

MEMORANDUM



Finexia Securities Limited

ACN: 608 667 778 AFSL: 485760

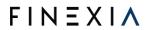




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Important Information

- An investment in the Trust is not a deposit or a liability of the Trustee or the Investment Manager.
- Application funds will not attract interest or be owed payment of any interest if settlement of the Trust asset(s)
 does not occur.
- Your Application into the Trust will only be accepted where the Trustee holds a correctly completed original Application Form and accompanying original certified copies of the identification documents in accordance with the type of entity that the application has been made in.
- The Trustee may require further information from you from time to time to comply with the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth). By applying for an Interest in the Trust, you undertake to provide the Trustee with all additional information and assistance that it may reasonably require.
- An investment in the Trust is subject to risk, including possible delays in repayment, loss of capital invested and failure to earn any income.
- ▶ An investment in the Trust is subject to other risks refer to the 'Risks' Section for further information.
- ▶ The Trustee, its associates and directors do not guarantee the repayment of capital, the payment of returns to Investors or the performance of the Investment.
- The Trustee has relied upon information sources that it believes to be reliable. However, the Trustee makes no representations or warranties regarding the accuracy, reliability or completeness of the information contained in this Information Memorandum. The Trustee and its directors, employees, agents, advisers and consultants will have no liability (including liability to any person by reason of negligence or negligent misstatement) for any statements, opinions, information or matters (expressed or implied) arising out of, contained in or derived from, or for any omissions from, the information provided to Investors or their advisers, except liability under statute that cannot be excluded.
- Furthermore, the Trustee has not authorised any person (other than the Manager) to give any information or to make any representation in connection with the Trust, which is not contained in this Information Memorandum. This Information Memorandum contains current and past details about the assets and such information is not indicative of future events or performance. This Information Memorandum contains various projections and forecasts which are based on a number of assumptions, some of which are hypothetical or best guess assumptions, that may not prove to be correct or appropriate. Actual results may vary from forecast or projected results and no representation or warranty is made that any projection, forecast, assumption or estimate in this Information Memorandum will be achieved. The reliance that an investor places on projections and forecasts is a matter for their own commercial judgment.
- In preparing this Information Memorandum, the Trustee has not taken into account the investment objectives, financial situation or particular needs of any person. Prospective Investors should read the whole of this Information Memorandum, and if necessary, seek professional advice, before investing in the Trust.
- Offers under this Information Memorandum will be made pursuant to section 911A(2)(b) of the Corporations Act 2001 (Cth).



Executive Summary

Historical Performance	An average of 12.00% p.a in distributions has been paid monthly to investors since Inception. The fund commenced in September 2021.		
Target Distribution Yield	An average of 10.00% p.a. is targeted to be distributed to Unit Holders via monthly distributions.		
Targeted Return	 a. Target Return: 15%+ net IRR per annum measured over a 3 to 5 year holding period. b. Target Return and Target Distribution Yield are net of base management fees and costs but before tax (if applicable) and performance fees. This is only a target and may not be achieved. 		
Investor Type	Wholesale and Sophisticated investors		
Minimum and Maximum Investments	\$50,000 - \$10,000,000		
Distributions	Monthly in arrears on the 3 rd Friday of each month.		
Property Type	Holiday and Resort Accommodation and related services operator		
Business Description	StayCo operates Holiday and Resort Accommodation Complexes and to see the portfolio of properties please visit; <u>www.stayco.com.au</u>		
	StayCo is a strong cash flow business with a limited capital expenditure requirement, generating its income through:		
	 The sale of accommodation and related services; Asset management and; Caretaker activities with the properties. 		
	It does not hold material ownership in any of the properties in its portfolio, allowing it to control a portfolio of quality real estate assets with relatively low upfront and ongoing capital commitments.		
	It seeks to strengthen its management interest in properties through strategically acquiring freehold ownership in certain areas.		
	Ongoing maintenance and refurbishment programs of the properties are typically funded by the property owners rather than StayCo.		
Register	https://www.finexia.com.au/stayco		
Trustee	Finexia Securities Limited (ABN 61 608 667 778, AFSL 485760)		
Investment Manager and Arranger	Creative Capital Group Pty Ltd (ABN 32 623 557 808)		
Fund Auditor	Mazars (Audit) QLD Pty Ltd Brisbane, Qld - Level 11, 307 Queen Street, Brisbane Qld 4000, Australia		



