

ASX RELEASE

23 November 2022

HMC CAPITAL LAUNCHES NEW OPTIONS OFFER

Home Consortium Limited (trading as HMC Capital) (ASX: HMC) is pleased to announce the launch of an offer of new options in HMC Capital shares (**New Options**) under a prospectus (**Prospectus**) to certain eligible early investors that subscribed for units in the HMC Capital Partners Fund I (**Fund**) on or prior to 30 September 2022 (**New Options Offer**).

As first announced on 4 July 2022, HMC Capital's wholly owned subsidiary HMC Investment Management Pty Limited launched the Fund, an Australian-domiciled unlisted wholesale fund providing exposure to a high-conviction investment strategy seeking to generate superior risk-adjusted returns.

To assist in driving initial investments and overall success in the Fund, early eligible investors have been granted the opportunity under the New Options Offer to apply for 1 New Option under the Prospectus for every 50 units subscribed for in the Fund on or prior to 30 September 2022.

Under the New Options Offer a maximum of 2,802,102 New Options may be issued for nil consideration with an exercise price of \$7.00 per HMC Capital share. The New Options expire on 30 November 2025.

An application will be made to ASX for the New Options to be quoted. They are expected to trade under ASX ticker code "**HMCO**".

The indicative timetable for the New Options Offer is as follows:

Event	Date
Prospectus lodged with ASIC and ASX Prospectus despatched and New Options Offer website opens Date of HMC Capital's 2022 Annual General Meeting (which includes approvals to issue New Options to certain eligible Fund investors that are directors of HMC Capital under ASX Listing Rule 10.11)	Wednesday, 23 November 2022
Closing date of New Options Offer	Tuesday, 29 November 2022
Notification to ASX of outcome of the New Options Offer	Wednesday, 30 November 2022
Issue date and lodgement of Appendix 2A seeking quotation of New Options	Wednesday, 7 December 2022
Expected quotation of New Options issued under the New Options Offer under ASX ticker code HMCO Despatch of holding statements	Thursday, 8 December 2022

The above dates (except the date of the Prospectus and HMC Capital's 2022 Annual General Meeting), are subject to change and are indicative only. HMC Capital reserves the right to amend this indicated timetable subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules and the official quotation of New Options are subject to ASX approval.

Full details of the New Options Offer are available in the Prospectus which has been provided as an appendix to this announcement and the New Options Offer is only available to eligible investors who are “wholesale clients” (as defined in the *Corporations Act 2001* (Cth)).

This announcement is authorised for release by the Board.

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About HMC Capital

HMC Capital is an ASX-listed diversified alternative asset manager which invests in high conviction and scalable real asset strategies on behalf of individuals, large institutions, and super funds. HMC Capital is the manager of HomeCo Daily Needs REIT (ASX: HDN), HealthCo Healthcare and Wellness REIT (ASX: HCW) and HMC Capital Partners Fund I with external AUM of approximately \$6 billion.

In August 2022, HMC established HMC Capital Partners Fund I, an open-ended unlisted fund providing exposure to a high-conviction investment strategy seeking to generate superior risk-adjusted returns. HMC Capital Partners Fund I targets public and private companies in Australia and New Zealand with real asset backing where there is potential to unlock ‘trapped’ value through improved capital allocation and portfolio management

Prospectus

For the offer of up to 2,802,102 New Options to Eligible Participants for nil consideration (**Offer**).

The Offer closes at 7:00pm (Sydney time) on Tuesday, 29 November 2022. No application monies are payable on the grant of the New Options and valid acceptances must be received before that date.

IMPORTANT NOTICE

This Prospectus under section 713 of the Corporations Act contains important information and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your legal, accountant or other professional adviser before deciding to apply for New Options under the Offer.

Contents

	Page
Important Notes	2
Corporate Directory	4
Important Dates*	5
Offer Overview	6
1 Details of the Offer	10
2 Effect of the Offer on the Company	18
3 Risk Factors	19
4 Additional Information	25
5 Directors' Authorisation	32
6 Defined Terms	33

Important Notes

This Prospectus is dated 23 November 2022 and was lodged with the ASIC on that date. Neither the ASIC nor ASX, nor any of their respective officers, take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No New Options will be issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus. New Options issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus.

The Company intends that the New Options will be quoted on ASX and will apply for quotation within seven days of the Prospectus.

This Prospectus does not purport to contain all the information that you may require before deciding whether to participate in the Offer and does not take into account the investment objectives, financial situation or needs of you or any particular investor. You should conduct your own independent review, investigation and analysis of the New Options. The New Options the subject of this Prospectus should be considered as speculative.

An application for New Options by Eligible Participants under the Offer will only be accepted by following the instructions within the Offer Invitation and accompanying Application Form issued to Eligible Participants.

No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

Transaction-specific prospectus

This Prospectus is a transaction specific prospectus for an offer of New Options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers to whom investors may consult.

On-sale of New Shares

This Prospectus has been prepared in respect of the Offer of New Options such that the relief provided under ASIC Corporations (*Sale Offers That Do Not Need Disclosure*) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available. Specifically, if the New Options are issued with disclosure under this Prospectus then any New Shares issued upon the exercise of the New Options can be on-sold within 12 months of their issue (even if the New Shares were issued without disclosure or lodgement of a cleansing statement). This is because the New Options are issued with disclosure and the exercise of the New Option does not involve any further offer.

As the Company will not be engaging in Retail Product Distribution Conduct in connection with the Offer (since the Company is not required to issue the Prospectus to make the Offer and Eligible Participants must be Wholesale Clients) a Target Market Determination has not been prepared in connection with the Offer. Persons engaging in the future in Retail Product Distribution Conduct or other forms of financial product advice to Retail Clients may need to consider the need to prepare a Target Market Determination.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, it would not be lawful to make such an offer or invitation.

Neither this document nor the New Options subject of the Offer have been, nor will be, registered under the United States Securities Act of 1933, as amended or under the securities legislation of any state of the United States of America, or any applicable securities laws of a country of jurisdiction outside of Australia. Accordingly, subject to certain exceptions, the New Options the subject of the Offer may not, directly or indirectly, be offered or sold within a country or jurisdiction outside of Australia or to or for the account or benefit of any national resident or citizen of, or any person located in a country or jurisdiction outside of Australia.

Forward looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could',

'believes', 'estimates', 'targets', 'expects', or 'intends' and such other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company and the Directors.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law. These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 3 of this Prospectus.

Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the application and, if the application is successful, to administer the Applicant's security holding in the Company.

By completing an Application Form each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third-party service providers (including mailing houses), the ASX, the ASIC and other regulatory authorities.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

If an Applicant becomes a security holder of the Company, the Corporations Act requires the Company to include information about the security holder (including name, address and details of the securities held) in its public Register. This information must remain in the Register even if that person ceases to be a security holder of the Company. Information contained in the Company's Registers is also used to facilitate corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements. If you do not provide the information required on the Application Form, the Company may not be able to accept or process your application. An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered offices.

Definitions

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion. Please refer to section 6 of this Prospectus for a list of defined terms.

Key risks

For a summary of the key risks associated with further investment in the Company, please refer to the Investment Overview. A more detailed description of the key risks is set out in section 3.

Rounding

Some numerical figures included in this Prospectus have been subject to rounding adjustments. Any differences between totals and sums of components in figures or tables contained in this Prospectus are due to rounding.

