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Flourish Apartments

Melbourne, Victoria

Private Lender Project Overview
Residential Apartments

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Executive Summary

Dear Private Lender,

On behalf of GPG No. 2 Pty Ltd (ACN 635 477 360) ATF GPG No. 2 Unit Trust, Griffin Projects Group are pleased to present to you this private funding opportunity into another exciting Griffin property syndication project.

The project is a medium to long term funding opportunity, with the key objective being to develop the land lot located at 437 Camberwell Road, Camberwell Victoria 3124, into a proposed residential development featuring 11 two and three bedroom apartments.

The following document outlines some key information to aid you in making your decision. GPG No. 2 Pty Ltd is seeking to raise \$11,400,000 plus GST in capital in a project specific Australian proprietary company. This is comprised of \$7,500,000 from banks or institutional lenders, \$1,500,000 plus GST from individual Private & Premier Lenders, \$2,000,000 plus GST from Shareholder Equity into GPG No. 2 Pty Ltd.

On behalf of the Camberwell Project, we look forward to welcoming your interest as a participant in the project and sharing in an outstanding opportunity for an above average return.

Yours Faithfully,



Greg Devine - On behalf of GPG No. 2 Pty Ltd
Director
Griffin Projects Group



Important Information

This document is not a prospectus, product disclosure statement or other disclosure document as each of those terms are defined in the Corporations Act 2001 (Cth) and has NOT been lodged with the Australian Securities & Investments Commission. This document has been prepared by Griffin Projects Group (ABN 39 151 840 041) ("The Manager") and does not constitute an offer, invitation, recommendation or contract to enter into any type of financial transaction to subscribe for any type of financial product (including any security) or acquire any interest generally in entities comprising the Griffin Projects Group, and is intended as a guide.

The information contained in this document does not constitute financial product advice and does not take into account the particular objectives, financial situation or needs of any recipient of this document ("Recipient").

This document does not purport to contain all the information a Recipient may require to evaluate any of the entities comprising the Manager or all the factors that would be relevant to a Recipient considering entering into a transaction with the entities comprising the Manager and is not intended to form the basis of any decision by a Recipient.

The entities comprising the Manager have compiled the financial and other information in good faith. No formal due diligence or verification has been undertaken in connection with the preparation of this document and the information contained in this document has not been subject to independent audit or review.

Except to the extent required by law, neither the entities comprising the Manager nor their directors, officers, employees, advisors and shareholders make any representation or warranty, whether expressed or implied, in relation to the veracity of the information contained in this document nor do any of them take any responsibility for the accuracy or completeness of, or any omissions from, the information contained in this document, any opinions or projections expressed in, or omitted from this document.

This document may contain certain projections, forward-looking statements and forecasts of future events with respect to the anticipated future performance of the entities comprising the Manager. Such projections, forward-looking statements and

forecasts of future events are based on various subjective estimates and assumptions concerning the future of the entities comprising the Manager and related circumstances and events that may not take place. They are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the entities comprising the Manager. Past performance is not necessarily a reliable indicator of future performance. There can be no assurance that such projections, forward-looking statements and forecasts of any future events will be realised. Accordingly, no representations or warranties are given by the entities that comprise the Manager and their directors, officers, employees, advisors and shareholders as to the accuracy or reasonableness of such assumptions or the projections, forward-looking statements or forecasts of future events based thereon.

This project is issued under the SMATS Consortium Australian Financial Services Licence (AFSL) Wholesale Licence No. 480476.

Confidentiality

The information provided in this document and attached to it are confidential. This document should not be distributed to any other person unless authorised in writing by the Manager.