Investment Highlights

Key features of the Fu	und							
Fund description	The Fund, being a wholesale unregistered Unit Trust, invests in Accommodation related Properties and Businesses via wholly owned subsidiaries. The fund is open-ended and therefore has no fixed investment timeframe.							
Fund objectives	 To provide Investors with a stable income by: Providing secure long-term cash flows and the potential for capital growth. A growing income stream supported by strong legislative framework. Benefitting from geographical diversification through asset selection; and Providing an attractive income yield with growing underlying asset values. 							
Historical Performance		e of 12.00% ption. The F						nvestors
		FY22		,01111101100	l III Gopte	FY23		
		Unit Price	Dis	tribution \$		Unit Price	Dist	ribution \$
	Sep-21	\$1.00	\$	0.0102	Jul-22	\$1.00	\$	0.0102
	Oct-21	\$1.00	\$	0.0102	Aug-22	\$1.00	\$	0.0102
	Nov-21	\$1.00	\$	0.0102	Sep-22	\$1.00	\$	0.0102
	Dec-21	\$1.00	\$	0.0102	Oct-22	\$1.00	\$	0.0102
	Jan-22	\$1.00	\$	0.0102	Nov-22	\$1.00	\$	0.0102
	Feb-22	\$1.00	\$	0.0102	Dec-22	\$1.00	\$	0.0102
	Mar-22	\$1.00	\$	0.0102	Jan-23	\$1.00	\$	0.0102
	Apr-22	\$1.00	\$	0.0102	Feb-23	\$1.00	\$	0.0102
	May-22	\$1.00	\$	0.0102	Mar-23	\$1.00	\$	0.0102
	Jun-22	\$1.00	\$	0.0102				
		Į.	verag	e \$ Per Month	ı		\$	0.0102
		А	verage	e \$ Per Annun	1		\$	0.1221
	Average % Per Month		1.02%					
		Α	verage	% Per Annun	1			12.02%
Investment strategy	The strategy is to provide a monthly base return targeting an average of equivalent of 10.00% per annum. In addition, when the assets are disposed, Investors will have their capital returned along withthe capital growth (if any).							
Bank Debt	Bank of A	ee has sourc ustralia and I 1 was 50% ar	Bank	of Queensla	and. The	Loan to Va	lue R	atio at





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External Due Diligence	 The properties in the Trust have been subject to the following external due diligence as follows: Industry specialist accountant financial verification and modelling – the Trust engaged two separate firms to complete financial verifications and forecasts. They provided forecasts for the first year of operation of the businesses as well as a historical profit and loss of the vendors financial performance for previous periods. Property valuations – valuations have been completed for the properties including a verification of each properties net operating profits based on some key assumptions. 			
Potential benefits from investing in this Trust:	 Income paid monthly. Redemptions are available. Effectively being an "owner" without the obligations of direct ownership. Potential of capital gain over the medium to long term. Exposure to an asset that an individual owner would not normally be able to access. Property managers that have deep experience and a performance-based remuneration package with a fixed term. Lower borrowing costs than individuals can normally obtain. Professional management of the investment. Exit strategy via trade sale or other liquidity event (for example, listing of the Trust on the Australian Securities Exchange). 			
Additional Properties	The Fund is open to consider further acquisitions. The Trustee will provide an additional Supplementary Information Memorandum if it proposes to do this, providing Investors with the opportunity to participate.			
Fund Status	The Fund is open to new Investments.			
Minimum Investment	\$50,000			
Maximum Investment	\$10,000,000			
Recommended investment timeframe	Suggested investment time frame 1-5 years.			
Risk level	Medium to high			
Target Investors	Wholesale investors seeking exposure to securities and financial assets consistent with the Fund state investment objectives.			
Liquidity and Redemptions	The Fund will offer redemption opportunities at least twice per annum or where incoming investors are willing to exchange units. If the amount of the withdrawal requests from investors exceeds that available under the withdrawal offer, then each Investor redemption request will be processed on a pro-rata basis. If the demand for redemption requests proves to be more than what has been allocated for, the Trustee will make more funds available for withdrawal as soon as practicable, dependent upon the liquidity at that time.			





Key features of the Fund				
Units offered in the Fund	Ordinary units will be offered in the Trust. The Trustee may, in accordance with the Constitution of the Fund, and without notice or the consent of the unitholders, issue units in a special class of units in the Fund which may be dedicated to particular assets of the Fund.			
Minimum Transaction & Balance Requirements	Minimum initial investment: Minimum additional investment: Minimum withdrawal: The Fund reserves the right to accept or reject at their discretion.	\$50,000 \$10,000 \$10,000 any investment amount at		
Units Pricing	Units are currently \$1.00 per unit. Units may be repriced by determining the Net Asset Value (NAV) of the class, divided by the number of units in that class on issue at that time.			
Exit strategy	The Fund's exit strategy may include the sale of individual businesses, conversion to listed unit trust, IPO, or trade sale of the portfolio.			
Distribution Reinvestment	Investors can apply to have their monthly distributions reinvested. If the application is accepted to reinvest distributions, your distributions will be applied to purchase additional Units. Units will be allocated at the prevailing unit price and no discount will apply. The Trustee reserve the right to decline any application at its sole discretion.			
Regular Investment	Investors can apply to make further regular investments. If the application is accepted for further regular investments, your funds will be applied to purchase additional Units on a monthly basis. Units will be allocated at the prevailing unit price and no discount will apply. The Trustee reserves the right to decline any application at its sole discretion.			
Changes to the Fund	Changes may be made to the Fund from time to time or the Fund may be terminated. In this case, notice as required by the Act and the Fund's Constitution, will be provided to Investors.			



The Business of the Assets

StayCo primarily generates its income through the sale of accommodation and related services including the asset management and caretaking of the properties.

- ▶ Sale of Accommodation: StayCo enters letting appointments as the managing and letting agent with the owner of the individual rooms/apartments within these properties. The role is to facilitate the generation and distribution of room revenue and to apportion the costs and receive a letting fee associated.
- Related Services: In addition, StayCo earns revenue by providing services such as room cleaning, internet, in room entertainment, food and beverage, conferencing, tour bookings and other services.
- Asset Management and Caretaking: StayCo also derives revenue as the asset manager and physical administrative caretaker of the properties, receiving payment for conducting services on behalf of the Body Corporate for maintaining, cleaning, and repairing common area property.

