

TiP Wealth

AUG 2023



Information Memorandum

TiP Wealth Future Property Fund

Trustee TiP Trustees Limited ACN 094 107 034 AFSL: 246621

Manager Coliving Future Property Fund Pty Ltd ACN 655 931 105

August 17, 2023 4:50 pm



Contents

Important information 4

Summary 6

About the fund 8

Investment strategy and process 14

Team and people 18

Risks 19

Fees and costs 24

Investment, contributions and redemptions 26

Additional information 29

Glossary 33

Application[s]. 34

1. Important information

The TIP Wealth Future Property Fund (the Fund) is a wholesale unregistered managed investment scheme. The Fund operates as a unit trust with TIP Trustees Limited ACN 094 107 034 as trustee (the Trustee) and Coliving Future Property Fund Pty Ltd ACN 655 931 105 as the investment manager (the Manager). The Trustee holds AFS Licence no. 246621. The Trustee has appointed the Manager as an Authorised Representative [authorised representative number 1301298] of the Trustee.

This Information Memorandum dated 17 August 2023 (the IM) is issued by the Trustee in relation to the offer of units (Units) in the Fund. The Fund is a managed investment scheme which is not registered with the Australia Securities and Investment Commission (ASIC). This IM has not been, and is not required to be, lodged with ASIC or any other Australian regulatory body.

Wholesale investors only

This offer to subscribe for units in the Fund is only made to wholesale clients (as defined under the Corporations Act 2001, Section 761G) in Australia. In addition this Information Memorandum may be distributed in New Zealand to NZ Eligible Investors as that term is defined under the Financial Markets Conduct Act 2013 [NZ] (FMCA). This Information Memorandum is not a product disclosure statement for the purposes of the FMCA and does not contain all the information typically included in such offering documentation. This offer to subscribe for units in the Fund does not constitute a "regulated offer" for the purposes of the FMCA and, accordingly, there is neither a product disclosure statement nor a register entry in respect of the offer.

No third party representations

No person has been authorised to make representations or give any information with respect to the Fund, except for the information contained in this IM. Any information or representations in connection with the Fund which is not in this IM must not be relied upon and has not been authorised by the Trustee or the Manager. Neither the Trustee or Manager are responsible for any advice or information given, or not given to you by any person distributing this IM, and to the maximum extent permitted by law, the Trustee and Manager disclaim responsibility and liability for any loss or damage arising from you relying on any information or representation that is not in this IM when investing.

Performance not guaranteed

Neither the Trustee or Manager guarantee the performance of the Fund or any rate of return from an investment in the Fund, or any taxation outcome in respect of an investment in the Fund. Investors should ensure that they understand the risks and where necessary seek independent professional advice before investing in this product.

Investment subject to risks

Investment in the Units offered under this IM are subject to investment risks, including potential loss of income and capital invested. Potential investors should consider the risks described in this IM. "Section 6 - Risks of Investing in the Fund" should be read to become fully aware of these risks, before deciding to make an investment. Potential investors should consult their financial, tax and other professional advisers before making an investment in the Fund.

Confidentiality

This IM is intended solely for the use of the person to whom it has been delivered for the purpose of evaluation of a possible investment by the recipient, and/or their customers in the units described in it. The information contained in this IM is provided on a confidential basis and is not to be reproduced or distributed to any other persons (other than professional advisers of the prospective investor receiving this Information Memorandum).

Foreign jurisdictions

This offer is available to investors in Australia and New Zealand only. This IM does not constitute an offer in any other jurisdiction and the distribution of this IM in other jurisdictions may be restricted by law. If you come into possession of this IM in another jurisdiction, you should seek your own advice, and observe such restrictions of the laws of that jurisdiction. We will take your return of a duly completed Application Form to constitute a representation and warranty by you that there has been no breach.

Not investment advice

Information contained in this IM is general information only and does not take into account your individual objectives, financial situation or needs. This IM has not been, and is not required to be, lodged with the Australian Securities and Investments Commission under the Corporations Act 2001. The Fund is not required to be and is not registered as a managed investment scheme under the Corporations Act 2001. Accordingly, an invitation to subscribe for units in the Fund will be an offer that does not need disclosure for the purposes of the Corporations Act 2001 [Cth].

No cooling off rights

There is no cooling off period or cooling off rights in relation to an investment in the Fund as cooling off rights which are provided under Corporations Act 2001 [Cth] are not available to wholesale clients. Investments in this Fund are subject to risk and market fluctuations. Investors should ensure that they understand the risks and where necessary seek independent professional advice before investing in this product. Investors should be aware that the risks may result in possible loss of income and principal and may involve delays with repayment.

Accuracy and completeness

Neither the Fund, nor the Trustee warrant or represent the origin, validity, accuracy, completeness or reliability of the information contained in this IM (or any accompanying or subsequent information), nor do they accept any responsibility for errors or omissions in this IM (or any accompanying or subsequent information). This IM should not be relied upon as a recommendation or forecast. Past performance is not a reliable indicator of future performance.

Limitation of liability

To the maximum extent permitted by law, the Fund and the Trustee and the Manager disclaim and exclude all liability for all losses, claims, damages, costs and expenses of any nature arising out of or in connection with this IM.

Directory

Trustee

TIP Trustees Limited
ACN 094 107 034
G02 / 23 Ryde Road
Pymble, NSW 2073
Telephone: (02) 9955 9540
Website: www.TIPgroup.com.au
Email: Applications@TIPgroup.com.au

Manager

Coliving Future Property Fund Pty Ltd
ACN 655 931 105
G02 / 23 Ryde Road
Pymble, NSW 2073
Telephone: (02) 9955 9540
Website: www.TIPgroup.com.au
Email: Funds@TIPgroup.com.au

Administrator

Team Invest Private Financial Services Pty Ltd
ACN 155 187 634
G02 / 23 Ryde Road
Pymble, NSW 2073
Telephone: (02) 9955 9540
Website: www.TIPgroup.com.au
Email: Funds@TIPgroup.com.au

Registrar

Team Invest Private Financial Services Pty Ltd
ACN 155 187 634
G02 / 23 Ryde Road
Pymble, NSW 2073
Telephone: (02) 9955 9540
Website: www.TIPgroup.com.au
Email: Funds@TIPgroup.com.au

2. Summary

The following is a summary of the Offer and is not intended to be exhaustive. Refer to the relevant section of the IM for detailed information. You should read the IM in its entirety.