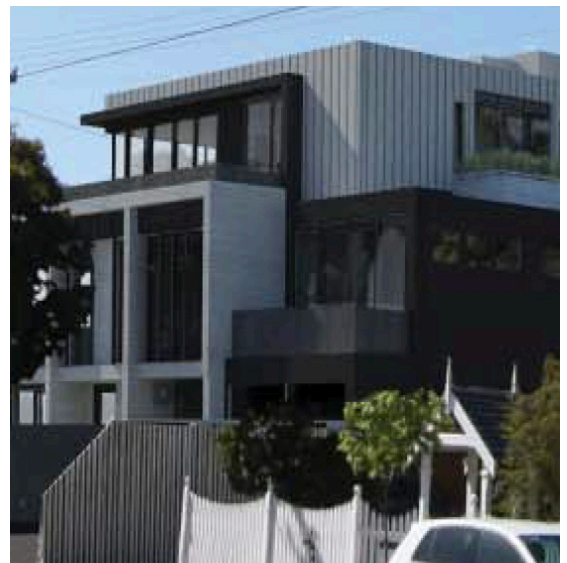
Privacy Statement

By registering your interest (completing the Equity Partner Reservation), you are required to provide personal information to the Manager. The Privacy Act 1988 (Cth) regulates the way the Manager collects, uses, disposes, keeps secure and gives people access to their personal information. The manager is committed to respecting the privacy of your personal information. The Manager collects, holds and uses personal information to process your interest and has adopted a privacy policy that demonstrates how it manages personal information. You can obtain a copy of the policy by contacting the Manager.

Anti-Money Laundering & Counter Terrorism Financing Act

As part of your reservation it will be necessary to provide certified photographic identification of your identity. Details of the requirements are outlined following the Equity Partner Reservation form at the back of this document.





1 | Key Features

The Project

The focus of the project is to develop the land lot located at 437 Camberwell Road, Camberwell Victoria. This land lot with existing home is located within a general residential zone (GRZ5) and the preparation of a design application featuring an apartment complex with a potential 11 residential apartments has been proposed.

Project Requirements

GPG No. 2 Pty Ltd is seeking to raise \$11,400,000 plus GST in capital in a project specific Australian proprietary company. This is comprised of \$7,500,000 from banks or institutional lenders, \$1,500,000 plus GST from individual Private & Premier Lenders, \$2,000,000 plus GST from Shareholder Equity into GPG No. 2 Pty Ltd. Please refer to your authorised representative or the SMATS Consortium Property Syndicate information brochure on the definition of these terms.

Lender Eligibility

Participation in the development is restricted to Lenders who qualify as Wholesale/Accredited clients within the meaning of the Corporations Act. Lenders will need to supply a signed letter from their accountant verifying their status as a "Wholesale Client" as defined by the Corporations Act.

Minimum Subscription

All applications for Private Lending in the development through an application, must be for a minimum of \$50,000.

Development Asset

The funds raised will be used to develop a proposed residential apartment complex at 437 Camberwell Road, Camberwell Victoria 3124.

Debt Financing

GPG No. 2 Pty Ltd will source debt finance to undertake the development and construction for the Project.





Project Returns

The loan interest rate is fixed for both Private (10% p.a.) and Premier Lenders (14%p.a.) and is protected by a group registered 2nd mortgage which holds greater legal strength than a guarantee.

Lending Risks

There are a number of factors that may lead to returns not being achieved, such as, but not limited to, the risks associated with lending to the development as outlined in section 7.

There is no guarantee the forecast return or any return will be achieved or maintained during the development of the Property. The lender however does have a loan secured over the land via a loan agreement and security trust deed.

Lenders should fully consider the risks associated with participating in the development before submitting an application.

Developer and Builder

Griffin Projects Group has been appointed as the Asset Development Manager. Griffin Projects Group will also provide consultation services including Project Management, Sales, and Marketing. A quality independent builder will be appointed as soon as development approval is received. Please note that Griffin Projects Group and SMATS Consortium will receive a fee for project management and licensing.

Term of the Development

Estimated to be approximately 30 months from the release of this Private Lender Project Overview. As capital is required at different stages of the project, the term of any loan will be defined by the individual Loan Agreement.

Loan Interest & Principal Repayments

Interest is accrued and paid with loan principal at the loan maturity date as defined by the individual loan agreement.