Corporate Directory

Directors	Christopher Saxon (Chair) David Di Pilla (Managing Director and Group Chief Executive Officer) Zac Fried (Non-Executive Director) Brendon Gale (Non-Executive Director) Greg Hayes (Non-Executive Director) Jane McAloon (Non-Executive Director) Kelly O'Dwyer (Non-Executive Director)	ASX Code	HMC
Company Secretary and Group General Counsel	Andrew Selim	Legal counsel	Gilbert + Tobin Level 35, Tower Two, International Towers Sydney 200 Barangaroo Avenue, Barangaroo NSW 2000
Registered and principal office	Level 7 Gateway 1 Macquarie Place Sydney NSW 2000 Telephone: 1300 466 326 email: info@hmccapital.com.au Website: https://www.hmccapital.com.au/	Share Registry*	Link Market Services Limited Level 12, 680 George Street Sydney, NSW 2000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

Important Dates¹

Event	Date
Prospectus lodged with ASIC and ASX Announcement of Offer and Opening Date Prospectus and Application Form despatched and Offer website opens Date of Company's 2022 Annual General Meeting (which includes approvals to issue New Options to Eligible Participants that are Listing Rule 10.11 Parties)	Wednesday, 23 November 2022
Closing Date	Tuesday, 29 November 2022
Notification to ASX of outcome of the Offer	Wednesday, 30 November 2022
Issue date and lodgement of Appendix 2A seeking quotation of New Options	Wednesday, 7 December 2022
Expected quotation of New Options issued under the Offer ² Despatch of holding statements	Thursday, 8 December 2022

1. These dates are indicative only. The Directors reserve the right to vary the key dates without prior notice, subject to the Listing Rules, including by extending the Closing Date of the Offer in which case the Important Dates in this table will change.

2. The Official Quotation of New Options are subject to ASX approval. The fact that Official Quotation for the New Options may be granted by ASX is not to be taken in any way as an indication of the merits of the Company or the New Options now offered.

Offer overview

This section provides a summary of information that is key to a decision to apply for New Options. This is a summary only. Eligible Participants should read this entire Prospectus carefully.

If you are unclear in relation to any aspect of the Offer, or if you are uncertain whether New Options are a suitable investment for you, you should consult your financial or other professional adviser.

Question	Response	Where to find more information
What is being offered and at what price?	The Company is offering to issue up to a maximum of 2,802,102 New Options to Eligible Participants for nil consideration.	Section 1.1 and 2.2
What is the purpose of the Offer?	<p>The primary purpose of this Prospectus and the Offer is to:</p> <ul style="list-style-type: none"> • issue the New Options under the Offer; • facilitate secondary trading of the New Options issued under the Offer; and • facilitate secondary trading of New Shares issued upon exercise of the New Options issued under the Offer. 	Section 1.1
Who is eligible to participate in the Offer as an Eligible Participant?	<p>The Offer is only made to Eligible Participants which are Wholesale Clients who are also Sophisticated Investors or Professional Investors that have subscribed for units in the Fund on or prior to 30 September 2022.</p> <p>As disclosed in the Company's 2022 Annual General Meeting Notice of Meeting released to the market on 24 October 2022, the Company will be seeking Shareholder approval for the issue of New Options to the associated entities of certain Directors who were Eligible Participants and therefore Listing Rule 10.11 Parties. In the event the proposed issue of New Options to any of the aforementioned entities is not approved by Shareholders at the Company's 2022 Annual General Meeting, the Company will not issue any New Options to those entities.</p>	Section 4.6(c) and 6
How many Options may I apply for?	If you are an Eligible Participant, you may apply on a pro-rata basis for one New Option of every 50 units allocated and held in the Fund on or prior to 30 September 2022.	Section 1.1
What is the maximum amount of money that could be raised if all New Options are exercised?	A maximum of \$19.6 million would be raised if all New Options referred to above are issued and then subsequently exercised. However, there is no guarantee that any New Options will be issued nor that any New Options which are issued will be exercised, or those funds will be raised.	Section 2.3

Question	Response	Where to find more information
How does the Company intend to use the proceeds raised through the potential exercise of New Options?	Capital raised through the potential exercise of New Options will be used to strengthen the Company's balance sheet and provide flexibility to support its future growth.	n.a
How will the Offer impact existing securities?	<p>The principal effect of the Offer will be to issue a new class of Options in the Company. The New Options (and the New Shares issued on exercise of any New Options) will have no effect on the control of the Company.</p> <p>All New Options offered under the Prospectus will be issued on the terms and conditions set out in section 1.2. All New Shares issued on conversion of the New Options will rank equally with the Shares on issue as at the date of conversion of the New Options.</p> <p>The New Options are being issued out of the Company's current Listing Rule 7.1 placement capacity (other than where the Company is seeking Shareholder approval to issue New Options to Eligible Participants that are Listing Rule 10.11 Parties).</p>	Section 1.2 and 4.6(c)
Will the New Options be quoted on ASX?	The Company intends that the New Options will be quoted on ASX and will apply for quotation within seven days of the Prospectus.	Section 1.2
What is the Exercise Price of the New Options?	Each New Option allows the holder to acquire 1 New Share at an Exercise Price of \$7.00 per New Option.	Section 1.2
When do the New Options expire?	The New Options expire on 30 November 2025.	Section 1.2
How do I apply for my New Options?	Under the Offer, Eligible Participants or their nominee, will have received a personalised Offer Invitation to accept the Offer for New Options. Your Offer Invitation contains instructions on how to apply for New Options under the Offer through an online Application Form. No payment will be required to complete your online Application Form.	Section 1.5
What are the key risks of investing in the Company?	<p>Eligible Participants should be aware that applying for New Options and the underlying New Shares issued upon exercise of the New Options in the Company involves a number of risks. Some of the more significant risks which affect an investment in the Company are summarised below. Please refer to section 3 for further details of both the risks set out below and other risks that are relevant to a decision to apply for New Options.</p> <ul style="list-style-type: none"> • Property sector risks: As a fund manager with significant real estate exposure, the Company is 	Section 3

Question	Response	Where to find more information
	<p>subject to the prevailing property market conditions in the sectors in which each of the funds under its management operates. A deterioration in investment market conditions in the property sector due to a sustained downturn in the domestic and/or global economic climate could adversely impact on the Company's earnings through directly reducing the value of the Company's existing funds under management (FUM), reducing the earnings performance of FUM, reducing the value of property assets held within the portfolio of the Company's managed funds, and through reducing the attractiveness of the property sector to investors.</p> <ul style="list-style-type: none"> • Funds management risk: Funds management revenue is the Company's primary source of income and the Company manages a number of funds on behalf of investors. A substantial part of the Company's income is derived from fees calculated with reference to the value of the Company's FUM. The Company's financial performance may be adversely affected if it is not able to respond to (i) prolonged underperformance of funds managed by the Company, (ii) securityholder or competitor actions to remove funds from the control of the Company or (iii) to the extent asset values or income levels in a particular fund fall, management fees derived from the fund may be adversely impacted. • Acquisition risk and development activities: Adopting and executing a growth strategy which focuses on acquisitions and business opportunities is associated with certain risks. The Company, at any time, may be undertaking due diligence on a number of potential acquisition opportunities on its own account, for its managed entities and/or with joint venture parties. In the event the Company proceeds with a business opportunity and/or acquisition, there is a possibility that the Company may not uncover all issues during the due diligence stage that may, at a later date, have a negative impact on the Company's present or future financial condition. • General economic conditions: The Company's operating and financial performance is influenced by a variety of general economic and business conditions, including the level of inflation, interest rates, commodity prices, ability to access funding, supply and demand conditions and government, fiscal monetary and regulatory policies. Prolonged deterioration in these conditions, including an 	

Question	Response	Where to find more information
	<p>increase in interest rates, an increase in the cost of capital or a decrease in consumer demand, could have a material adverse impact on the Company's operating and financial performance. In addition, higher than expected inflation rates generally or specific to the property sector could be expected to increase operating costs and development costs.</p>	
<p>What is the potential dilutionary impact of the Offer and the effect on control of the Company?</p>	<p>As no New Shares are being offered pursuant to the Offer, there will be no immediate dilutionary effect of the Offers on Shareholders.</p> <p>If all New Options that are capable of being issued under the Offer are exercised (which must occur on or before 30 November 2025, if at all) up to 2,802,102 New Shares will be issued by the Company and current Shareholders will be diluted by approximately 0.9%. This equates to approximately 0.9% of all the issued Shares in the Company following completion of the Offer.</p>	<p>Section 2.3</p>

1 Details of the Offer

1.1 Background and purpose of the Offer

In line with the Company's strategic growth strategy, the Company has recently established the Fund to give certain potential investors the opportunity to gain exposure to real asset investment opportunities in Australia and New Zealand across both private and public markets. The Fund will be managed by a wholly owned subsidiary of the Company, HMC Investment Management Limited ACN 644 510 583.