Overview	
Fund	TIP Wealth Future Property Fund
Trustee	TIP Trustees Limited ACN 094 107 034
Manager	Coliving Future Property Fund Pty Ltd ACN 655 931 105
Fund structure	The Fund is a wholesale unregistered managed investment scheme, which was established by a Trust Deed dated 27 May 2022
Target Performance	Blended net return of 8% per annum over Full economic cycle
Minimum investment amounts	Minimum \$100,000 Must maintain minimum \$100,000 balance in fund at all times Additional contribution minimum \$100,000
Term	Four (4) year minimum investment term.
Distributions	Distributions will be paid at the end of each half-yearly reporting period for the fiscal calendar, being 30 June and 31 December. Investors should not expect a distribution for at least the first four (4) years of the Fund's life.
Redemptions	Not possible for first 4 years, thereafter 90 days notice, subject to rules set out in Section 9
Tax	Please obtain your own independent tax advice before investing in the Fund.
New investment	Accepted and available daily to the nominated Application. Account, processed monthly with units issued at the last (previous) monthly unit price
Trustee fee	0.25% per annum
Management fee	1.1% (plus GST) per annum
Performance fee	20% (plus GST) of any fund returns over a 5% per annum hurdle rate
Noble purpose	Delivering sustainable housing and working spaces to benefit investors and the community.



3. About the fund

Noble purpose:

Delivering sustainable housing and working spaces for the benefit of investors and the community.

Mission:

Investing in the development and renovation of Australian property to provide outstanding investor returns whilst providing sustainable tech-enabled solutions for work, home and play.

The TIP Wealth Future Property Fund is a wholesale unregistered managed investment scheme. The Fund is structured as a unit trust with TIP Trustees Limited as the Trustee and Coliving Future Property Fund Pty Ltd as the Manager.



Future property strategies - Coliving

What is coliving?

Coliving is a shared housing model, accomodating three [3] or more unrelated people.

Why coliving?

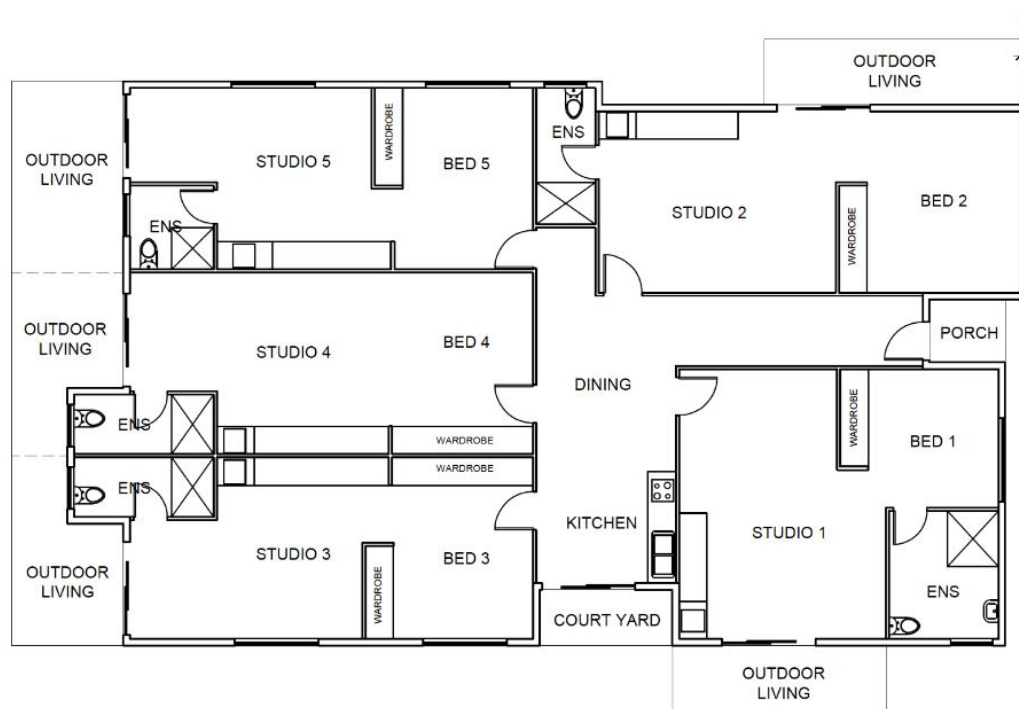
Coliving housing delivers a higher yield than traditional residential property while allowing in-demand areas to accommodate a higher population. Coliving sidesteps the challenges of traditional development. This program allows for the reuse of historic, heritage properties and reduces the demand for higher rise developments that are often opposed by neighbours.

Market trends are driving demand for such developments, these include;

- Housing affordability decreasing in high demand areas;
- A high proportion of single person dwellings;
- Increasing opposition to increased density limits and rezoning;
- Property tenure and national demographic changes across demands; and
- Development and building cost escalation (including supply chain and finance challenges).

The shared sentiments, interests and values across the end users and residents remain a driving force in the delivery of coliving properties and the successful ongoing management for these properties.

Example dwelling plan – conversion of an existing home.



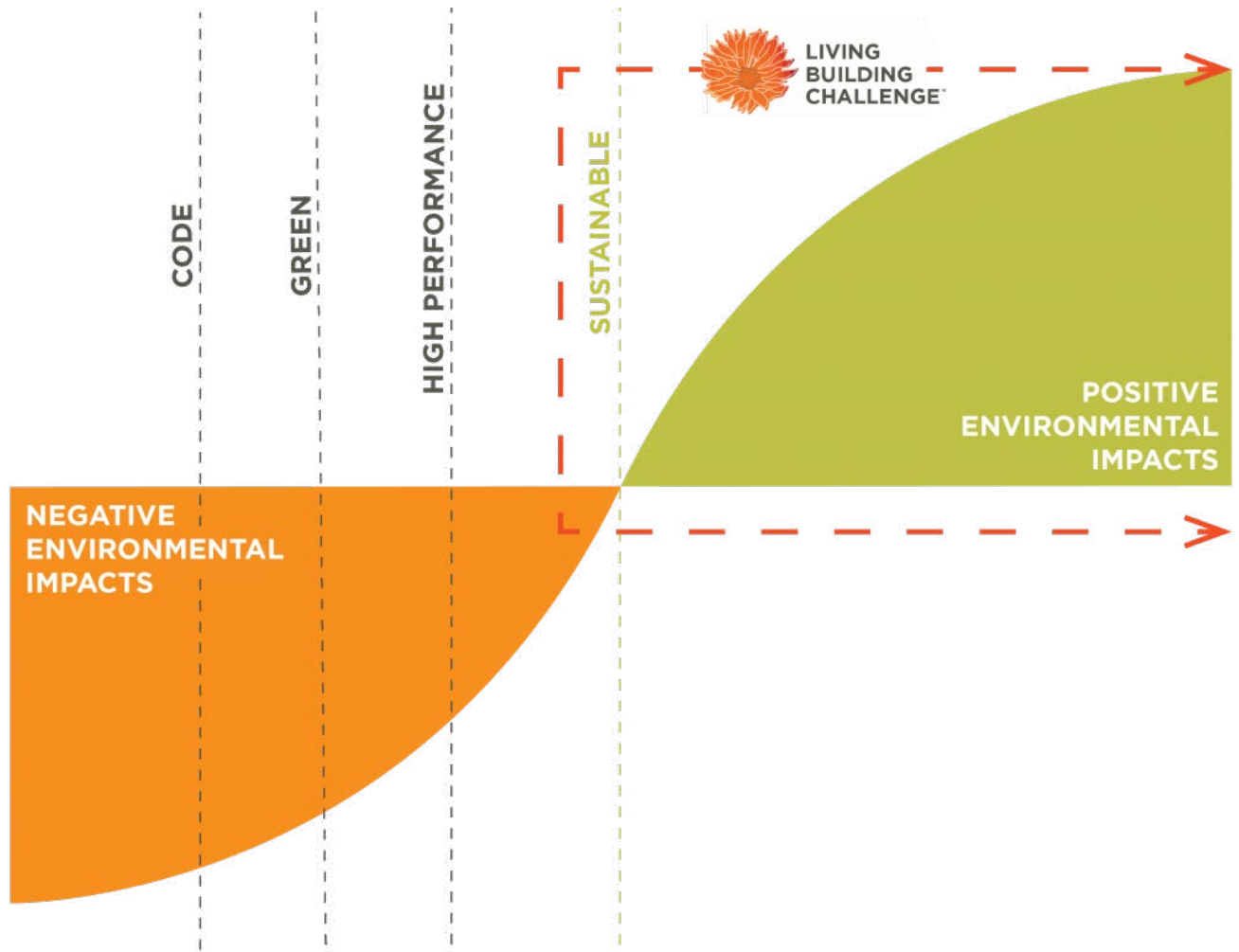
Future property strategies - Living building challenge

