.

### 3. ACCESS TO RANGE OF SELECT MORTGAGE OPPORTUNITIES

Oak Capital offers first and second mortgage opportunities opportunities, secured over real property for periods typically up to 12 months.

### 4. INDIVIDUAL SECURITY

Each loan and its underlying security are held separately from other loans and their respective security.

### 5. INVESTOR CHOICE

Investors can choose the mortgage investment opportunities which best suit their personal preferences and investment criteria.

### 6. INVESTOR COMMUNICATION

With Oak Capital, Investors are kept up to date throughout the life of the loan with relevant updates as they occur. Our Investor Relations Team is always available for any queries Investors have on the loans they are invested in.

### 7. NO FEES

Members do not pay fees. All fees such as management and establishment fees are paid by the Borrower.

(The key features are some of the features of the Fund. This is not intended to be a complete summary of all the information contained in this information Memorandum or of all the information you need to know about the Fund. You should read the entire Information Memorandum, in conjunction with any Supplementary Information for any Sub-Fund in which you intend to invest, in detail and obtain professional advice before deciding whether to invest in the Fund).



### 3. Important Information

#### TRUSTEE AND ISSUER

This document is an Information Memorandum (IM) for the Oak Capital Wholesale Fund and is dated 4 February 2022. This IM contains the Offer for the issue of Units in the Fund. Oak Capital Wholesale Fund Pty Ltd ABN 45 622 106 692 (Oak Capital, us, we and our) is the issuer of this IM. Oak Capital holds an AFS licence 506255, issued by ASIC, which authorises us to act as trustee of the Fund. Neither the delivery of this IM, nor any offer or issue of Interests in the Fund implies, or is a representation or warranty that there has been no change since that date in the affairs or financial condition of the Fund, or that the information provided in this IM and any Supplementary Information Memorandum ('SIM') remains correct at any time after that date.

#### PURPOSE OF THIS INFORMATION MEMORANDUM

The purpose of this IM is to provide information to prospective Investors, to assist them to determine whether they wish to become a Member of the Fund and receive offers in the future in select contributory mortgages schemes. Investors should read this document in its entirety before deciding to become a Member and subsequently receive offers. If in doubt you should always consult your financial advisor.

By accepting this IM, the recipient agrees for itself and its related body corporate and affiliates, and their respective directors, officers, employees, agents, representatives and advisors (together the Recipient) that this IM, and/or SIM issued in relation to a particular investment opportunity, and any other information provided in relation to the Fund, is provided on the terms and conditions set out in this section of the IM.

#### CAPITAL, INCOME AND INVESTMENT RISK

An investment in the Fund is an investment in a managed investment scheme. An investment in the Fund is not a bank deposit, bank security, bank liability, and is subject to investment risk, including the loss of, or delays in the payment of, income or capital.

Any investment in the Fund is subject to investment risks, including possible delays in payment, loss of income and capital invested. Investors should consider their investment in the Fund to be illiquid for the term of the loan.

The Trustee nor anyone else represents in any way that the description of key risks outlined in this IM, and detailed in section 6, is an exhaustive or complete description of all possible risks in connection with an investment in the Fund.

Neither Oak Capital, its related bodies corporate or any of their respective Directors or officers, guarantee the repayment of capital from the Fund or the investment return of the Fund. Investments in the Fund are not guaranteed or underwritten by Oak Capital, its related bodies corporate or any of their respective directors or officers. Neither Oak Capital or any of its associates, Directors, officers or employees make any recommendation to any investment offer made

subsequently in the Fund, nor make any representation or guarantee express or implied as to the accuracy, reliability or completeness of the information contained in the IM, or any subsequent information provided.

#### FUTURE STATEMENTS

Except for historical information, there may be matters in this publication that are forward-looking statements. Such statements are only predictions and are subject to inherent risks and uncertainty. By its nature, forward looking information involves numerous assumptions, inherent risks and uncertainties both general and specific that contribute to the possibility that prediction, forecasts, projections and other forward-looking statements will not occur. Investors are cautioned not to place undue reliance on forward-looking statements.

Those risks and uncertainties include factors and risks specific to the industry in which the Fund operates, as well as general economic conditions and prevailing exchange rates and interest rates. Actual performance or events may be materially different from those expressed or implied in those statements.

All forward-looking statements attributable to the Fund, or persons acting on behalf of the Fund, are expressly qualified in their entirety by the cautionary statements in this section. Except as expressly required by the Act, the Trustee and the Fund undertake no obligation to publicly update or revise any forward-looking statements provided in this publication, whether as a result of new information, further events or otherwise, or the risks affecting this information.

None of the fund, its officers or any person involved in the preparation of this publication, makes any representation or warranty (expressed or implied), as to the accuracy or likelihood of any fulfilment forwardlooking statement, except to the extent required by law. The forward-looking statement reflects the views held only as at the date of this IM.

#### OFFER RESTRICTIONS

Investments in the Fund will be by invitation only. Oak Capital is not obliged to accept applications and reserves absolute discretion in refusing any application. The offer under this IM is available to persons receiving the IM within Australia only.

The distributions of this IM in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should seek advice on and observe any such restrictions. This IM does not constitute an offer to any person to whom, or in any place in which, it would be illegal to make that offer.

This IM has been prepared on the basis that prospective Investors in the Fund are Wholesale Investors. By receiving and viewing this IM the recipients are warranting that they are legally entitled to do so, the securities laws of their relevant jurisdiction do not prohibit them from acquiring interests in the Fund, and they are a Wholesale Investor as defined in the Corporations Act.



This IM is not a Product Disclosure Statement (PDS) and does not contain all the information that would be included in a PDS issued under the Corporations Act. Eligible Investors include investors that are deemed as sophisticated, experienced or Wholesale Investors as provided for in section 761G and 1012K of the Act, and may include a closed category of Retail Investors as permitted in terms of the provisions of the Act. Oak Capital will not register an investor unless it is satisfied that the person is a Qualifying Investor.

#### **NO PERSONAL FINANCE PRODUCT ADVICE**

Prospective investors should not construe the content of any of this IM, or any SIM as tax or investment advice. This IM, alone or in conjunction with any SIM, does not constitute a recommendation or offer by the Trustee or any of its officers, employees, agents, advisers related parties or affiliates that any recipient invest in the Fund.

This IM (and any applicable SIM) does not purport to contain all information necessary, or desirable to enable the recipient to evaluate and determine whether to make an investment in the Fund. Any information regarding the documents governing the operation of the Fund is in summary form only and may not contain all of the material information regarding those documents.

Each recipient will be taken to have sought independent professional advice, and/or made its own independent analysis of this IM (and any applicable SIM), including the risks of investment in the Fund. Any advice given by Oak Capital in connection with the Fund, this IM, or any particular investment opportunity that forms part of the Fund, is general advice only. This IM (and any applicable SIM) does not consider the objectives, circumstances (including financial situation) or needs of any person or organisation.

Before acting on the information contained in this IM (and any applicable SIM), or deciding to invest in the Fund, prospective Investors should make their own enquiries, and seek professional advice as to whether investment in the Fund is appropriate in light of their own circumstances.

To the maximum extent permitted by law, none of Oak Capital or Oak Capital officers, employees, agents, advisers, related parties or affiliates given any representation, warranty, undertaking or accept any liability as to the validity, certainty or completeness of any assumptions or the adequacy, accuracy, completeness, reasonableness of contents of the IM (and any applicable SIM), including opinions, estimates and forecasts.

#### **NO GUARANTEE OF PERFORMANCE OR REPRESENTATION MADE**

No assurance is given that the objectives of the Fund will be achieved, or that the recipient will receive a return on capital invested in the Fund. Past performance is not necessarily indicative of future results, and actual events or performance of the fund may differ materially from that contemplated in the IM (and any applicable SIM). Statements in the IM (and any applicable SIM) may include opinions, estimates and forecasts that may not prove to be correct or appropriate.

All statements of opinion and/or belief contained in the IM (and any applicable SIM), and all views expressed,

all projections, forecasts or statements relating to expectations regarding future events, or the possible future performance of the Fund, or any particular Loan investment, represent the Trustees' own assessment and interpretation of information available to it as at the date of the relevant documents. No representation is made, or assurance given that such statements, views, projections or forecasts are correct or that the objectives of the Fund will be achieved.

Prospective Investors must determine for themselves what reliance (if any) they should place on such statements, views, projections or forecasts, and no responsibility is accepted by the Trustee and/or its advisers in respect thereof. Prospective Investors are strongly advised to conduct their own due diligence including, without limitation, the legal and tax consequences to them of investing in the Fund.

The attention of prospective investors is specifically drawn to the risk factors associated with investing in the Fund, set out in Section 5 (Risks of investing in the Fund).