Most of the expenses are variable in nature, in that they change in proportion to the income of the business.

This is a strong cash flow business with limited capital expenditure requirements and the Trust's strategy is to continue to pursue "capital-light" operating structures by entering management contracts over properties.

The Trust does not hold material ownership in any of the properties in its portfolio. This allows StayCo to control a portfolio of quality real estate assets with relatively low upfront and ongoing capital commitments. It seeks to strengthen its management interest in properties through strategically acquiring freehold ownership in certain areas in its properties (for example, lobby, restaurant, conference, or other areas).

Ongoing maintenance and refurbishment programs of the Properties are typically funded by the property owners rather than StayCo.





Ownership and Business Model			
Corporate Structure	The StayCo business is an independent group of companies. The Group is owned by the Trust. A corporate Structure is included above for your information.		
Model summary	StayCo purchases the rights to operate the letting business of the property under which they let the individual rooms and apartments to its customers under its own brands. They will also typically conduct the caretaking requirements and manage the associated real estate assets required to operate the letting business (e.g. restaurant, lobby, reception, administration offices). StayCo enters contractual arrangements with the owner of the individual rooms and apartments to facilitate the generation and distribution of room revenue, apportioning the costs associated with running the letting business.		
Revenue model	StayCo derives revenue by receiving a letting fee as contracted with the owner. They also derive revenue by providing ancillary services such as cleaning of rooms, food and beverage, conferencing, tour bookings and other services. Furthermore, StayCo also generates revenue as the caretaker of the properties, where it receives payment for conducting services on behalf of the body corporate for maintaining, cleaning, and repairing common area property.		
Costs	Costs associated with operating the letting business are shared between StayCo and the owner in accordance with the individual letting agreements held with each owner. They typically incur a cost of conducting services on behalf of the body corporate where it receives income for that service.		
Property capital expenditure	StayCo will typically be responsible for upgrades to real estate which is owned by it or has exclusive use of, for example, reception, conference areas and restaurant areas. StayCo also organises and undertakes room renovations in-house; however, these costs are charged to the property owners on agreed terms.		
Locations	All of the Properties located in Queensland operate under this structure		
Term	StayCo's agreements to manage the properties have an average term of 19 years.		
Owners	The properties are strata titled so owners are the individual investors who own one or more rooms or apartments in a property. StayCo will typically hold freehold interests in strategic property relating to the letting business and ancillary services (e.g. reception areas, offices, restaurants, function centres or meeting rooms).		



Investment Parameters

The Fund currently has 28.3m units on issue.

The minimum subscription is \$50,000.

The Trustee may seek to raise further capital, and obtain additional borrowings, to fund the acquisition of additional properties. The issue price for further issue of units will be calculated in accordance with the Trust Deed. Investors are welcomed, but not obliged to acquire more units in the Trust as additional properties are purchased. To calculate the issue price, the Trustee reviews the value of the Trust's existing assets at the appropriate date to ensure any variations in asset pricing is taken into consideration. The Trustee will act in a fair and reasonable manner in determining these values. The trustee may obtain property valuations (internally or externally) for the purpose of calculating unit prices for each further capital raise.

Forecast Income and Distribution Statements

The Trustee aims to deliver Investors an average distribution of 10.00% per annum to unit holders, with distributions paid monthly in arrears.

In evaluating the ability of the underlying assets to deliver the Trustee's target distribution, the Trustee prepares forecasts and projections, which are based on a combination of best estimates or hypothetical assumptions along with established known inputs. Accordingly, any adverse events (including the availability and expense of debt funding) or unforeseen additional expenses will impact the Trust's ability to deliver the targeted distributions to Investors.

The Trustee does not give any assurance or guarantee that the Fund will achieve its target return on equity or distributions for the life of the Trust.



Fund Overview

Trust Operation

The Trust is unlisted, which means that it is not listed on the ASX. Investors have the right to request the redemption of their units, however, there is no official secondary market for the trading of units.

The Trust will generate income from the gross profits, and the other assets within the Trust. This income is to be used to pay distributions to Investors monthly. Before distributions are made to investors, the Trustee will use the income to pay for expenses such as interest on borrowings, management fees, property related expenses, capital expenditure and other future property related expenses.

Who Should Invest in the Trust?

The Trust is only on offer to wholesale or sophisticated investors who:

- 1. Have a medium to long term investment outlook.
- 2. Do not need access to the funds invested within that time frame.
- 3. Are seeking regular income payments via monthly distributions.
- 4. Are seeking exposure to the property and domestic tourism market.

Benefits and Risks

There are risks associated with any investment. Some of the key risks associated with this Investment are outlined in the Risk section. In addition, there are potential benefits from investing in this Trust:

- 1. Income paid monthly.
- 2. The Trust is liquid as investors can redeem their investments.
- 3. Effectively being a "property owner" without the obligations of direct property ownership.
- 4. Potential of capital gain over the medium to long term.
- 5. Exposure to an asset that an individual owner would not normally be able to access.
- 6. Lower borrowing costs than individuals can normally obtain.
- 7. Professional management.
- 8. On-site Property Managers that have a performance-based remuneration package over a fixed term.
- 9. Exit strategy via trade sale or other liquidity event (for example, listing of the Trust on the Australian Securities Exchange).

Please read these benefits in the context of the risks to understand the Investment and how it might apply to your personal circumstances.