What are living buildings?

Regenerative buildings that connect occupants to light, air, food, nature, and community. Self-sufficient and remain within the resource limits of their site. Create a positive impact on the human and natural systems that interact with them.

Why living buildings?

The Living Building Challenge is a philosophy, certification, and advocacy tool for projects to move beyond merely being less bad to become truly regenerative.



Structure and applicability

The living building challenge consists of seven performance categories, or “petals”: place, water, energy, health + happiness, materials, equity and beauty. Each petal is subdivided into imperatives, for a total of twenty Imperatives in the challenge. The imperatives can be applied to almost every conceivable building project, of any scale and any location—be it a new building or an existing structure.

Source: International Living Future Institute - <https://living-future.org/>

The fund will target investments in the construction of new commercial and residential buildings that aim to be truly regenerative in nature.

Targeted investment

The Fund intends to provide equity and debt funding to coliving, sustainable and tech-enabled real property assets, which may include businesses such as management firms, coliving ecosystem operators, innovation and technology firms, and other service providers.

The key investment criteria for the fund are:

- Alignment with the Fund's Noble Purpose
- Providing an appropriate return for their level of risk to investors; and
- Ensuring an improvement in the quality and sustainability of real property for the benefit of users and the broader Australian society.



4. Investment strategy and process

The Fund provides investors access to a portfolio of real property assets for capital growth and yield.

The Fund's investment process requires potential investments to pass through a series of hurdles based on the Teaminvest analysis and due diligence methodology (the **Methodology**). All Teaminvest entities use the Methodology, an investing decision process that utilises a collaborative approach to analyse the commercial features of a potential investment, along with the capability and character of the management who will be running it.

The Methodology aims to go beyond a simple risk/reward analysis to understand how and why an investment makes money and to identify risks that could endanger future revenues, yields and profit. The Methodology has a proven history of generating strong and stable returns in listed and private equity, and has now been amended for use in the property sector.

4.1. Wisdom and networks

All entities that use the Methodology are encouraged to collaborate to deliver results for investors.

Since its development in 2007, users of the Methodology have grown to include:

- Teaminvest Private Group Limited (ASX:TIP), a private equity firm listed on the Australian Stock Exchange. A user of the methodology since 2012, TIP acquired the intellectual property behind the Teaminvest Methodology and now deploys it across its investment process and throughout its subsidiaries.
- Teaminvest, an investment education and investment club with over 550 members in Australia and New Zealand and the original creators of the Methodology.
- Conscious Investor Fund, an Australian wholesale listed equities fund with more than \$130 million of funds under management as at December 2021.

All users of the Methodology (the Network) are encouraged to contribute to the selection of investments (via the investment process) and their ongoing management via collaboration, management and governance.

4.2 Investment strategy

Through the Methodology and access to the Network, the Fund intends to provide investors with diversification of exposure to the future property ecosystem, including;

- Equity and debt investments in future-property-orientated property projects;
- Equity and debt investments in future-property-orientated operators;
- Equity and debt investments in future-property-orientated service providers; and
- Equity and debt investments in future-property technology firms.

While the fund asset mix is broad the Manager expects the majority (more than 75%) of the funds capital will be invested in real property development, ownership and debt secured by real property. The Fund will aim to invest such that no single asset comprises more than 25% of funds under management (FUM), however the size of the Fund, among other factors, may cause this limit to be exceeded from time to time and no guarantee can be provided that this diversification objective will be met at all times.

4. Investment strategy and process

4.3 Investment Process

A strength of the Fund is how it applies the Methodology adapted for the coliving ecosystem. This involves utilising the key steps of the Methodology, with modifications to include additional proprietary research and due diligence specifically related to real estate and property investment.

The Methodology seeks quality stable investment opportunities by identifying and weighing their risks, assessing the strength of their competitive advantages, and determining if the board and senior management act honestly and responsibly. It provides critical benchmarks for each investment by ranking and scoring its advantages (**Moats**) in terms of their depth and durability and its risks in terms of their likelihood and damage. The Fund uses the Methodology and adds a sixth step tailored to coliving and real estate investing [the **Fund Approach**].

The Fund Approach involves six steps. Step 5 is a proprietary addition developed by the Manager for use by the Fund:

1. Initial analysis by the Manager
2. Thorough analysis by the Investment Committee
3. The SMaRT meeting
4. Due Diligence
5. Proprietary analysis
6. Ongoing oversight post investment

Stage 1 initial analysis

The initial analysis of a potential investment is conducted by the Manager.

For an operator or service provider to pass the initial screening, the opportunity should:

- a. Demonstrate alignment with the Noble Purpose
- b. Have a minimum of four (4) years' operating history
- c. Be profitable with a net profit after tax of at least \$500,000
- d. Have revenue greater than \$2.5M per annum
- e. Show return on equity of at least 10%; and
- f. Have debt to equity of no more than 50%

For property projects to pass the initial screening, the opportunity should:

- a. Demonstrate alignment with the Noble Purpose;
- b. Provide an appropriate risk/return;
- c. Be Managed by a reputable real estate and property firm;
- d. Provide adequate security for the risk; and
- a. Comply with the Fund's credit policy and process.