#### **CONFIDENTIALITY**

None of the information provided by Oak Capital in relation to the Fund including this IM (and any applicable SIM) may be disclosed to any other party, except for the purpose of obtaining independent advice in connection with the consideration of an investment in the Fund, or used for any purpose other than the consideration of an investment in the Fund, unless the express prior written consent of Oak Capital is obtained.

Any reproduction of all, or part of this IM (and any applicable SIM) is strictly prohibited without the consent of Oak Capital. In the event that the recipient does not participate in the Fund, this IM (and any applicable SIM) along with all related materials must be removed from your system, deleted and any hard copies returned to Oak Capital immediately on demand.

#### **IM AVAILABLE ELECTRONICALLY**

An electronic copy of this IM may be viewed online at [www.oakcapital.com.au](http://www.oakcapital.com.au). If you access this IM electronically, please ensure that you download and read the IM in its entirety. A paper copy of this IM can also be obtained free of charge on request by calling us on (03) 9621 1399.



## 4. How the Fund Works

### 4.1 FUND STRUCTURE

The Fund is a unit trust established by the Trust Deed. It is a managed investment scheme managed under an AFSL approved by ASIC.

The Fund is a 'contributory mortgage scheme', which means that Investors choose the Mortgage Investments in which they wish to invest in, out of a range of Mortgage Investments. Investors receive the investment outcome, including rate of return, duration and capital security, relating to the specific Mortgage Investments in which they invest.

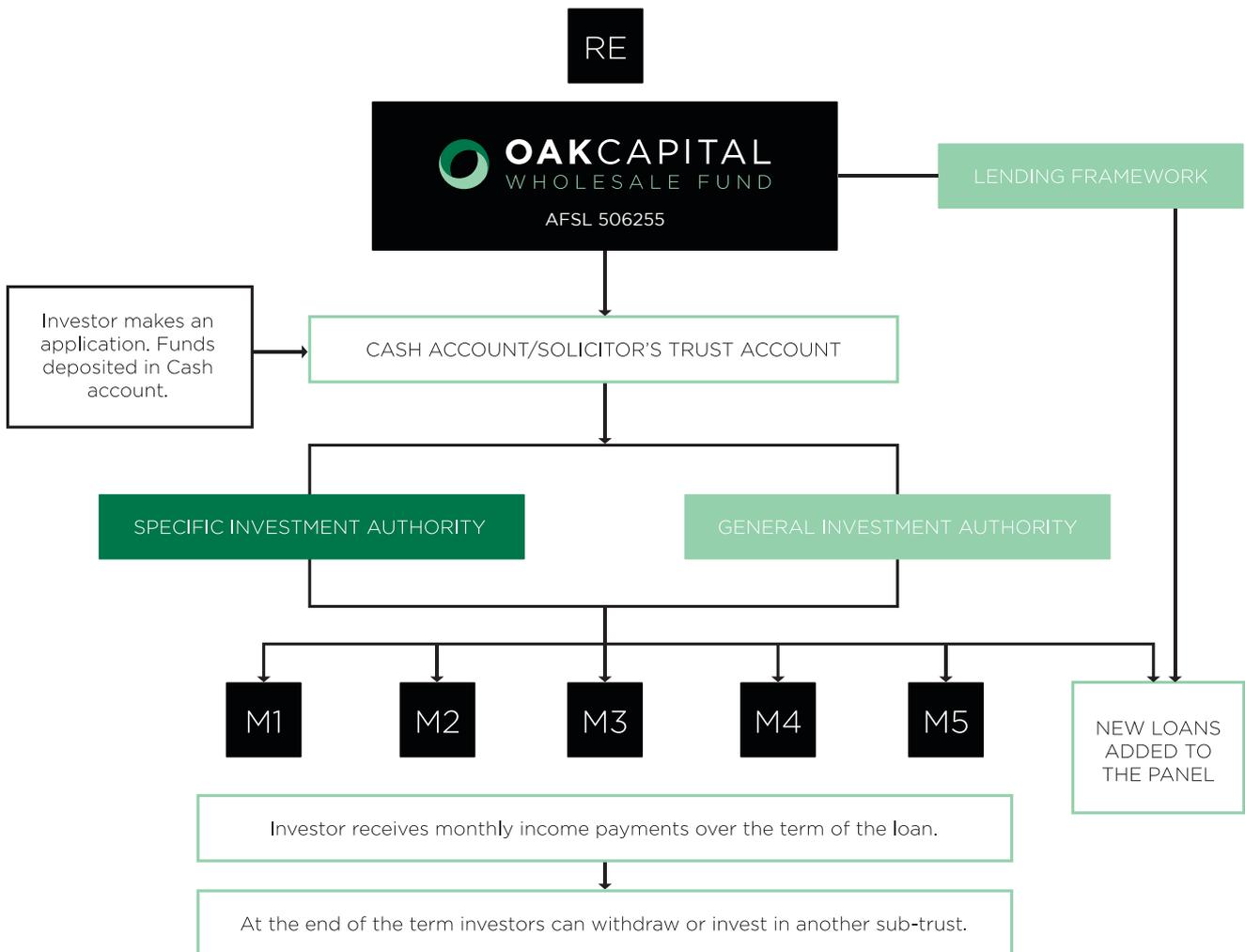
Investors do not invest in a pool of mortgages. Each of the Mortgage Investments are held in a sub-trust by Oak Capital which means that each Investor in a particular

Mortgage Investment is not affected by (and does not receive the benefit of) the investment outcomes of other Mortgage Investments. A contributory mortgage fund holds each of the loans it makes on separate sub-trusts, Investors receive a class of unit which relates to the sub-trust that legally and beneficially holds the mortgage investment in which they have chosen to invest.

The unit price reflects the value of the assets in the sub-trust and may increase or decrease over time with the value of the sub-trusts underlying assets (i.e., the loan and security). When you redeem your investment, the units you hold in the scheme are redeemed by Oak Capital.

The structure of the Fund can be diagrammatically represented as follows:

FIG. 1  
Fund Structure



As shown above, once an Investor's application has been accepted, its investment monies are initially invested in the Cash Account/Solicitors Trust Account pending investment into a specific 'Mortgage Investment'. Investors either select the Mortgage Investment in which they wish to invest (they supply a 'Specific Authority' to Oak Capital (see below)) or they provide Oak Capital with the authority to invest their money into Mortgage Investments chosen by Oak Capital using predetermined criteria agreed with the Investor, a 'General Authority' (see below).

A particular Mortgage Investment involves a loan to a specific borrower (or group of co-borrowers) secured over real property. An investment in a Mortgage Investment is an investment in a class of Units in the Fund, which relates to the sub-trust which holds the Mortgage Investment. This means Investors in each Mortgage Investment do not have any right to the property and income of the property held in other Mortgage Investments.

This IM discloses generic information about all Mortgage Investments. Specific information relating to each individual Mortgage Investment is disclosed in the SIM for each Mortgage Investment.

Investors derive income from the capital they invest in the Mortgage Investments through the payment of Distributions ('Interest') which are funded from interest payments made by the Borrower, or in the case of default by the Borrower, from the proceeds of sale of the Security Property belonging to that Mortgage Investment.

#### 4.2 CHOOSING A MORTGAGE INVESTMENT

You can either choose the Mortgage Investments you invest in or elect to complete a General Authority (part of the Application Form) requesting Oak Capital to allocate your investment to Mortgage Investments on your behalf (see section 4.3(b)).

Oak Capital does not guarantee a Mortgage Investment offered will remain available for any length of time. A SIM is provided to Investors, which contains information specific to the proposed Mortgage Investment, namely:

- a. details of the address and type of the Security Property;
- b. an estimation of property value made by our property team; or
- c. where in the sole discretion of Oak Capital, a valuation is required one provided by an independent external valuer; or
- d. in some cases the value of property based on the most recent municipal rates notice valuation where the value of the loan is 40% or less represented by the the municipal rates notice valuation.
- e. the total amount to be lent to the Borrower and the LVR;
- f. details of the Borrower;
- g. the Borrower's strategy for repaying the loan;
- h. the term of the loan;
- i. the Distribution Rate;
- j. payment dates of Distributions;
- k. the interest rate and fees payable by the

Borrower; and

- I. other information that Oak Capital considers may assist you making your assessment of risk involved.

#### 4.3 HOW TO INVEST

##### a. SPECIFIC AUTHORITY

If you wish to choose the Mortgage Investments into which your money is placed, you must nominate those Mortgage Investments by giving Oak Capital a specific authority. This is done as follows:

- i. carefully read this IM in its entirety; then
- ii. complete and return the Application Form at the back of this IM (the 'Fund Application Form'); then
- iii. read the SIM which relates to the specific Mortgage Investment you wish to invest in; then
- iv. complete the Application Form (if required) accompanying the SIM and forward your application monies to us or our Solicitors Trust Account.

