

Target total return of
10.25% per annum

INFORMATION MEMORANDUM

7 AUGUST 2024

An offer of Stapled Securities in Stara Venu CCIV
ACN 663 880 500 that are referable to the following
sub-funds:

- Stara Venu Business SF ARFN 663 895 190.
- Stara Venu Property SF ARFN 663 895 207.



STARA

Stara Investment Management Limited

ABN 49 653 962 871

| AFS licence no. 535500

VENU
HOSPITALITY FUND

**160+ years
Combined
Executive
Experience**

**Property Investment
Development &
Funds Management
Business Management**

**Two
Established
QLD hotels**

**Diversified Income
Streams**

**Strong Forecast
Population Growth**

**South East & Coastal
Queensland**

**Projected Year 1
(annualised)
Cash Dividend
of 9.25c per
Stapled Security¹**

**Target Total Return of
10.25% per
annum**

**Forecast NAV
Per Stapled
Security
of
\$1.01¹**

**Significant
Co-investment
by
Business and
Investment
Managers**

**A Mandate for
Growth**

via Business Enhancement, Acquisitions and Development

¹The financial projections and targets are not guaranteed. The projected dividend and franking credit for Year 1 is an annualised figure for a part year to 30th June 2025. The projections are based on a number of key assumptions which are outlined in Section 11. The Fund's target return may vary over time according to market conditions. The Fund may not be successful in meeting its objectives, and like any investment there are risks associated with an investment in the Fund. Details of specific risks associated with the Fund are set out in Section 13.

IMPORTANT NOTICE & DISCLAIMER

This Information Memorandum ("IM") is dated 7 August 2024. It has been prepared and issued by Stara Investment Management Limited ACN 653 962 871 ("SIML"), the holder of Australian financial services ("AFS") licence number 535500, in its capacity as corporate director of Stara Venu CCIV ACN 663 880 500 ("the Company"). The Company is a wholesale corporate collective investment vehicle.

The following are registered sub-funds of the Company:

- Stara Venu Business SF ARFN 663 895 190 ("the Business Sub-Fund"); and
- Stara Venu Property SF ARFN 663 895 207 ("the Property Sub-Fund").

The assets and businesses of the Business Sub-Fund and the Property Sub-Fund are, while separate to each other, collectively referred to as the "Venu Hospitality Fund" or the "Fund" in this IM.

This document contains an offer to invest in the Fund by applying for the following shares in the Company ("Offer"):

- Business Shares, being a class of share that is referable to the Business Sub-Fund; and
- Property Shares, being a class of share that is referable to the Property Sub-Fund.

Business Shares and Property Shares are classes of redeemable shares in the Company and are issued on the terms summarised in Section 14. Business Shares and Property Shares are stapled to each other, meaning they are required to be dealt with as a single security.

Business Shares and Property Shares are collectively referred to as "Stapled Securities" in this IM.

You should read this IM in full before deciding whether to invest in the Fund. If you are in doubt as to how to interpret or deal with this document or whether an investment in the Fund is appropriate for you, then you should consult your financial or other professional advisers.

Management

The Company has appointed Coeee Investment Management Pty Ltd ACN 656 182 302 (the "Investment Manager") to act as the investment manager of the fund (pursuant to an investment and administration agreement) and as property and development manager (pursuant to a development management services agreement) of the assets of the Property Sub-Fund.

The Investment Manager is a related body corporate of SIML and both SIML and the Investment Manager are part of the "Stara" group of companies.

All shares on issue in Stara Venu Operations Pty Ltd ACN 662 003 885 ("SV Operations") are held by the Company and form part of the assets of the Business Sub-Fund. The Company has also entered into a tripartite business and operational management agreement with SV Operations and HM&A Co Pty Ltd ACN 658 275 855, trading as "Venu Plus" (the "Business Manager") to manage and provide employees for the Initial Portfolio. The Company may cause the Business Manager to manage other businesses or FGC hotels established or acquired by the Business Sub-Fund from time to time.

The Investment Manager and the Business Manager are collectively referred to as the "Managers" in this IM.

Eligibility to invest

The Offer is only available to people who qualify as "wholesale clients" within the meaning of section 761G of the Corporations Act ("Wholesale Clients").

The Offer is only available to persons receiving this IM (electronically or otherwise) in Australia. No action has been taken to register this Offer or otherwise permit a public offering of Stapled Securities in any jurisdiction other than Australia.

This IM does not constitute, and may not be used for the purpose of, an offer or solicitation in any jurisdiction other than Australia or in circumstances in which such offer or solicitation is not authorised. No recipient of this IM in any jurisdiction other than Australia may treat it as constituting an offer to acquire Stapled Securities.

Not a regulated disclosure document

This IM is not a product disclosure statement or other regulated disclosure document and has not been, and is not required to be, lodged with the Australian Securities and Investments Commission ("ASIC"). ASIC takes no responsibility for the contents of this IM and expresses no view regarding the merits of the investment set out in this IM.

Not investment advice

The information contained in this IM is not financial product advice, nor is it taxation or legal advice. The information contained in this IM is general information only and does not take into account your investment objectives, financial situation or particular needs. Investment in the Fund may not be appropriate for you, and it is important you read this IM in full before deciding whether to invest in the Fund and take into consideration your investment objectives, financial situation and particular needs. If you are in any doubt as to whether an investment in the Fund is appropriate for you, then you should consult your financial adviser or other professional advisers before making a decision to invest in the Fund.

Forward-looking statements

This IM contains "forward-looking statements". Forward-looking statements may be identified by the use of terminology such as "anticipate", "believe", "estimate", "expect", "intend", "may", "can", "plan", "will", "would", "should", "seek", "project", "continue", "target" and similar expressions that imply uncertainty. You should note these statements are inherently subject to uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors which could cause actual values or results, performance or achievements to differ materially from anticipated results, implied values, performance or achievements expressed, projected or implied in the statements.

Any forward-looking statements included in this IM represent SIML's current opinions, assumptions, expectations, beliefs, intentions, estimates or strategies regarding future events and are subject to risks and uncertainties and may not be realised. Target returns are a form of forward-looking statement. Any target returns specified in this IM are based upon subjective estimates and assumptions about circumstances and events that have not occurred yet and may never occur. If any of the assumptions used do not prove to be accurate, then results may vary substantially from the target returns contained in this IM.

IMPORTANT NOTICE & DISCLAIMER CONT.

Authorised information

No person is authorised by SIML to give any information or make any representation in connection with the Offer that is not contained in this IM. Any information or representation that is not contained in this IM may not be relied on as having been authorised by SIML, its directors or any other person that may have liability for the content of this IM.

No guarantee

An investment in the Fund does not represent a deposit with or liability of the Company or SIML. Neither SIML nor any of its directors, officers or associates, or those of any of its related bodies corporate, give any guarantee or assurance as to the performance of the Fund, the repayment of capital invested, the payment of dividends, or any particular rate of capital or income return.

Risks

As with all investments, an investment in the Fund is subject to risks (including those described in Section 12). You should read this IM in full before deciding whether to invest in the Fund and if you are in any doubt as to whether an investment in the Fund is appropriate for you, then you should consult your financial or other professional advisers.

Confidentiality

This IM is provided on a strictly confidential basis solely for your information and exclusive use to assess an investment in the Fund and may not be used for any other purpose. This IM may not be copied, reproduced, republished, posted, transmitted, distributed, disseminated or disclosed, in whole or in part, to any other person in any way without our prior written consent, which we may withhold in our absolute discretion. By accepting this IM, you agree you will comply with these confidentiality restrictions and acknowledge your compliance with these restrictions is a material inducement to us providing this IM to you.

Interpretation

Unless otherwise specified or implied, references to "we", "our" and "us" are references to SIML, and "you" and "your" are references to a potential investor in the Fund.

Capitalised terms used in this IM which have been given a specific meaning are defined in the glossary contained in Section 15.

Unless otherwise specified or implied, references to currency are to Australian currency, amounts are net of goods and services tax ("GST"). References to times are references to Australian Eastern Standard Time ("AEST") and references to years are to financial years. Unless otherwise noted all images within this IM are of venues operated by SV Operations.

All information contained or statements made in this IM, including data contained in charts, graphs and tables within this IM are made or based on information as at the date of this IM, unless otherwise stated. Diagrams used in this IM are illustrative only and may not be drawn to scale.

In this IM, a reference to the Fund (or the Property Sub-Fund or the Business Sub-Fund) doing something, such as acquiring or disposing of an asset, is a reference to the Company doing such a thing with reference to either or both the Business Sub-Fund and the Property Sub Fund, as appropriate. In addition, a reference to SIML doing something is a reference to SIML doing such a thing in its capacity as Corporate Director of the Company, unless the context otherwise requires.



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If you have any questions regarding this Fund, please contact your financial advisor or the SIML Investor Service Team:



+61 7 3155 7000

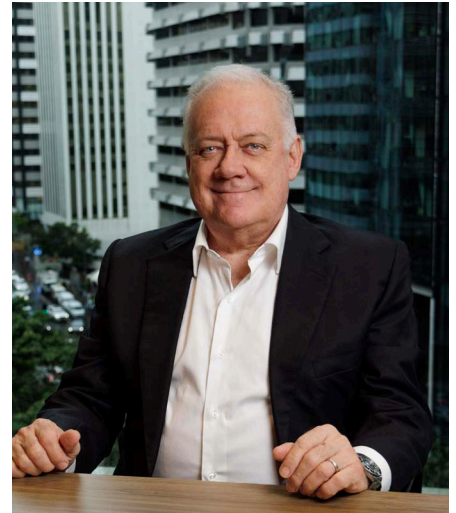


enquire@stara.net.au

1. MANAGING DIRECTOR'S LETTER

I am pleased to invite you to invest in the Venu Hospitality Fund (or the "Fund"). The Fund is a notional vehicle formed out of the stapling of shares issued in Stara Venu CCIV ACN 663 880 500 ("the Company"). The offer under this IM is for investors to apply for the following shares in the Company:

- Business Shares, which are a class of share that are referable to the Stara Venu Business SF ARFN 663 895 190 ("Business Sub-Fund"); and
- Property Shares, which are a class of share that are referable to the Stara Venu Property SF ARFN 663 895 207 ("Property Sub-Fund").



Business Shares and Property Shares are classes of redeemable shares in the Company and are stapled to each other, meaning they are required to be dealt with as a single security (each a "Stapled Security"). The Fund was established to acquire a portfolio of hospitality businesses and properties. The properties will form part of the assets of the Property Sub-Fund and shares in operating companies will form part of the assets of the Business Sub-Fund. The Property Sub-Fund will also provide financial accommodation to operating companies invested in by the Business Sub-Fund, such as by making loans to those companies.

The Fund is one of the first investment opportunities to be offered under the new corporate collective investment vehicle ("CCIV") regime introduced by the Australian Government in July 2022. Stara Investment Management Limited (SIML) was the first fund manager to be granted a licence by the Australian Securities and Investments Commission to operate CCIVs as Corporate Director. SIML considers the CCIV to be the optimal legal structure for the Fund. The structure of the Fund and some details on the CCIV regime are contained in Section 8.4 of this IM.

SIML has established the Fund to provide interested investors the opportunity to have exposure to several attractive thematic areas that include strong population growth, strong investment and infrastructure spend ahead of the 2032 Olympics, rapidly developing technologies and systems and the consolidation of a fragmented market sector. All of these thematic areas are explained in greater detail in Section 3 of this IM. I believe that an investment in the hospitality sector also provides a hedge against inflation and downside risk protection in times of economic uncertainty.

The largest investors in the hospitality sector are corporate passive rent collecting landlords.

That investment model was originally based on the assumption that operating risk could be quarantined to tenant business operators. The COVID-19 pandemic demonstrated that landlords and tenants are 'joined at the hip' and the concept of the Fund is based on the philosophy that an investment in hospitality properties should have exposure to the returns and upside from business operations as it is effectively assuming the risks of operations.