4. Investment strategy and process

Stage 2 Investment Committee

The Fund's Investment Committee comprises at least five members and is charged with:

- Assessing the merits of any potential investments that pass the initial analysis;
- Assessing if management appear to be suitable partners where a service provider or operator investment is being considered;
- Assessing the credibility of real estate firms where direct property is being considered;
- Identifying company or asset specific headwinds or risks, and
- Identifying if a potential partnership and investment meets the Fund objectives.

The function and role of the Investment Committee is to provide an additional layer of scrutiny to review and assess the initial investment analysis by the Manager.

Stage 3 The SMaRT meeting

The SMaRT meeting is an opportunity for Fund investors to join the Investment Committee in a deep dive discussion about the potential investment, and where applicable meet the management team of the promotor. Invitations to attend the SMaRT meeting are forwarded in advance by the Manager. In the case of a direct property project investment, the promotor is usually a project management team, which is likely to consist of a developer, builder, architect and/or financier. In the case of an operating business or service provider the promotor is likely the management of the operating entity.

The SMaRT meeting includes a presentation about the opportunity from the promoters; a detailed Q&A session about the opportunity and a deep-dive internal round table discussion with the Investment Committee and other participating Fund investors.

During the SMaRT we aim too:

- Further develop an understanding of the strategy underlying the opportunity
- Identify and score the Moats of the opportunity
- Identify and score the Risks of the opportunity, and
- Determine whether the promotor is trustworthy and aligned with the Fund's Noble Purpose.

Stage 4 Due Diligence

The Fund due diligence process uses a two-step approach involving both commercial due diligence undertaken by the Manager, and external due diligence undertaken by third party experts.

Commercial due diligence is led by the Manager and the Investment Committee. It aims to confirm the Moats identified in the SMaRT are truly there, and that the risks have been assessed correctly. This includes confirming that no major risks have been omitted or overlooked, and that management can handle the stress of an intensive due diligence process.

Once commercial due diligence has successfully concluded, a standard legal and accounting sign off is conducted.

Stage 5 Proprietary Risk/Reward Analysis

4. Investment strategy and process

In order to further adapt the Methodology to the Fund, the Fund undertakes additional proprietary analysis which is specific to the asset class of real property.

The analysis is specific to the type of property (residential, commercial or mixed-use) and includes (but is not limited to) the following factors:

1. Title zoning and density allowances
2. Proximity to key lifestyle factors – transport, entertainment, shopping, health services
3. Growth trajectory drivers – international, inter and intra-state migration.
4. Prosperity factors – wealth and health.
5. Economic factors – income, proximity to industry and commercial employment

Stage 6 Ongoing oversight post investment

Ongoing management of an investment is equally as important as the decision to initially invest. The Fund intends to undertake ongoing oversight by regular reporting and monitoring of the risks that may impact an investments performance. Refer to “Section 6 – Risks of Investing in the Fund”. Where investment is made in property projects, each project’s performance is kept under review and assessed against forecasts and the investment thesis on an ongoing basis..

Investments are monitored against both financial metrics, such as risk and return as well as their continued alignment with the Noble Purpose.

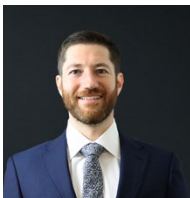
5. Team and people

The Fund brings together a leadership and executive team with funds management, direct property and investment expertise. The experience of the Manager is outlined below.



Craig Wright
CEO Future Property Fund

Spanning 20+ years, Craig holds extensive experience advising investors across financial services, property development, real estate and PropTech. He has held executive positions in national property development firms, with launch, management, and delivery responsibility on projects ranging in value from \$20M to \$550M.



Andrew Coleman
CEO/Executive Director –
Teaminvest Private
Director - TIP Wealth Future
Property Fund [ASX:TIP]

Andrew is a co-founder of Teaminvest Private and is responsible for sourcing, structuring and overseeing investments and general management. Prior to joining Teaminvest Private, Andrew worked in Sydney as an investment banker for Credit Suisse. Andrew advised and assisted clients on significant corporate deals in Australia and internationally with a specific focus on mergers and acquisitions and capital raising activity. He is also a co-author of 'Relative Performance Incentives and Price Bubbles in Experimental Asset Markets' published in the Southern Economic Journal. He holds a Bachelor of Economics with Joint First Class Honours in Economics and Finance from the University of Sydney.



Dean Robinson
CFO - Teaminvest Private
[ASX:TIP]

Dean is the CFO of the Company. He is responsible for overseeing financial strategy and operations including sourcing, structuring and overseeing investments and general management. Prior to joining TIP, Dean worked as a Director of Mergers and Acquisitions with KPMG. In this role, he led the growth and development of the Greater Western Sydney team. Dean holds a Master's in Applied Finance from Macquarie University Applied Finance Centre and a Senior Executive MBA from University of Melbourne.



Michael Baragwanath
Head of Wealth and
Investment Banking
Teaminvest Private
[ASX:TIP]

Michael has more than 16 years of experience in financial advisory, licensing and large-scale project consulting in Australia, Dubai and Hong Kong. He has previously managed insurance distribution for one of Australia's major banks and provides services in advisory, treasury, product distribution and M&A to property owners and businesses.

Michael holds an MBA with a specialisation in marketing as well as industry qualifications in Real Estate, Financial Planning and Commercial Credit.

Michael is responsible for the TIP Group's advisory, funds management, licensing and asset management operations.

6. Risks

As with all investments of this nature, there is a risk that Unit Holders could lose some or all their capital invested. It is very important to understand the risks associated with investing in the Fund. If any of the risks described on the following pages eventuate, they may impact upon the value of the Fund's assets (and Unit Prices) and the ability of the Fund to make distributions.

The risks and potential return from an investment in the Fund will be influenced by many factors, including some outside of the control of the Trustee and the Manager, such as, but not limited to, market movements, political changes, interest rates and inflation.

Whilst risks may be general or specific in nature to a specific asset class, a general rule of investing is that the higher the expected returns from an investment, the higher the expected level of risk. Every investment runs the risk that its value and/or income will fluctuate through time. To the extent that borrowings and derivatives are used by the Fund, the level of risk is magnified. When you make an investment, you are accepting the risks of that investment.

Potential investors should read this carefully and consider the following risks when determining whether to invest in Units. The summary below is not exhaustive. Investors should undertake their own enquiries and obtain appropriate advice.

The significant risks that may affect the performance or value of your investment include:

General investment risks

The value of the Fund's investments may fall or fluctuate widely, which will affect the value of Units. Changes in economic, political or market conditions of the regulatory environment may adversely impact the Fund and its investments. The Fund may invest in speculative investment with increased levels of investment risk. In addition, other factors such as interest rates may affect particular investments and consequently the value of Units may fall or the distributions from the Fund may be lower than expected or there may be no distributions. There are no assurances that the Trustee will anticipate these developments and neither the Trustee, nor any other person guarantees the performance of the Fund.