##### b. GENERAL AUTHORITY

If, instead, you wish Oak Capital to allocate your money into Mortgage Investments on your behalf, you must give Oak Capital a General Authority to do so. The procedure is as follows:

- i. carefully read this IM in its entirety;
- ii. complete and return the Application Form, marking the appropriate section and choosing your investment preference. This authorises Oak Capital to place funds into Mortgage Investments that match your selected investment preference as they become available; and
- iii. send your Application Money to Oak Capital; then
- iv. wait for Oak Capital to send your SIM which relates to a specific Mortgage Investment into which Oak Capital has placed your funds pursuant to the General Authority.
- v. the role of Oak Capital will be to, without inferring that the investment is suitable to your personal investment objectives, select investments that are available and seek your approval for the investment.
- vi. You must then decide whether to veto this placement. If you do nothing, then in 2 business days (from the date Oak Capital emailed the SIM to you), your funds will be deemed committed to that Mortgage investment.
- vii. If you wish to veto investment into that particular investment, you should inform Oak Capital in writing and obtain a written receipt.

If you have given Oak Capital a General Authority, you will be deemed to have authorised your



capital to be reinvested in a subsequent Mortgage Investment in accordance with section 4.3 (b) (iv) to (vii) above when it is returned from an earlier investment.

#### 4.4 THE LENDING AND INVESTMENT PROCESS

##### a. LOAN APPLICATIONS

Applications for loans are received from mortgage brokers, borrowers and others who are familiar with the Oak Capital model. The applications for finance include applications for both first and second mortgage finance, both registered and unregistered Security is taken over real property assets.

Several factors are considered when an application is made. Some of these, but not limited to are, loan serviceability, assessment of market value of the security property/s and credit worthiness of the Borrower.

Oak Capital will only consider applications where the provision of finance does not fall under the National Consumer Credit Provision Act 2009 (Cth) or a consumer contract under the ASIC Corporations Act 2001 (Cth).

##### b. ASSESSMENT PROCESS

Applications are initially assessed to determine whether they meet the Oak Capital broad lending criteria. If they don't, they are rejected and alternatively if they do, a comprehensive due diligence process is carried out in accordance with Oak Capital Lending Procedures.

A Letter of Offer is issued to the Borrower for execution. Once a signed copy of the letter of offer is received, Oak Capital prepares solicitors instructions, which are issued to Oak Capital's appointed solicitors.

##### c. SOLICITORS ISSUE LOAN DOCUMENTS

Oak Capital's solicitors carry out their due diligence process, legally document the arrangement and issue Loan Transaction Documents to the Borrowers and Guarantors' solicitors for execution by the Borrowers and Guarantors.

Prior to drawdown, Oak Capital appointed solicitors will ensure that all conditions, including special conditions, have been met.

##### d. ISSUE OF SIM TO INVESTORS

A SIM specific to the Mortgage Investment opportunity is offered to potential Investors for consideration. Once Oak Capital has received confirmation from Investors nominating the amount they wish to invest, Oak Capital will allocate a proportion of the loan to those Investors, providing them with a further copy of the SIM reflecting their unit allocation. Specific Authority Investors will deposit funds directly, for General Authority Investors, Oak Capital will allocate the nominated amount on their behalf from the General Authority account into the Cash Account, or to Oak Capital's Solicitors Trust

Account.

##### e. SETTLEMENT OF THE LOAN

Once the solicitor certify to Oak Capital that all conditions have been met, and are satisfied we are in a position to settle, they will lodge all loan documentation for registration and settle the transaction. Funds are disbursed accordingly, including paying Oak Capital its loan establishment, management and other fees.

##### f. INVESTOR STATEMENTS

Once the loan settles Investors are issued with statements, reflecting their unit holdings in the Mortgage Investment and the interest amount, including any Prepaid Interest that is paid to their bank account at settlement.

##### g. MANAGEMENT OF THE LOAN

Oak Capital receives monthly interest payments from Borrowers, and disburses these to Investors and itself, as and when received. Oak Capital monitors whether the borrower is observing their loan covenants, including payments of interest and principal when required.

##### h. PREPAID INTEREST AND MONTHLY INTEREST PAYMENTS

Mortgage Investments may involve ('Prepaid Interest'). This means that a portion of the loan principal is either paid to Investors as their interest return ('Distributions') and Oak Capital as management fees, at settlement, or retained by Oak Capital (in the Fund's accounts) and used to meet the Borrower's future monthly interest obligations.

Where interest on a loan is prepaid, this will be disclosed in the SIM issued. When interest is paid monthly by the Borrower, this money is banked into the Fund's accounts, and used to pay management costs. The residual of the interest earned, is retained by Oak Capital to pay distributions to Investors each month.

##### i. LOAN EXTENSIONS

No Mortgage Investment will automatically extend for a further period. Oak Capital generally contacts the Borrower before the due date, issuing a Loan Expiry Notice, to ascertain whether the Borrower has made adequate arrangements for the repayment of their loan on, or before the due date.

In the event the Borrower requires an extension, for it to be considered it must be submitted in writing. The request is reviewed by Oak Capital and if necessary, Oak Capital may request updated information from the Borrower, and if considered necessary by Oak Capital, may include a further assessment of the estimated value of the Security Property.

Should Oak Capital be satisfied with the extension, provided the extension is no longer than four months, Investors will be informed of



the extension accordingly. Should an extension exceeding four months be requested, Investors acceptance will be sought to extend for the longer period. Investors will be deemed to having agreed to the extension should no response be received within 7 business days. Should an Investor not wish to extend for a period longer than four months, Oak Capital will endeavour to seek an alternative Investor to replace their participation in the loan. However, if no replacement Investor can be found, the loan extension will not be granted.

- iii. Pay Investors all their interest and capital distributions;

then the available monies will be applied in order (first (i), then (ii), then (iii)).

This means there is risk that Investors will suffer a shortfall on the payment of income and capital distributions.

#### **j. DEFAULTING LOANS**

If a Borrower does not pay interest or principal on the agreed date outlined in their loan agreement, Oak Capital will attempt to contact the Borrower to remedy the default. Should the borrower not rectify the default, Oak Capital will instruct the acting solicitors to commence recovery of the loan. Recovery may involve taking possession of the property, undertaking legal proceedings to obtain possession of the Security Property, conducting building and improvement works on the Security Property, or selling the Security Property.

Oak Capital will generally seek judgement against Borrowers and/or Guarantors if it is necessary to commence proceedings for possession. However, we will generally only seek bankruptcy against Borrowers or Guarantors if we regard it as commercially viable.

Investors will be advised when a loan goes into default and will be kept informed throughout the recovery process when relevant updates become available.

#### **k. REPAYMENT OF LOAN AND DISCHARGE OF BORROWER**

When a Borrower is ready to discharge their loan, Oak Capital will instruct its solicitors to draft the required release documents, attend to settlement and in exchange for release documents, collect all amounts due including principal, interest and any other fees due.

#### **I. DISTRIBUTIONS WHEN THERE IS A SHORTFALL**

Distributions to Investors are paid from the following sources:

- i. Prepaid Interest;
- ii. Interest payments made by Borrowers;
- iii. The sale of Security Property;
- iv. The pursuit of Guarantors and Borrowers.

If, from all viable sources, there are insufficient funds to:

- i. Pay a prior ranking charge (for example a higher-ranking mortgage or Land Tax);
- ii. Pay all management costs and disbursements and;



## 5. Benefits of Investing in the Fund

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There are several possible benefits of making an investment in the Fund which include:

### **CONTROL**

The Fund is NOT a “pooled fund”, Investors have the opportunity to select the loan investment in which to invest, allowing one to exercise greater control in one’s investment decisions

### **DIVERSIFICATION**

Subject to availability, Investors are presented with a broad range of loan opportunities with differing risk and return characteristics.

By selecting the loans that appeal to you, you can control how diversified or concentrated your portfolio exposure is to any given risk type, i.e. Security Property type, Borrower type, loan purpose, geographic location etc.

### **ACCESS TO ALTERNATIVE INVESTMENT MARKETS**

Access to this type of investment has traditionally been available to banks and institutional lenders only.

Now every Wholesale/Sophisticated Investor has easy, direct access to this investment market.

### **SHORT INVESTMENT TERM**

Given that the term of Oak Capital loans are generally not greater than 12 months, a lower ‘property market cycle’ risk exists on these transactions, in comparison to a 5-year loan for example. Therefore, any market fluctuation would have a lower impact on the underlying Security Property values in the short term.