2 | The Offer

General Information

This development, located at 437 Camberwell Road, Camberwell Victoria is expected to produce an 3-storey apartment complex with a mix of 7 x two bedroom/two bathroom apartments and 4 x three bedroom/two bathroom apartments. This configuration may be adjusted due to market conditions, council requirements and at the discretion of the Investment Committee.

Situated in a prime location directly opposite to Camberwell Sportsground, the subject site has both front and rear street frontages in the famous Melbourne suburb of Camberwell.

The Camberwell Apartments project is expected to be completed within a 30 month time frame from the generation of this document. This project is open to Equity, Private & Premier Lenders. Please refer to your authorised representative or the SMATS Consortium Property Syndicate information brochure on the definition of these terms.



3 | The Project

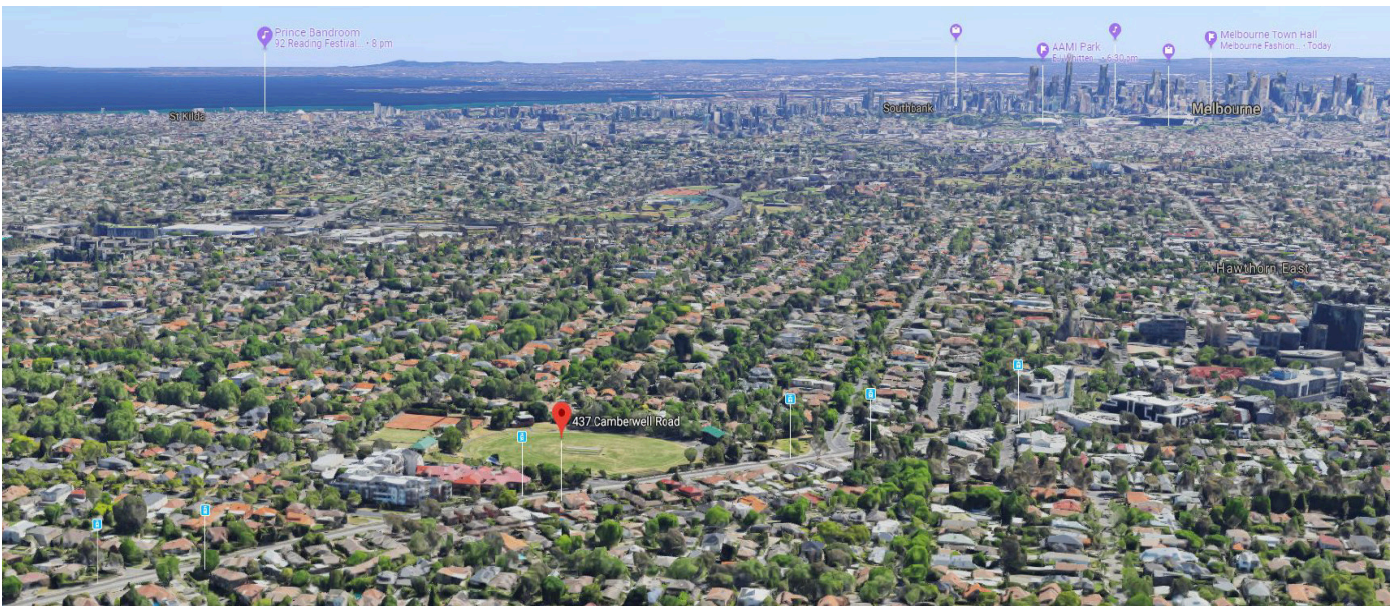
Project Information

The focus of the Camberwell Apartments project is to develop the 780sqm (approx) vacant land lot. Following local planning regulations, we can confirm the site can yield up to 11 apartments, thereby maximising the residential accommodation, views and subsequently the return to equity partners.

As the design is formalised during the development application, the features of the building will be finalised. The current proposed configuration will take advantage of the unique location.