Investment strategy risk

The Trustee or Manager may in their discretion adopt the investment, trading and risk management strategies and methods that it determines are most appropriate in the circumstances. However, there can be no assurance that these strategies will be successful.

In addition, the Fund may find that it is not able to execute on its intended investment strategy due to lower than expected availability of opportunities to invest in.

Multi-class risk

While it is only intended that one class of units is issued, there could be more classes issued in the future. Such classes of units may refer to a particular asset with liabilities arising in respect of the asset being quarantined within the referable unit class. Recent case law has cast doubt some over this referability. You should be aware that the assets and liabilities referable to that specific unit class remain as the assets and liabilities of the Fund as a whole. Such assets and liabilities may therefore not be quarantined to a specific unit class.

6. Risks

Business risks

There is a chance that an investment we choose is not as successful in its business operations as we anticipated. We call this business risk.

For our underlying investments, business risk can manifest in several ways including failure to achieve the desired rate of return, loss of capital or an inability to repay a loan.

Business risks include:

- The Fund may invest in opportunities that fail to achieve the desired rate of return;
- The Fund may invest in opportunities that may lose money and thus suffer a substantial or even total loss in value;
- The Fund may invest in companies that fail to achieve the desired profitability hurdles, resulting in below expected dividends and capital growth;
- The Fund may invest in a business that suffers losses, shrinks or even collapses;
- The Fund may be unable to exit a portfolio investment at a price which reflects its value;
- The Fund may lend funds to a borrower who does not repay them, only repays a portion, or repays the principle but not all the interest; and
- The Fund may not be able to sell the underlying asset recovered from a defaulting borrower, or may sell at a price that does not recover all of the outstanding funds.

The Manager, seeks to manage business risk through its Investment Methodology and selection process, aiming to select investments with good prospects of delivering growth, earnings, and compounding returns. However, there is always a risk that despite careful investment selection, these outcomes are not achieved.

Market risks

There is a chance that an investment is made in an asset which is fundamentally sound, but the share price, exit value or market value of the debt do not properly reflect its value. The fund may be exposed to certain markets and investments that are subject to inefficiency, volatility, unpredictability, or political instability, all of which could cause loss of capital and fluctuations in Unit prices. We call this market risk.

For our underlying investments market risk can manifest itself in a number of ways including the failure of a share price to reflect the quality of the underlying investment, failure of a private business to find an acquirer at an appropriate price, or failure of a debt instrument to trade at its market value.

Market risks include:

- Share prices, property prices and values not properly reflecting the quality of the underlying investment or assets within a reasonable time;
- The Fund may not be able to find a buyer at an appropriate exit price, or even a buyer at all;
- Market volatility may prevent an investment from being realised at an appropriate time or within a reasonable timeframe;
- Interest rates may change, reducing the value of investments; and
- Foreign exchange rates relating to international assets held by the Fund, or otherwise relating to the assets, income or expenses of the fund, may move, thereby impacting potential investment gains.

6. Risks

Market risks are particularly difficult to predict as markets are often imperfect and irrational. Forces outside an investment such as market sentiment can have a dramatic impact on the share price or value of an investment, exit price of a private equity investment or market value of a debt, despite the success of the underlying business.

Structural risks

There are risks associated with the implementation of the investment process both at the Fund and the asset level. We call this structural risk. Investing through a fund, rather than directly, brings risks.

Examples of structural risk include:

- The Fund could be wound up;
- Changes to key relationships with service providers or other stakeholders;
- Disputes amongst key personnel within the Trustee or Manager;
- An external party involved with the Fund may not meet their obligations or perform as expected, for example a custodian bank, employee or a counterparty;
- Assets may be lost, not recorded properly or misappropriated;
- Insurers may not pay when expected or insurance may be inadequate; and
- Investing in the Fund may give inferior results compared to investing directly; for example, direct investment may avoid the impact of other investors coming and going, and may enable you to manage your tax situation better.

All of these structural risks can apply both to the Fund and the assets within the Fund.

Legal, regulatory and compliance risk

Regulation and taxation laws and practice that apply to the Trustee, the Fund and its investments may change (or tax laws may be interpreted by a tax authority or court in a different manner to which they have been interpreted and applied by the Trustee of the Fund), and this may adversely impact on the investment returns and nature of the investments in the Fund. The Trustee reserves the right to take steps to mitigate or prevent any adverse effects of changes to laws or their interpretation, including altering its investments or, if possible, restructuring the Fund.

Similarly, regulatory supervision of transactions and reporting may be performed at an insufficient level.

Regulatory change that could adversely affect the value of investments may include:

- Changes to regulations that affect the operation of a company that the Fund invests in;
- Changes to regulations that affect the operation of an entity that the Fund lends to;
- Changes in regulation regarding lending practices that adversely affect Fund performance;
- Changes in regulation regarding financial services that adversely affect the Fund or any of the Fund Managers; and
- Changes in regulations, including Taxes – that adversely impact the return to investors of the Fund or any of the Fund Managers.

6. Risks

Taxation risk

Changes to taxation law, interpretation or practice could adversely affect the tax treatment of an investment in the Fund and the tax treatment of the Fund's investments. Investors should obtain their own tax advice in relation to an investment in the Fund.

Operational risk

Disruptions to administrative procedures or operational controls of the Fund or any of the Fund's assets or their respective service providers may change the day-to-day operations of the Fund or the Fund's assets. Adverse impacts may arise internally through human error, technology or infrastructure changes or through external events such as regulatory changes.

Liquidity risk

Liquidity refers to the ease with which an asset can be bought or sold, without a negative impact on its value. The Fund will invest in a variety of unlisted assets which are subject to significant liquidity risk. Under certain conditions the liquidity of a particular market or asset may be restricted, thus affecting the performance of the Fund. An asset subject to liquidity risk may be more difficult to buy or sell and it may take longer for the full value to be realised. The Fund may also be forced to sell investments in stressed scenarios including to meet claims related to unit holder redemptions or to meet loan commitments on leveraged capital. Lack of liquidity or market depth can affect the valuation of the Fund's assets as it looks to realise assets at fair value. The Fund may suspend redemptions and the calculation of the unit price if sufficient Fund assets cannot be realized at an appropriate price on adequate terms, to meet withdrawal requests.

The Trust Deed of the Fund specifies circumstances where there could be a delay or even an inability to meet withdrawal requests.

Investment conflicts risk

There is the potential for a conflict of interest between the Fund and other investors in underlying investments.

The Fund is an investor in a number of underlying investments, each of which may have their own rules for determining the priority of an investor. Some of the component funds have been operating for a considerable period of time and it is possible that the Fund will rank below other investors when it comes to receiving their allocation.

The Fund has agreed to be bound by the priority and conflict of interest rules of investments made and which it invests in. Broadly these operate on a "first in, best dressed" policy, subject to certain concentration rules. As an example, Teaminvest Private allows no single investor to own more than 20% in any individual underlying investment.