The Fund's Initial Portfolio (detailed in Sections 4-6 of this IM) comprises two profitable and well-located Freehold Going Concern ("FGC") Queensland hotels and associated residential properties. SIML believes these assets combined with the Business Manager's support systems, technology, buying power, employee recruitment, training and skills can be leveraged to add further value to the Initial Portfolio and future acquisitions of leasehold and freehold going concern businesses that can be accessed on attractive terms in what is a fragmented market, dominated by aging private operators who face increasing challenges from regulatory risk, capex requirements, recruitment and technological changes.

SIML's intention is to grow the Fund by establishing or acquiring complementary operating businesses and acquiring and adding value to properties through the business and property initiatives detailed in Section 7.2 of this IM. The Fund has a demonstrable and proven track record of adding value since acquiring the Initial Portfolio in April 2023, further detailed in Section 6.7 of this IM.

1. MANAGING DIRECTOR'S LETTER CONT.

The Company has appointed Coeee Investment Management Pty Ltd ACN 656 182 302 ("the Investment Manager") to act as the Investment Manager and property and development manager of the Fund. The Investment Manager is part of the Stara group of companies.

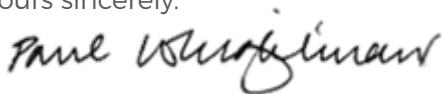
The Company has also entered into a tripartite business and operational management agreement with SV Operations and HM&A Co Pty Ltd ACN 658 275 855, trading as "Venu Plus" (the "Business Manager") to manage and provide employees for the Initial Portfolio. The management team have substantial experience and successful track records as asset and business managers, and entities associated with the Investment Manager and Business Manager will be subscribing for a minimum of \$5.0 million under the Offer.

The Fund is closed ended in that it has a fixed investment term, though it is intended additional capital will be raised in the future to grow the Portfolio.

I hope you will join me in investing in the Fund by following the directions on How to Invest in Section 16 and completing an application online at:

<https://www.olivia123.com/stara-investment-management-pty-ltd/venu-hospitality-fund.php>

Yours sincerely,



Paul Weightman
Managing Director.

Stara Investment Management Limited



2. INVESTMENT HIGHLIGHTS

2.1 INVESTMENT INTRODUCTION

SIML is pleased to offer the opportunity to invest in the Venu Hospitality Fund (the “Fund”). The Fund was established to acquire a portfolio of hospitality businesses and properties. The Initial Portfolio comprises of two Freehold Going Concerns (FGCs), (i.e. the operating businesses and the underlying real estate) of the Beachmere Hotel in South East Queensland and the Pine Beach Hotel Motel at Emu Park on Queensland’s Capricorn Coast.

The Initial Portfolio was acquired in April 2023 for a total purchase price of \$29.5m (plus stock at valuation) and was funded by a mixture of senior debt from a Major Australian bank (“Bank”) and loans from founders (“Founder Loans”). From the time of purchase to the release of this IM, the FGCs have seen a combined increase in value of 8.6%, reflecting a short-term “proof of concept” of being able to deliver on the key investment theses of the Fund.

The Fund will have a mandate to grow via acquisitions to further enhance economies of scale and value add opportunities with a sectoral focus on pubs, associated complementary short-term accommodation and other licensed and gaming properties and businesses. The targeted opportunities will have a geographic focus on South East and Coastal Queensland and Northern New South Wales.

The Businesses of the FGC hotels or businesses acquired by the Fund, will be managed by will be managed by the Business Manager (see Section 10).

The Investment Manager (see Section 9) will (together with SIML) will primarily be responsible for the management of the Fund.

Together, the management team have substantial experience and successful track records as asset and business managers and have operated the initial portfolio since April 2023.

This IM has been prepared to offer Wholesale Investors the opportunity to subscribe for Stapled Securities in the Fund. Funds received via the offer will used to reduce debt and cover additional transaction costs. The Managers and associated entities will subscribe for a minimum of \$5.0 million in Stapled Securities under the offer.



2.2 INVESTMENT HIGHLIGHTS

WHAT	WHY	SECTION	PAGE
Two established Freehold Going Concern Queensland hotels providing food & beverage, functions, entertainment, retail liquor sales, short term accommodation, wagering and gaming	Exposure to Established Businesses: <ul style="list-style-type: none"> Two venues providing diverse revenue streams. Proven, long term historical profitability. Potential hedge against inflation, based on the assumption that pricing and margins can be adjusted to meet rising costs. 	The Portfolio	18
	Supported by Broad Macroeconomic Trends Regulatory environment/barriers to entry	Why Hospitality?	15
Queensland Portfolio with both hotels in catchments with strong forecast population growth	Assets Situated Within Areas of High Population Growth <ul style="list-style-type: none"> Queensland is leading the nation in net interstate migration and population growth. More people means more potential customers. Strong investment and infrastructure spend anticipated in the lead up to the 2032 Brisbane Olympics. 	Queensland Statistics	16
The Opportunity to Add Value to the Initial Portfolio and New Acquisitions	‘Corporatisation’ of Hospitality <ul style="list-style-type: none"> Enhanced management and central back of house creates efficiencies in marketing, recruitment, HR, accounting, compliance and administrative services. Economies of scale/buying power. Enhanced risk management. 	Corporatisation of Hospitality	15
	A Focus on Technology <ul style="list-style-type: none"> Enhance customer experiences. Better ability to deliver operational efficiencies. Improve accuracy and cost management. Generate customer feedback. Directly market to customers. Reduce shrinkage/wastage. Reduce costs. 	Investment Strategy	28
	Exposure to Property Development Upside <ul style="list-style-type: none"> Integrated approach to maximise business and real estate potential. 	Property Initiatives	30
Gearing	<ul style="list-style-type: none"> Principled approach to gearing levels, with an initial strategy to reduce gearing levels with a major Bank to 55%. It is anticipated that further acquisitions will be funded through a mixture of debt and equity based on market conditions, with our strategy to remain at or below a total gearing level of 55%. 	Fund Details	33

2.2 INVESTMENT HIGHLIGHTS CONT.

Highly Credentialed Management teams	A Skilled Investment Management Team <ul style="list-style-type: none"> A skilled Investment Management Executive Team with more than 100 years of collective experience in law, funds management, valuation, real estate advisory, transaction management and development. 	The Investment Manager	38
	Highly Experienced Business Management Team <ul style="list-style-type: none"> A highly experienced and dedicated Business Management Executive Team with more than 60 years of collective hospitality industry experience in finance, administration, operations, marketing and sales. 	The Business Manager	41
Alignment of Manager and Investor Interests	Entities associated with the Managers will subscribe for a minimum of 5.0 million Stapled Securities under the Offer.	Financial Information	43
A Mandate for Growth	<ul style="list-style-type: none"> Greater scale = greater opportunity for efficiencies and buying power. The Fund will target future acquisitions that are earnings accretive. Complementary acquisitions to enhance robustness of business model. 	Investment Mandate	32
Attractive Returns ¹	<ul style="list-style-type: none"> Projected Year 1 (annualised) Cash Dividend of 9.25c per Stapled Security. Projected Year 1 (annualised) Franking Credit of 1.0c per Stapled Security. Target Total Return of 10.25% per annum over the initial seven year term of the Fund. 	Target Returns	44

¹ The financial projections and targets are not guaranteed. The projected dividend and franking credit for Year 1 is an annualised figure for a part year to 30th June 2025. The projections are based on a number of key assumptions which are outlined in Section 11. The Fund's target return may vary over time according to market conditions. The Fund may not be successful in meeting its objectives, and like any investment there are risks associated with an investment in the Fund. Details of specific risks associated with the Fund are set out in Section 13.

2.3 OFFER SUMMARY

a) Summary

SIML has successfully owned and operated the Beachmere Hotel in South-East Queensland and the Pine Beach Hotel Motel on Queensland's Capricorn Coast in the Fund since April 2023. SIML is seeking to raise \$15.35m ("Maximum Subscription") through this IM by the issue of Stapled Securities in the Fund to reduce bank debt, repay Founder Loans and cover transaction costs.

Subject to receiving applications from investors for Stapled Securities in the Fund of at least \$5m ("Minimum Subscription") by the Offer Closing Date, Managers and/or associated entities of the Managers will subscribe for any shortfall in the Maximum Subscription. Managers and/or associated entities of the Managers will subscribe for and retain a minimum of \$5m of Stapled Securities ("Managers' Minimum Holding") in the Fund.

The Managers and/or associated entities of the managers may from time to time subscribe for and be issued with additional Stapled Securities in the Fund to assist the Fund to acquire additional assets. SIML may redeem Stapled Securities held by the Managers and/or associated entities of the Managers in excess of the Managers' Minimum Holding from the proceeds of subscriptions from investors.

b) Fund Structure

The Fund is a notional vehicle formed out of the stapling of shares issued in Stara Venu CCIV ACN 663 880 500 ("the Company"). SIML is the Corporate Director of the Company and is responsible for operating the business and conducting the affairs of the Company and performing the functions conferred on it by the constitution of the Company ("Constitution") and the Corporations Act. A summary of the key provisions of the Constitution is contained in Section 13.1.

The Company is a wholesale Corporate Collective Investment Vehicle ("CCIV"). A CCIV is a type of company that was designed for collective investment and became available for use in Australia in July 2022. Refer to Section 8.4 for more information on the CCIV regime.

The Company has two registered sub-funds, being the following:

- Stara Venu Business SF ARFN 663 895 190 ("the Business Sub-Fund").
- Stara Venu Property SF ARFN 663 895 207 ("the Property Sub-Fund").

The Fund was established in November 2022 to acquire two Queensland hotel businesses and properties. The properties form part of the assets of the Property Sub-Fund and shares in operating companies form part of the assets of the Business Sub-Fund. The Property Sub-Fund also provides financial accommodation to operating companies invested in by the Business Sub-Fund, such as by making loans to those companies.

The offer under this IM is for investors to apply for the following shares in the Company:

- Business Shares, which are a class of share that are referable to the Business Sub-Fund; and
- Property Shares, which are a class of share that are referable to the Property Sub-Fund.

Business Shares and Property Shares are classes of redeemable shares in the Company and are stapled to each other, meaning they are required to be dealt with as a single security (each a "Stapled Security"). The terms of issue of Business Shares and Property Shares are contained in Section 14.

As holders of Stapled Securities, investors will receive the benefit of income and any capital gains generated by the Fund's investments.

c) Who can Invest?

Wholesale Clients only.

To invest in the Fund, you must qualify as a Wholesale Client under section 761G of the Corporations Act. You will qualify as a Wholesale Client if you:

- are a "professional investor"; or
- invest at least \$500,000 in the Fund; or
- provide an accountant's certificate certifying you meet the minimum asset (\$2.5 million of net assets) or income (\$250,000 of gross income for each of the last two financial years) test; or
- otherwise satisfy us that you are not a "retail client" for the purposes of Chapter 7 of the Corporations Act.

2.3 OFFER SUMMARY CONT.

d) **Term of Investment**

The Fund is closed ended with an initial term of seven (7) years from Offer Close. SIML will have the discretion to sell assets early or extend the Term as market conditions dictate. Refer to Section 8 for more information.

e) **Projected Cash Dividend**

Projected Year 1 (annualised) Cash Dividend of 9.25c per Stapled Security.

Please note that the above projection is not a forecast, but rather a projection of what the Fund aims to achieve based on a number of key assumptions which are outlined in Section 11. Returns are not guaranteed, and the Fund may not be successful in meeting its objectives, and like any investment there are risks associated with an investment in the Fund.

Details of specific risks associated with the Fund are set out in Section 13.

f) **Franking Credits**

Projected Year 1 (annualised) Franking Credit of 1.0c per Stapled Security.