As disclosed in the Information Memorandum the Fund's early commitment incentive program entitles Eligible Participants to apply on a pro-rata basis for one New Option or every 50 units allocated and held in the Fund on or prior to 30 September 2022. The Company (which did participate in the offer of units in the Fund prior to 30 September 2022) waives any right to apply for New Options and so the maximum number of Options that can be issued for nil consideration to Eligible Participants under the Offer is 2,802,102 New Options.

The primary purpose of this Prospectus and the Offer is to:

- (a) issue the New Options under the Offer;
- (b) facilitate secondary trading of the New Options issued under the Offer; and
- (c) facilitate secondary trading of any New Shares issued upon exercise of the New Options issued under the Offer.

Section 707(3) of the Corporations Act generally requires that a prospectus be issued to permit the issue of securities to persons without disclosure under Chapter 6D of the Corporations Act and allow those persons to on-sell those securities within 12 months of the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing notice,' to among other things, cleanse the market of any materially price sensitive information that was being withheld pursuant to a carveout under the Listing Rules. However, in this instance the Company is precluded from using a 'cleansing notice' in respect of the issue of New Options as the New Options are not in a class of securities that were quoted at all times in the past 3 months.

Consequently, the Company has issued this Prospectus in connection with the Offer to enable the Eligible Participants to on-sell the New Options, and any New Shares on exercise of the New Options without further disclosure pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/73*. This also means that there will not be any need for the Company to issue a 'cleansing notice' at the time of issue of any New Shares on the exercise of New Options.

1.2 Terms and conditions of New Options

The terms and conditions of the New Options are as follows:

- (a) Entitlement

Each New Option entitles the holder to subscribe for one New Share upon the payment of the exercise price of \$7.00 per New Option (**Exercise Price**).

- (b) Expiry

Each New Option will lapse on 30 November 2025 (**Expiry Date**).

(c) Transfer/transmission

The New Options are freely transferrable in whole or in part, subject to registration of the transfer by the Company and applicable requirements of the Company's Constitution, the Corporations Act and the Listing Rules. Where the New Options are not quoted, transfers must be done in a manner determined by the Company.

(d) Exercise

The New Options shall be exercisable at any time whilst the Exercise Price is below the Company's Share price on any Trading Day or at the close of trading of any Trading Day (that is, the New Options are "in the money") before the Expiry Date (**Exercise Period**) by the delivery to the registered office of the Company a duly completed option exercise form (**Exercise Form**) signed by the registered holder(s) of the New Option, together with payment to the Company of the Exercise Price for the New Options being exercised.

An exercise is only effective when the Company has received the duly completed Exercise Form and the full amount of the Exercise Price in cleared funds. The Exercise Form will outline the available Exercise Price methods.

(e) ASX quotation

The Company intends to apply for quotation of the New Options within seven days of this Prospectus in accordance with the Listing Rules. The Company must make an application for quotation of New Shares issued on exercise of the New Options on ASX in accordance with the Listing Rules.

(f) Issue of New Shares

The Company shall issue the resultant New Shares and deliver a statement of shareholdings with a holders' identification number within 5 Business Days of the date on which a New Option exercise took effect.

New Shares issued shall rank, from the date of issue, equally with existing Shares in the Company in all respects.

(g) Voting rights

The New Options do not confer a right to receive notices of general meetings (except as may be required by law), nor any right to attend, speak at or vote at general meetings of the Company.

(h) Participating rights

A New Option holder may only participate in new issues of securities that may be offered to holders of Shares in the Company, if the New Option has been exercised and New Shares allotted in respect of the New Option before the record date for determining entitlements to the issue.

(i) Dividend entitlement

The New Options will not give any right to participate in dividends until New Shares are issued pursuant to the exercise of the relevant New Options.

(j) Re-organisation of capital

In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the New Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(k) Adjustments

If there is a pro rata issue (other than a bonus issue) to the holders of Shares during the currency of, and prior to the exercise of any New Options, the Exercise Price of a New Option will be reduced according to the formula provided for in the Listing Rules.

If there is a bonus share issue to the holders of Shares, the number of New Shares over which a New Option is exercisable will be increased by the number of New Shares which the New Option holder would have received if the New Option had been exercised before the record date for the bonus issue.

1.3 Rights attaching to Shares

The underlying New Shares to be issued upon exercise of the New Options, will rank equally in all respects with existing Shares in the Company.

Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which can be inspected at the Company's registered office and is available on the Company's website at <https://www.hmccapital.com.au/investor-centre/investor-information/corporate-governance/constitution/>

The following is a summary of the principal rights which attach to the Company's Shares:

(a) Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has one vote for every fully paid Share held by him or her, and a proportionate vote for every partly paid Share, registered in such Shareholder's name on the Company's share register.

A poll may be demanded by the Chair of the meeting, by any five Shareholders entitled to vote on the particular resolution present in person or by proxy, attorney or representative, or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of, or paid up value of, the Shares of all those Shareholders having the right to vote on the resolution.

(b) Dividends

Dividends are payable out of the Company's profits and are declared by the Directors.

(c) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of Shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules. The Company must not prevent, delay or interfere with the

registration of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(d) Meetings and Notice

Each Shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution of the Company, the Corporations Act or the Listing Rules.

(e) Liquidation Rights

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as it considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(f) Shareholder Liability

As the Shares issued on exercise of the New Options issued under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of votes cast at a meeting of members of the Company entitled to vote on the resolution. At least 28 days' written notice, specifying the intention to propose the resolution as a special resolution must be given.

(h) Listing Rules

As the Company is admitted to the Official List, then despite anything in the Constitution of the Company, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

1.4 Opening and Closing Dates

The Offer will open for receipt of acceptances on Wednesday, 23 November 2022 and will close at 7:00pm (Sydney time) on Tuesday, 29 November 2022, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules.

1.5 Applications under the Offer

Under the Offer, Eligible Participants, or their nominee, will have received a personalised Offer Invitation to apply for New Options. Your Offer Invitation contains instructions on how to apply for New Options under the Offer through the online Application Form. No payment will be required to complete your online Application Form.

Eligible Participants are encouraged to review their Offer Invitation and complete their online Application Form as early as possible.

If you do not wish to apply for any New Options under the Offer, you are not required to take any action.

If you have any queries regarding the Offer, your Offer Invitation or your Application Form, please contact the Offer Information Line on 1800 881 047 within Australia or +61 1800 881 047 outside Australia. Alternatively contact your legal, financial or other professional adviser.

1.6 Taxation implications

The Company has prepared the following general summary of Australian taxation issues for Australian tax resident Eligible Participants who acquire New Options under the Offer. The Company and its advisers will not be held responsible for Eligible Participants who act solely on the information provided in this taxation summary. It is recommended that Eligible Participants obtain independent advice on the taxation implications arising out of their participation in the Offer.

The categories of Eligible Participants considered in this summary are limited to individuals, certain companies, trusts, partnerships and complying superannuation entities which hold their New Options and New Shares on capital account for Australian income tax purposes.