## 6. Risks of Investing in the Fund

Investing in the Fund carries risk which could impact on the performance of the Fund and the individual sub-trusts. These risks can range from general economic risks to the specific risks associated with an individual Borrower or Security Property.

This section describes several risks associated with investing in the Fund. This is not an exhaustive list of all possible risks associated with investing in the Fund. However, they are each provided as a guide to the risks associated with investing. Each risk could, if eventuated, have an adverse impact on the performance of your investment. Applicants should make their own assessment of the risks based on their own independent legal, financial and taxation advice. Oak Capital does not guarantee any return of capital and interest income, or performance of the Fund.

### **BORROWER RISK**

If a Borrower is an individual and becomes bankrupt, or dies, or if the Borrower is a company, and becomes insolvent or under external administration, then the loan will go into default.

If the loan goes into default, the payment of interest distributions will cease, and the recoverability of the payments will depend upon the money that can be realised from selling the security property and if necessary, pursuing the Borrower and any Guarantor.

Further a Borrower may delay or stop payment on a loan or default on the loan. There is no guarantee nor warranty as to any protection from late payment and/or default, and as such you may suffer financial loss of both interest and principal if the Security Property(s) is sold for less than the total amount owing on the loan.

### **INTERNAL PROPERTY VALUE ASSESSMENT OR EXTERNAL VALUATION RISK**

Although Oak Capital takes precautions to ensure that all internal property value assessments and external valuations it relies on are accurate, there is a risk that estimated property values or values provided by external valuers will be fundamentally flawed.

If the estimated value or external value is wrong, then part or all of the loan, may be effectively unsecured. This means that in the event of default and the Security Property has to be sold, there may be a partial or total loss of your investment.

Further, as with any investment, there is always risk that the value of the Security Property falls and no longer represents the value as assessed at the time of foreclosure or default. Should this occur, this may diminish the amount of principal and outstanding interest that can be repaid to Investors.

### **DEVELOPER RISK**

If the loan in question is a development loan, then much depends upon the developer remaining solvent and completing the development. If the developer cuts corners (leading to the need for extensive rectification works before the property can be sold), or becomes insolvent,

then Oak Capital may have to take control and complete the project or otherwise protect Investors' interests.

There are usually delays associated with this, and very often the site is shut down while negotiations with the builder and contractors take place. This incurs extra expenses, which must be recovered from the sale of the Security Property.

These delays may also increase holding costs, including interest costs. These extra costs may erode the money that is finally recovered from the sale of the Security Property, and this can cause loss of interest and capital distributions to you.

### **MARKET CHANGE RISK**

There are several factors outside of the control of the Fund which could affect your return on investment negatively, including a downward turn in the real estate market, change in legislation, changes to monetary policy, natural or man-made disasters in Australia or overseas.

Any negative change in property market sentiment during the construction of a project, or the economy in general may affect the earnings achieved on your investment.

### **LIQUIDITY RISK**

Once your capital has been committed to a Mortgage Investment your investment will be illiquid. This means you will only be able to withdraw from the Fund when the loan repays.

Whilst Investors will generally not be able to withdraw funds invested into a loan until end of term, Oak Capital will endeavour to find a replacement Investor to replace your Investment. However, Oak Capital does not guarantee that it will be able to find a replacement Investor.

Further, because the underlying security is property, the ability of the Fund to quickly wind up a Borrower in default may be limited, and therefore in these circumstances there may be a delay of distributions of both your interest and principal.

### **PRIORITY RISK**

If upon winding up of a loan in default, there is a shortfall, the order of priority of repayment of recovered funds as described in section 4.4 (l) might create a scenario where the Investors share in a small percentage or none of the funds recovered.

This is particularly relevant where the loan is a second registered mortgage.

### **INCOME RISK**

Income received from your investment is dependent upon the ability of the Borrower in a particular sub-trust to pay the interest payments as and when they fall due, and to repay the loan principal on the due date for repayment.

Any non-payment by the Borrower will result in not receiving an income from your investment until payment has been secured.



## 7. About Oak Capital

### THE TRUSTEE - OAK CAPITAL

#### a. ABOUT

Oak Capital has an experienced management team with a proven track record in the mortgage lending industry of over 45 years combined experience and are committed to striving to:

- i. identify prudent Mortgage Investment opportunities;
- ii. preserving Investor capital; and
- iii. delivering attractive risk-adjusted returns.

#### b. ROLE

Oak Capital's AFS licence authorises it to operate the Fund as a management investment scheme. As Trustee, it is responsible for the day-to-day operation of the Fund in accordance with its AFS licence, the Trust Deed, Compliance Charter, Corporations Act and general trust law. It is responsible, for example, for management of the Mortgage Investments and Investor reporting, but it may delegate its duties to agents and other service providers.

When providing financial product advice, Oak Capital will only provide you with general information in relation to the Fund. You will need to determine if the Fund is suitable to your personal objectives, financial situation and financial needs. A financial adviser can assist you in this assessment. If you do not have a financial adviser, you can contact the Financial Planning Association of Australia for a list of qualified advisers.

#### c. MANAGEMENT TEAM

##### STEPHEN MITCHELL

CEO /MANAGING DIRECTOR

"We see Oak Capital as a collaboration with our clients – we work together in a transparent environment with the mutual aim to build wealth in the best way possible for each individual, whilst also never forgetting the responsibility bestowed upon us as custodians for their money."

Founder and Chief Executive Officer Stephen Mitchell is highly respected in the mortgage industry and is the face of Oak Capital. Since the inception of Oak in 2013, Stephen has been heavily responsible for the raising of investor capital, no easy feat for a new mortgage fund in a post GFC environment. His ability to build strong relationships with new Investors stems from the values of Oak and the way he deals with each and every investor – Transparency, Integrity and Security. As Chief Executive, Stephen oversees the group operations from the Oak Head Office in Melbourne, working closely with the Board to ensure the fund's growth is controlled and

the safeguards in place are monitored to ensure appropriate risk management.

No newcomer to the industry; prior to founding Oak Capital Stephen had already been involved in the Australian mortgage market for over a decade, having been nominated for numerous industry awards, including as finalist for Top Non-Conforming Brokers in Australia. Alongside his involvement with Oak, Stephen was the Founder and Chief Executive Office of Resicom, a specialist mortgage management firm which specialised in the second tier & private lending sector (with clients and loan types that are outside the standard banking criteria), dealt with more than 2,000 brokers across Australia and was positioned on numerous national aggregation panels. In October 2020 Resicom was acquired by Oak, and now offers these lending products in addition to the Fund product options to its network of brokers Australia wide. In completing this acquisition, Oak has become one of the most diversified Alternative non-bank lenders in the market.

Stephen's experience and knowledge of the market is second to none, helping him to excel in the industry and in his leadership at Oak. He is a fully qualified Financial Planner – holding a Diploma of Financial Services (Financial Planning) (AAMC 2011), Diploma of Mortgage Lending (FINSIA 2007), Certificate IV in Financial Services/ Mortgage Broking (TAFE NSW 2008), and is a long-standing member of the Mortgage & Finance Association of Australia. He continually upskills and improves his education, regularly undertaking courses at Harvard Business School, including both their Changing the Game: Negotiation and Competitive Decision-Making course in 2018 and their Authentic Leadership Development course in 2019.

##### CRAIG ROBERTSON

HEAD OF BUSINESS AND RISK/DIRECTOR

Craig Robertson is one of the mortgage industry's old guard. Immensely well respected by industry insiders, he brings over three decades of experience to Oak Capital's leadership team.

In his time in the industry, he has worked almost every facet, accruing a vault of knowledge in mortgage credit, sales and distribution, account management and compliance. His past roles have included several key positions for major lenders like NAB and LaTrobe Financial, including senior roles in Credit and Arrears, National Head of Sales, as well as being on Lending and Credit Committees.

As Oaks Head of Business and Risk, Craig's primary focus is on arrears and compliance, though he oversees all facets of the business related to risk, as well as any and all commercial relationship or acquisition opportunities.



Prior to joining Oak Capital, Craig was Chief Operating Officer at Resicom, managing the distribution team in providing quick and reliable finance options for specialist and commercial transactions. He was also responsible for establishing Resicom's Risk and Audit Committee (RAC) to ensure the business effectively navigated the ever-changing regulatory landscape, as well as leading the search for business opportunities with key stakeholders.

Craig is a fully qualified Financial Planner - holding a Diploma of Financial Services (Financial Planning) (AAMC 2010) with a subsequent Diploma of Financial Services (Finance / Mortgage Broking Management) (AAMC 2010).

#### **JANAI HUNTER**

**HEAD OF INVESTMENT/CULTURE LEAD/  
DIRECTOR**

With nearly 10 years of specialist lending experience, Janai Hunter leads our Investment Team and the groups Culture at Oak Capital with both the commercial knowledge and the commitment needed to ensure the firm lives up to its values daily.