In addition to cash dividends investors will be entitled to the benefit of franking credits on tax paid by the Business Sub-Fund, which is expected to be taxed as a company. The value of franking credits is not able to be easily projected because it will depend on the taxable income of the Business Sub-Fund, the deductions available to it, the rate of tax to which it will be subject, and the franking credits that are paid to it from subsidiary operating companies. SIML's projection of the annualised value of the franking credit available to investors for each Stapled Security in the first year of the Fund's operation is 1.0 cent per Stapled Security.

g) **Dividend Frequency**

Quarterly in arrears.

h) **Target Returns**

Target per annum of 10.25% over 7 years.

i) **Minimum Investment**

\$100,000

j) **Capital Requirements**

The Fund acquired the freehold land and buildings of the Beachmere Hotel and Pine Beach Hotel Motel for a total consideration of \$29,500,000, plus stock at valuation.

The total amount invested to fund the purchase of the Initial Portfolio and to pay transaction costs (inclusive of stamp duty) and fees was through senior debt of \$19.175m and Founder Loans of \$13.35m, totalling \$32.525m in total capital to fund the acquisitions.

SIML has since refinanced this senior debt with limited-recourse debt of \$18,995,000 from a Bank for the Initial Portfolio.

The purchase prices for the operating businesses and freehold of both the Pine Beach Hotel Motel and the Beachmere Hotel were supported by independent valuations in December 2022 and February 2023 respectively and at contract price for each, and in March 2024 were revalued by an independent national valuation group for a combined value of \$32.05 million.

SIML intends to use the proceeds of the capital raised via this IM to reduce debt to a LVR of 55% and repay Founder Loans by a minimum of \$3 million and a maximum of \$8.35 million. The minimum capital required is \$5.0 million. The maximum capital to be raised is \$15.35 million.

k) **Equity Issued**

15.35 million Stapled Securities at an issue price of \$1 per Stapled Security. Entities associated with the Managers who have previously funded the acquisition of the two hotels via Founder Loans, will subscribe for a minimum of 5.0 million Stapled Securities under the Offer.

2.3 OFFER SUMMARY CONT.

l) Issue Price

\$1.00 per Stapled Security.

m) How to invest

Follow the directions on How to Invest in Section 16 and complete an application online at:
<https://www.olivia123.com/stara-investment-management-pty-ltd/venu-hospitality-fund.php>

n) Offer Close

The offer will close when the offer is fully subscribed or the 30th August 2024, whichever occurs first. SIML reserves the right to move the Offer Closing Date forward or backward in its absolute discretion.

o) Maximum investment

A person (together with their associates) cannot apply for more than 6.675 million Stapled Securities under this Offer unless SIML determines otherwise at its discretion. An investor that subscribes for in excess of 5% of the Equity Issued (767,500 Stapled Securities) may be subject to the approval of the Queensland Office of Liquor and Gaming Regulation.

p) Redemptions / Sales

Investors wishing to exit their investment can at any time elect to complete a Stapled Securities Sales Request Form specifying the number of Stapled Securities they wish to sell. Upon receipt of a Stapled Securities Sales Request Form the Manager will use its best endeavours to introduce investors to purchase the Stapled Securities of those Investors wishing to exit their investment.

The requirements relating to transferring Stapled Securities is set out in the Constitution.

The Manager may charge a Sale Fee to the seller equal to 2% of the sale price of the Stapled Securities sold. We recommend you seek independent advice before considering a transfer of Stapled Securities.

To the extent permitted by law, the Manager is willing to assist all Investors in the Fund at any time during the Initial Term or such other further terms, in the promotion of all or a portion of their Stapled Securities subject to the Sale Fee provision. The transfer of Stapled Securities will only occur once the Company updates the Shareholder register.

q) Investment Strategy

The Fund's investment strategy is to increase profitability, and create value from assets and businesses via the application of business and property initiatives including:

- Technology upgrades
- Marketing initiatives
- Economies of scale
- Back of House resourcing
- Increased buying power
- Refurbishment & Development

These initiatives have been progressively implemented at the Beachmere Hotel and the Pine Beach Hotel Motel since acquisition.

r) Investment Mandate

The Fund will have a mandate over the first five (5) years of the Fund Term to grow via acquisitions to further enhance economies of scale and add value with a sectoral focus on pubs, complementary short-term accommodation and other licensed and gaming properties and businesses. The targeted opportunities will have a geographic focus on South East and Coastal Queensland and Northern New South Wales.

2.3 OFFER SUMMARY CONT.

s) Co-Investment by Managers

Entities associated with the Managers will subscribe for and retain a minimum of 5.0 million Stapled Securities under the Offer.

t) Fees (All fees are expressed as exclusive of GST.)

Investment Management Fee:

0.4% of GAV of the Fund per annum, payable to SIML.

Business Management Fee:

1.3% of Revenue (excluding any Revenue derived from Gaming Activities) per annum plus \$1,500 per annum for administration, service and management of each electronic gaming machine operated in each licenced premises, payable to the Business Manager.

Performance Fee:

20% of any outperformance of the Fund over a total return of 10.25% per annum.

The Performance Fee is payable to SIML on the redemption or transfer of each Stapled Security and is equal to 20% of the amount by which the aggregate of the redemption price or transfer price (as the case may be) plus dividends and franking credits is greater than the issue or transfer price (as the case may be) increased by an annualised return of 10.25% per annum. The Performance Fee equates to 20% of the upside over and above a 10.25% annual return.

Acquisition Fee:

2% of the gross value of any asset acquired (directly or indirectly) by the Fund.

Disposal Fee:

2% of the gross value of any asset disposed of (directly or indirectly) by the Fund.

Capital Raising Fee:

Up to 4% of the Issue Price of Stapled Securities.

SIML will be paid a fee of \$590,000 as reimbursement for costs and expenses associated with the acquisition of the Initial Portfolio in April 2023 and will not charge an Acquisition Fee or Capital Raising Fee in respect of the Offer.

Development Management Fee:

Charged as a percentage of total development costs:

- 2.5% (if external development and project managers are retained)
- 5.0% (if no external development and project managers are retained)

u) Other Costs

Normal administrative and operating costs (excluding management fees) are estimated to be up to 0.31% pa of GAV. The Fund may also incur abnormal costs from time to time.

v) Key Dates

Applications Open:	7 August 2024
Applications Close:	30 August 2024
Securities Issued:	Within 5 business days of Offer Close subject to the Minimum Subscription.

w) Risks

Investors will be exposed to all of the risks involved in investing in property, either directly or indirectly through managed funds, and the risks associated with operating hospitality-related businesses. The key risks associated with the Fund are described in Section 13.

3. WHY HOSPITALITY?

The Australian hospitality industry comprises a diverse range of businesses offering food and beverage, functions, entertainment, retail liquor sales, short term accommodation, wagering and gaming. The sector has been a part of the Australian economy since 1788, with many of the traditional pub-style hotels built in the mid-late 19th and early 20th centuries still operating today.

In Australia, federal anti-money laundering and 'know your customer' regulations, liquor and gaming licensing requirements and local government permits for the sale and service of food, alcohol, gaming and wagering can be a barrier to competition for new entrants.

With the combined knowledge and skills of the Managers, SIML sees an opportunity in the current hospitality landscape to provide investors with exposure to leasehold hospitality businesses and freehold going concern ("FGC") hotels with potential upside for growth and will consider accretive leasehold hospitality businesses on a case-by-case basis.

The Managers believe the Initial Portfolio is positioned to:

- Take advantage of the latest consumer and industry trends
- Capitalise on the regulatory barriers to entry and fragmented ownership of the hospitality sector with the potential for further 'corporatisation'; and
- Capitalise on the anticipated positive population and economic growth of Queensland, which is poised to undergo a significant growth journey to the 2032 Olympic Games and beyond

3.1 CORPORATISATION OF HOSPITALITY

Historically in Australia, the majority of hospitality venues have been family owned, with pub and restaurant ownership one of the most fragmented asset classes in the country. A 2018 Australian Hotels Association member survey found that 65% of businesses were family owned, with 21% of venues being part of a hotel group (PricewaterhouseCoopers, 2018).

According to HTL Property, the top five groups own "...at most 10% of the market." (Australian Financial Review, 2022). However, over the last two years the major corporate hospitality operators and large privately owned hoteliers have significantly increased their footprint in the hospitality sector (The Urban Developer, 2021).

It is the Managers' view that this activity has been driven by factors including:

Private Vendors are being driven to sell because:

- They face intergenerational changes.
- They face increasing compliance obligations and costs – exacerbated by the pandemic.
- Record asset values.

Corporates, Large Privates and Institutional Buyers are able to buy because:

- They can achieve Economies of Scale/Purchasing Power.
- They bring Central 'Back of House' Efficiencies.
- They have Enhanced Risk Management and compliance regimes.
- They have lower cost of debt.
- They have better access to capital.

The two largest Australian corporate hospitality businesses (Endeavour and AVC) are tenants only, with the freeholds separately owned by various private and institutional investors. By contrast, it is the Managers' experience that private family-owned pubs are predominantly FGC assets - that is, the business and real estate are under single ownership.

The Managers believe that the factors motivating private vendors to consider selling (in particular, intergenerational change and increasing compliance obligations) are unlikely to change over the foreseeable future, presenting an opportunity for the Fund to acquire additional FGC assets going forward. In the Managers' opinion the Fund's aligned and integrated approach to the acquisition, management and development of hospitality businesses and the underlying real estate will provide a competitive advantage to the Fund in comparison to sites where the freehold asset is held by an investor and leased to a separate business operator.

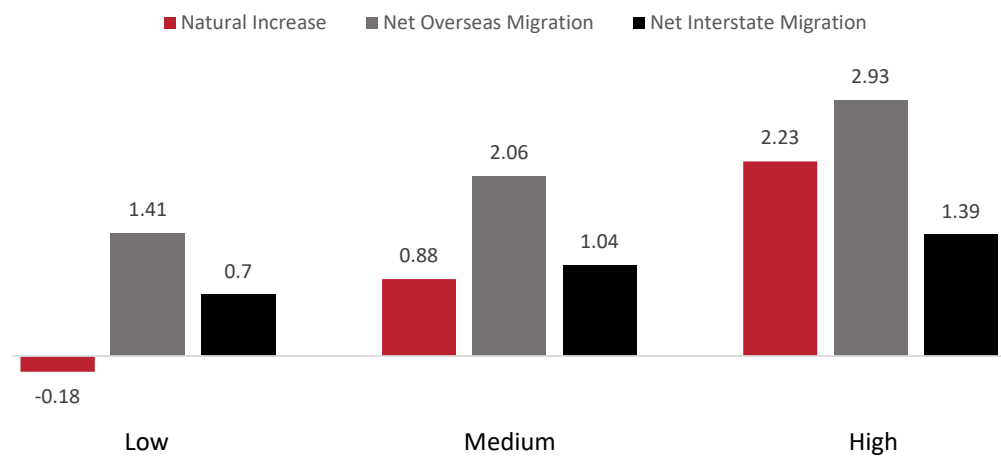
In the Managers’ opinion the operational efficiencies and buying power of the Fund will be catalysts for future acquisitions, noting that the expected timing of closing the Fund will coincide with the significant growth and anticipation of the most significant sporting event in Queensland’s history in the Brisbane Olympic & Paralympic Games in 2032.

3.2 QUEENSLAND STATISTICS

In the 2021 Census, the number of people counted as usual residents of Queensland was 5.2 million. This was up from 4.7 million in 2016. Fifty years ago, in 1971, the Census counted 1.7 million people. In 2021, just over half of the population lived outside of the capital city area of Greater Brisbane (Australian Bureau of Statistics, 2022).

The Queensland Government Statistician’s Office population projections (2023 update – medium series) anticipated that Queensland’s population would grow by 1.7% in 2022–23. Available data for the 12 months to March 2023, show annual growth of 2.3% due to higher than anticipated Net Overseas Migration.