This summary does not consider the consequences for non-Australian tax resident Eligible Participants, or Eligible Participants who are insurance companies or banks, who hold their New Options or New Shares on revenue account or carry on a business of trading shares or options, who are exempt from Australian tax or who are subject to the taxation of financial arrangements rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth).

This summary is based on the law in Australia in force at the time of issuance of this Prospectus. Australian tax laws are complex. It also does not take into account the tax law of countries other than Australia. This summary is general in nature and is not intended to be an authoritative or complete statement of the applicable law. The taxation laws of Australia or their interpretation may change. The precise implications of ownership or disposal will depend upon each Eligible Participant's specific circumstances.

(a) Issue of New Options

It is generally expected that the issue of the New Options should not result in an amount being included in an Eligible Participant's assessable income. However, as noted earlier, this does not take into account the possible taxation positions of all Eligible Participants.

(b) Exercise of New Options

The exercise of New Options should not result in an amount being included in an Eligible Participant's assessable income. The New Shares will be taken to have been acquired for capital gains tax (**CGT**) purposes on the day the Eligible Participant exercised their New Options.

(c) Disposal of New Options

If an Eligible Participant sells their New Options on the ASX or otherwise, they should make a capital gain equal to the sale proceeds less the cost base of the New Options. As the New Options will be issued for no consideration, the cost base will broadly only include certain non-deductible incidental costs associated with the acquisition or disposal of the New Options. The capital gain will be included in the Eligible Participant's assessable income in the income year of disposal after taking into account any current year or carried forward capital losses.

Eligible Participants will be treated as having acquired their New Options for CGT purposes on the date that they were issued. Accordingly, individuals, complying superannuation entities or trustees that hold their New Options for at least 12 months prior to the date of disposal, should

be entitled to discount the amount of a capital gain resulting from the sale of their New Options (after the application of any current year or carry forward capital losses). The amount of this discount is 50% for individuals and trustees and 33 1/3% for complying superannuation entities. This is referred to as the "CGT discount". The CGT discount is not available for companies (other than companies acting in a trustee capacity).

(d) Lapse of New Options

On the basis that no proceeds will be received by Eligible Participants who allow their New Options to lapse, no income tax consequences should arise for those Eligible Participants.

(e) Dividends

Dividends paid by the Company on New Shares will constitute assessable income of an Eligible Participant. Eligible Participants who are individuals or complying superannuation entities should include the dividend in their assessable income in the year the dividend is paid, together with any franking credit(s) attached to that dividend.

In most cases shareholders should be entitled to a tax offset equal to any franking credit attached to the dividend, subject to being a 'qualified person' (as discussed below). The tax offset can be applied to reduce the tax payable on the Eligible Participant's taxable income. Where the tax offset exceeds the tax payable on the Eligible Participant's taxable income, such Eligible Participants which are individuals or complying superannuation funds should be entitled to a cash refund.

To the extent that the dividend is unfranked, the Shareholder will generally be taxed at their prevailing marginal rate on the dividend received with no tax offset.

New Shares held 'at risk'

The benefit of franking credits can be denied where an Eligible Participant is not a 'qualified person' in which case the Eligible Participant will not need to include an amount for the franking credits in their assessable income and will not be entitled to a tax offset.

Broadly, to be a 'qualified person', an Eligible Participant must satisfy the holding period rule and, to the extent necessary, the related payment rule.

Subject to the related payment rule (refer below), under the holding period rule, an Eligible Participant is required to hold shares 'at risk' for more than 45 days continuously during the period commencing on the day after the shares were acquired and ending on the 45th day after the day on which the shares become ex-dividend. Any day on which an Eligible Participant has a materially diminished risk or loss of opportunity for gain (through transactions such as granting options or warrants over shares or entering into a contract to sell the shares) may not be counted as a day on which the investor held the shares 'at risk'. This holding period rule is subject to certain exceptions, including where the total franking offsets of an individual in a year of income do not exceed \$5,000.

Special rules apply to trusts and beneficiaries. Specifically, there are particular difficulties in satisfying the holding period rule where an Eligible Participant holds shares through a discretionary trust where no family trust election has been made. It may be the case that the holding period rule cannot be satisfied (except in the case of individual beneficiaries who have franking credit entitlements that do not exceed \$5,000 in a year). If you are the trustee of a discretionary trust, it is strongly recommended that you seek professional advice.

Under the related payment rule, a different testing period applies where the Eligible Participant has made, or is under an obligation to make, a related payment in relation to the dividend. The related payment rule requires the Eligible Participant to have held the shares at risk for a

continuous 45-day period (as above) and, more specifically, within the limited period commencing on the 45th day before, and ending on the 45th day after, the day the New Shares become ex-dividend.

Applicants should seek professional advice to determine if these requirements, as they apply to them, have been satisfied.

(f) Disposal of New Shares resulting from the exercise of New Options

Australian tax resident Eligible Participants that hold their New Shares on capital account will be subject to CGT on the disposal of their New Shares.

The disposal of New Shares held on capital account would result in a CGT event occurring at the earlier of the time when a contract to dispose of the shares was entered into or the time at which disposal occurs. An Eligible Participant will:

- (i) Make a capital gain on the disposal of a particular New Share where the capital proceeds received on disposal exceeds the cost base of the share; and / or
- (ii) Make a capital loss where the capital proceeds received on the disposal of the New Share are less than the reduced cost base of the share.

The cost base of a New Share will broadly equal the amount paid to acquire the New Share (i.e. the exercise price of the New Option plus any non-deductible incidental costs associated with the acquisition or disposal). The cost base of the New Shares may be reduced as a result of receiving non-assessable distributions from the Company such as returns of capital.

As noted above, Eligible Participants will be treated as having acquired their New Shares on the date that the New Options were exercised. Accordingly, individuals, complying superannuation entities or trustees that hold their New Shares for at least 12 months prior to the date of disposal, should be entitled to discount the amount of a capital gain resulting from the sale of the New Shares (after the application of any current year or carry forward capital losses). The amount of this discount is 50% for individuals and trustees and 33 1/3% for complying superannuation entities. This CGT discount is not available for companies (other than companies acting in a trustee capacity).

In relation to trusts, the rules are complex, but the benefit of the CGT discount may be flowed up to beneficiaries of the trust, subject to certain requirements being satisfied.

If an Eligible Participant makes a net capital gain in a year, this amount is included in the investor's assessable income. If an Eligible Participant makes a net capital loss in a year, this amount can be carried forward and offset against capital gains made in subsequent years of income, subject in some cases to the Eligible Participant satisfying certain rules relating to the recoupment of carried forward losses. Trusts are not subject to tax loss recoupment rules in relation to net capital losses.

(g) Other taxation considerations

(i) Stamp duty

No stamp duty should be payable by Eligible Participants on their acquisition, disposal or lapse of the New Options.

No stamp duty should also be payable by Eligible Participants on their acquisition or disposal of the New Shares whilst the Company is listed on the basis that no Eligible Participant will hold 90% or more of the issued shares in the Company (taking into

account any shareholdings of related or associated persons, and any shareholders who acquire their shares pursuant to “substantially one arrangement“ or “acting in concert”).

Eligible Participants should seek their own advice on the impact of stamp duty based on their own particular circumstances.

(ii) Australian goods and services tax (GST)

No GST should be payable on the acquisition, disposal or lapse of the New Options, or the acquisition or disposal of the New Shares.

Eligible Participants should seek their own advice to determine whether any GST incurred on associated costs is recoverable from the Australian Taxation Office.

(iii) Quotation of Australian Business Number (ABN) and Tax File Number (TFN)

An Eligible Participant is not required to quote their TFN, or where an Eligible Participant holds New Options or New Shares as part of an enterprise, their ABN, to the Company. However, if TFN, ABN or exemption details are not provided, Australian tax may be required to be deducted by the Company at the maximum marginal tax rate (currently 45% plus 2% Medicare levy) from certain dividends paid. No withholding requirement applies in respect of fully franked dividends paid by the Company on the New Shares.