These priority and conflict of interest rules have the potential to result in the Fund being unable to receive its full desired allocation, or even any allocation at all in a specific underlying investment.

Counterparty and service providers risk

The Fund is exposed to counterparty risk. This is the risk of loss caused by another party (such as the Trustee or the Manager) defaulting on its financial obligations or failing to perform its contractual obligations, whether due to insolvency, bankruptcy or other causes. Where debtors of the fund become insolvent the Fund will generally rank equally with general unsecured creditors of such parties. The failure of such counterparties could cause significant losses to the Fund and cause delays in the recovery (where possible) of the Fund's assets and the payment of redemptions.

The Trustee will, where practicable, typically seek counterparties and service providers who are reputable and have a reasonable expectation of not defaulting, although these risks cannot be eliminated.

6. Risks

Development risk

With respect to certain assets such as property developments, there are some asset specific risks relating to the development of those projects. The risks typically associated with development include:

- Price and cost overruns;
- Valuation-smoothing and market price fluctuations;
- Time delays;
- Builder, industry and counterparty disputes;
- Environmental, Regulatory and Policy otherwise unforeseen; and
- Default on credit and interest rate movements.

Yield risk

Underlying investment and assets by the Fund may be subject to yield variations across the course of the investments time and maturity. These yield variations and risks are related to:

- Lack of demand and market absorption;
- Increased Interest rates impacting on debt and asset servicing ratios;
- Property vacancy; and
- Failure, or lack of business performance and strategy through underlying assets and investments made.

Key person and management risk

Key individuals involved in the management of the Fund may change, which may affect the future performance of the Fund, and the Fund's ability to achieve its investment objectives. If these persons, or any other key personnel from the Manager resigned, or were terminated, a suitable replacement may not be achieved within a reasonable time frame, and any replacement would be subject to similar risks. Key persons in the management team may change over time and this could adversely affect the performance of the Fund.

Borrowing risk

Debt financing comes with risk, and gearing can increase the potential for capital losses, as well as gains. In the event that the Fund is unable to service any future borrowings, then distributions may be reduced or suspended, and the lender may enforce any security it has obtained in respect of the borrowings. Additionally, the terms of a debt facility will include debt covenants and income and asset value tests. Falling asset values, declining income or other unforeseen circumstances may cause covenants under a debt facility to be breached, which may result in a lender enforcing its security.

Forced asset sale risk

Once the initial four (4) year investment term has ended, investor redemptions may pose a risk to the performance of the Fund, due to the illiquid nature of the underlying assets; and if forced asset sales are needed to meet those redemptions in the event sufficient cash is not available within the Fund.

7. Fees and costs

You will be charged certain fees and costs for investing in the Fund. These fees and costs may be deducted from the capital you have invested, from the returns on your investment or from Fund assets.

The fees and costs set out below are applicable for investments in the Fund as at the date of this IM. The Trustee will provide written notice of any variation of fees or costs charged.

The Trustee may waive or defer any fees or costs for any period at its absolute discretion. Any deferral of a fee is not a waiver of the fee and does not adversely impact the Trustee's right to receive that fee in the future. Where fees or costs relate to more than one class, the Trustee will allocate the costs as it deems appropriate.

You should read all the information about the fees and costs because it is important to understand their impact on your investment.

Fees you pay

Establishment Fee

The establishment fee is \$0

In future the establishment fee may be varied, but any changes will only apply to investors applying after the date of the change.

Investment Management Fee

The investment management fee is 1.1% Per annum

The Investment Management Fee is calculated based on Net Asset Value of the Fund and is calculated monthly. You will be charged the Investment Management Fee at the conclusion of each half-yearly distribution period.

Performance Fee

The Performance Fee is 20% of any Fund Performance greater than 5% per annum Hurdle Rate

The effect of the Hurdle Rate is compounded. This means that for a performance fee to be paid, the Net Asset Value of the Fund must have increased over the distribution period and be higher than what could have been achieved had the Fund initially been invested in a 5% per annum compounding bond. If this is the case, then a performance fee of 20% of any increase in unit price is payable to the Manager. The Performance Fee is also subject to a 'high-water mark', in that it is only paid with respect to any Fund Performance for which a Performance Fee has not already been paid.

All Net Asset Values used in the Performance Fee calculation are adjusted for applications, redemptions and distributions during the relevant period.

Fund operating costs

The Manager and the Trustee are entitled to be reimbursed for properly incurred expenses in administering the Fund and certain out of pocket expenses incurred while managing and administering the Fund including third party fees, custodian fees, audit fees, fund accounting, unit registry, communication expenses with respect to investor services and the amortisation of certain upfront expenses including the legal cost of producing this IM and the Trust Deed. Such expenses are payable out of the Fund.

Investors costs

Each investor is liable for all taxes and costs in relation to that investor's entitlement to income or capital of the Fund and for unpaid amounts otherwise payable by that investor to the Fund.

Fees the fund may pay

Adviser commission fees

Where a sales agent, broker, financial adviser or any other third-party introducer referred you to the Fund, they may be entitled to a portion of the fees you pay. If you have been referred by a sales agent, broker, financial adviser or any other third-party introducer you are entitled to ask them for a breakdown of any commissions or fees they may receive as a result of your investment in the Fund.

Varying fees

The Fund may change the amount of any fees in this IM (including increasing fees up to the maximums set out in the Trust Deed), without your consent on 30 days' advance notice to you.



8. Investment, contributions and redemptions

Investment and contribution amounts

- The initial minimum investment amount is: \$100,000
- Investor minimum balance in fund to be maintained is: \$100,000
- Additional investment contributions amount is \$100,000
- Minimum Investment Term: Four years.

Determining the issue price

The Fund will calculate the issue price as follows:

(Net Asset Value plus Transaction Costs) divided by Number of Units on Issue

Where:

- Net Asset Value means the value of the investments of the Fund less any associated liabilities;
- Number of Units on Issue is the number of units on issue in the Fund immediately prior to the issuance of new units

In practice this means that the issue price will be equal to the Unit Price, plus any relevant transaction costs.

Payment options for application funds

We accept payment in the form of direct deposit or cheque.

Direct deposit

Bank name: ANZ

Account Name: Future Property Applications

BSB: 012 – 003

Account Number: 838431963

Cheque

Cheques should be crossed “not negotiable” and payable to. “TIP Trustees Limited”

Where to send your application

We accept applications via email or by post.

Email

For email, please scan your completed Application Form and follow the lodgement instructions on the Application Form. All electronic lodgements and applications should be sent to:

Email: applications@tipgroup.com.au

Post

For postal applications, be sure to complete your Application Form following the lodgement instructions on the Application Form. All postal lodgements and applications should be sent to:

Post: TIP Wealth Future Property Fund
G02, 23 Ryde Road
Pymble, NSW, 2073

8. Investment, contributions and redemptions

Investor identification

When you initially invest in the Fund you will be required to complete a number of identification processes required by Law. These include Anti-Money Laundering (AML), Wholesale Client (WC), Know Your Client (KYC) and Foreign Account Tax Compliance Act (FATCA) checks. A copy of the relevant information is contained in the application forms.