Figure 3 Components of population growth, by projection series, 2021 to 2071, Queensland



Over the next 50 years, Queensland’s population is projected to grow by over 4 million to reach 9.26 million persons (medium series) (Queensland Government Statistician’s Office, 2023).

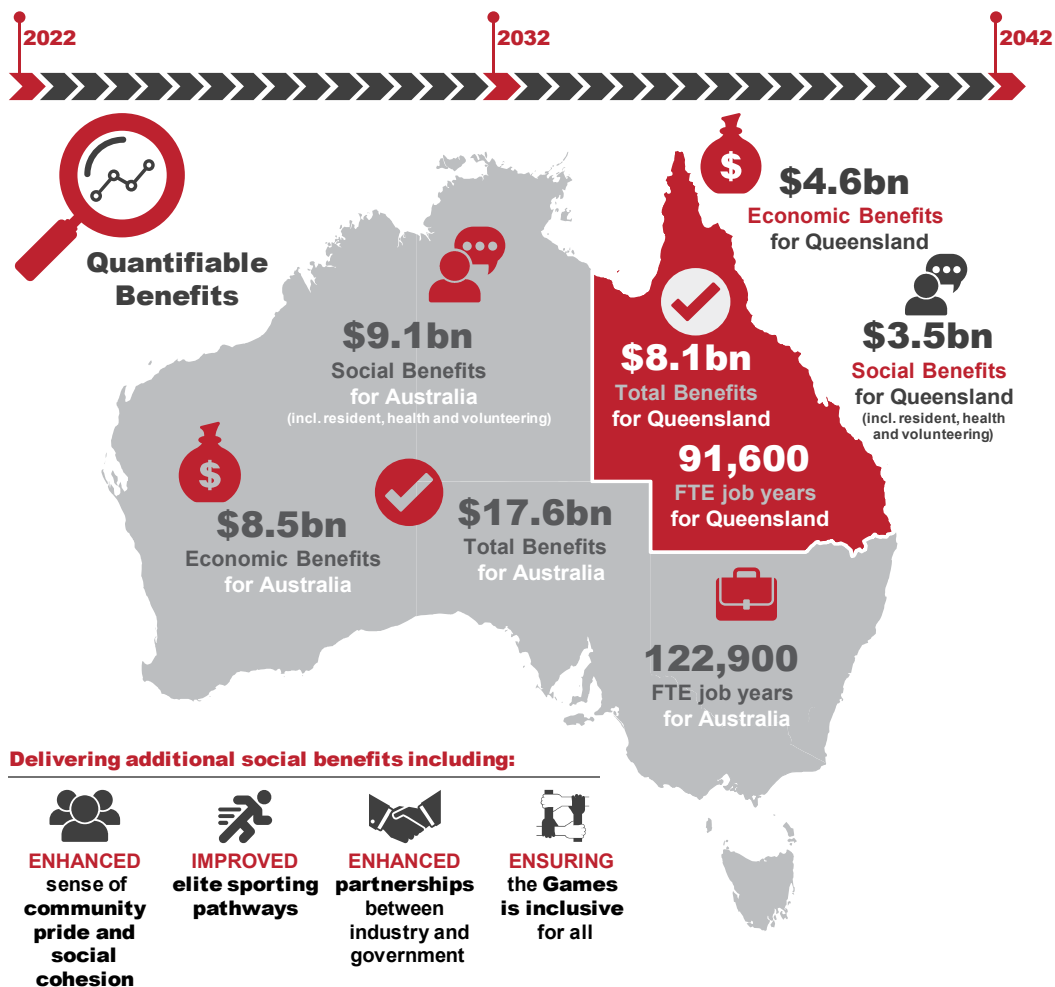
Over the next 25 years, the population of Greater Brisbane is projected to grow by 1.29 million persons to reach 3.86 million persons by 2046 (medium series) (Queensland Government Statistician’s Office, 2023).

3.3 BRISBANE 2032 OLYMPIC & PARALYMPIC GAMES

Analysis by KPMG of the quantifiable economic and social benefits of the Brisbane Olympic & Paralympic Games ("Olympics") over a twenty-year period from 2022 are estimated to be up to \$8.1 billion for Queensland and \$17.61 billion for Australia with the estimated impact of new expenditure resulting from the Olympics (inclusive of tourism and trade, event operations and infrastructure) projected to create approximately 122,900 full time equivalent (FTE) jobs at a national level and approximately 91,600 FTE jobs in Queensland (KPMG, 2021).

Potential benefits of a 2032 Queensland Games

Analysis of the potential economic, social and environmental benefits of hosting a 2032 Games suggests there is a significant opportunity to deliver material benefits for Queenslanders and Australians.



Source: KPMG 2021

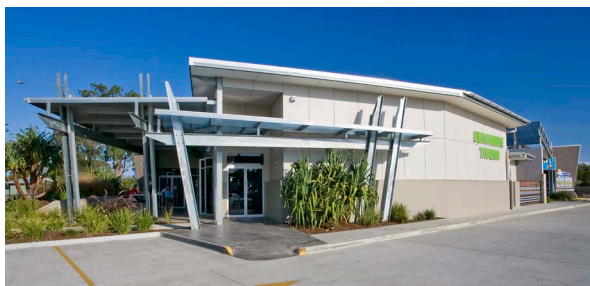
"A Games induced uplift in international tourism and trade is estimated to contribute to an uplift in Queensland's Gross State Product (GSP) in the order of \$4.60 billion, which is more than half the estimated \$8.50 billion uplift in overall GDP at the national level." (KPMG, 2021).

According to Knight Frank Australia, the Olympics will bring global recognition to Brisbane. The population of South East Queensland is at least three times smaller than any other recent or upcoming host cities. "As such, the games stand to have a disproportionately large impact on Brisbane's international stature and profile." (Knight Frank Australia, 2022).

In addition to the immediate benefit of attracting tourism, Knight Frank suggests the Olympics will have a 'halo effect' which will help to bring skilled migrants, companies seeking to expand in Australia, investors looking to broaden their portfolios and developers seeking a position in expanding markets (Knight Frank Australia, 2022).

4. THE INITIAL PORTFOLIO

The Initial Portfolio comprises the Freehold Going Concerns of the Beachmere Hotel in the City of Moreton Bay, South East Queensland, and the Pine Beach Hotel Motel and residential properties in the Shire of Livingstone on Queensland's Capricorn Coast.

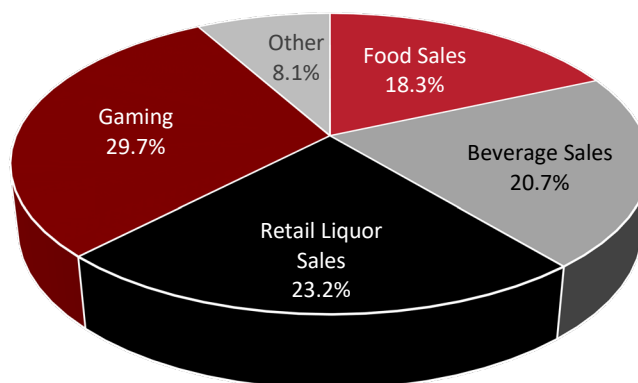


Both assets were acquired in April 2023 and have since been operated successfully by the Business Manager.

4.1 GROSS PROFIT PROFILE FOR 12 MONTH FY24 OWNERSHIP PERIOD

The Initial Portfolio has a diverse income profile, with the first 12 months of operation by gross profit categories dominated by gaming (29.7%) and retail liquor sales (23.2%) with food (18.3%) and beverage sales (20.7%) closely behind. Other income such as rebates, accommodation and other commissions total 8.1% of the gross profit in the first twelve months of ownership.

Gross Profit by Category - Since Acquisition



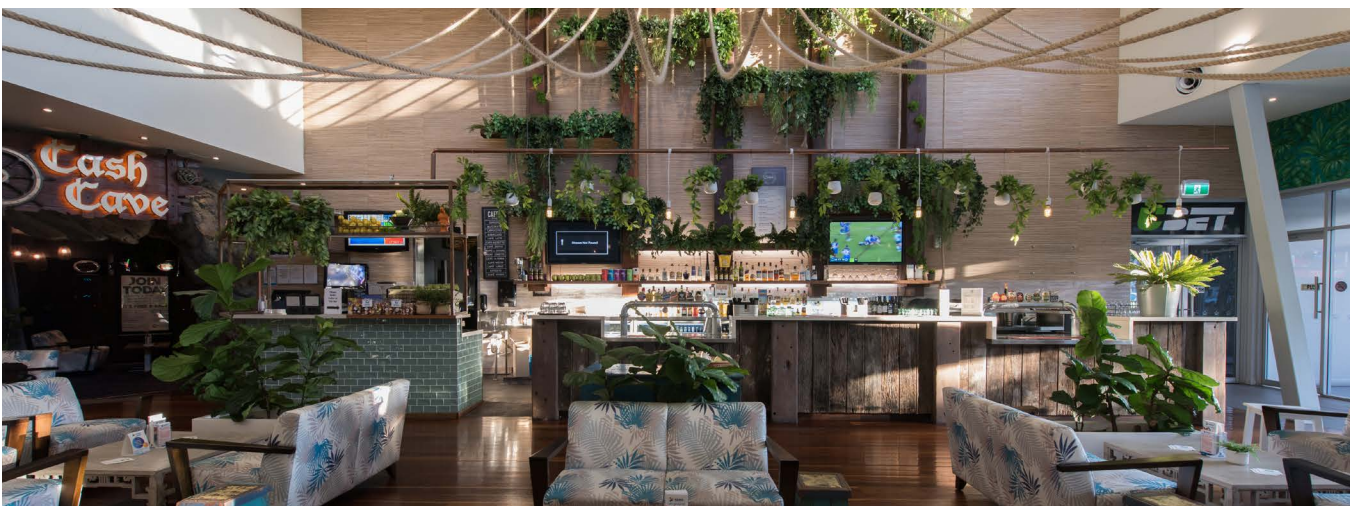
5. BEACHMERE HOTEL



5.1 EXECUTIVE SUMMARY

Constructed in 2009, the Beachmere Hotel is a modern property located within Beachmere, a coastal suburb of the Moreton Bay Regional Council, approximately 60 kilometres north of the Brisbane CBD. It is the only hotel servicing the suburb of approximately 4,500 residents (id, 2022).

The Beachmere Hotel provides a large family bistro, children's play area, public bar with TAB, gaming room and dual lane drive through bottle shop.



5.2 LOCATION

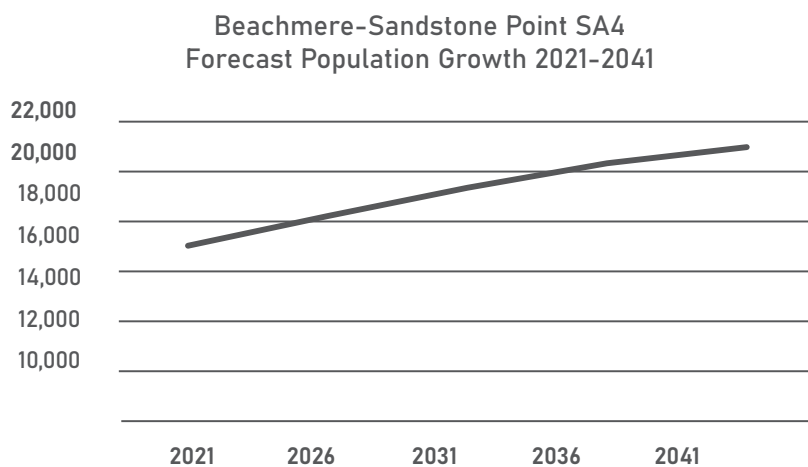
Located between Brisbane and the Sunshine Coast, Beachmere is a thriving coastal community on the shores of Moreton Bay.