Term of the Fund

The Fund will have an anticipated five-year investment horizon.





Trust

Finexia Securities Limited ACN 608 667 778 (**Finexia Securities, Finexia, we, us, and our**) is the Trustee (**Trustee**) of the Fund. We are responsible for the investment decisions, management, and administration of the Fund. We may delegate some of these responsibilities to third parties.

The Offer of Units in the Fund

Ordinary Units are offered in the Fund. The Constitution of the Fund also gives the Trust the discretion when issuing Units in the Fund to issue Units in separate Classes of Units and to determine the rights, obligations and restrictions attached to each class of Units. The rights, obligations and restrictions attaching to a Class of Units are always subject to the rights, obligations and restrictions which attach to Units in other Classes. For example, if a Class of Unit is issued by the Trust which has a particular right to a distribution or a right in priority or preference to other Classes of Units, then the rights of Investors of other Classes of Units are subject to this right. The Trust may, in accordance with the Constitution of the Fund, and without notice or the consent of the unitholders, issue Units in a special Class of Units in the Fund which may be dedicated to particular assets of the Fund. Special Units may provide different rights to unitholders holding these Units such as distribution rights in respect to particular assets of the Fund. A supplementary Information Memorandum may be issued in respect to the offer of Units in a special Class of Units.

Minimum Application Amount per applicant

The minimum initial investment amount per Applicant is \$50,000 and the minimum additional investment amount per Applicant is \$10,000. The Trust may waive these minimum investment amount requirements at its discretion. The Fund reserves the right to accept or reject any investment amount at their discretion.

Despite the minimum initial investment, additional investment and minimum balance amounts specified, we may decide at our discretion to accept lesser amounts from one or more Investors (including in respect of different Classes).

Cooling off period

An investment in the Trust is **not** subject to a cooling off period.

The value of your investment may vary

Investors in the Fund will be issued with Units which represent a share of the value of the assets held by the Fund. The value of Units (**Unit Price**) will be calculated on the last calendar day of each month, or such other date as determined by us (**Valuation Day**) and will be calculated by dividing the value of the Fund's assets minus the Fund's liabilities by the total number of Units on issue. The value of Units will vary as the market value of the Fund's assets and liabilities changes. Changes in value can be significant and can happen quickly.





Distributions

Target distributions

The Trust is targeting an average annualised return of 10.00% pa with distributions paid monthly.

Distribution policy

The Trust intends to pay income distributions monthly in arrears. Distributions are scheduled to occur on the third Friday of each month. The Trust intends those distributions will generally be in line with the Fund's cash from operations (excluding borrowings) available for distribution. During the acquisition and development of assets, distributions may include a capital component.

To this end, the Trust intends, over time, to distribute the whole of the Fund's distributable income calculated in accordance with the Constitution. In doing so, a portion of distributable income may be retained in one period to smooth distributions and/or provide additional working capital for future periods.

Distribution payments

All distributions must be paid directly into an Australian bank account or other account with a financial institution (where there is a branch in Australia). If valid bank account details are not provided, the Trust may delay processing an Applicant's application and/or an Investor's distribution payment. Distributions will not be paid by cheque.

Distribution Reinvestment

Investors can apply to reinvestment their monthly distributions. If the application is accepted to reinvest distributions, your distributions will be applied to purchase additional Units. Units will be allocated at the prevailing unit price and no discount will apply. We reserve the right to decline any application at our sole discretion.

Regular Investment

Investors can apply to make further regular investments. If the application is accepted for further regular investments, your funds will be applied to purchase additional Units on a monthly basis. Units will be allocated at the prevailing unit price and no discount will apply. We reserve the right to decline any application at our sole discretion.

Registrar

The Trustee has entered into a registry agreement for the Fund with Finexia Financial Group Ltd.

The Registrar will provide registry and transfer agent services in connection with the issuance, transfer and redemption of Units.

The services provided by the Registrar, in the context of acting as Registrar, include the maintenance of a copy of the Unit register, representing the Fund's records relating to ownership, the application and redemption of units, authorisation of application and redemption payments, authorisation of disbursements of management and advisory fees, commissions and other charges or services as agreed by the parties.

The Registrar is a service provider to the Fund and is not involved, directly or indirectly, with the organisation, sponsorship, management, or other activities of the Fund. The Registrar has not made any statement that is included in this IM. The Registrar expressly disclaims and takes no responsibility for any





statements in or omissions in this IM. This applies to the maximum extent permitted by law and does not apply to any matter to the extent to which consent it given.

Service providers

The service providers to the Fund may be changed and added to at any time without notice to Investors.

Communication

Investors in the Fund will receive correspondence as outlined below.

- Investor Receipt: The Investor receipt will set out details of the Investor, subscription date, unit price and the number of units the Investor holds in the Fund upon initial or subsequent application.
- ► Tax and Distribution Statements: A taxation and distribution statement will be sent to all Investors at least annually.
- Financial Statements: A copy of the audited financial statements of the Fund will be issued annually for the year ending 30 June. Each investor will be sent an electronic copy the accounts when they become available.
- Other reports and updates will be available on our website. (www.finexia.com.au)

Investment Manager

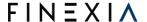
Duties of the Trustee and Investment Manager

The Trustee is responsible for the operation of the Trust pursuant to the Trust deed. The Trustee or Investment Manager will appoint an onsite-manager to undertake the day-to-day management of the assets (though the Trustee ultimately remains responsible for ensuring the Trust is managed in accordance with the Trust deed).