Joining Oak Capital in 2017, Janai has held several key positions within the firm, and currently serves as both Head of Lending & Investment as well as Culture Lead. Her day is spent overseeing the investment team at Oak Capital, ensuring that all steps are taken to manage potential risks within our business model, and ensuring the utmost of accuracy in reporting and transparency to our investor clients. She ensures the team meets both internal and external stakeholder goals while improving the performance & standards of the business operations whilst mitigating risk.

As Culture Lead, Janai helps Oak live true to its mission, vision and values, fostering a positive culture that empowers team members and promotes personal, professional and business growth.

#### **d. COMPLIANCE MANAGER**

The Compliance Manager is responsible for ensuring that the Oak Capital Compliance Charter and policy documents are followed to assist staff and management maintain consistent best business practices.

#### **e. CREDIT ASSESSMENT OF LOANS**

Strict lending procedures are laid down and monitored by directors/management. These procedures as defined in the Oak Capital Mortgage Lending Manual have stood the test of time, are updated when required, and are strictly adhered to.

#### **f. AUDIT**

An external audit by KPMG of the accounts of

Oak Capital, the Fund's accounts, are performed annually.



## 8. Fees and Costs

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Under the Constitution, Oak Capital is entitled to be paid fees for acting as Trustee and managing the individual loans of each Sub-Trust. In addition, Oak Capital is entitled to be reimbursed out of the assets of the Fund, for all expenses that it incurs in the proper exercise of its powers and duties as Trustee of the Fund.

Members pay no fees. Any fees are paid direct by the Borrower and these include, management fees, loan establishment fees, loan extension fees, default fees and any other fees as described in the loan mortgage documentation. These fees are described in more detail below and are also disclosed in the SIM for each investment loan.

### a. MORTGAGE MANAGEMENT FEES

These fees are for managing the loan on day to day basis from settlement to repayment. These fees vary but are typically 2.0% to 3.0% (plus GST) with no upper limit. Fees are generally higher in the case of second mortgages.

### b. LOAN ESTABLISHMENT FEES

Once a loan is approved an establishment fee is raised with the minimum fee typically being 2.0% to 2.5% (plus GST) of the loan amount with no maximum fee. This fee varies according to the complexity of the specific loan. The fee reimburses Oak Capital for time taken to analyse the Borrower and the loan purpose, obtain all the necessary financial information, and undertake credit assessment and due diligence inquiries and instruct solicitors.

### c. LOAN EXTENSION FEES

When a loan is extended for a further period and/or the loan amount is increased, an extension fee of generally 0.5% per month or equivalent to the loan establishment charged on the loan, with no maximum amount. This fee covers the work involved in reviewing the performance of the Borrower, obtaining up-to-date financial information, undertaking further credit assessments and due diligence and instructing solicitors.

### d. DEFAULT FEES

Any fees payable in the event of default are as described in the loan mortgage documentation.



## 9. Additional Information

### 9.1 PRIVACY

By applying to invest in the Fund, you consent to information about you being used by Oak Capital for the purposes for which it was provided, the provision of investment services by Oak Capital. Oak Capital is committed to protecting the privacy of investors and prospective investors. Oak Capital's privacy policy broadly outlines what information is collected, how it is stored, used and disclosed. A copy of the Oak Capital's privacy policy is available upon request.

### 9.2 DISCLOSURE OF INTEREST AND RELATED PARTY TRANSACTIONS

Oak Capital, its Directors, officers, associates and their related entities may subscribe for and subsequently hold Interests in the Fund. In order to secure a loan while Oak Capital is waiting to receive sufficient applications to fund the loan, there is the potential that all or some of a loan amount may be initially funded by Oak Capital (in its own capacity) or persons / entities associated with Oak Capital. Such funding may occur directly with the Borrower or through the issue of Interests in the Sub-Trust.

OC Group Services Co Pty Ltd (OCS) an associated entity of Oak Capital, provides a range of administrative and fund services to the Fund. The terms and conditions of the Services Agreement between OCS and Oak Capital are reviewed annually to ensure they remain on commercial arms length basis. The fees paid to OCS for these services is paid from Oak Capital's management and other costs as disclosed in section 8.

The risk associated with Oak Capital engaging OCS as service provider are limited since Oak Capital remains primary responsible under the Act that means that Oak maintains responsibility for the actions of OCS.

### 9.3 TAXATION

Investing in a Wholesale Trust (such as the Fund) is likely to have tax consequences. You are strongly advised to seek your own professional tax advice about the applicable Australian tax (including income tax, stamp duty and GST) consequences that may apply to you, based on your particular circumstances prior to investing in the Fund. In general, it is expected that the Fund will be an Australian resident for tax purposes and will not pay tax on behalf of Investors. Rather, it is anticipated that Investors will be required to pay tax on their Distributions from the Fund.

### 9.4 QUOTATION OF TAX FILE NUMBER

Investors are not required to provide their Tax File Number to the Trustee. However, the Trustee will generally be required to withhold tax (at the top individual marginal rate of tax plus the Medicare Levy) from a distribution to an Investor, where that Investor has not provided the Trustee with either its tax file number or its Australian Business Number (if relevant) or proof of its exemption.

### 9.5 UNIT PRICING POLICY

Oak Capital has implemented a Unit pricing policy which

provides that each Mortgage Investment will be valued at cost, unless Oak Capital considers that the particular Mortgage Investment has changed in value.

Thus, every Unit in a Mortgage Investment will initially be valued at \$1.00 and every dollar invested will buy 1 Unit in a Mortgage Investment.

### 9.6 INVESTOR COMMUNICATIONS

Investors must provide an email address. Investors will be deemed to have requested all communications be sent electronically to that email address.

As a Member of the Fund, you will be entitled to receive:

- a. confirmation of your investment and redemptions;
- b. monthly Distribution statements;
- c. annual taxation statement of your investments in the Fund; and
- d. updates regarding each Mortgage Investment you have invested in.

### 9.7 CUSTODIAN

Oak Capital has appointed Certane CT Pty Ltd ACN 106 424 088, AFSL Number 258829 (Certane) as custodian of Fund assets but limited to general authority investor application funds.

The Custodian's duties and obligations are set out in the Custody Agreement. Under the terms of this agreement the Custodian must amongst other things:

- holds investors subscription money on trust;
- ensure that assets of the Fund are held separately from assets of any other Fund and the Custodian's own property;
- hold the required net tangible assets as required by law; and
- hold professional indemnity and fraud insurance cover.

### 9.8 CONSENTS OF NAMED PARTIES

KPMG and AG Edwards consent to being named in this IM in their capacity as auditor and legal advisors of Oak Capital Wholesale Fund Pty Ltd, respectively and in the form and context in which they appear in the IM and have not withdrawn that consent prior to the date of this IM. They are not responsible for any statements made in the IM, nor are they aware of any statements made in the IM being attributed to them. They expressly disclaim and take no responsibility for the content of this IM to the maximum extent possible by law other than the references to them by name.



## 9.9 CONTACT

If you have any queries or would like further information, you can contact us on:

### Oak Capital Wholesale Fund Pty Ltd

|                       |  |
|-----------------------|--|
| <b>Head Office</b>    | Level 14, 379 Collins Street, Melbourne VIC 3000                             |
| <b>Postal Address</b> | PO Box 63, Flinders Lane VIC 8009  |
| <b>Phone</b>          | (03) 9621 1399   |
| <b>Email</b>          | <a href="mailto:investors@oakcapital.com.au">investors@oakcapital.com.au</a> |
| <b>Website</b>        | <a href="http://www.oakcapital.com.au">www.oakcapital.com.au</a>             |



## 10. Application Form Guide

### 10.1 GENERAL

As part of the application process you will be required, amongst other, to confirm that you have read the IM in its entirety. To be eligible to become a Member as an individual or joint applicant, you must have the capacity to make the investment and qualify in our assessment as a Wholesale Investor. Any resident company, trust or superfund may also be a Member.

Upon receipt of a duly completed Application Form, we will perform various checks including customer identification, and various checks required under anti-money laundering ('AML') and counter terrorism legislation. If these checks are successful, we will then process your application and you will be notified by email of your membership.

#### PERSONAL

Please complete this section with your personal details.

#### TRUSTS/SUPERANNUATION FUNDS

You will need to give details of the Trustees and the name of the Trust/Superannuation Fund.

#### COMPANY

You will need to give full details of the directors/ persons authorised to sign on behalf of the company.

### 10.2 TAX FILE NUMBER

Please provide your Tax File Number ('TFN'). If you also have an ABN, you must provide your TFN and ABN. If you are claiming an exemption from providing your TFN, please advise what exemption you are claiming. The collection of Tax File Numbers is strictly regulated by the tax laws and the Privacy Act. It is not an offence if you do not provide a TFN, however, if you do not quote a TFN or ABN or claim an exemption, we must deduct tax at the highest marginal rate.