Redemptions

Investors can request to redeem Units in the Fund by completing a Redemption Request 90 days prior to the end of a distribution period. This means submitting a Redemption Request prior to 30 March for redemption at the end of the six (6) months to 30 June, or 31 October for redemption at the end of the six (6) months to 31 December.

Under the Trust Deed, the Trustee has complete discretion in determining whether to permit a redemption request, and it does not intend to permit any redemptions from the Fund within the first four years of inception (the Lock-up Period). Following the Lock-up Period however, it will endeavour to honour any redemption request provided it is in the best interests of unitholders and the Fund.

Payments for approved redemptions will be made within 30 days of the close of the relevant distribution period.

The Fund will calculate the redemption price in accordance with the Trust Deed as follows:

[Net Asset Value minus Transaction Costs] divided by Number of Units on Issue

Unit pricing

Unit Pricing will occur in accordance with the Trust Deed and any unit-pricing policies adopted by the Trustee from time-to-time. Generally, the unit price will be the Net Asset Value divided by the Number of Units on issue.

For investments and redemptions, a specific Issue Price and Redemption Price is determined in accordance with the formulae contained in the Trust Deed.

Distributions

Distributions occur on a half yearly basis at 30 June and 31 December.

In accordance with the Trust Deed, the Distributable Income for each Financial Year must always be at least equal to an amount sufficient to ensure that the Trust is not subject to a Tax Liability under section 99 or 99A of the Tax Act, and that any liability for Taxes in respect of the net income of the Fund for that Financial Year is borne by the Unit Holders of the Fund.

Cooling off

There is no cooling off periods or rights. Once lodged applications cannot generally be withdrawn.

Complaints handling

If you have a complaint, then please contact the Trustee at:

Telephone: +61 2 9955 9540
Email: complaints@tipgroup.com.au
Mail: Complaints Officer
TIP Trustees Limited
G02, 23 Ryde Road
Pymble, NSW, 2073



9. Additional information

Taxation and GST:

This section is not tax advice. You should seek professional tax advice in relation to your own position.

You may need to pay tax in relation to your investment in the Fund. This usually takes the form of income tax and capital gains tax; however, you may be able to claim tax credits or the benefits of some concessions. Your tax liability depends on your circumstances, and we recommend that you seek professional advice before you invest or deal with your investment.

Australian tax laws are subject to continual change and this summary should not be relied upon as a complete statement of all the potential tax considerations which may arise upon investing in the Fund.

The Fund is registered for GST. The issue or redemption of Units in the Fund and where applicable the receipt of any distributions are not subject to GST. The Fund may be required to pay GST included in certain fees, charges, costs and expenses incurred by the Fund. However, to the extent permissible, the Trustee and/or the Fund Manager will claim on behalf of the Fund a proportion of this GST as a reduced input tax credit in respect of certain categories of expenditure. Unitholders should seek professional advice with respect to the GST consequences arising from their investment in the Fund.

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

Distributions:

You may have a tax liability when you receive distributions from the Fund. The amount depends on the make-up of the distribution and your personal circumstances. Distributions may comprise:

- Income – for example dividends and interest
- Net capital gains – from the sale of, or completion of terms from underlying investments
- Tax credits – for example franking credits
- Tax deferred income

Withdrawals:

You may have a tax liability when you withdraw from the Fund.

Australian residents are generally subject to capital gains tax on gains when they withdraw funds or transfer their holdings to a third party. Depending on your personal circumstances, and how long you have held your units, you may be entitled to a capital gains concession which can reduce your liability by up to 50%.

9. Additional information

Summary of key documents

Trust deed:

The Fund is a wholesale unregistered managed investment scheme established by its Trust Deed. A copy of the Trust Deed can be viewed by contacting the Manager or Trustee.

The Trust Deed addresses matters such as Unit pricing, redemptions and issues, the transfer of Units, Unit Holder meetings and Unit Holders' and Trustee rights, liabilities, and indemnities. Generally speaking, the liability of Unit Holders in relation to their Units is limited to the amount unpaid on their Units. Each Unit confers a proportional beneficial interest in the Fund and does not carry any entitlement to any particular part of the Fund's assets or to partake in the management or operation of the Fund (other than through meetings of Unitholders).

The Trust Deed may be amended from time to time in accordance with the terms of the Trust Deed. The Trustee may create different Unit classes which may have different rights and obligations. The Trust Deed is an important document and before deciding whether to invest in the Fund, investors may choose to read the Trust Deed in full.

Investment Management Agreement (IMA):

The Trustee has appointed Coliving Future Property Fund Pty Ltd to act as the manager of the Fund (Manager) pursuant to an investment management agreement (IMA) dated on or about the date of this IM. The Manager's role is to promote, invest and manage the Fund. In carrying out its role, the Manager is, broadly speaking, obliged to manage the Fund assets in accordance with the Investment Strategy set out in the IMA, and to exercise all care, skill, due diligence expected of a professional investment manager. TIP Trustees and the Manager provide mutual indemnities to each other in relation to matters arising under the IMA. The IMA will remain in force for five (5) years, unless the parties agree otherwise.

Other important information

Our legal relationship with investors:

The Trust Deed sets out the rights and interests of the Unit Holders in the Fund as investors, and also sets out the rights, duties and obligations of TIP Trustees as the trustee of the Fund.

Up to date information:

Certain information in this IM may change from time to time. This includes but is not limited to potential changes which we have identified. Where we indicate to you that we will give notice of such changes, or where the updated information includes no materially adverse information, we will publish the updated information on our website, www.tipgroup.com.au/future-property-fund. A copy of the updated information will be available free of charge upon request by contacting TIP Trustees or the Manager.

9. Additional information

Rights and liabilities of Unit Holders:

Each Unit carries with it an equal beneficial interest in a Fund but not in any particular asset of that Fund.

Except as expressly provided in the Trust Deed and subject to any contrary agreement with a Unit Holder, the liability of each Unit Holder is limited to the obligation to pay any unpaid amounts in relation to their subscription for Units; and no Unit Holder, in their capacity as Unit Holder, is liable to indemnify the Trustee or any creditor of the Trustee against any obligation or liability of the Trustee in respect of the Trust (including where the Liabilities exceed the value of the Fund Property), and these limitations continue to apply in circumstances other than where liabilities arise in connection with the Trust as a consequence of an act or omission of the Trustee at the direction or request of the relevant Unit Holder.

Nothing in the Trust Deed creates a relationship of agency or partnership between the Trustee and any Unit Holder and any such relationship is expressly excluded.