1.7 ASX quotation

The Company intends to apply for quotation of the New Options within seven days of this Prospectus in accordance with the Listing Rules. ASX requires the Company to meet certain conditions for quotation of New Options as a new class on ASX and the Company makes no guarantee that such quotation will be granted by ASX. The fact that ASX may agree to grant Official Quotation of the New Options is not to be taken in any way as an indication of the merits of the Company or its securities. If the Company’s application for the New Options to be quoted under on ASX is granted, the trading price of the New Options may be affected by the ongoing performance, financial position, and solvency of the Company.

1.8 Overseas Investors

The Company is not required to, and does not, make offers under the Prospectus to Eligible Participants outside of Australia.

Completing an Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained and that you are able to apply for, and be issued, the New Options and New Shares (on exercise of the New Options) under all applicable laws, including foreign investment takeover laws.

2 Effect of the Offer on the Company

2.1 Effect of the Offer on the Company

No funds will be raised under the Offer. The Offer is not expected to have a material impact on the Company's financial position other than the decrease in cash reserves of approximately \$107,500 resulting from the expenses of the Offer as set out in section 4.9.

2.2 Effect on capital structure

The anticipated effect of the Offer on the capital structure of the Company, assuming all New Options are applied for by Eligible Participants is set out below.

	As at the date of this Prospectus	On completion of the Offer
Shares on issue	300,777,145	300,777,145
New Options issued under the Offer	-	2,802,102*

** Assumes maximum possible participation under the Offer and shareholder approval has been obtained for Eligible Participants that are Listing Rule 10.11 Parties at the Company's 2022 Annual General Meeting*

2.3 Potential impact of the Offer on the control and cash reserves of the Company

As no New Shares are being offered pursuant to the Offer, there will be no immediate dilutionary effect of the Offer on the Shareholders.

If the maximum 2,802,102 New Options (as stated in the table in section 2.2 above) that could be issued under the Offer are exercised (which must occur by the Expiry Date), an additional 2,802,102 New Shares will be issued by the Company and current Shareholders will be diluted by approximately 0.9%. This equates to approximately 0.9% of all the issued Shares in the Company following the completion of the Offer and the cash reserves of the Company would increase by approximately \$19.6 million.

There is no guarantee that any New Options will be exercised, or those funds will be raised.

The Offer and the issue of New Shares on the exercise of the New Options will not have any impact on the control of the Company.

2.4 Impact of the Offer on Company's FY22 key balance sheet items

Assuming all New Options are issued and exercised under the Offer, for illustrative purposes, the following key items taken from the Company's full-year audited consolidated statement of financial position as at 30 June 2022 would be impacted as follows:

- (a) the net asset position of approximately \$846 million would increase by approximately 2.3% to approximately \$865.6 million; and
- (b) the total equity position of approximately \$846 million would increase by approximately 2.3% to approximately \$856.6 million.

3 Risk Factors

3.1 Introduction

This section identifies the areas that the Directors regard as the major risks associated with an investment in the Company. Eligible Participants should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Eligible Participants should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for New Options.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There are also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the business of the Company. The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

3.2 Risks specific to the Offer

(a) ASX quotation

The Company intends to apply for quotation of the New Options with seven days of this Prospectus in accordance with the Listing Rules. ASX requires the Company to meet certain conditions for quotation of New Options as a new class on ASX. There is a risk that the Company may not be able to meet those requirements.

The fact that ASX may agree to grant Official Quotation of the New Options is not to be taken in any way as an indication of the merits of the Company or its securities. If the Company's application for the New Options to be quoted on ASX is granted, the trading price of the New Options may be affected by the ongoing performance, financial position, and solvency of the Company.

(b) ASX liquidity

Should the ASX grant Official Quotation of the New Options, the liquidity of trading in New Options on the ASX may be limited at times and may affect an Eligible Participant's ability to buy or sell New Options.

(c) Share price and exercise of New Options

The Company's Share price may not exceed the Exercise Price of the New Options during the Exercise Period. In such circumstances the New Options lapse without any value being realised.

3.3 Risks specific to the Company's operations and industry in which it operates

(a) Property sector risks

As a fund manager with significant real estate exposure, the Company is subject to the prevailing property market conditions in the sectors in which each of the funds under its management operates. The demand for property as an asset class changes over time and can be influenced by general economic factors such as interest rates and economic cycles. A deterioration in investment market conditions in the property sector due to a sustained downturn in the domestic and/or global economic climate could adversely impact on the Company's earnings through directly reducing the value of the Company's existing FUM, reducing the earnings performance of FUM, reducing the value of property assets, and through reducing the

attractiveness of the property sector to investors. The property market may be at or near the top of the investment value cycle and the value of properties within the portfolio of the Company's managed funds may fluctuate relatively quickly.

(b) Funds management risk

Funds management revenue is the Company's primary source of income and the Company manages a number of funds on behalf of investors. A substantial part of the Company's income is derived from fees calculated with reference to the value of the Company's FUM. The Company's financial performance may be adversely affected if it was not able to appropriately respond to the following risks:

- (i) significant or prolonged underperformance of the funds managed by the Company that may affect the ability of the Company to retain existing funds and to attract new FUM;
- (ii) securityholder or competitor actions initiated to remove funds from the control of the Company;
- (iii) to the extent that asset values or income levels in a particular fund fall, there is a risk that the management fee income derived from that fund may be adversely impacted, particularly should any investment management agreement be adversely amended or terminated.

Furthermore, The Company's FUM is influenced by a variety of external factors including, but not limited to, movements in the property sector, interest rates and broader macroeconomic conditions. Adverse changes in these factors may reduce the market value of the Company's FUM leading to a decrease in revenue and a material adverse impact on the Company's financial position and performance.

(c) Illiquidity risk

Property assets of the Company and/or its managed funds by their nature are illiquid investments. Therefore, in the event it may be necessary for the assets to be disposed in order to raise liquidity, it may not be possible to dispose of the assets in a timely manner or at an ideal price. This in turn may impact the Company's net tangible assets and/or the market price of the Company's Shares.

(d) Acquisition risks and development activities

Adopting and executing a growth strategy which focuses on acquisitions and business opportunities is associated with certain risks. The Company, at any time, may be undertaking due diligence on a number of potential acquisition opportunities on its own account, for its managed entities and/or with joint venture parties. In the event the Company proceeds with a business opportunity and/or acquisition, there is a possibility that the Company may not uncover all issues during the due diligence stage that may, at a later date, have a negative impact on the Company's present or future financial condition.

Depending on the type of business opportunity and/or acquisition, the following specific risks may include: (i) low performance of the acquisition and/or business opportunity; (ii) capital expenditure required for any acquisition and/or business opportunity may exceed initial expectations; (iii) a breakdown with a joint venture partner or a downturn in the relevant local market conditions; and (iv) it may take a period of time before the Company is able to realise the full benefits of the acquisition and/or business opportunity.

(e) General economic conditions

The Company's operating and financial performance is influenced by a variety of general economic and business conditions, including the level of inflation interest rates, commodity prices, ability to access funding, supply and demand conditions and government, fiscal monetary and regulatory policies. Prolonged deterioration in these conditions, including an increase in interest rates, an increase in the cost of capital or a decrease in consumer demand, could have a material adverse impact the Company's operating and financial performance. In addition, higher than expected inflation rates generally or specific to the property sector could be expected to increase operating costs and development costs.

The property sector more generally may be adversely affected by a number of factors including: (i) rental income; (ii) macroeconomic factors such as interest rate movements and inflation (iii) tenancy laws; (iv) market sentiment; (v) property affordability; and (vi) real estate development trends.