The Investment Manager will be responsible for:

- Identifying and originating the Investment opportunity.
- Arranging the debt facility on behalf of the Trust.
- Overseeing documentation and execution of the security under the debt facility.
- Ensuring that conditions precedent is achieved on or before financial close;
- Taking other steps necessary to enable funding to be provided within the required timing.
- Appointment and oversight of the property manager.
- Active review and monitoring of the portfolio's performance against forecast expectations.
- ▶ Sourcing further assets for the Trust and arranging further Trust borrowings.
- Borrowing covenant analysis and reporting.
- Developing capex budgets and planning.
- Receiving and accounting for revenue on behalf of the Trust.
- Overseeing distributions from the Trust to Investors.
- ▶ Keeping proper books of account in relation to the Trust in accordance with generally accepted accounting principles.
- Instructing and overseeing annual tax returns.
- Maintaining the Trust records including minutes of meetings, notices, and the register of Investors.
- Preparing and sending to each Investor reports on the status of the Trust; and
- Consideration of exit strategies, analysis, and review of alternatives.

The Investment Manager's philosophy is to take an active role in the management of Investors' interests.





Finexia Financial Group Ltd is an ASX listed specialist private credit provider with an extensive capability in Funds and Asset Management. Finexia is committed to servicing the needs of individuals, institutions, and corporates through its three business divisions:

- Private Credit
- Asset Management and Funds Management
- Advisory and Licensing

Listed on the ASX in 2015, the firm is built on disciplined entrepreneurship, serving clients with creative solutions and considered thought leadership. We offer a comprehensive range of private credit, equity capital markets and asset management solutions, tailored to meet each client's investment objectives. Finexia provides our investors with the opportunity to access the knowledge, experience and investment process of a portfolio management team with a track record of delivering superior long-term outperformance.

MANAGEMENT TEAM

At Finexia our investment management team leverage our depth and breadth of combined expertise in asset management, equity capital markets, property finance, broader financial services and funds management all aimed at formulating profitable solutions while proactively managing risk.



Neil Sheather *Managing Director*

Neil is the Managing Director of Finexia Financial Group (ASX code: FNX). Neil has been in his current role for the past 8 years. He was instrumental in Finexia listing on the Australia Securities Exchange (ASX) in 2015. Neil has over 25 years' experience in the financial service sector focused mostly on the equity capital markets, raising capital and trading equities and derivatives in Australia and Hong Kong.



Jean Marc Li *Director*

Jean Marc has been living on the Gold Coast and Brisbane for over 20 years. He is a qualified chartered accountant, registered tax practitioner and a fellow member of the Tax Institute of Australia.

He has a Masters in Business Administration (Finance) and a Masters of Professional Accounting, both from Griffith University. After completion of his university studies, he started his career at KPMG in the audit and assurance division. He has also worked as Group Accountant, Financial Reporting Manager, and Financial Controller for several ASX listed companies.







Patrick Bell
Director

Pat is a Director of Finexia Securities and is an experienced Corporate Finance executive, having lead Corporate Banking teams for a 'Big 4' Bank for over 10 years with over 20 years in Financial Services. Prior to this he served as a Submariner in the Australian Navy.

With this level of experience and exposure, Pat has a very broad range of expertise in most industries and financing scenario's and has an outstanding record of championing and completing complex

transactions"). He has a particular passion for all types of property finance; development, investment and tourism, the sectors that support our ageing population and assisting clients to achieve their growth aspirations.

Pat holds a Master of Business Administration from Monash University and an Undergraduate degree In Business.



Risks

All investments carry risks. Different investments carry different levels of risk, depending on the assets and investment strategy, and assets with the highest long-term returns may also carry the highest level of risk (both in the short term and long term).

When considering your investment, it is important to know that the value of your investment can rise and fall significantly and quickly and the level of returns from the Fund will vary. Future returns will differ from past returns and returns of your capital, or the performance of the Fund are not guaranteed.

You should consider the level of risk you are willing to accept by considering your age, investment time frame, where your wealth is otherwise invested and your risk tolerance. As the risks noted in this section do not take account of your personal situation and needs, you should consider seeking professional advice as to the suitability of investing in the Fund.

General risks of managed investment schemes include changes in economic conditions, political instability, changes in laws, the potential for loss of income or capital, a less than expected rate of return or a delay in payment. All investments in the Fund are subject to these and other risks.

Significant Risks of the Fund

Reliance on the personnel of Finexia Securities - The Fund's success largely depends on the skills of the officers and employees of Finexia Securities. The loss of any key personnel could materially and negatively impact the value of the Fund.

Limited Diversification - Finexia Securities seeks to diversify the Fund's investments as it deems appropriate and consistent with the Fund's investment objective and strategy. Due to the Fund's investment portfolio being concentrated in a relatively small number of investments, the portfolio may be subject to greater volatility.

Valuation risk – The ongoing value of the Fund's assets are influenced by the economy and market conditions including supply and demand that affect asset returns and values. There is no guarantee that the assets will achieve a capital gain on sale or that the assets' value will not fall due to the assumptions on which the relevant valuations are based proving to be incorrect.

Interest rates risk - There is a risk that a debt facility or an interest rate hedge (i.e. fixing the interest rate) may not be available on the same terms upon extension or refinancing, or when new finance or hedging strategies are sought. There is also a risk that interest rates may rise. These risks may have a material, adverse impact on the Fund's activities, financial position, and distributions.