### 10.3 FINANCIAL INSTITUTION DETAILS

Please complete this section to assist us to arrange prompt payment of returns to your nominated bank/building society account.

### 10.4 PAYMENT DETAILS

Please complete this section to advise how you will be paying your Application Monies.

### 10.5 DECLARATION AND SIGNATURES

Please read the statement outlines in this section. An Application Form cannot be accepted unless it has the signatures of all applicants.

Investors must provide an email address. Investors will be deemed to have requested all communications be sent electronically to that email address.

If you are signing on behalf of another person, you must provide a certified copy of either of the following:

- a. Power of Attorney; or
- b. Letters of Administration showing Legal Guardianship.

### 10.6 ADVISOR DETAILS

To be completed by your financial adviser (if applicable)

PLEASE SEND YOUR COMPLETED APPLICATION FORM AND ANY APPLICATION MONEY TO:

**Oak Capital Wholesale Fund Pty Ltd**  
**P.O. Box 63, Flinders Lane VIC 8009**

### 10.7 ELECTRONIC DISCLOSURE

You will be required to nominate an email address when you complete the Application Form. The email address you nominate will be the address to which we will send you information about Oak Capital Wholesale Fund and your investment.

By nominating an email address, you will consent to receiving the following documents, along with other information by email, to that email address or any subsequent, or replacement email address nominated by you:

- a. Your initial membership;
- b. Your periodic statements;
- c. Notices of material changes or significant events;
- d. Your annual tax statements;
- e. Any updated Information Memorandum;
- f. Any updated Supplementary Information Memorandums;

Other material information about Oak Capital will be available on the website.

### 10.8 INVESTOR IDENTITY DOCUMENT CERTIFICATION

Oak Capital requires certified ID, this is to comply with our obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act (2006). You need to have your documents certified by someone with the legal authority to say they are true and correct.

Each certified copy must include the statement:

*"I certify that this is a true copy of the original document"*.

The certifier must include their full name, original signature and qualification or occupation which makes that eligible.

We accept certified copies of the document(s) by post, fax or email. DO NOT send original documents by post.



## 11. Glossary

|                                 |   |
|---------------------------------|---|
| <b>AFS Licence</b>              | an Australian financial services licence issued by ASIC in terms of section 911 of the Corporations Act.  |
| <b>Application Form</b>         | the application form attached to this IM used to apply to become a member of the Fund.  |
| <b>Application Money</b>        | the money payable by an applicant on submitting the Application Form.   |
| <b>Application Price</b>        | the price at which Units are issued.  |
| <b>ASIC</b>                     | the Australian Securities and Investments Commission.   |
| <b>Board</b>                    | Oak Capital's board of directors.   |
| <b>Borrower</b>                 | an entity to whom the Fund lends.   |
| <b>Buisness Day</b>             | a day other than a Saturday, Sunday or public holiday.  |
| <b>Cash Account</b>             | a sub-trust of the Fund which invests in non-interest-bearing Australian Deposit Taking Institutions (ADI) cash and/or cash management accounts.  |
| <b>Compliance Charter</b>       | the compliance charter for the Fund.  |
| <b>Custodian</b>                | Certane CT Pty Ltd ACN106 424 088, AFSL Number 258829   |
| <b>Trust Deed</b>               | the trust deed for the Fund.  |
| <b>Coporations Act</b>          | the Corporations Act 2001 (Cth).  |
| <b>Corporations Regulations</b> | the Corporations Regulations 2001 (Cth).  |
| <b>Cost-to-Compare</b>          | the funds required to complete a development project.   |
| <b>Directors</b>                | the directors of Oak Capital, from time to time.  |
| <b>Distribution Rates</b>       | the rate at which Distributions are intended to be made as an annual percentage of the capital invested.  |
| <b>Distributions</b>            | payments to Investors by Oak Capital through which Investors derive income from the capital they invest in Mortgage Investments.  |
| <b>Fund</b>                     | Oak Capital Wholesale Fund.   |
| <b>Fund Property</b>            | all property held by Oak Capital on trust for the benefit of the Members.   |
| <b>General Authority</b>        | the authority given by the Investor to Oak Capital Wholesale Fund Pty Ltd if the Investor wishes for Oak Capital Wholesale Fund Pty Ltd to allocate the Investor's investment on the Investor's behalf - see 4.3(b) |
| <b>Guarantor</b>                | a person who guarantees a loan forming part of a Mortgage Investment.   |
| <b>Impairment</b>               | a shortfall on the payment of Distributions or the return of Investor's capital.  |
| <b>Investor</b>                 | a member of the Fund.   |
| <b>LVR</b>                      | loan to value ratio.  |
| <b>Members</b>                  | members of the Fund.  |
| <b>Mortgage Investment</b>      | each loan held on sub-trust by Oak Capital, along with any repayments of capital and interest received by Oak Capital in respect of the loan.   |



|  |   |
|--|---|
| <b>Oak Capital, licensee, us, our and we</b> | Oak Capital Wholesale Fund Pty Ltd ABN 45 622 106 692.  |
| <b>OCS</b>                                   | OC Group Services Co Pty Ltd  |
| <b>Offer</b>                                 | the offer of Units made in this IM.   |
| <b>IM</b>                                    | this Information Memorandum.  |
| <b>Prepaid Interest</b>                      | a portion of the loan principal retained by Oak Capital (in the Fund's accounts) and used to meet the Borrower's interest obligations.                          |
| <b>Security Property</b>                     | registered mortgage or caveat over real property, provided as primary security for Mortgage Investments.  |
| <b>Solicitors Trust Account</b>              | the Trust Account of the Oak Capital Solicitors that is held by the Solicitors on Trust for the purposes of facilitating the Transactions.                      |
| <b>SIM</b>                                   | Supplementary Information Memorandum detailing the specific information relating to each individual Mortgage Investment.  |
| <b>Specific Authority</b>                    | the authority given by the Investor to Oak Capital by which the Investor's chooses to invest in a specific Mortgage Investment - see 4.3(a).                    |
| <b>Units</b>                                 | a subdivision of the beneficial ownership of the assets in a Mortgage Investment.   |
| <b>Wholesale Investor</b>                    | has the meaning given in sections 761G and 761GA of the Corporations Act and includes but is not limited to Sophisticated, Experienced and Wholesale Investors. |
| <b>You and Your</b>                          | a person who subscribes for and is issued a Unit.   |



## 12. Corporate Directory

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### Oak Capital Wholesale Fund

ABN 45 622 106 692

#### Trustee

**Head Office:** Level 14, 379 Collins Street, Melbourne VIC 3000

**T:** 1300 625 227 / (03) 9621 1399

**E:** info@oakcapital.com.au

**W:** www.oakcapital.com.au

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### KPMG

ABN 51 194 660 183

#### Auditor

Level 11, Corporate Centre One, Corner Bundall Road & Slatyer Avenue, Bundall QLD 4217

**T:** +61 07 5577 7555

**E:** info@kpmg.com.au

**W:** www.kpmg.com.au

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### AG Edwards Solicitors

ABN 50 163 605 572

#### Legal Advisors

**Brisbane:** Level 10, 239 George Street, Brisbane QLD 4000

**Gold Coast:** Level 15, 2 Corporate Court, Bundall QLD 4217

**T:** +61 7 5591 9523

**E:** info@agedwards.com.au

**W:** www.agedwards.com.au

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### Certane Pty Ltd

#### Custodian

AFSL Number 258829

Level 19, 60 Castlereagh Street, Sydney, NSW 2000

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PRIVATE AND CONFIDENTIAL  
DO NOT REPRODUCE

# OAK CAPITAL WHOLESALE FUND

ANNEXURE 1 - WHOLESALE INVESTOR CERTIFICATION



By registering with Oak Capital as a Sophisticated Investor, you have the ability to participate in investment opportunities that are only available to Sophisticated Investors.

### **Who Can Participate?**

#### **SOPHISTICATED INVESTORS**

*(Please complete Annexure A or Annexure B)*

A person or entity that: has aggregated net assets of \$2.5million or has aggregated gross income for each of the last two financial years of at least \$250,000 a year where a qualified accountant has certified this or; invests \$500,000 or more.