- Below Ground: Entrance and generous parking facilities.
- Ground: Four apartments
- Level 1: Five apartments
- Level 2: Two penthouse apartments

* Please note that this configuration may be adjusted due to market conditions and at the discretion of the Investment Committee.



Development Location

Located approximately 7.5km east of the Melbourne CBD is the highly sought-after, leafy residential suburb of Camberwell, an affluent suburb with a median house price just under \$2,000,000. Synonymous for its high-quality living standards, coveted schooling facilities and prominent retail precinct, Camberwell is home to a range of cafés, restaurants and national retailers.

Camberwell is supported by excellent access to the Melbourne CBD and nearby suburbs with Camberwell Train Station and multiple tram routes providing regular services ensuring commuters are easily linked with the CBD and surrounding suburbs. This is advantageous to parents who send their children to nearby schools such as Camberwell Primary School, Basilica of Our Lady of Victories, Camberwell Girls Grammar and Scotch College.

Burke Road is the popular divide between Hawthorn East and Camberwell and home to some of the biggest names in retail including Kookai, Witchery, Mecca, Kathmandu and Grill'd. To the east and west of Burke Road you will find ample customer amenity, including free car parking (1,000+ spaces) and two major shopping centres anchored by national powerhouse retailers Aldi, Woolworths, Dan Murphy's, Target and Officeworks.

Every weekend for the past 43 years 'The Rotary Camberwell Sunday Market' encompasses more than 380 stalls with a vast array of offerings including handmade goods, vintage fashion, books, records and antiques to the 250,000 people who descend upon the market annually.



4 | The Project Team

Griffin Projects Group - Asset Management Consultants

Through their passion for property, Griffin Projects Group thrives on introducing, managing and integrating property projects to improve living standards and establish positive change within local communities. As an Australian-owned boutique provider of project management, capital development and promotional services within the Australian property market, they believe in the value of relationships and absolute commitment to integrity and professionalism across all their projects.

Griffin Projects Group stands at the forefront of the property industry due to their diverse range of services and expertise. Their team of dedicated professionals can integrate into each stage of a project, providing unrivalled value to their clients, partners and private lenders. When it comes to quality, integrity and reliability, they are recognised as one of Australia's premier specialists across the property and equity industries.

With the backing and solid foundation of our elite partners, private lenders and self-managed super funds, as well as support within the banking sector, Griffin's clients benefit from our wide network of professionals who know what it takes to negotiate, conceptualise, design and implement projects which bring value and quality to the Australian property market.



Greg Devine
Managing Director



Brett Garrett
Project Manager



Brooke Devine
Operations Manager



Cameron Higid
Business Development



Michael Devine
Business Development



Cathy Rademeyer
Support



Leanne Shadbolt
Accounts



Brooke Court
Project Designer



Christian Woodall
Client Services



Dwight Stuchbery
Project Manager



Stephen Smith
Licensing



Chonghui Ni
Director (China)

5 | The Structure

Structure

The project development is structured within a Special Purpose Australian Proprietary Limited Debt Company with a Director, underpinned by a Property Unit Trust. The Property Unit Trust holds the land title. This project is issued under the SMATS Consortium AFSL Wholesale Licence No. 480476.