Liquidity - the liquidity of a particular market or security may be restricted, thus affecting the valuation

of the Fund's assets and the performance of the Fund. Further, the Fund's inability to readily dispose of its underlying investments may limit its ability to meet redemption requests.

Capital expenditure - there is a risk that capital expenditure could exceed expectations, resulting in increased funding costs and therefore lower distributions.

Counterparty Risk - substantial loss may be caused by another party defaulting on its financial obligations either because they become insolvent or cannot otherwise meet their obligations to the Fund. A party defaulting on its obligations could subject the Fund to substantial losses because the Fund will still be required to fulfil its obligations on any transactions which were to have substantially offset other contracts.

Fund Risk - the Fund may not achieve its desired size or may be terminated, the trustee/Trust or personnel can change, and fees and expenses of the Fund could change. Finexia Securities has the discretion to compulsorily redeem Units in certain circumstances. As the Fund has limited operating history, there is no basis on which to predict the future performance of the Fund or its underlying portfolios.





THE STAY COMPANY

Taxation - Changes to taxation law and policy might adversely impact the Fund and Investors' returns. Investors are advised to seek professional taxation advice in relation to their own position however, it is not possible to predict future changes to taxation law or policy.

Exposure to further domestic travel restrictions and a downturn in general economic conditions or reduced demand in the travel or tourism industries

StayCo's future performance may be materially adversely affected by:

- A long-term hard state border closure to any of the key markets.
- ► A downturn in general economic conditions (including business confidence, consumer confidence, interest rate or exchange rates) in Australia or abroad: or
- ► Events affecting the travel or tourism industries generally (for example, a terrorist attack, major aviation disruptions, weather events); or
- ► Events in destinations or regions in which The Group operates (for example, a tsunami or other significant weather events).

Each of the events described above could result in a substantial reduction in demand for travel or tourism to Australia and the demand for accommodation The Group's properties.

Loss of contractual rights or tenure of those rights to provide accommodation or related services at all Properties

Because StayCo does not own the properties in its portfolio, The Group's future success depends on its ability to preserve its contractual rights to provide accommodation and related services at properties in its portfolio. The management and quality of the relationships with bodies corporate, lessors and other property owners is, therefore, important to secure the right to continue to operate its business at, and to generate revenue from, its properties.

The Management Letting Rights (MLR) Contractual arrangements may not be renewed by the property owners at the expiration of their term, or they may be unable to renegotiate the contractual arrangements on favourable terms. Existing contractual arrangements could be terminated by property owners before the end of their term (>20yrs).

There is a risk that individual apartment owners cease to use StayCo (or its representatives) as their letting agent and lose the fees it would have received in relation to that apartment.

Exposure to changes in government regulation

The accommodation industry may become subject to higher levels of government regulation (particularly strata laws, agency laws and building regulations). These changes could have a materially adverse effect on the business. For example, through increasing compliance costs or capital expenditure requirements, including requirements to upgrade or refurbish properties.

StayCo is currently required to comply with various statutory requirements, including holding certain licenses in order to operate its business. If the conditions of these licenses are breached, the business may be required to cease to operate in respect of a certain property, area or jurisdiction.

Bank Debt Refinance Risk

The initial term of The Groups debt facilities is expected to be 3 years and they may not be able extend the loan term or refinance the debt facilities.



Fees and Other Costs

Management costs				
The fees and costs for managing your investment.				
Management Fee	The Investment Manager is entitled to charge a Management Fee of 1.85% of the Total Asset Value of the Fund.			
	The Management Fee will be calculated and paid monthly in arrears in accordance with the provisions of the Investment Management and Administration Agreement.			
Investment Manager may be issued units in lieu of fees	The Investment Manager may, subject to applicable law, elect to be issued units or options for units in lieu of the payment of all or part of any fee payable to them. Any units or options issued to the Investment Manager or Finexia will be at the issue price determined in accordance with the Trust deed.			
Performance Fee	The Investment Manager is entitled to be paid Performance Fee(s) in respect of the Fund. Performance Fees are calculated as a percentage of the amount by which the Fund and or each asset's return exceeds certain benchmarks.			
	The amount of the Performance Fee payable to The Investment Manager as follows: • where distribution yield to Unit Holders exceed 12.0% per annum; The Investment Manager is entitled to charge a Performance Fee equal to 20% of the return above 12.0%.			
	The investment manager is entitled to 20.0% of any Capital Gain on disposal of any Asset.			
Removal Fee	The Investment Manager and or the Trustee are entitled to 2% of Total Asset Value of the Fund, payable if its appointment is terminated (except as a result of a determination by ASIC or an Australian Court, or an acknowledgement by the Trustee of gross negligence in the management of the Trust or for a material fiduciary breach a change in control occurring for the Investment Manager or Trustee, or attempting to assign its rights in contravention of the provisions of its agreement with the Trustee, or a change occurring regarding the Investment Manager which the Trustee believes may affect the Investment Manager's ability to perform its obligations).			
Bank Loan Establishment Fee	The Trust will be charged an Establishment Fee from the Bank debt provider of 0.5% of the total debt amount at drawdown. Finexia or an entity related to it, may be entitled to collect a portion of this on the basis that the Bank agrees and that the Trust does not infer a higher establishment as a result.			
Other Fees	The Investment Manager, or an entity engaged by the Investment Manager whether related or un-related 3 rd party, will be entitled to be paid Fees of up to 5.0% of capital raised at the settlement of any new assets the Trust acquires.			