The City of Moreton Bay is one of Australia's fastest growing urban regions with the 2021 population of 483,743 people forecast to increase to 796,515 (medium series) by 2046, an increase of 312,000 people or almost 40% (Queensland Government Statistician's Office, 2023).

The property is located approximately 57 kilometres north of the Brisbane CBD and 55 kilometres south of Caloundra.

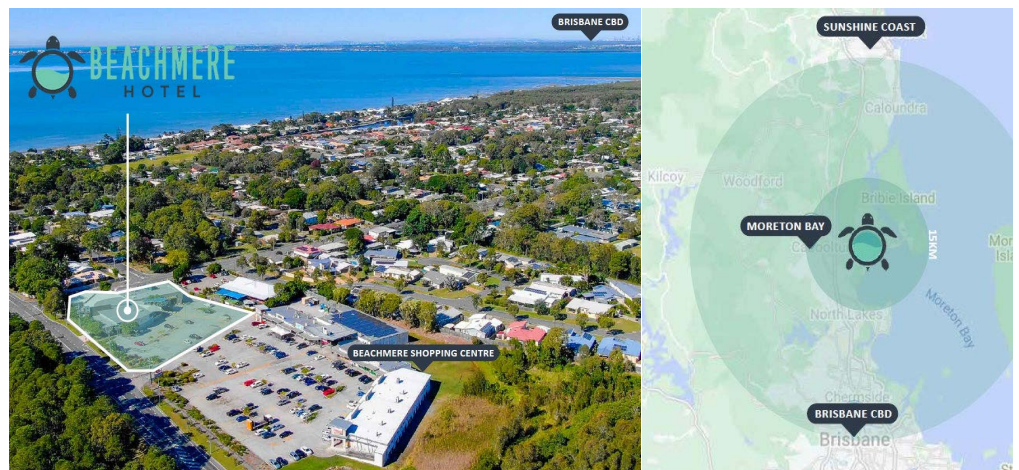
The Beachmere Tavern is located approximately 500 metres from the shores of Moreton Bay and adjoins a modern IGA anchored convenience shopping centre. In 2021 the localities of Beachmere and Sandstone Point had a combined estimated population of 16,753 which was forecast to increase to 20,615 over the next 20 years (ABS 2018)

FORECAST POPULATION GROWTH 2021 - 2041



Source: Queensland Government population projections, 2018 edition; Australian Bureau of Statistics Population by age and sex, regions of Australia, 2016 (Cat no. 3235.0).

LOCATION MAP



5.3 PROPERTY DETAILS

	Description	Address	Real Property Description	Site Area*
Site Details	Beachmere Hotel	2 James Road, Beachmere 4510	Lot 32 SP249233	5,499 sqm *approx
Site Description	The site is a relatively level regular shaped corner allotment with frontages and access to and from Beachmere Road and James Road. Total frontage to Beachmere Road is approximately 91 metres and the frontage to James Road is approximately 57 metres.			
Flood Status	Searches via the Moreton Bay Regional Council indicate the property is not affected by the 5% AEP (Annual Exceedance Probability), 1% AEP and 0.1% AEP Flood events. The property is outside Council's known Overland Flow mapping extents and is above the estimated level of a Highest Astronomical Tide (HAT). The property is not affected by the 5% AEP, 1% AEP and 0,1% AEP Storm Tide events (Moreton Bay Regional Council, 2022).			
Contamination	The individual allotments are not included on the Environmental Management Register or the Contaminated Land Register..			
Zoning	Local Government Area		Moreton Bay Regional Council (www.moretonbay.qld.gov.au)	
	Planning Scheme		Moreton Bay Regional Planning Scheme 2021	
	Zoning		Local Centre	
	Preferred Uses			
	Focus for retail and commercial activity for a local catchment serving between 10,000-15,000 people			
	Range of uses include:			
	<ul style="list-style-type: none">- Retail – a full line supermarket, convenience stores, personal services and specialty stores- Commercial – local professional offices- Residential – medium density, low density and low rise- Community – artistic, social or cultural facilities, childcare, education, emergency services, health services, religious activities, social interaction or entertainment, support services and civic park.			

5.4 BUILDING DESCRIPTION

Constructed in 2009, the Beachmere Tavern is a modern hospitality venue offering multiple indoor and covered outdoor areas with a flexible floor plate separating the various areas of the venue. Construction is primarily of solid concrete tilt up panels with metal decking roof.

The restaurant is open for lunch and dinner dine in (up to 180 patrons) or takeaway 7 days a week. Adjacent to the restaurant is a children's playground and indoor playroom. A landscaped outdoor courtyard provides additional dining areas and can also be utilised for functions catering for up to 200 people cocktail style. The Sports Bar offers TAB and Keno, a separate outdoor area, big screen TVs and has capacity for up to 150 patrons.

The newly renovated 'Cash Cave' offers 30 of the latest electronic gaming machines. Adjoining the hotel is a dual lane drive through bottle shop.

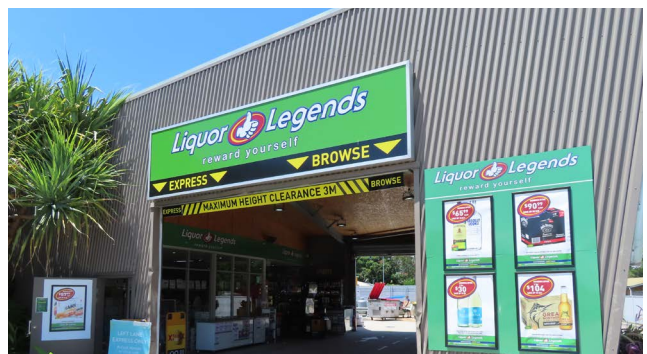
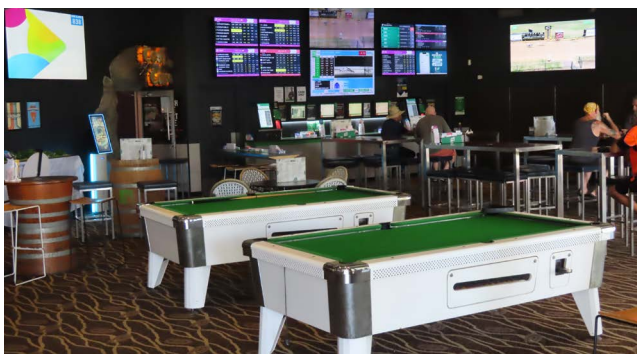
5.5 PURCHASE PRICE

\$17,500,000 plus stock at valuation in April 2023, having assumed an EBITDA of \$1,560,000 per annum.

5.6 VALUE ADD SINCE ACQUISITION

- Rebranded retail offering to Liquor Legends.
- Enhanced management team and no longer reliant on contract labour.
- Replaced 8 older gaming machines with the latest and popular machines. Gaming turnover is up 7.5% since April 2023.
- Negotiated new supply agreements with exclusive draught beer supplier CUB and other food and beverage suppliers to maximise rebates.
- Centralised back of house functions inclusive of HR, recruitment, marketing and administrative services.
- Introduction of regular events to promote patronage inclusive of happy hour, trivia nights, live entertainment, paint and sip, live sport and Foxtel pay per view fights and main events.
- Regular competitions with prizes inclusive of a boat with trailer 'Win a Tinny' competition.
- Developed and implemented a comprehensive social media marketing strategy to promote events.
- Developed and implemented membership rewards programme for the gaming room with membership increasing 35.9% since April 2023.
- The Hotel menu has been fully costed, repriced and updated to better reflect supply line deals and market feedback.
- Upgraded the Hotel's website (www.beachmerehotel.com.au) and initiated a comprehensive social media marketing strategy inclusive of Facebook and Instagram.

As these initiatives have been progressively rolled out it is the Managers' opinion that the venue is yet to maximise the benefits on an annualised basis.



5.7 VALUATION AS AT MARCH 2024

\$19,800,000 assuming an EBITDA of \$1,782,234 from the date of valuation.

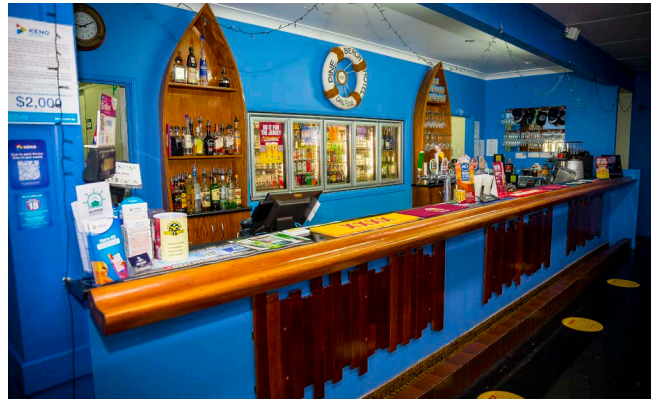
6. PINE BEACH HOTEL MOTEL



6.1 EXECUTIVE SUMMARY

Established in 1921, the Pine Beach Hotel Motel comprises an older style hotel-motel inclusive of main bar, gaming room, bistro, TAB, a large beer garden, short term accommodation and drive through bottle shop and adjoining development land inclusive of three freestanding residential houses.

The property occupies an elevated position with panoramic views across the Coral Sea to Great Keppel Island. Development Approval is in place for a mixed-use development comprising a hotel, retail shops and residential apartments.



6.2 LOCATION

Emu Park is an idyllic resort town approximately 46km east of Rockhampton and approximately 20km south of Yeppoon on the Capricorn Coast overlooking the Keppel Bay Islands Marine Park & Southern Great Barrier Reef.

Emu Park and surrounding catchment SA2 including Zilzie & Kinka Beach has a population of circa 6,000 people and comprises a combination of modern and established residential development.

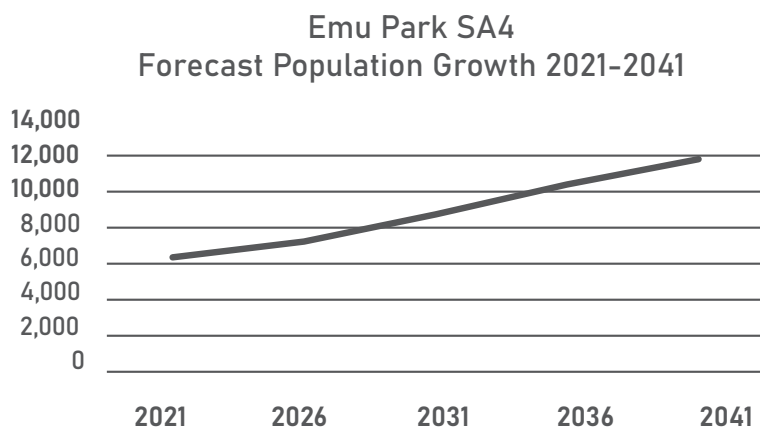
A broad range of amenities are in the township. Major attractions include numerous beaches, the Singing Ship and the Anzac Court War Memorial & Centenary of Anzac Memorial Walk located opposite the Pine Beach Hotel Motel.

The property is adjacent to Drakes Emu Park, a modern full line supermarket at the centre of the Emu Park Village commercial precinct.

The property occupies an elevated corner position with uninterrupted views over Main Beach, across the Great Barrier Reef to Great Keppel Island and beyond. Total site area is approximately 5,865m² over 7 titles.