#### **PROFESSIONAL INVESTORS**

*(Please complete Annexure C)*

An account in the name of a person or entity who: holds an Australian Financial Services License; is an ASX Listed Company; is an APRA Regulated Body; is a Trustee of entity which is a Superannuation Fund that has net assets of at least \$10million; controls gross assets of at least \$10million; is an exempt public authority;

#### **EXPERIENCED INVESTORS**

Where Oak Capital is satisfied on reasonable grounds that the person to whom the offer is being made has previous experience in investing in similar investments that allows them to assess: i) the merits of the offer; ii) the value of the underlying security; iii) the risks involved in accepting the offer; iv) their own information needs; v) the adequacy of the information given by the person making the offer. Oak Capital has assessment criteria in place that allows them to assess whether an investor can be accepted as an Experienced Investor.

**Note: please have a 'controller' sign when the entity referred to is a Trust and the controller is the Trustee company.**

### **1. Confirm How You Would Like to be Considered**

Oak Capital only invests in contributory mortgages. The Corporations Act 2001 (Cth) (Corporations Act) provides for an issue of financial services to investors without a Product Disclosure Statement where the investors are deemed to have enough investment expertise and knowledge to weigh the risks and merits of the investment opportunity. Those investors are either considered Sophisticated Investors, Professional Investors, or Experienced Investors.

I wish to be considered as a Sophisticated, Professional, or Experienced Investor (please tick the appropriate option):

**a. Sophisticated Investor - Individual (Complete Annexure A)**

- I have aggregated net assets of over \$2.5 million; or
- I have aggregate gross income of over \$250,000 a year, over the past two years; or
- I will be investing \$500,000 or more.

**b. Sophisticated Investor - Company/Trust/SMSF (Complete Annexure B)**

- has aggregated net assets of over \$2.5 million; or
- has aggregate gross income of over \$250,000 a year, over the past two years; or
- will be investing \$500,000 or more.

Your Accountant will be required to complete our Accountant's Certificate (Annexure A or Annexure B). By completing this section, I accept the Accountant's Certification is required to be renewed every two years, and I accept the responsibility to ensure a current Accountant's Certificate is provided to Oak Capital. I also acknowledge that I will immediately notify Oak Capital should I cease to meet the above criteria of a Sophisticated Investor, or I will be investing \$500,000 or more.

**c. Professional Investor (Complete Annexure C)**

- d. Experienced Investor** (If you feel this is an appropriate option for you, please contact our Investor Relations Team to discuss your suitability.)

 By registering with Oak Capital as a Sophisticated Investor, you have the ability to participate in investment opportunities that are only available to Sophisticated Investors.

### 1. Accountant's Certificate (Individuals)

Complete full name and address of Qualified Accountant

Full Name of Accountant

Firm Name

Firm Address

Phone Number

Email Address

#### Certificate provided by Qualified Accountant

I, the Qualified Accountant named above, certify that the following is true and correct:

- a. I am a Qualified Accountant\*;
- b. this certificate is given at the request of the Applicants described below; and

Full Name Individual Applicant 1

Full Name Individual Applicant 2

- c. please indicate which option below applies by marking the relevant box for each Applicant:

The Applicant is known to me and for the purposes of paragraph 761G (7)(c) of the Corporations Act, the Applicant, either personally or in conjunction with a company or trust (including SMSF) controlled by the Applicant, has (and, in the case of joint Applicants, each applicant has):

- |          | Applicant 1              | Applicant 2              |   |
|----------|--------------------------|--------------------------|---|
| Option 1 | <input type="checkbox"/> | <input type="checkbox"/> | aggregate net assets of at least \$2.5 million; <b>OR</b>                                     |
| Option 2 | <input type="checkbox"/> | <input type="checkbox"/> | aggregate gross income for each of the last two financial years of at least \$250,000 a year. |

Signature of Qualified Accountant

Qualification

Membership Number

Dated

 /  / 

\*Qualified Accountant means a member of a professional body that is approved by ASIC in writing for the purposes of the definition. ASIC has indicated that for the purposes of the relevant definition of the Corporations Act it will approve any member of:

- a. CPA Australia (CPAA) who is entitled to use the post nominals, 'CPA' or 'FCPA' and is subject to and complies with CPAA's continuing professional development requirements;
- b. the Chartered Accountants Australia and New Zealand (formerly the Institute of Chartered Accountants in Australia) who is entitled to use the post nominals 'CA', 'ACA' or 'FCA' and is subject to and complies with Chartered Accountant's continuing professional development requirements; or
- c. the Institute of Public Accountants (IPA) who is entitled to use the post nominals 'AIPA', 'MIPA' or 'FIPA' and is subject to and complies with the IPA's continuing professional education requirements; or
- d. a member of an eligible foreign professional body who has at least three years' practical experience in accounting or auditing and is providing a certificate for the purpose of chapters 6 and sections 761G (4) and 761G (7) of Chapter 7 of the Corporations Act, to a person who is resident in the same country (being a country other than Australia) as that member.

For further information please visit the ASIC website at <https://asic.gov.au>

 By registering with Oak Capital as a Sophisticated Investor, you have the ability to participate in investment opportunities that are only available to Sophisticated Investors.

**1. Accountant's Certificate (Company/Trust/SMSF)**

**Complete full name and address of Qualified Accountant**

Full Name of Accountant

Firm Name

Firm Address

Phone Number

Email Address

**Certificate provided by Qualified Accountant**

I, the Qualified Accountant named above, certify that the following is true and correct:

- a. I am a Qualified Accountant\*;
- b. this certificate is given at the request of the Applicants described below; and

Name of Entity (Company, Trust, or SMSF)

c. please indicate which option below applies by marking the relevant box for the Applicant(s):

The Applicant is a company or the trustee of a trust (including SMSF) and is known to me for the purposes of section 761G(7)(c) of the Corporations Act, and I certify that the company or trust (including SMSF) has:

Option 1  aggregate net assets of at least \$2.5 million; **OR**

Option 2  aggregate gross income for each of the last two financial years of at least \$250,000 a year.

d. I am giving this certificate in accordance with Section 761G (4) and (7) of the Corporations Act at the request of and with the consent of:

Full Name of Controller 1

Full Name of Controller 2

I certify that the Controller(s) stated control the above listed entity (Company, Trust, or SMSF).

Signature of Qualified Accountant

Qualification

Membership Number

Dated

 /  / 

Signature of Controller 1 (only required if 'Controller' section is completed)

Signature of Controller 2 (only required if 'Controller' section is completed)

Dated

 /  / 

Dated

 /  / 

\*Qualified Accountant means a member of a professional body that is approved by ASIC in writing for the purposes of the definition. ASIC has indicated that for the purposes of the relevant definition of the Corporations Act it will approve any member of:

- a. CPA Australia (CPAA) who is entitled to use the post nominals, 'CPA' or 'FCPA' and is subject to and complies with CPAA's continuing professional development requirements;
- b. the Chartered Accountants Australia and New Zealand (formerly the Institute of Chartered Accountants in Australia) who is entitled to use the post nominals 'CA', 'ACA' or 'FCA' and is subject to and complies with Chartered Accountant's continuing professional development requirements; or
- c. the Institute of Public Accountants (IPA) who is entitled to use the post nominals 'AIPA', 'MIPA' or 'FIPA' and is subject to and complies with the IPA's continuing professional education requirements; or
- d. a member of an eligible foreign professional body who has at least three years' practical experience in accounting or auditing and is providing a certificate for the purpose of chapters 6 and sections 761G (4) and 761G (7) of Chapter 7 of the Corporations Act, to a person who is resident in the same country (being a country other than Australia) as that member.

For further information please visit the ASIC website at <https://asic.gov.au>

### 1. Professional Investor Status

I am a Professional Investor in the category nominated below:

- I/we are an Australian Financial Services licensee
- I/we are a body regulated by APRA (other than a trustee of any of the following (within the meaning of the Superannuation Industry (Supervision) Act 1993;))
  - a superannuation fund; or
  - an approved deposit fund; or
  - a pooled superannuation trust; or
  - a public sector superannuation scheme;
 within the meaning of the Superannuation Industry (Supervision) Act 1993 and the fund, trust or scheme has net assets of at least \$10 million.
- I am a body registered under the Financial Corporations Act 1974;
- I am the Trustee of:
  - a superannuation fund; or
  - an approved deposit fund; or
  - a pooled superannuation trust; or
  - a public sector superannuation scheme;
 within the meaning of the Superannuation Industry (Supervision) Act 1993 and the fund, trust or scheme has net assets of at least \$10 million.
- A person or entity that has or controls gross assets of at least \$10 million (including any amount held by an associate or under a trust that the person manages).
- A listed entity, or a related body corporate of a listed entity.
- An exempt public authority.
- A body corporate, or an unincorporated body, that:
  - carries on a business of investment in financial products, interests in land or other investments; and
  - for those purposes, invests funds received (directly or indirectly) following an offer or invitation to the public, within the meaning of section 82 of the Corporations Act, the terms of which provided for the funds subscribed to be invested for those purposes.
- A foreign entity that, if established or incorporated in Australia, would be covered by one of the preceding paragraphs

Please ensure that you provide evidence of your status with your application.