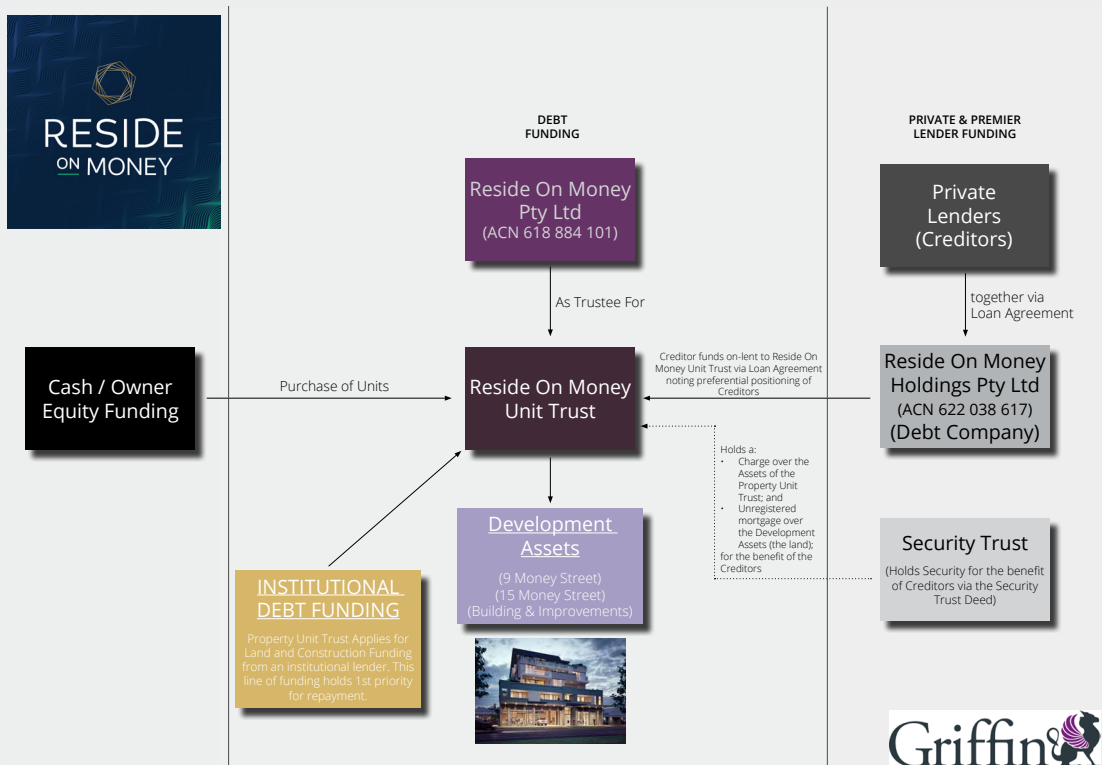
Private Lenders place funds within a legal loan structure to the Special Purpose Debt Company, with the Loan Agreement outlining the terms and conditions of the transaction. The Special Purpose Debt Company on-lends the funds to the Property Unit Trust via a secured lending facility, for the purposes of completing the development.

Upon completion of the project, the Property Unit Trust distributes loan funds, back to the Special Purpose Debt Company, who repays the Private Debt Lenders.

Funding and Debt

The project will be funded through raising equity, via the above structure, and by taking a debt facility for the construction, to be obtained via institutional lenders. The institutional lender will be granted first ranking registered mortgage over the property held within the Property Unit Trust.