FORECAST POPULATION GROWTH 2021 - 2041



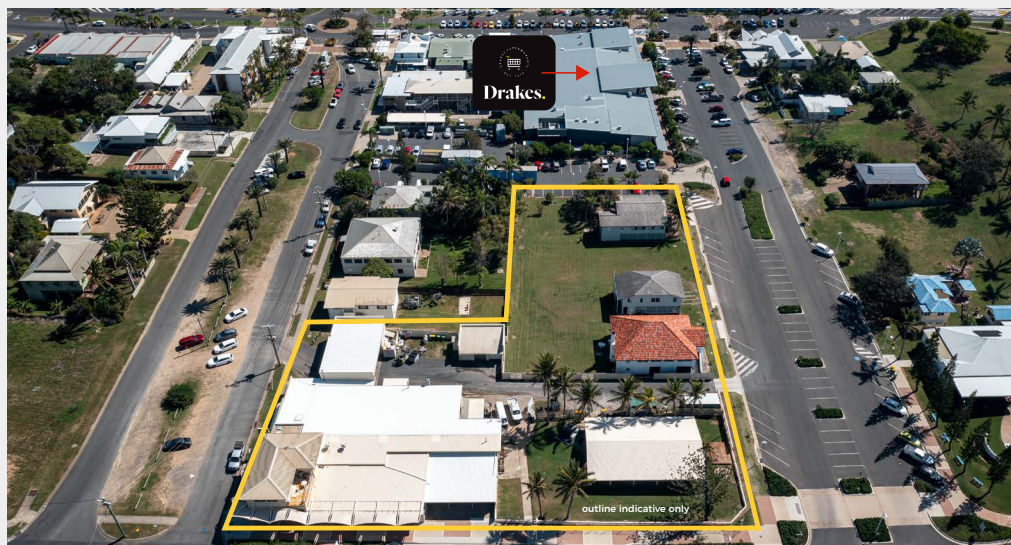
Source: Queensland Government population projections, 2018 edition; Australian Bureau of Statistics Population by age and sex, regions of Australia, 2016 (Cat no. 3235.0).

LOCATION MAP



6.3 PROPERTY DETAILS

	Description	Address	Real Property Description	Site Area*
Site Details	Pine Beach Hotel Motel	3-5 Granville Street	Lot 2 RP604536 & Lot 2 RP605585	3194 sqm
	Residential House	6 Emu Street	Lot 2 RP720044	647 sqm
	Residential House & Vacant Land	8 Emu Street	Lots 3 & 4 RP601201	1214 sqm
	Residential House	12-14 Emu Street	Lots 1 & 2 RP601201	810 sqm



Site Description

The site comprises 7 regular shaped allotments. The hotel allotments have a total frontage to Granville Street of approximately 85 metres, with frontage to Pattison Street of approximately 46 metres and frontage to Emu Street of approximately 33 metres. There is a gentle slope across the allotments from Pattison Street down to Emu Street. The residential/development allotments comprising 6-14 Emu Street have a total frontage to Emu Street of approximately 68 metres with a generally flat topography.

Flood Status

The property occupies an elevated position and searches by the Manager have not identified any evidence of historical flooding. The property is not identified on the Queensland Government's Coastal Hazard Areas Map as being in a Storm Tide Inundation Area.

Contamination

The individual allotments are not included on the Environmental Management Register or the Contaminated Land Register.

Zoning

Local Government Area

Livingstone Shire Council
(www.livingstone.qld.gov.au)

Planning Scheme

Livingstone Planning Scheme 2018

Zoning

L2 - Local Centre

Preferred Uses

Food and drink outlet
Health care services
Office
Shop
Shopping Centre
Bar

Function Facility
Hotel
Nightclub
Theatre
(Livingstone Shire Council, 2022)

6.4 BUILDING DESCRIPTION

The existing hotel property comprises an older style Hotel-Motel of primarily concrete block construction. Facilities include sports bar with TAB, bistro, gaming room, large beer garden, commercial kitchen, drive through bottle shop and storeroom, manager's accommodation and 3 motel units.

The three residential houses are generally 60-70 years old and in good condition.



6.5 DEVELOPMENT APPROVAL

A development permit for a material change of use for a mixed-use development comprising a hotel, multiple dwelling units (twenty-one units) and shops (420m²) was granted by the Livingstone Shire Council on the 23rd March 2009 for the allotments fronting Emu Street inclusive of 3 Granville Street (i.e. exclusive of the allotment currently improved with the existing hotel-motel). Livingstone Council has confirmed in May 2024 that permit D-Y/2008-64 remains current until 13 April 2026.

The land situated on Emu Street to which the development permit is applicable includes the hotel beer garden and three casually tenanted freestanding residences.



Artist's impression of a development completed in accordance with the Development Permit. Funds raised under the Offer are not intended to be applied to the redevelopment. Completion of the development may require additional capital and may not be completed.

Full copies of the development approval inclusive of plans and perspectives are available from the Investment Manager.

6.6 PURCHASE PRICE

\$12,000,000 plus stock at valuation in April 2023 assuming an EBITDA of \$1,000,000 per annum. Price breakdown as follows:

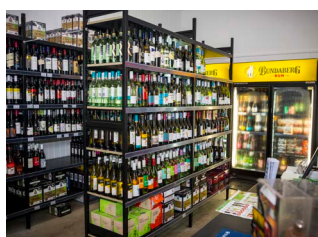
- \$9,000,000 for the freehold hotel land and business; and
- \$3,000,000 for the three residential houses.

6.7 VALUE ADD SINCE ACQUISITION

- New management team.
- Upgraded and expanded the retail bottle shop inclusive of new cabinetry, display fridges, roller doors and enhanced security.
- Developed a landscaped beer garden with views overlooking the Coral Sea.
- Complete refurbishment of the gaming room inclusive of new gaming machines, ticket in-ticket out upgrades, cash redemption terminal, cabinets and furniture. Gaming turnover has increased by 54.1% since April 2023.
- Developed and implemented membership rewards programme for the gaming room. Membership has increased by 87.2% since April 2023.
- Negotiated a new supply agreement with exclusive draught beer supplier CUB and other food and beverage suppliers to maximise rebates.
- Introduced order at table technology.
- Centralised back of house functions inclusive of HR, recruitment, marketing and administrative services.
- Introduced regular events to promote patronage inclusive of happy hour, trivia nights, live entertainment, live sport and Foxtel pay per view fights and main events.
- Regular competitions with prizes inclusive of a boat with trailer 'Win a Tinny' competition.
- Developed and implemented a comprehensive social media marketing strategy to promote events.
- The Hotel menu has been fully costed, repriced and updated to better reflect supply line deals and market feedback. New kitchen equipment inclusive of a pizza oven has been installed and food safety systems have been implemented.
- Upgraded the Hotel's website (www.pinebeachhotel.com.au) and initiated a comprehensive social media marketing strategy inclusive of Facebook and Instagram.



Upgraded Drive Thru inclusive of Roller Shutters to enhance security



New Bottleshop



New Beer Garden



Upgraded Gaming Room

6.8 VALUATION AS AT MARCH 2024

\$12,250,000 assuming an EBITDA of \$1,100,599 from the date of valuation.

7. INVESTMENT STRATEGY

The Fund's objective is to provide investors with income and the potential for capital growth from the Initial Portfolio and as the Fund grows, the opportunity to enhance the income and value of their investments from assets acquired by the Fund over time.

The Fund will have a mandate to raise further capital and acquire additional assets subject to the investment criteria detailed in Section 7.3.

The Fund's investment strategy is to increase profitability and grow capital value from assets and businesses via the application of business and property initiatives.

7.1 BUSINESS INITIATIVES

Maximise Hotel Profitability

The short-medium term operational strategy is to maximise the profitability of the hotels by utilising the resources and expertise of the Business Manager to further enhance revenue, reduce costs and minimise risks with a particular focus on the following areas:

1. Technology

Use technology to:

- Enhance customer experiences and deliver operational efficiencies.
- Improve accuracy and cost management.
- Generate customer feedback.
- Directly market to/communicate with customers.
- Reduce shrinkage/wastage.
- Reduce costs.
-

Examples of technology to be utilised by the Business Manager include:

- Order at table technology.
- Tanda - rostering, attendance and award compliance software.
- MYOB - accounting system.
- Talkbox - marketing CRM.
- NowBookit - Restaurant reservations, table management, events & gift cards.
- Social Media.

Case Study - Facebook

Since acquisition in April 2023, the Business Manager's marketing team have implemented a coordinated strategy to increase followers on Facebook for both hotels and to enhance reach and engagement. For Beachmere, followers have increased by 14%, reach (via organic growth and ads) has increased 183% and engagement (link clicks) has increased by 219%.

Coming off a much lower base, the statistics for the Pine Beach Hotel Motel are even more compelling. The number of followers has almost doubled since acquisition (up 89%), reach (organic growth + ads) has increased 467% and engagement (link clicks) has increased by 33,007%.



Pine Beach Facebook
Engagement **+33,007%**

2. Expand Retail Offering

In Queensland, Detached Bottle Shop (DBS) opportunities exist where there are convenience shopping centres within 10 kilometres of a hotel with a commercial hotel licence. Commercial hotel licences are restricted to a maximum of three DBSs and a maximum gross lettable area of 150sqm.

The Managers consider opportunities for DBSs within 10 kilometres of the Beachmere and Pine Beach Hotels to be limited however future hotel acquisitions will be assessed for DBS potential.

The Business Manager considers there to be a significant opportunity for online retail liquor sales via the group's retail liquor brand partner Liquor Legends.

Economies of Scale

Future acquisitions will further enhance the buying power of the Business Manager to:

- Leverage the relationship with Liquor Legends to drive retail sales through the use of technology and Liquor Legends' capital spend.
- Maximise rebates from suppliers.
- Reduce costs.
- Maximise marketing impact.

Back of House Resourcing

Increased 'critical mass' via future acquisitions will enhance efficiencies and service provision of the Venu Plus Management back of house to:

- Centralise bookings.
- Manage marketing.
- Provide HR, recruitment, accounting and administrative services.
- Implement nationally accredited training strategies for staff.
- Apply for government incentives for staff training programmes.
- Manage compliance.
- Reduce/manage operational Workplace, Health and Safety risks.

7.2 PROPERTY INITIATIVES

Refurbishment Strategy

The Investment Manager will seek to maximise building efficiency, reduce costs and enhance revenue with a particular focus on the following areas:

Solar initiatives/energy efficiencies

- Detailed due diligence has been undertaken for the installation of a 100kW solar system to the roof of the Beachmere Hotel. The system is anticipated to deliver savings of circa \$19,000 per annum at an IRR of 25.3%. The system is planned to be installed in FY 2024-25.
- A solar system is not planned at this stage for the Pine Beach Hotel Motel. In the event a new hotel is developed, a solar system will be incorporated into its design.
- All future acquisitions will be assessed for the potential to install a solar system.

Refurbishment initiatives

- As per improvements undertaken to the Pine Beach Hotel Motel.

Development Initiatives

- Identify and acquire additional FGC hotel assets that are underdeveloped and/or opportunities for expansion or to add additional complementary uses. Changes in hotel design and facilities over the years have resulted in many FGC hotels having inefficient floor plates and obsolete service offerings. Many FGC hotels have surplus land or excess car parking. Redesign and redevelopment of FGC hotels can add additional value, in many cases without compromising business revenues. An example of potential is the Pine Beach Hotel Motel at Emu Park which has been acquired by the Fund.

Example of Development Example - Pine Beach

The Pine Beach Hotel Motel site presents an L-shaped allotment with three street frontages and flexible 'L2 – Local Centre' zoning. Depicted below is the indicative split of the land currently used for hotel operations and land assessed for development (currently improved with three residential houses).



Outline is indicative only.

Future Development - Scenario #1

Develop Short Term Accommodation Scheme & New Hotel

The Investment Manager will plan and implement a 'highest and best use' strategy to maximise the development yield over the medium-long term in the context of the demonstrated profitability and potential of the operational business. The current Development Permit for a Mixed-Use development inclusive of a hotel, bottle shop, function spaces and accommodation present a relatively unique opportunity to develop an integrated precinct while the existing hotel continues to trade. The Investment Manager believes there to be an attractive opportunity to consider the following sectors:

Short term Accommodation

In the Investment Manager's opinion, there is a lack of hotel style / short-term accommodation in Emu Park, with visitors opting to either stay in Yeppoon or camping style accommodation. Short term accommodation would be in keeping with the current development permit, though it is noted that room sizes, services and key common areas (such as function areas to attract weddings) would need to be addressed as part of a modern scheme.