	At the sole discretion of The Investment Manager the fund may enter into arrangements with any other capital providers or parties (including related parties) to raise capital or debt. The fees that relate to these activities will not exceed a total of 5% of the total capital raised in either debt or equity including the fee outlined above.
Loans provided by the Investment Manager to the Trust	The Investment Manager, or an entity related to The Investment Manager, will be entitled to be paid interest on loans made to the Trust. Loans will only be provided by the Investment Manager at a time that is deemed to be in the best interest of Investors. The interest rate will be determined at the time the loan is made to the Trust, and with reference to unsecured loan interest rates quoted by Australian domestic Banks. The terms of the loan may require monthly repayments made in arrears (or at some agreed regular frequency), or a single repayment comprising capital and interest at a specific agreed future date.
Investment Manager and Finexia to be issued units in lieu of fees	The Investment Manager and or Finexia may be issued Units at the commencement of this trust as outlined in section.
Trust Expenses	All fees, costs, charges, expenses and outgoings properly incurred in connection with the establishment, administration, management and winding up of the Trust by the Trustee for the performance of its duties under the Trust deed or incurred by the Trustee in performing its duties will be paid from the assets or income of the Trust. The Trustee in addition to any remuneration payable to it, be indemnified by and will be entitled to be reimbursed from the assets or income of the Trust in respect of such fees, costs, charges, expenses and outgoings, together with any GST payable by the Trustee in respect of those fees, costs, charges, expenses and outgoings.
Asset Disposal Fee	The Investment Manager is entitled to an Asset Disposal Fee of up to 2.00% of the sale price of any asset sold by the Trust where no exclusive external agent facilitates the sale of one or more of the Fund's assets. The Asset Disposal Fee is payable upon completion of the sale of that asset.
Property Acquisition Fee	The Investment Manager may charge an Acquisition Fee of up to 1.00% of the purchase price of any asset acquired by the Trust. The Acquisition Fee is payable upon settlement of that asset.



How to Apply for an Interest in the Trust

Applications for Interest in the Trust must be made by:

- completing the Application Form and providing the appropriate identification requirements as per Anti-Money Laundering/Counter Terrorism Financing requirements:
- if your application is for less than \$500,000, completing the Wholesale Client Certificate contained within the online portal.
- ▶ attaching to the Application Form and Wholesale Client Certificate the Accompanying Documents listed in the Application Form and Anti-Money Laundering/Counter Terrorism Financing requirements; and

Applications Forms can be completed via www.finexia.com.au/stayco

Register your interest here: www.finexia.com.au/stayco

Completing the Application Form

Application Name Please provide the information exactly as it should appear on your investment records. Applications must be in the name of a natural person, company or other legal entity acceptable to the Trustee.

Applications in the name of a trust or estate, business, firm or partnership, club or association or other unincorporated body will not be accepted. However, applications made solely in the individual name of the person who is the trustee, proprietor, partner or office bearer (as applicable) of the entity will be accepted.

Postal Address and Contact Name Please provide the preferred address for all investment correspondence. Please also provide a contact name and telephone number if a natural person does not make the investment. By completing these details, you are enabling us to contact you regarding your investment.

Account Details Please complete these details to enable prompt payment of your distributions by the Trustee.

Tax File Number (TFN) You should provide your TFN or exemption. It is not an offence under any Act of law to refuse to provide your TFN. If you choose not to provide your TFN, then the Trustee is required to deduct tax at the highest marginal rate plus the Medicare levy from your distribution. If you are exempt from quoting a TFN, please state the reason for the exemption or your exemption number. Collection of your TFN is authorised and its use and disclosure are strictly regulated by tax laws and the Privacy Act 1998 (Cth) as amended.

If you (i.e. the Investor applicant) are an entity which is making the investment in the Trust "in the course or furtherance of an enterprise carried on by" the entity, in accordance with section 12-155 Schedule 1 of the Taxation Administration Act 1953, then you need not quote your TFN if you have already quoted your ABN.

Signing The Application Form must be submitted online by the applicant. Submission of the Application From constitutes an irrevocable offer, which is deemed to be accepted by the Trustee upon the issue of the units in the Trust.



Documentation

Trust Deed

The Trust deed will be entered into by the Trustee for the purpose of forming the Trust to raise the required funds and outlining the relationship between Investors and the Trustee.

Additional Information

Indemnity for Trustee

To the extent permitted by the Trust deed and law, the Trustee is indemnified from the Trust against any claim, action, damage, loss, liability, cost, expense or payment which it incurs or is liable for, provided that it does not arise from its, or its officers' or employees', fraud, gross negligence or wilful default.

Nature of the Trust

The Trust is a unit trust, which is an unregistered managed investment scheme for the purposes of the Corporations Act. Each unit gives the holder an undivided beneficial interest in the assets of the Trust. However, a unit does not entitle the holder to have any of the assets of the Trust transferred to them or to interfere with any of the Trustee's rights or powers.

The Trustee

The Trustee is Finexia Securities Ltd a 100% owned subsidiary of the Finexia Group. Finexia Securities Ltd holds an Australian Financial Services License (AFSL:485760).