Example of Funding Structure



6 | Feasibility

Itemised Profit & Loss (Inclusive of GST) – Margin Scheme

Amounts are in \$'s

Income:		
Development Sales		
Apartment 1 2 x 2	1,039,000	
Apartment 2 2 x 2	1,159,000	
Apartment 3 2 x 2	989,000	
Apartment 4 3 x 2	1,849,000	
Apartment 5 2 x 2	999,000	
Apartment 6 2 x 2	999,000	
Apartment 7 2 x 2	949,000	
Apartment 8 2 x 2	999,000	
Apartment 9 3 x 2	1,819,000	
Apartment 10 3 x 2	1,600,000	
Apartment 11 3 x 2	1,900,000	14,301,000
Rent Income		0
Lending Interest		0
Other Income		0
Less: GST Collected in Income		-986,455
		<u>13,314,545</u>
Less Development Costs:		
Land Purchase Price		3,450,000
Stamp Duty on Transfer		189,750
Stamp Duty on First Mortgage		0
Finance Establishment Fee		200,040
Line Fee (1st Debt)		253,333
Conveyancing Fees (Purchase)		4,400
Consultant Items		
Detailed Design & Engineering	322,606	322,606
Construction Items		
Demolition	35,000	
Development Approval Condition...	40,000	
Preliminaries	275,000	
Living Areas	3,851,250	
Balconies	162,750	
Common Areas	519,000	
Undercroft	1,346,625	
Landscaping	82,500	
Lifts	140,000	6,452,125
Leasing Fees		0
Rates and Taxes Items		
Council Rates	14,780	
Water & Sewer	5,741	
Land Tax	37,623	58,145
Selling Fees		357,525
Conveyancing Fees (Sale)		8,250
Other Costs Items		
Legal Fees	20,000	
Quantity Surveyor	15,000	
Valuations	10,000	
Marketing Fees	88,000	133,000
Contingency Amount		322,606
Less: GST Input Tax Credits		-690,956
		<u>11,060,824</u>
Margin Before Interest		2,253,721
Less Borrowing Interest		289,991
		<u>1,963,730</u>
Profit Margin		1,963,730
Total Development Cost		11,350,815
Internal Rate of Return		17.73%
Margin on Development Cost		17.30%
GST Collected in Income		986,455
GST Input Tax Credits		690,956
Equity Amount:	3,500,000	(31.84% IRR on Equity)
Margin on Equity:	1,963,730	(56.11% MoE)
Peak Level of Debt:	7,490,106	(Occurs on November 2022)

7 | Key Risks

By their very nature all projects involve some level of risk. Before deciding whether to subscribe, a potential participant should consider the following risks, which may affect the return you expect to generate from your participation. If you are in doubt as to the course you should follow, you should seek advice from a professional adviser. We also recommend that you consult a tax adviser to fully consider the relevant taxation implications.

Some of these factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of the Company and cannot be mitigated. Some of the risks associated with participating are set out below.

Market Risk

There is a risk that the property market drops or weakens. This could mean that the rate of pre-sales is slow or we may not achieve the prices we expect, based on our market research and professional valuations. This could mean the loss of some or all of your money.

Borrowing Risk

The developer may look to seek funding from a bank or senior lender in addition to this capital raising if there is a shortfall in funds. It is possible the lending environment for development finance could be restrictive, meaning the money to construct the development may not be immediately available. This could mean the loss of some or all of your money.

This risk will be managed by not starting the subdivision until we have sourced the appropriate amount of financing. Should there be a delay, it could be possible to repay your loan by way of a further capital raising round, in which you would have an option to participate.

Capital Risk

Your participation by way of loan will pay you a preferential return, paid at the completion of the loan term. If sufficient pre-sales are not available at the end of the project, and not enough funding can be arranged via financing the remaining land lots, there is a risk and it is possible that not enough money will be returned from sales to repay lenders in full. You could lose some or all of your money.

Force Majeure

Force Majeure events, economic and political instability, which are events outside the control of the Licensee or Company may occur and adversely affect the returns to participants.

Terrorism

Terrorist activity may affect the local economy.

Tax and Finance

Taxes, including GST, and changes to finance lending conditions may reduce the saleability of the end product in a way not envisaged in the profit forecast assumptions and this may ultimately reduce returns to participants.

Australian tax laws are constantly changing and taxation reform proposals may affect participants. If applicants are uncertain about the taxation effects of their participation they should seek their own taxation advice.

Legal

Changes in State or Federal legislation may affect the return to participants. There may be a risk arising in relation to an adverse change in government policies or legislation in respect of land development.

Project Specific Risk

Development Approval

Development Approval is a legal document that provides permission for specified use or development to occur on a particular piece of land. It is obtained by submitting a development application by following a set of pre-determined design guidelines and policies. Whilst some projects may be purchased with an approved development application, Development Approval may be a requirement and this should be taken in to consideration.

Delays

There may be delays in obtaining planning and development approvals from all relevant authorities or development approvals may not be granted at all. Any delay in obtaining relevant development approvals or in making sales will have a negative impact on returns which might otherwise be achieved.

The Project period may exceed the anticipated time resulting in the lots being uneconomic to develop or less profitable to develop, resulting in lower returns.