Complementary Retail

Examples include ice cream parlour, fish & chipper and inclusive of a café to allow the business to offer all day food and beverage services.

Future Development - Scenario #2

Reposition and Construction of New Hotel Only

The current location of the hotel to the corner of Pattison and Granville Street does not take full advantage of the expansive ocean views out to Great Keppel Island. The development land and current site of the beer garden presents an opportunity to reposition the hotel to facilitate:

- Potential cross-trade from the Emu Park RSL opposite the beer garden.
- The streetscape and connection to the adjacent retail along Emu Street as a pedestrian connection.
- The potential for function areas to be elevated to take advantage of the water views.
- The relocation of services away from pre-existing residential homes. At present, storage containers, waste collection and bottle shop warehousing is conducted adjacent to residential homes (7 Pattison Street).
- A more efficient drive through bottle shop and enhanced retail offering that is focused on providing a convenience solution to beachgoers and local shoppers, given the proximity to Emu Park's main beach and the adjacent supermarket.
- Should the existing pub be reconfigured to include a combination of retail and/ or complementary uses, there is the potential for surrounding development (such as the proposed apartment project directly opposite the pub at 2-4 Pattison Street) to enhance the demand for the site.
- The residential houses situated between 8-12 Emu Street are separately titled, allowing for the potential to be sold individually or in one line, possibly before the end of the currency period of the pre-existing Development Approval in April 2026. Management will consider this as an option to developing a new hotel on the current 3-5 Granville Street site.

Investors should note that there is no guarantee that development of whole or part of the Pine Beach development site or expansion of the Hotel will be viable over the short, medium or long term. Funds raised under the Offer are not intended to be applied to the redevelopment. Completion of the development will be subject to further regulatory approvals, may require additional capital and may not be completed.



7.3 INVESTMENT MANDATE

The Fund has a mandate to acquire additional hospitality assets based on the following criteria:

- Preference for assets with multiple income streams or the potential to add additional income streams.
- Preference for freehold sites with low site coverage and development potential.
- Leasehold acquisitions must be earnings accretive to the Fund.
- Preference for multiple asset or group acquisitions.
- The Fund will not invest in or operate adult entertainment venues.
- Leased freehold investments will be considered in the context of the lease term remaining and the opportunity to add value on taking over the business at the expiry of the lease.

Carefully Selected Portfolio

In assessing whether a FGC asset or site is an appropriate investment to be included in the Portfolio, SIML and the Managers will have regard to the following investment criteria, designed to assist in achievement of the Fund's long-term fund investment objectives:

- Assets positioned in catchments with strong population growth and diverse economies;
- Prominent asset location and convenience for the catchment;
- Potential for development or value to be added through business improvements and/or redevelopment initiatives.

With a focus on the following sectors and geography:

Sector	Comment
Pubs	Core asset – multiple sources of revenue
Licensed and Gaming Premises	Management and potential purchase opportunities. Consolidation opportunities as the sector rationalises
Restaurants	Value-add through operational efficiencies and technology
Short Term Accommodation	Value-add through food and beverage, operational efficiencies and technology. Synergy of co-locating with food and beverage

Geography	Comment
South East Queensland	The Fund's "front yard" with positive demographic and economic growth expectations in lead up to 2032 Olympics Preference for suburban assets with development upside. Considered by the Managers to be more resilient to economic shocks and the work from home trend
Regional Queensland	The Fund's "back yard" Preference for coastal regions with forecast population growth and development upside
Northern New South Wales	'Natural' expansion opportunity into Northern New South Wales south to Port Macquarie

Note: The criteria above are guidelines which SIML and the Managers have identified at the date of this IM which it will apply in the short to medium term. The Fund may however pursue opportunities which do not meet one or more of these criteria if SIML considers it is in the best interests of investors to do so.

8. ABOUT THE FUND

8.1 FUND DETAILS

Feature	Comments
Corporate Director	Stara Investment Management Limited ABN 49 653 962 871
Business Manager	HM&A Co Pty Ltd ABN 74 658 275 855 (trading as "Venu Plus")
Investment Manager	Cooee Investment Management Pty Ltd ACN 656 182 302
Fund Services	<p>SIML will provide funds management and incidental services. These services include:</p> <ul style="list-style-type: none"> • Debt Provider reporting and covenant analysis as required under any agreements with banks or other lenders to the Fund. • Engaging lawyers on behalf of the Fund relating to Fund matters. • Overseeing the Fund's cash flow performance and monitoring of appropriate costs, fees and charges. • Oversee and monitoring appropriate financial services including accounting, reporting and payment processing. • Overseeing the preparation and lodgment of business activity statements. • Preparation of dividend and tax statements. • Maintaining registers. • Maintaining all the Fund's records including minutes of meetings and notices. • Monitoring any investor feedback and complaints resolution. • Maintaining appropriate insurances. • Convening and co-ordinating investor meetings. • Monthly reporting on compliance matters • Processing transfers of Stapled Securities. • SIML may engage third parties to provide these services on its behalf.
Minimum Investment	\$100,000
Fees and Costs	Detailed in Section 12
Investment Term	Fixed Term of 7 years from Offer Close Date. SIML will have the discretion to sell assets early and/or extend the term as market conditions dictate.
Future Capital Raisings	After the Offer is closed to applications SIML may offer further shares in the Company for issue at times determined by SIML. Additional equity from future raisings is likely to be used (along with debt) to acquire new assets, undertake redevelopment or refurbishment works. A new Information Memorandum will be issued for all future offers.
Dividends	<p>The Company proposes to declare 100% of the net taxable income of Property Sub-Fund as dividends in respect of the Property Shares, subject to any amount which the Company considers appropriate to be retained to meet future capital expenditure. Investors will be subject to Australian income tax on their proportionate share of the net taxable income of Property Sub-Fund for the relevant year, irrespective of whether actual dividends differ from the net taxable income of Property Sub-Fund.</p> <p>The Company proposes to declare 100% of the dividends received from operating companies (including SV Operations) as dividends in respect of the Business Shares. The Company also proposes that those operating companies (including SV Operations) declare 100% of their net profit after tax as dividends after making any retentions those companies consider appropriate for future capital expenditure.</p> <p>The projected returns indicated in this IM are based on the assumption that a total of approximately \$192,000 will be retained in the second year of operation of the Company from the net profit of Property Sub-Fund and the net profit after tax of SV Operations to fund future capital expenditure. Franking credits should be available to investors for the tax paid by the Company on the taxable income of Business Sub-Fund and any franking credits paid by operating companies (including SV Operations) to the Business Sub-Fund.</p> <p>Dividends may also be declared with reference to the Business Shares that are taxable in the hands of Security holders as unfranked dividends.</p>

8.1 FUND DETAILS CONT.

Valuation Policy

Independent valuations of the portfolio will be undertaken every two years with Director's internal valuations every alternative year. Updated valuations will be issued with future Information Memorandums.

Under the Company's valuation policy, valuations are classified as either an internal valuation or an independent valuation. An internal valuation is a valuation performed by SIML as Corporate Director of the Company. An independent valuation of a real estate asset is a valuation undertaken by an external valuer in accordance with the valuation policy. An independent valuation of an operating business is a valuation performed by SIML based on expert independent advice on appropriate market multipliers based on valuations or sales of comparable businesses. Both internal and independent valuations may be adopted for the purposes of statutory and financial reporting or to determine the redemption price of a Stapled Security or the amount of any fees payable. All assets are independently valued prior to their purchase.

An internal valuation is generally undertaken each alternate year when an independent valuation does not occur. The Company may also undertake a further independent valuation if the Company determines there is likely to be a material change in the value of an asset. This will usually arise where a material change is identified during the process of completing an internal valuation. All external valuers and other experts engaged to conduct an independent valuation must be approved valuers on the Company's valuation panel and can only be appointed to the panel if they meet criteria in relation to qualifications, registration, experience and independence. The Company's valuation panel is also designed to provide a diversity of valuers. The Company's policy requires adequate rotation of valuers such that no valuer may perform an independent valuation or provide expert advice more than three times consecutively on a particular asset or business.

Gearing

External gearing of the Initial Portfolio is 59.2% of the current external valuation of the two properties of \$32.05m, as at the date of this IM. It is intended that proceeds from a successful raise on the terms contained in this IM will return overall gearing to 55% or below. It is intended that over time that the Fund's maximum gearing is 55% of GAV.

Interest Cover

Venu CCIV will use its best endeavours to ensure that the EBITDA is maintained at minimum multiple of 2 times the interest payable on Venu CCIV's outstanding debt.

Offer Closing Date, Timing & Payment

Potential Investors must submit their Application Form and Monies by the Offer Closing Date.

The offer will close on the 30th August 2024 subject to reaching the Minimum Subscription or earlier upon full subscription. The close date may be brought forward or extended at SIML's absolute discretion.



8.2 INVESTOR EXIT DURING TERM

Investors should note that the fund is relatively illiquid.

Investors wishing to exit their investment prior to end of the Fund Term can at any time elect to complete a Stapled Securities Sales Request Form specifying the number of Stapled Securities they wish to sell. Upon receipt of a Stapled Securities Sales Request Form SIML will use its best endeavours to attract new Investors and sell the Stapled Securities of those Investors wishing to exit their investment.

The procedure for selling Stapled Securities is set out in the Constitution.

SIML may charge a Sales Fee to the seller equal to 2% of the sale price of the Stapled Securities sold. We recommend you seek independent advice before considering a transfer of Stapled Securities.

The transfer of Stapled Securities will only occur once SIML updates the Security Holder register.

A transfer form may be obtained by contacting SIML.

Investors should make their own enquiries to confirm any applicable taxes or duties before requesting a transfer of Stapled Securities.

8.3 FUND OBJECTIVES

Stable & Sustainable Returns

The Fund's objective is to provide investors with an investment vehicle which provides consistent income returns, capital preservation and the opportunity for capital growth.

The Fund is targeting a cash dividend of 9.25% per annum over the first year from issue of Stapled Securities of this offer. The Fund is targeting a longer-term investment horizon annual cash dividend return in excess of 9.25% per annum through acquisition of further investments, developments, redevelopment and asset enhancement. It is intended that future acquisitions and/or developments will be accretive.

The Fund aims to provide investors with a minimum total return of 10.25 percent per annum over the 7-year Fund Term.

The target returns are not forecasts and are not guaranteed. They assume a subscription price of \$1.00 per Stapled Security and are calculated in accordance with a number of key assumptions which are outlined in Section 11.7. The Fund's target return may vary over time according to market conditions or assumptions not holding true. Like any investment there are risks associated with an investment in the Fund. Details of specific risks associated with the Fund are set out in Section 13.

8.4 FUND STRUCTURE

Overview

The Company is a Corporate Collective Investment Vehicle ("CCIV"), a type of company registered under the Corporations Act. SIML is the corporate director of the Company, and the Company has two registered sub-funds - being the Business Sub-Fund and the Property Sub-Fund.

The offer under this IM is for investors to apply for the following shares in the Company:

- Business Shares, which are a class of share that are referable to the Business Sub-Fund; and
- Property Shares, which are a class of share that are referable to the Property Sub-Fund.

Business Shares and Property Shares are classes of redeemable shares in the Company and are stapled to each other, meaning they are required to be dealt with as a single security.

The "Fund" is a notional or economic vehicle formed out of the stapling of the Business Shares and Property Shares. The Fund was established to acquire hospitality businesses and properties. The properties will form part of the assets of the Property Sub-Fund and shares in operating companies will form part of the assets of the Business Sub-Fund. The Property Sub-Fund will also provide financial accommodation to operating companies invested in by the Business Sub-Fund, such as by making loans to those companies.