The Trustee or the Investment Manager will arrange for the issue of units in the Trust pursuant to this Information Memorandum under section 911A(2)(b) of the Corporations Act 2001 (Cth).

Cooling Off

Cooling off rights do not apply to an investment under this Information Memorandum. You cannot withdraw your application once it is lodged with us without approval.

Confidentiality

This Information Memorandum is confidential and proprietary and is provided for use solely in connection with the consideration of the investment. Its use for any other purpose is not authorised. It may not be reproduced nor redistributed in whole or in part, nor may its contents be disclosed to any person.

Each recipient of this Information Memorandum agrees that all of the information contained in this document is of a confidential nature, that they will treat it in a confidential manner, and will not, directly or indirectly, disclose or permit their agents or affiliates to disclose any information without the prior written consent of the Trustee.

Investors to Make Independent Investment Decision

This Information Memorandum is not, and should not be construed as, a recommendation to any person to apply for an Interest in the Trust. This Information Memorandum does not purport to contain all of the information an interested party may require making an informed decision as to whether to invest or otherwise.





Any person contemplating investing in the Trust should make their own independent investigation of the terms of the investment and projections, forecasts, values, assumptions and estimates after taking all appropriate advice from qualified professional persons and base any investment decision on their investigation and advice.

Tax

The Trust is not liable for income tax. Investors in the Trust will be individually liable for tax on income received at rates applicable to the individual circumstances of each investor. The Trustee will provide Investors with a statement outlining income earned for tax purposes for each financial year prepared on the basis as an Individual Australian Resident investor. The Trustee will also lodge with the Australian Taxation Office a tax return for the Trust, the assessable income of which is to be included in the individual tax return of the Investors. We recommend that investors seek independent tax advice.

Projections and Forecasts

All projections or forecasts in the Information Memorandum are only for illustrative purposes using sources as described and are based on best estimates or hypothetical assumptions. Actual results may be materially affected by changes in economic and other circumstances. Any reliance placed upon the ability to achieve targets or forecasts, on the accuracy of projections and other information provided, and the appropriateness of assumptions and qualifications used, is a matter for any prospective Investor's own commercial judgment. No representation or warranty is made that any projection values, assumptions, target return or estimates contained in the Information Memorandum should or will be achieved. All figures are expressed in Australian dollars.

Information Memorandum Date

This Information Memorandum should be read and construed with any amendment or supplement distributed by the Trustee from time to time and with any other documents incorporated by reference into this Information Memorandum.

The information contained in the Information Memorandum and any documents referred to have been prepared up to or as at the date to which the relevant document relates. The delivery of this Information Memorandum does not imply, nor should it be relied upon as a representation or warranty, that there has been no change since the 'effective date' in the affairs or financial condition of the Trust or Property or any other information contained therein.

Authorised Material

This Information Memorandum contains information furnished from various sources and the information has not all been independently verified. This Information Memorandum does not knowingly contain any untrue statement of a material fact, nor does it knowingly omit to state a material fact, which would make the statements in this document misleading or deceptive, in light of the circumstances under which they were made.

No person has been authorised by the Trustee or the Investment Manager to give any information nor to make any representation not contained in, or not consistent with, the Information Memorandum, or any other document entered into in relation to the offer, or any information supplied or approved by the Trustee and the Investment Manager in connection with the offer and not notified by the Trustee to have been withdrawn, or to be incorrect or out of date. If such information or representation is given or made, it should not be relied upon as having been authorised by the Trustee.

Responsibility for Information





Only the Trustee and the Investment Manager are authorised to give any information with respect to the Trust, the Property and hereby any associated or proposed investment. Any information given by other parties other than the information contained in this Information Memorandum must not be relied upon in making a decision to participate in the Trust.

No representation or warranty is made as to the accuracy, reliability or completeness of the information contained in this Information Memorandum, except to the extent that liability under any applicable law cannot be excluded.

Privacy

Collection of personal information

Investors acknowledge that the Trustee and the Investment Manager may collect, use and disclose their personal information for purposes connected with the Trust, the Property, formation and management of the Trust, or for certain purposes related to the Trustee and the Managers businesses, or as required by law and otherwise as set out in the privacy policy. If an Investor provides personal information that is incomplete or inaccurate, the Trustee and the Investment Manager may not be able to provide the Investor with the services the Investor is seeking.

The Investors' personal information may be used to contact the Investor to discuss future investment opportunities. The Trustee and the Investment Manager may disclose personal information about an Investor to the Trustee's and Manager's related entities and affiliated organisations and service providers who assist them in operating their businesses (for instance, third party service providers). It is not likely to disclose an Investor's personal information overseas.

However, if you do not want this information to be used for this purpose, you must exercise your right to instruct us not to disclose any information concerning your personal information. You may do this by contacting the Trustee or Manager. However, we may still disclose personal information where required by law.

Consent to use of information

Investors consent to the use of their personal information by the Trustee and the Investment Manager for the purposes as outlined and acknowledge that they may disclose their personal information to other Investors and third parties such as service providers, government agencies and related parties.

Meaning of personal information

"Personal Information" has the same meaning as that ascribed to it in the Privacy Act 1988 (Cth) as amended.

Privacy policy The privacy policy (available on our website or on request) sets out how an Investor can access and ask for correction of personal information, how an Investor can complain about privacy related matters and how the Trustee and the Investment Manager will respond to complaints.

FINEXIA

Apply www.finexia.com.au/stayco

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