Liability of TIP Trustees as the TRUSTEE:

Except in the case of its own fraud, gross negligence or breach of trust, TIP Trustees is not liable to any greater extent to which it is entitled to be and is in fact indemnified out of the Fund.

Retirement of TIP Trustees as the TRUSTEE:

The Trustee may retire on not less than 30 days' notice to the Unit Holders and may appoint in writing another person to be the trustee effective from the retirement of the Trustee.

The Trustee is released from all obligations and liabilities in relation to the Trust arising after it retires as, or otherwise ceases to be, trustee of the Trust.

Termination of the Fund:

The Fund terminates either by operation of law or on a date determined by the Trustee and specified in a written notice given to Unit Holders.

9. Additional information

Privacy:

The Trustee may collect, hold, use and disclose investors' information in assessing applications for Units, administering investors' accounts, verifying investors' identities and information, protecting our lawful interests, preventing and dealing with suspected fraud and unlawful conduct, dealing with investors' concerns or for other purposes permitted under the Privacy Act 1988 [Cth] (**Privacy Act**). The Trustee may, on an ongoing basis, provide investors with promotional information about the Fund and related products and services. This contact may be made by telephone, electronic messages (like email), online and other means. The Corporations Act, and Federal and State revenue laws (such as income tax and stamp duty laws), also require or authorise information to be collected in connection with an application for Units or a holding of Units. The Trustee collects investors' information through our interactions with investors and their professional advisers. The Trustee may disclose information about investors to any affiliates, related bodies corporate, agents and service providers. This information may be passed to another entity if required by law and may be provided to authorised regulatory or law enforcement agencies in connection with their reasonable requests. Some of the third parties to whom the Trustee may disclose information may be in other countries. Investors agree that while those parties will often be subject to confidentiality or privacy obligations, they may not always follow the requirements of Australian privacy laws. Investors may use the contact details as set out in the corporate directory to request access to or correction of their personal information held by or on behalf of the Fund, raise any concerns in relation to privacy, opt out of receiving promotional information of the sort described above or obtain a copy of the Trustee's Privacy Policy via this link: www.tipgroup.com.au The Privacy Policy contains further details about the matters set out here, including disclosure, access, correction and resolution of concerns in relation to personal information.

10. Glossary

Application Form	means the form for lodgement of investment into the Fund, investor identification, and the issue of Units attached to this IM.
ABN	means the registered Australian Business Number.
AFSL	means Australian Financial Services Licence.
ASIC	means the Australian Securities and Investments Commission.
Coliving	means a shared housing model, accommodating three (3) or more unrelated people.
IM	means this information memorandum dated 17 August 2023
Full economic cycle	means 8 to 10 years.
Fund	means TIP Wealth Future Property Fund
Fund Performance	means for Performance Period: <ul style="list-style-type: none"> • The Net Asset Value on the last day of the period (adjusted for applications and redemptions and before the payment of any distributions);; less • the Net Asset Value on the first day of the period; less • The Hurdle NAV on last day of the period.
GST	has the meaning given in the GST Law.
GST Law	has the meaning given in the A New Tax System (Goods and Services Tax) Act 199 (Cth).
Hurdle NAV	means, for any point in time, what the net asset value of the Fund (adjusted for applications, redemptions and distributions) would be at that time if the Fund had performed at the Hurdle Rate since inception.
Hurdle Rate	means 5.00% per annum
Management Fee	means the fee calculated monthly and charged in arrears based on Net Asset Value of the Fund.
Manager	means Coliving Future Property Fund Pty Ltd (ABN 51 665 931 105), the manager of the Fund.
Moats	means a business' economic and competitive advantages and strengths
Net Asset Value	or NAV , means an amount equal to the value of the Fund determined in accordance with the Trust Deed.
Performance Fee	means the fee payable to the Manager of 20% of any Fund Performance above the Hurdle Rate.
Performance Period	means either: <ul style="list-style-type: none"> • For the first Performance Period, the period from the commencement of the Fund until the next 30 June or 31 December (whichever comes first); • For other Performance Periods, the 6 month period from the day after the last performance period until 30 June or 31 December.
Privacy Act	means Privacy Act 1988 (Cth).
SMaRT	means the process used during the SMaRT meetings and investment process to determine whether the Fund should make an investment in a proposed investment opportunity.
Teaminvest Private	or TIP , means Teaminvest Private Group Ltd (ABN 74 629 045 736)
Trustee	means TIP Trustees Limited (ABN 66 094 107 034)
Trust Deed	means the trust deed for the Fund, as amended from time to time.
Unit	means a unit in the Fund
Unit Holder	means a person or entity recorded on the Fund's register as the holder of a unit(s), including persons jointly registered.

11. Application(s)

11.1. Before completing the Application Form you should read this IM carefully.

Please pay particular attention to all of the risk factors listed in this IM. The risks should be considered in light of your own investment situation.

Where appropriate, you should also consult a financial, taxation or other professional advisor before deciding whether to invest in the Fund.

The Application Form is provided separately. Please contact the Registrar on (02) 9955 9540 or applications@tipgroup.com.au

11.2. How to invest

For an application to be considered, you must complete and return your Application Form and pay your application money.

The minimum initial investment in the Fund is \$100,000 (or such lower amount as we accept in our discretion) from a wholesale client (within the meaning of the Act).

You are requested to provide your Tax File Number (TFN), Australian Business Number (ABN) or exemption code, and failure to quote an ABN or TFN will result in tax being withheld by us on distributions paid to you at the highest marginal tax rate plus Medicare levy. It is not compulsory for you to quote your TFN or ABN.

We have the sole discretion whether to accept or reject an application. If your application is rejected, wholly or in part, then we will notify you in writing and arrange for return of your application money to you. Interest will not be paid to you on your application money. If your application to invest in the Fund is accepted, then interest earned on your application money will be retained by us. If your application to invest in the Fund is not accepted, then your application money will be returned to you (without interest).

By sending a completed Application Form, you are making an irrevocable offer to become an Investor in the Fund and you are agreeing to be legally bound by the Constitution and the terms of the IM. No cooling-off rights apply to an investment in the Fund.

11.3. Application Form instructions

Only legal entities are allowed to invest in the Fund. Applications must be in the name(s) of (a) natural person(s), companies or other legal entities acceptable to us. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title shown below.

The Application Form should be signed by the applicant. If a joint holding, all applicants should sign. If signed by the applicant's attorney, a certified copy of the power of attorney must be attached to the Application Form. If executed by a company, then the form must be executed in accordance with the applicant's constitution and the Act.

Type of investor	Correct form	Incorrect form
Individual	Mr John David Smith	J D Smith
Company	JDS Pty Ltd	JDS P/L or JDS Co
Trusts	My John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased estates	Mr Michael Peter Smith <Est Late John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/unincorporated bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation funds	John Smith Pty Limited <J Smith Super Trust A/C>	John Smith Superannuation Trust



TIP Wealth