Cost Overruns

There is a risk that the civil works contract sum may vary from the estimate in the financial projections due to escalation, design development changes or issues, industrial relations issues or latent site conditions.

There is also a risk that, for whatever reason, the contractor appointed is not able to deliver the project on time or on budget or that there are cost overruns. The development team has extensive experience in negotiating and managing construction contracts similar to the contract required for this development.

Liquidity

There will be no established secondary market for the sale of shares during the expected term of your loan.

Private Lending Application Form

Camberwell Apartments Project

GPG No. 2 Pty Ltd (ACN 635 477 360) ATF GPG No. 2 Unit Trust

Email to: michael@griffin-group.com.au

Wish to register my/our interest in The Camberwell Project, as described in this document. Full Payment is due within 14 days of signing this Application Form. The provision of the final loan documentation will be provided to you within 14 days.

Name of Private Lender (Full Name(s) / Company Name (ABN/ACN) or SMSF:

Mailing Address:

Contact Details

Applicant 1

Surname

First Name (s)

Preferred Name

Phone

Email Address

Applicant 2

Surname

First Name (s)

Preferred Name

Phone

Email Address

Lending Terms

Loan Amount

% Return per annum

Term of Loan

Applicant 1 Signature:

Dated:

Applicant 2 Signature:

Dated:

Dividends & Payments

Please provide your bank account details for dividends and capital repayments:

Account Name

BSB / Sort Code

Bank

Account Number

Accountant's Certificate

Please arrange for your accountant to complete if you are applying as a wholesale client.

CERTIFICATE BY A QUALIFIED ACCOUNTANT

For purposes of Chapter 7 of the Corporations Act 2001.

Return the Accountant's Certificate to:

Email: accounts@griffin-group.com.au
Mail: PO Box 969, West Perth WA 6872

Name of Private Lender (Full Name(s) / Company Name (ABN/ACN) or SMSF:

Mailing Address:

I certify that the person or entity whose details are set out above:

- Has net assets of at least \$2.5 million; or
- Has gross income for each of the last 2 financial years of at least \$250,000.

ACCOUNTANT DECLARATION

- I comply with this body's continuing professional education requirements; and
- I am a Qualified Accountant as defined in section 88B of the Corporations Act.

Professional Body Membership / Designation:

Full Name of Qualified Accountant

Signature:

Date:

ACCOUNTANT CONTACT DETAILS

Organisation:

Address:

Telephone:

Email:

Accountant's Certificate

Identity Verification Form

The Camberwell Apartments Project

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF Act) require additional identification information from Applicants. This is to be provided by an Applicant or an Applicant's adviser.

Please note that processing your application may be delayed where you, or your adviser, do not provide adequate identification documents.

Applicant's name: (please note that there is to be one form for each person/entity)

Date:

Applicant 1 Signature:

Applicant 2 Signature:

Please provide us with requested identification information with your completed Application Form.

Individual

Please complete full name, date of birth and residential address on Application Form and provide:

A current original or certified copy of one of the verification documents from A or two verification documents from B as directed:

A

- an Australian driver's license containing a photograph of the person.
- an Australian passport.
- an identification card issued by a state or territory that contains the date of birth and a photograph of the card holder.
- a foreign government, United Nations or United Nations agency issued passport or similar travel document containing a photograph and signature of the person. Where the document is not in English, it must be accompanied by an English translation prepared by an accredited translator.

B

- an Australian birth certificate
- an Australian citizenship certificate
- a pension card or health card issued by Centrelink
- a foreign driver's license that contains a photograph of the person. Where the document is not in English, it must be accompanied by an English translation prepared by an accredited translator
- a citizenship certificate issued by a foreign government. Where the document is not in English, it must be accompanied by an English translation prepared by an accredited translator
- a birth certificate issued by a foreign government, United Nations or United Nations agency. Where the document is not in English, it must be accompanied by an English translation prepared by an accredited translator

PLUS the following:

An original notice that contains the name and residential address of the person and is:

- issued by the Commonwealth or a state or territory within the preceding 12 months that records the provision of financial benefits
- issued by the Australian Taxation Office within the preceding 12 months and records a debt payable to or by the person by or to the Commonwealth
- issued by a local government body or utilities provider within the preceding 3 months that records the provision of services to that address or to that person.