In particular, rental income and subsequently the value of real estate assets held within the portfolio of the Company's managed funds may be affected by a number of factors including:

- (i) rental income generated from the property and expenses incurred in the operations (including the recurring need to refurbish and make improvements to the properties);
 - (ii) the deterioration of the local and international economy or in the property market in general;
 - (iii) competition from other real estate assets;
 - (iv) changes in interest rates and availability of corporate funding in the market;
 - (v) local property market conditions, such as oversupply, changes in market rental rates and increased vacancy rates;
 - (vi) changes in laws and governmental regulations in relation to real estate, including those governing usage, zoning, taxes and government charges;
 - (vii) external factors that may negatively impact the Company, including major world events, such as war and terrorist attacks, an outbreak of a communicable disease or pandemic in Australia and other regions where the Company might operate, and acts of God including, but not limited, to floods fire and earthquakes (some of which may be uninsurable or are unable to be insured economically); and
 - (viii) unforeseen capital expenditures in order to maintain the Company's properties within the portfolio of the Company's managed funds in a condition appropriate for the purposes intended, and that such capital expenditure is not fully reflected in the financial forecasts.
- (f) Regulatory risk and changes in legislation

The Company operates in a highly regulated environment and it, and the funds it manages are subject to a range of industry specific and general legal and other regulatory controls (including Australian Financial Services Licensing and Anti Money Laundering / Counter Terrorism Funding requirements). Regulatory breaches may affect the Company's operational and financial performance, through penalties, liabilities, restrictions on activities and compliance and other costs.

ASIC routinely undertakes surveillance of Australian financial services licensees, and from time-to-time undertakes regulatory and enforcement action in relation to such licensees. If ASIC was to take such action against the funds managed by the Company, then this action might result in those funds being restricted or prohibited from providing financial services, including operating

its funds management business, or might lead to the imposition of additional compliance costs or reputational damage.

Changes in government legislation and policy may affect the value of funds managed by the Company and the financial performance of the Company, respectively. This may include changes in stamp duty or tenancy legislation, economic regulation including aeronautical price regulation, emissions charges, levies or increasing fuel taxes, policies in relation to land development, zoning, transport and infrastructure and delays in the granting of approvals or registration of subdivision plans.

(g) COVID-19 risks

The global outbreak of the COVID-19 pandemic, and the resulting challenges, has adversely impacted, and could continue to adversely impact, the Company's financial results and Share price. When the COVID-19 pandemic took hold in late March 2020, the Company's number one priority was to ensure the health, safety and wellbeing of the people in its buildings.

The potential effects of COVID-19 on the Company's business have resulted in, among other things, the implementation by the Company of measures to reduce costs and improve portfolio asset quality and diversification while maintaining a strong balance sheet.

Any shutdown of the Company's construction sites within the portfolio of the Company's managed funds, renegotiation of claims in relation to the Company's existing projects and contractual arrangements, interruptions to demand and supply chains globally, solvency issues experienced by certain counterparties to the Company's contractual arrangements, short to medium term impact on development projects, longer-term impacts on the pipeline of the Company's development projects, impacts on rental revenue in relation to the Company's property investments, impacts on the valuation of assets, employee liabilities, delays in planned or potential divestment of assets or businesses by the Company and changes to employee working arrangements, may all impact on the Company's business, results of operations, financial condition and prospects.

The Company may face certain difficulties in renewing lease agreements or executing new lease agreements at or above current market rates due to financial difficulties affecting current or prospective tenants. As COVID-19 is ongoing, there is no assurance that the Company will not, in the future, experience more severe disruptions in the event that more stringent quarantine measures are imposed or if COVID-19 becomes more severe or protracted.

This could, in turn, cause deterioration in investor confidence in the business, results of operations, financial conditions, and prospects of the Company. The actual extent of COVID-19 and its impact on the domestic, regional and global economy remains uncertain, and the extent of the impact on the Company's business, results of operations, financial condition and prospects will depend on, among other things, the duration of COVID-19 and the severity of the actual impacts of COVID-19 to the global economy.

To the extent COVID-19 adversely affects the Company's business, results of operations, financial condition and prospects, it may also have the effect of heightening the materiality of the other risks described in this section 3.3.

(h) Key personnel risk

The Company's success depends on the continued active participation of its senior management team. These employees are an important part of the Company's business strategy and success as they have extensive industry experience and knowledge of the Company's business. If the Company were to lose any of its senior management team or if it was unable to employ replacement personnel with the requisite level of experience to adequately operate the

Company's business, its respective operations and financial performance could be adversely affected.

(i) Litigation risk

Legal and other disputes (including industrial disputes and class actions) may arise from time to time in the ordinary course of operations. Any such dispute may impact earnings or affect the financial performance and security value of the Company's assets and may have a material adverse effect on the Company's operations and any potential losses to the Company may be significant.

(j) Climate change risk

The Company's failure to mitigate the impact of physical and transitional climate change impacts and associated legislative requirements could result in a portfolio that is not adequately resilient to these impacts and in turn result in reputational harm to the Company. The Company could face increased costs associated with energy and water efficiency and other costs associated with upgrading existing buildings to comply with new building codes or contractual obligations or litigation (if reporting requirements are not met).

In addition, failure to mitigate the impacts could result in lower rents and lower occupancy due to individual buildings being less competitive in their markets, causing lower relative valuations. The Company would also be adversely impacted by a loss of market share if building designs do not address investor or community expectations or match competitor products on sustainability issues.

(k) Current and future debt levels

The Company incurs a significant amount of debt from time to time. The material consequences of having a significant amount of debt are the following:

- (i) the Company will need to use a substantial portion of cash from its operating activities to pay interest on its debt;
- (ii) to the extent that facilities mature and are not replaced, extended or refinanced the Company will need to fund repayment of debt out of its operating cash flow asset dispositions or equity raisings;
- (iii) the Company's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates may be limited because available cash flow after paying principal and interest on debt may not be sufficient to make the capital and other expenditures needed to address these changes;
- (iv) the Company's ability to obtain financing in the future for its development program, working capital, capital expenditures, acquisitions or other purposes may be limited because of the restrictions contained in debt agreements; and
- (v) the Company's ability to make acquisitions and take advantage of significant business opportunities may be negatively affected if it needs to obtain the consent of its lenders to take any such action or if, because of existing debt levels, it is not able to obtain additional financing for these opportunities.

(l) General risk management systems and controls

The Company relies on internal risk management control systems to appropriately manage various risks to which its business is subject. While there is segregation in hierarchy within the risk management systems and processes, there is a risk that these systems will prove

ineffective due to human error, fraud, a breach of data security or inadequate processes across its operations. Depending on the nature and scale of a failure to maintain or update and implement an appropriate risk management system, such failures could have a material adverse effect on the Company's operations and as a consequence the losses to the Company may be significant.

(m) Exposure to changes in tax rules or their interpretation

Future changes in taxation law, including changes in interpretation or application of the law by the courts or taxation authorities, or any changes with respect to franking, may affect the taxation treatment of an investment in the Company's securities or the holding and disposal of those securities. Further, changes in tax law, or changes in the way tax law is expected to be interpreted may impact the future tax liabilities of the Company.

The above list of risk factors is not exhaustive. The above risks, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Options issued under this Prospectus and any Share which is issued as a result of the exercise of a New Option.

If you have any doubts as to whether you should apply for or exercise New Options, you should consult with your legal, financial or other professional adviser immediately.

4 Additional Information

4.1 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically, as a listed company, the Company is subject to the Listing Rules which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its Shares and New Options. The Board has adopted a policy on compliance with the Listing Rules which sets out the obligations of the Directors, officers and employees to ensure the Company satisfies the continuous disclosure obligations imposed by the Listing Rules and the Corporations Act. The policy provides information as to what a person should do when they become aware of information which could have a material effect on the Company’s securities and the consequences of non-compliance.