### 2. Professional Investor Confirmation and Declaration

By signing the application form for investment, you declare that:

- I will immediately notify Oak Capital should I cease to meet the above ticked option as a Professional Investor.
- I acknowledge and accept the loss of the retail protection provisions of the Corporations Act which include but are not limited to receiving a Product Disclosure Statement and having access to the external dispute resolution service.
- I have satisfied myself that I understand the legal and financial implications of becoming a Professional Investor.
- I control any entities above.

Name of Investor 1

Signature of Investor 1

Dated

 /  / 

Name of Investor 2

Signature of Investor 2

Dated

 /  / 

Name of Controller

Signature of Controller

Dated

 /  /

PRIVATE AND CONFIDENTIAL  
DO NOT REPRODUCE

# OAK CAPITAL

## WHOLESALE FUND

INFORMATION MEMORANDUM APPLICATION FORM

## 1. Applicant Details

Type of Investors  Individual  Joint  Partnership  Company  Trust  Superannuation Fund

Applicant 1

Mr/Mrs/Miss/Ms

First Name(s)

Surname

Tax File No. or Exemption\*

Date of Birth (for security identification)

 /  / 

Applicant 2

Mr/Mrs/Miss/Ms

First Name(s)

Surname

Tax File No. or Exemption\*

Date of Birth (for security identification)

 /  / 

 All applicants, individual or directors, must provide copies of certified ID (please refer to section 10.8)

## 2. Company/Partnership/Trust/Superfund

Name of Company/Partnership/Trust/Super Fund

ACN (if applicable)/ARBN

Tax File No. or Exemption\*

Contact Name

\*If you do not supply a Tax File No. or Exemption, tax shall be withheld from your interest at the top marginal rate plus Medicare Levy.

## 3. Contact Details

Street No. and Name

Telephone Number (work)

 (  ) 

Suburb or Town

Telephone Number (home)

 (  ) 

State

Postcode

Fax

 (  ) 

Email Address

Mobile

 (  ) 

## 4. Amount of Investment

Minimum initial amount \$20,000.00

## 5. Distributions

Please credit my distributions to the following financial institution account:

Bank/Financial Institution/Credit Union

Account Name

BSB No.

 / 

Account No.

## 6. Annual Financial Reports

A copy of the latest financial report for the Fund is available for download from our website at [www.oakcapital.com.au](http://www.oakcapital.com.au), however, should you prefer this report be sent to you, you would need to make an election.

- Cross to receive an electronic copy of the annual report for each financial year.
- Cross to receive a hard copy of the annual report for each financial year in the post.

## 7. Investment Type

Please specify the appropriate option:

- General Authority - allows Oak Capital to select mortgage Investments to which your investment money is applied. By ticking this option you provide authority to Oak Capital without any recourse to Oak Capital for the selection of the Mortgage Investments.

You may choose to invest by indicating your investment preference below: (you may choose more than 1 option)

| SECURITY                     | MAXIMUM LVR     | <input checked="" type="checkbox"/> |
|------------------------------|-----------------|-------------------------------------|
| 1st Mortgage Security        | Less than 60.0% | <input type="checkbox"/>            |
| 1st Mortgage Security        | Less then 75.0% | <input type="checkbox"/>            |
| 2nd Mortgage/Caveat Security | Less than 65.0% | <input type="checkbox"/>            |
| 2nd Mortgage/Caveat Security | Less than 80.0% | <input type="checkbox"/>            |
| All Securities               | Less than 65.0% | <input type="checkbox"/>            |
| All Securities               | Less than 80.0% | <input type="checkbox"/>            |

I/we agree and understand that until this authority is varied or cancelled any uninvested funds held by Oak Capital may be invested in line with these instructions.

Name of Applicant 1

Signature/Representative Company Seal

Dated

 /  / 

Name of Applicant 2

Signature/Representative Company Seal

Dated

 /  / 

## 8. Financial Advice Details (Australian Advisers Only)

Information relating to your investment is provided to your Financial Adviser. You may wish to provide further authority for your Financial Adviser to transact on your account. See section below.

To be completed by your Financial Adviser - International Advisers please contact Oak Capital.

Oak Capital Adviser Number

Name

Company

Dealer Group

Contact Name

Contact Telephone

Email

Identity verification declaration

In accordance with the Financial Services Council/Financial Planning Association Industry Guidance Note 24, I confirm that customer identification has taken place under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (CTH)("Act") and that I will provide Oak Capital with access to the records as required, or that the industry agreed 'Customer Identification Form' confirming compliance is attached. I also agree to forward these documents to Oak Capital if I ever become unable to retain the documents. I understand and agree that Oak Capital is authorised to conduct random audits of these records in accordance with its obligations under the Act.

**Name of Financial Adviser**

**Signature**

**Dated**

 /  / 

## 9. Payments to Your Financial Adviser

Payments to your Financial Adviser (optional to be completed by the investor)

Upfront Payment:  %

(Paid upon initial investment from your investment capital)

Ongoing Payment:  %

(Repeat payment for subsequent investments)

I instruct Oak Capital to deduct the Upfront Payment amount from my application monies following confirmation of my investment/s and/or deduct the Ongoing Payment on a regular basis from my returns and collect those fees as agent for my Financial Adviser and then pay those fees to my Financial Adviser.

**Name of Investor**

**Signature**

**Dated**

 /  / 

**Name of Investor**

**Signature**

**Dated**

 /  / 

I consent to the arrangement referred to above:

**Name of Financial Adviser**

**Signature**

**Dated**

 /  / 

## 10. Investor Representative

Optional to be completed by the Investor

You may wish to further provide authority for your Investor Representative to transact your account. Please select your preferred option for access.

### Name of Investor Representative

Signature

Dated

 /  / 

- I/we authorise you as my/our Investor Representative to transact my/our account as if they were the legal and beneficial owner of the account including making further investments in, transfers within or withdrawals from my/our account.
- I/we authorise account enquiry access to my/our investment account for the person named below. N.B. - Your authorisation allows this person to receive information from us in relation to your investments or change existing investments or to withdraw funds from or transact with your account.

### Declaration

I/we wish to appoint our Investor Representative as noted on this Application Form to represent and deal with my account(s). I/we hereby release, discharge and agree to indemnify Oak Capital and the Investment Manager from and against all actions, proceedings, accounts, claims and demands, however arising, resulting from Oak Capital and/or the Investment Manager acting upon the instructions of my/our Investor Representative.

Name of Investor

Signature

Dated

 /  / 

Name of Investor

Signature

Dated

 /  / 

## 11. Declaration and Signature

I/We hereby apply for membership of the Oak Capital Wholesale Fund (“the Fund”).

I/We declare that I/we have received a paper or electronic copy of the IM dated 1 October 2020 and read this IM in full before completing this Application Form and the details in the Application Form are true and correct.

I/We authorise the disclosure to my/our Financial Adviser or Authorised Representative and their licensee and/or other service provider of any information in relation to this application or my/our investment (“personal information”) and I/we consent to the payment of fees to the Financial Adviser or Authorised Representative as set out in this IM.

I/We understand and agree that Oak Capital may disclose information about me/us to courts, tribunals or as required by law, including to verify my/our identity as necessary for Oak Capital to comply with its obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act.

I/We understand that Oak Capital may use my/our personal information for marketing to me/us products and services offered by it and organisations with which it is affiliated or which it represents. I/We have the right not to receive marketing material by contacting you.

I/We understand and agree that Oak Capital may provide personal information to an external organisation that provides information technology services.

I/We hereby acknowledge that neither Oak Capital nor its Authorised Representatives has provided me/us with any financial product advice, made any representation or given any guarantee as to the Fund performance, the maintenance or capital or any particular rate of Investor return.

I understand that there is no cooling-off period once I/we have committed funds to a Mortgage Investment within the Fund.

I/We confirm that the transmission by electronic means of the consent may be used as the primary authority to transact in terms of the Electronic Transactions Act 1999 (Cth).

If signed under power of attorney, I/we declare that I/we have no knowledge of the revocation of that power of attorney.

**Name of Investor**

**Signature**

**Dated**

 /  / 

Capacity to Execute ( ✓ )

Applicant  Director  Power of Attorney  Trustee

**Name of Investor**

**Signature**

**Dated**

 /  / 

Capacity to Execute ( ✓ )

Applicant  Director  Power of Attorney  Trustee



# How can we help?

(03) 9621 1399  
[investors@oakcapital.com.au](mailto:investors@oakcapital.com.au)

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Melbourne VIC 3000

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Melbourne, VIC 8009

[oakcapital.com.au](http://oakcapital.com.au)