Individual acting in the capacity of a Sole Trader

Please complete full name, date of birth, residential address, full business name (if any) and principal place of business (if any) on the Application Form and provide:

- current or certified copy of a business name search verification documents required for an individual (listed above).

Partnership

Please complete full name, date of birth and residential address on Application Form and provide:

A current certified copy of one of the following:

- a current partnership agreement
- minutes of a partnership meeting.

Either copy must include:

- The full name of the partnership.
- The full business name (if any) of the partnership, as registered under any state or territory business name legislation.
- The country in which the partnership was established.
- The full name and residential address of each partner.

AND:

- Verification documents required for an individual for at least one partner (listed above).

Company

Please complete full company name, ACN and registered office on the Application Form and provide:

A current or certified copy of a search of ASIC databases or the appropriate foreign registration body for foreign companies showing:

- The full name of the company.
- The ACN.
- The registered office address.
- The principal place of business.
- The names of each director (only if a proprietary company).
- The names and address of each director (only provide if a proprietary company that is not licensed and is not subject to regulation).

Trustee

1. For all trusts (including self-managed super funds / wrap trusts/master trusts/IDPS) please provide the original trust deed or a certified copy or certified extract of the trust deed confirming:

- full name of trust
- type of trust
- country where trust was established
- name of each beneficiary or class beneficiary. If the trust is a unit trust you will need to provide a certified extract of the trust register to confirm the name of each beneficiary.

If the trustee is an individual, please also provide documentation

required for individuals. If the trustee is a company, please also provide documentation required for companies.

2. For a registered managed scheme or government superannuation fund:
 - ASIC search confirming the registration of the managed investment scheme.
 - Name of each beneficiary or class of beneficiary. If the trust is a unit trust you will need to provide a certified extract of the trust register to confirm the name of each beneficiary.

Certifying a Copy of an Original Document

People who can certify documents or extracts are:

- A lawyer, being a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described).
- A judge of a court.
- A magistrate.
- A chief executive officer of a Commonwealth court.
- A registrar or deputy registrar of a court.
- A Justice of the Peace.
- A notary public (for the purposes of the Statutory Declaration Regulations 1993).
- A police officer.
- An agent of the Australian Postal Corporation who is in charge of an office supplying postal services the public.
- A permanent employee of the Australian Postal Corporation with two or more years of continuous service who is employed in an office supplying postal services to the public.
- An Australian consular officer or an Australian diplomatic officer (within the meaning of the Consular Fees Act 1955).
- An officer with two or more continuous years of service with one or more financial institutions (for the purposes of the Statutory Declaration Regulations 1993).
- A finance company officer with two or more continuous years of service with one or more financial companies (for the purposes of the Statutory Declaration Regulations 1993).
- An officer with, or authorised representative of, a holder of an Australian financial services license, having two or more continuous years of service with one or more licensees.

Additional Documents that make up part of the overall investment decision may include:

- Private Lender Project Overview (this document)
- Project Plans
- Project Team & Project Manager Overview
- Information on professional partners including appointed Builder, Architect, Town Planner and Engineers
- Private Lender Loan Agreement
- Security Trust Deed
- SMATS Consortium Property Syndication information brochure
- Project Updates/Newsletters (to date)
- Option to Purchase End Product (at discount to market)



Griffin Guardian Pty Ltd

(ACN 151 838 069)

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Disclaimer

This Private Lender Project Overview is not a Prospectus or a Product Disclosure Statement and has not been lodged with the Australian Securities and Investments Commission. As such, Before making a decision, you are advised to consult and rely upon the advice of your own independent legal, financial and taxation advisers to determine whether this opportunity is suitable for you.