4.2 Legal framework of this Prospectus

As a “disclosing entity”, the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure (ED) securities and the securities are in a class of securities that were quoted ED securities at all times in the 3 months before the issue of this Prospectus (or Options over the same).

This Prospectus is a “transaction specific prospectus”. In general terms, a transaction specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Eligible Participants should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest. Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the requirements of ASX as applicable to disclosing entities from time to time, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 3 months before the issue of this Prospectus. Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

4.3 Information available to Eligible Participants

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Sydney during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC. The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the annual financial report for the Company for the year ended 30 June 2022 (**Annual Financial Report**);
- (b) the half-year financial report of the Company for the half-year ended 31 December 2021; and
- (c) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the year ended 30 June 2022 and before the issue of this Prospectus:

Date	Announcement
25 August 2022	Application for quotation of securities - HMC
31 August 2022	Appendix 3Y – Christopher Saxon
31 August 2022	Appendix 3Y – Zac Fried
31 August 2022	Appendix 3Y – Gregory Hayes
31 August 2022	Appendix 3Y – Jane McAloon
31 August 2022	Appendix 3Y – Kelly O’Dwyer
31 August 2022	Appendix 3Y – Brendon Gale
31 August 2022	Appendix 3Y – David Di Pilla
31 August 2022	Notification regarding unquoted of securities - HMC
31 August 2022	Notification regarding unquoted of securities - HMC
7 September 2022	Change in substantial holding from HMC
15 September 2022	Securities Trading Policy
19 September 2022	Change in substantial holding from HMC
27 September 2022	Advance Notice of Annual General Meeting 2022
28 September 2022	Application for quotation of securities – HMC
5 October 2022	Notification regarding unquoted securities - HMC
7 October 2022	Change in substantial holding from HMC
14 October 2022	Appendix 3Y – Brendon Gale
17 October 2022	Notification regarding unquoted securities – HMC
17 October 2022	Appendix 3B
17 October 2022	Appendix 3B
20 October 2022	Notification regarding unquoted securities – HMC
24 October 2022	Notice of Annual General Meeting 2022
24 October 2022	Postcard to Shareholders – AGM 2022
24 October 2022	Annual Report 2022
24 October 2022	Sustainability Report 2022
25 October 2022	Notification regarding unquoted securities – HMC
25 October 2022	Appendix 3Y – Christopher Saxon
25 October 2022	Appendix 3Y – Gregory Hayes
25 October 2022	Appendix 3Y – Brendon Gale
25 October 2022	Appendix 3Y – Kelly O’Dwyer
21 November 2022	Change in Auditor
23 November 2022	Susan Roberts appointed to HMC Capital Board
23 November 2022	AGM 2022 – Chair and CEO’s Address to Shareholders

4.4 Corporate Governance

To the extent that they are applicable to the Company, the Board has adopted the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th edition) where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has disclosed the reasons for the departure in its Corporate Governance Statement for the financial year ended 30 June 2022. This can be found in the Company's Appendix 4G dated 24 August 2022.

A summary of the Company's corporate governance policies and procedures is available on the Company's website at <https://www.hmccapital.com.au/Investor-Centre/?page=corporate-governance>.

4.5 Legal proceedings

The Company may, from time to time, be party to litigation and other claims and disputes incidental to the conduct of the Company's business. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect the Company's business, operating and financial performance. As far as the Directors are aware however, there is no current or threatened litigation, claim or dispute of a material nature in which the Company is directly or indirectly involved, which is likely to have a material adverse impact on the business or financial position of the Company.

The Company has paid insurance premiums to insure each of the Directors against liabilities for costs and expenses incurred by them in defending any legal proceedings while acting in the capacity of a Director.

4.6 Interests of Directors

(a) Directors' holdings

At the date of this Prospectus, the Relevant Interest in which the Directors and their Associates have in the securities of the Company is as follows:

Director	Number of Shares		Number of Rights		Number of Performance Rights	
	Direct	Indirect	Direct	Indirect	Direct	Indirect
David Di Pilla	260,848	98,355,741 ¹	-	-	651,101	-
Christopher Saxon	86,029	160,770 ²	28,420	-	-	-
Zac Fried	26,410	105,620,274 ³	5,182	-	-	-
Gregory Hayes	27,208	68,810 ⁴	16,381	-	-	-
Jane McAloon	64,229	148,621 ⁵	4,147	-	-	-
Brendon Gale	63,431	200,242 ⁶	16,703	-	-	-

Kelly O'Dwyer	48,635	-	11,651	-	-	-
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Notes:

- As at the date of this Prospectus, David Di Pilla has an indirect Relevant Interest in 61,819,465 Shares held by Home Investment Consortium Company Pty Ltd (**HICC**) as trustee for the Home Investment Consortium Trust (**HICT**), 28,535,072 Shares held by HICC 2 Pty Ltd (**HICC2**) as bare trustee for the Home Acquisition Trust (**HAT**), 312,321 Shares held by Zem Super Pty Ltd as trustee for the Di Pilla Superannuation Fund, 610,980 Shares held by Mez Pty Ltd as trustee for the Di Pilla Family Trust, 67,485 Shares held by DDP Capital Pty Ltd, 6,944,444 Shares held by Aurrum Investments Pty Ltd and 65,974 Shares held by Aurrum Holdings Pty Ltd.
- As at the date of this Prospectus, Christopher Saxon has an indirect Relevant Interest in 160,770 Shares held by Beauvale Pty Limited as trustee for the Saxon Family Trust.
- As at the date of this Prospectus, Zac Fried has an indirect Relevant Interest in 61,819,465 Shares held by HICC as trustee for HICT, 28,535,072 Shares held by HICC2 as trustee for HAT, 13,046,366 Shares held by DBT Nominees Pty Ltd, 1,450,020 Shares held by Frilara Pty Ltd, 731,945 Shares held by Danfin Pty Ltd, 37,406 Shares held by IF Nominees Pty Ltd.
- As at the date of this Prospectus, Gregory Hayes has an indirect Relevant Interest in 68,810 Shares held by Grasmere Custodians No 2 Pty Ltd as trustee for Hayes Family S/F No 2 A/C
- As at the date of this Prospectus, Jane McAloon as an indirect Relevant Interest in 71,642 Shares held by JMAC International Pty Ltd as trustee for JMAC International Trust, 76,979 Shares held by HUB24 Super Fund.
- As at the date of this Prospectus, Brendon Gale has an indirect Relevant Interest in 200,242 Shares held by Ironhouse Investments Pty Ltd as trustee for Brendon Gale Family Trust.

(b) Remuneration of Directors

The Constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting (which is currently \$1,200,000 per annum).

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Details of remuneration provided to Directors and their associated entities during the past two financial years is as follows:

Financial Year ended 30 June 2022

Directors	Fees/Salaries	Super-annuation	Annual leave	Share benefits	Rights benefits	Total
	\$	\$	\$	\$	\$	\$
David Di Pilla	682,139	25,433	90,999	-	860,808	1,659,379
Christopher Saxon	102,100	22,804	-	-	125,000	249,905
Zac Fried	40,840	9,122	-	-	50,000	99,962
Gregory Hayes	44,924	10,034	-	-	55,000	109,958
Jane McAloon	73,763	1,188	-	-	75,000	149,951
Brendon Gale	57,187	12,772	-	-	70,000	139,958
Kelly O'Dwyer	49,012	10,946	-	-	60,000	119,958

Financial Year ended 30 June 2021

Directors	Fees/salaries	Super-annuation	Annual leave	Share benefits	Rights benefits	Total
	\$	\$	\$	\$	\$	\$
David Di Pilla ¹	487,316	28,056	19,794	-	429,276	964,442
Christopher Saxon ²	86,106	16,579	-	-	105,040	207,635
Zac Fried	41,324	8,714	-	-	62,432	112,470
Gregory Hayes	50,457	9,585	-	-	62,876	122,918
Jane McAloon	78,170	1,880	-	-	61,546	141,596
Brendon Gale	50,457	9,585	-	-	60,658	120,700
Kelly O'Dwyer ³	31,180	5,939	-	-	122,839	159,958

Notes:

1. Chair until 31 December 2020
2. Appointed as Chair from 1 January 2021
3. Appointed 18 November 2020

(c) Interests of Directors

As disclosed in the Company's 2022 Annual General Meeting Notice of Meeting released to the market on 24 October 2022, the Company will be seeking Shareholder approval for the issue of New Options to the following associated entities of Directors who were Eligible Participants and therefore Listing Rule 10.11 Parties:

Director	New Option entitlement under Offer
David Di Pilla Greg Hayes	Up to 40,000 New Options to Aurrum Holdings Pty Ltd (an entity controlled by David Di Pilla and in which Greg Hayes has a material, but not controlling, interest)
Zac Fried	Up to 200,000 New Options to Alara Pty Ltd (an entity controlled by Zac Fried) Up to 100,000 New Options to Frilara Pty Ltd (an entity controlled by Zac Fried)
Christopher Saxon	Up to 4,000 New Options to Beauvale Pty Ltd (an entity controlled by Christopher Saxon)
Jane McAloon	Up to 1,000 New Options to JMAC International Pty Ltd (an entity controlled by Jane McAloon)
Kelly O'Dwyer	Up to 1,000 New Options to Trisfall Proprietary Ltd (an entity controlled by Kelly O'Dwyer)

In the event the proposed issue of New Options to the aforementioned entities is not approved by Shareholders at the Company's 2022 Annual General Meeting, the Company will not issue any New Options to these parties.

Other than set above or elsewhere in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract

entered into by the Company) has now, or has had, in the two-year period ending on the date of this Prospectus, any interest in:

- (i) the formation or promotion of the Company;
- (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (iii) the Offer.

Other than set above or elsewhere in this Prospectus, no amounts of any kind (whether in cash, Shares, Options, Performance Rights or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce that Director to become, or to qualify as, a Director, or otherwise for services rendered by that Director or their company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Offer.

4.7 Interests of professionals

Other than as disclosed in this Prospectus, no promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus, holds, or during the last two years has held, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- (c) the Offer,

and no amounts of any kind (whether in cash, Shares, Options, Performance Rights or otherwise) have been paid or agreed to be paid to a promoter or any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Gilbert + Tobin acted as Australian legal adviser to the Company in relation to the Offer. The Company has paid or agreed to pay an amount of approximately \$59,000 (plus disbursements and GST) up to the date of this Prospectus in respect of those services. Further amounts may be paid to Gilbert + Tobin in accordance with its normal time-based charges.

4.8 Consents

Link Market Services Limited has given, and before lodgement of this Prospectus, has not withdrawn, its consent to be named in this Prospectus as share registrar of the Company in the form and context in which it is named.

Gilbert + Tobin has given, and before lodgement of this Prospectus, has not withdrawn, its consent to be named in this Prospectus as Australian legal adviser of the Company in the form and context in which it is named.

Link Market Services Limited nor Gilbert + Tobin:

- (a) have not authorised or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this section; and

- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

4.9 Expenses of the Offer

Expense for the Offer including ASIC and ASX fees, Share Registry costs and professional costs are estimated to be approximately \$107,500 (excluding GST and disbursements).

4.10 Electronic Prospectus

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic Prospectus on the basis of a paper Prospectus lodged with ASIC, and the issue of securities in response to an electronic Application Form, subject to compliance with certain provisions. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please email the Company using the details in the Corporate Directory and the Company will send you either a hard copy or a further electronic copy of this Prospectus, or both. The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the relevant electronic Application Form, it was not provided with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

5 Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

Dated: Wednesday, 23 November 2022



David Di Pilla
Managing Director and Group Chief Executive Officer
Home Consortium Limited

6 Defined Terms

\$	Australian dollars, unless otherwise stated.
Annual Financial Report	Has the meaning given in section 4.3
Applicant	In relation to the Offer, means an Eligible Participant who completes an Application Form.
Application Form	The application form accompanying this Prospectus, that has been issued to Eligible Participants in relation to the Offer (including the electronic form provided by an online application facility) .
Associate	has the meaning given in section 11 of the Corporations Act.
ASX Settlement	ASX Settlement Pty Ltd (ABN 49 008 504 532).
ASX Settlement Operating Rules	The operating rules of the settlement facility provided by ASX Settlement as amended from time to time.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the financial market operated by it, as the context requires.
Board	the board of Directors.
Business Day	Every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
Closing Date	Tuesday, 29 November (unless extended).
Company or HMC Capital	Home Consortium Limited (ACN 138 590 993) trading as HMC Capital.
Constitution	The constitution of the Company as at the date of this Prospectus.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	The directors of the Company as at the date of this Prospectus.
Eligible Participant	Means Wholesale Clients who are also Sophisticated Investors or Professional Investors that have subscribed for units in the Fund on or prior to 30 September 2022.
Exercise Notice	Has the meaning given to that term in section 1.2
Exercise Period	Has the meaning given to that term in section 1.2
Exercise Price	The amount payable of \$7.00 upon exercise of each New Option.
Expiry Date	Has the meaning given to that term in section 1.2
Fund	means the HMC Capital Partners Fund 1.
Information Memorandum	means the information memorandum issued by HMC Capital in connection with the application for units in the Fund dated on or around the date of this Prospectus.
Listing Rules	the Listing Rules of ASX.
Listing Rule 10.11 Party	Are persons that are considered persons of influence of the Company for the purposes of approval under Listing Rule 10.11, being: (a) a Director (or their controlled entities) or an entity who is or has controlled the Company within the past 6 months or any other person who is a "related party" of the Company within the meaning of section 228 of the Corporations Act; (b) a person who is, or was at any time in the past 6 months, a holder of greater than 30% Shares in the Company; or

- (c) a person, who is or was at any time in the past 6 months, a holder of greater than 10% of the shares in the Company and has nominated (or has been granted the right to nominate) a director to Company.

Lodgement Date	Wednesday, 23 November 2022
New Option	An Option offered under the Offer with an exercise price of \$7.00 and expiry date of 30 November 2025 on the terms and conditions set out in section 1.2
New Share	A Share issued upon exercise of a New Option
Offer	The issue of up to 2,802,102 New Options at an issue price of \$7.00 per Option to Eligible Participants.
Offer Invitation	The invitation under this Prospectus to Eligible Participants to participate in the Offer.
Official List	The Official List of the ASX.
Official Quotation	Quotation on the Official List.
Option	An option to acquire a Share for a set exercise price.
Performance Right	A right to acquire a Share upon satisfaction of prescribed vesting conditions granted under the Company's employee equity plan.
Prospectus	This prospectus dated 23 November 2022.
Professional Investor	Has the meaning given in 708(11) of the Corporations Act.
Register	Means the register of Shareholders.
Retail Client	Has the meaning given in section 761G of the Corporations Act.
Retail Product Distribution Conduct	Has the meaning given in section 994A of the Corporations Act.
Relevant Interest	has the meaning set out in section 50 of the Corporations Act.
Right	A right to acquire a Share in lieu of board fees granted under the Company's non-executive director equity plan.
Share	An ordinary fully paid share in the capital of the Company.
Shareholder	A holder of a Share.
Share Registry	Link Market Services Limited
Sophisticated Investor	Has the meaning given in section 708(8) of the Corporations Act.
Target Market Determination	Has the meaning given in section 994B of the Corporations Act.
Trading Day	Has the meaning given to "Trading Day" as defined in the Listing Rules.
Wholesale Client	Has the meaning given in section 761GA of the Corporations Act.