What is a CCIV?

SIML considers the CCIV to be the optimal legal structure for the Fund.

The CCIV regime came into effect on 1 July 2022 and was developed to address Australia's identified need for a collective investment vehicle that provides flow-through tax treatment, maintains investor protection, and is more internationally recognisable than the "managed investment scheme", which is a trust-based collective investment vehicle.

A CCIV is a type of company that is limited by shares. As a company, a CCIV is a legal person—separate from its 'owners' and 'operator'—and can, for example, enter into contracts in its own name. There are some key differences between a CCIV and a regular company. For example, a CCIV can only have one director, which must be a public company—and cannot have an alternate director, a secretary, or employees. All CCIVs must have a constitution. Refer to Section 14.1 for details of the Company's constitution and the rights of shareholders in the Company.

What is the role of the Corporate Director?

A CCIV can only have one director, which must be a public company that holds an AFS licence authorising it to operate the CCIV as corporate director. The corporate director effectively "runs" the CCIV and is responsible for operating the business and conducting the affairs of the CCIV, and performing the functions conferred on it by the CCIV's constitution and the Corporations Act. The corporate director owes duties to the CCIV and its members (being the shareholders). Among other things, a corporate director must, in exercising its powers and carrying out its duties, act in the best interests of the members of the CCIV.

SIML is a public company that holds AFS licence number 535500 and is the corporate director of the Company.

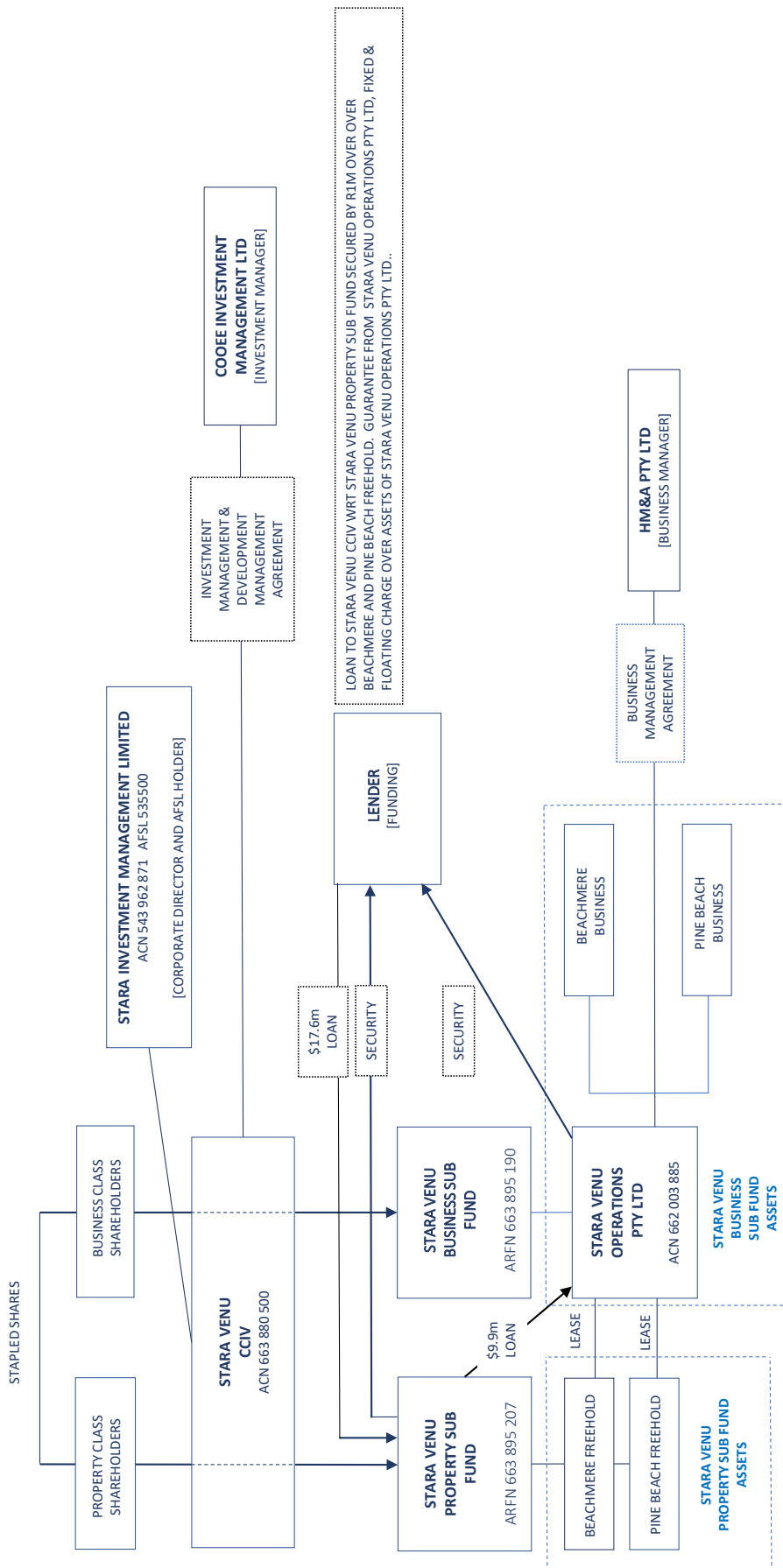
What is a Sub-Fund?

"Sub-Fund" is a term that describes part of the business of a CCIV. All things done by a CCIV (such as shares issued and assets acquired) must be referable to one (and only one) Sub-Fund. Each Sub-Fund is a distinct, segregated, protected, and generally separately regulated part of a CCIV.

The Company has two sub-funds, being the Business Sub-Fund and the Property Sub-Fund. Broadly, the business of the Business Sub-Fund is to establish or acquire hospitality businesses, and the business of the Property Sub-Fund is to acquire hospitality properties and provide financial accommodation to hospitality businesses invested in by the Business Sub-Fund.

What does the Fund look like?

Stara Venu CCIV Structure



9. THE INVESTMENT MANAGER

Cooee Investment Management Pty Limited

9.1 MANAGER HISTORY

The executive team of the Investment Manager has over 100 years of collective experience in the legal, funds management, valuation and real estate sectors across all disciplines of investment, capital management, development management, income protection, sustainability and value creation.

9.2 MANAGEMENT TEAM



PAUL WEIGHTMAN

Managing Director – Stara Real Estate Capital & Advisory Pty Ltd

Director – Stara Investment Management Limited

Director – Cooee Investment Management Limited

Paul is a director of SIML and the Investment Manager.

Paul was the founding Executive Chairman and was subsequently the CEO & Managing Director of Cromwell Property Group (ASX:CMW) from the time it was established in 1998 until his retirement at the end of 2020.

Paul oversaw major transactions and Cromwell's managed funds, was a responsible officer for Cromwell's licensed financial operations in UK, Luxembourg, Singapore and Australia and was a Director of LDK Heath Care, Cromwell Investment Services Limited (UK), and the SGX listed Cromwell European REIT, which he launched and has a market capitalisation of in excess of \$1.82 billion. Under Paul's management, Cromwell never failed to meet earnings or distribution guidance.

Before his appointment as CEO of Stara Real Estate Capital & Advisory Pty Ltd and its associated companies (Stara Group), Paul practiced in Australia and internationally as a solicitor for more than 20 years. He holds degrees in commerce and law and has extensive experience in property development and investment, financial structuring, public listings, mergers and acquisitions, revenue matters and joint ventures. Paul continues to maintain a practicing certificate as a solicitor and is a Fellow of the Royal Institute of Chartered Surveyors.

Paul was responsible for capital raising in Cromwell Property Group and its funds and has led equity raisings valued at more than \$5 billion. Paul has considerable experience with print & electronic media and was the public face and spokesperson for Cromwell for more than 22 years.

Paul has acted as a director of companies in the property, energy & retail sectors. Following his retirement from Cromwell, Paul established Stara Group, which provides investment and operating advice and capital solutions to a range of private, institutional investors and fund managers.



JODIE CLARK

Executive Director

COO - Stara Group

Director – Stara Investment
Management Limited

Director – Cooeee Investment
Management Limited

Jodie is a director of SIML and the Investment Manager.

Jodie is a qualified and skilled senior executive with more than 25 years' experience in multiple domestic and international property markets covering asset and funds management operations across agency, development, property & asset management, funds management, real estate investments, corporate mergers and acquisitions and investor relations.

Jodie joined Paul as director of Stara Real Estate Capital & Advisory in 2021 having most recently been the COO of Cromwell Property Group from 2004 – 2021 during which she ran the group's global operations extending her experience to include group business operations and people strategy focusing on brand, technology, people and culture, office services, diversity & inclusion and sustainable platform operations in 15 countries.

Jodie's is an accomplished and driven C Suite Executive with non-executive director and Remuneration Committee Chair experience, serving on a listed, high growth property Board.

Jodie is a Graduate of the Australian Institute of Company Directors, holds National Real Estate Licenses in all states of Australia, and is RG146 Compliant.



PATRICK WEIGHTMAN

Executive – Transactions & Advisory

Director – Stara Investment
Management Limited

Patrick is a director of SIML.

Patrick has 10 years' experience in the real estate industry, having most recently been Transactions Manager for Cromwell Property Group from 2014-2021, where his primary focus was Australian-based acquisitions and disposals of real estate and other assets on behalf of both Cromwell's listed and unlisted Property Funds. In addition to undertaking due diligence processes and negotiations between parties, Patrick has further experience in undertaking development feasibilities, lease review and assisting in the formulation of both single asset and portfolio strategies.

Patrick has a background in both commercial office and retail property valuations, becoming a Registered Valuer in Queensland in 2014.

An associate member of the API, Patrick has a Bachelor of Business Management (Real Estate and Development Major) and a Bachelor of Commerce from the University of Queensland.



STEVE de Nys

Director – Coeee Investment Management Pty Limited

Director – Desyn Investments Pty Ltd

Steve is a director of the Investment Manager.

With more than 30 years of commercial property investment and advisory experience across the Eastern Seaboard, Steve has a network of relationships with investors and property professionals throughout Australia.

He is a co-founder of Stronghold (www.strongholdinvest.com.au), a specialist business park and hospitality fund manager established in 2013 with circa \$220 million in assets under management.

Steve was previously a Divisional Director and Joint Head of Industrial at Savills Queensland and a National Director and Queensland Head of Industrial for global property services firm Jones Lang LaSalle (JLL).

Steve has provided property advisory, transactional and investment services across numerous regional markets, in addition to Sydney, Melbourne and Brisbane.

Steve holds a Bachelor of Business in Property (Valuation) from the University of South Australia and is a past Chair of the Property Council of Australia's Queensland Industrial Committee. He is a Director of Suburban Futures and is RG146 compliant.

Desyn Investments is the Investment Manager of circa \$35 million in hospitality assets inclusive of The Grand Hotel (Cairns) and The Cardinia Club (Pakenham).

9.3 SERVICES TO BE PROVIDED BY THE INVESTMENT MANAGER

The Investment Manager will be responsible primarily for the management of the Fund, in consultation with SIML. Refer to Section 14 for further details on the responsibilities of the Investment Manager.

10. THE BUSINESS MANAGER

HM&A Co Pty Ltd (trading as “Venu Plus”)

10.1 MANAGER HISTORY

The Business Manager is owned and run by Adrian & Nick Rosato with the pair previously founding rawGROUP in 2001. Adrian & Nick have extensive experience in the hospitality sector, having grown rawGROUP into a significant independent operator featuring a multi-brand, growth focused, food and beverage operation.

10.2 MANAGEMENT TEAM



ADRIAN ROSATO

Director
RSA, RSG, RMLV & APPROVED MGR

Since completing university Adrian has owned and operated hospitality businesses throughout South East Queensland.

In 2001 Adrian co-founded rawGROUP and is responsible for the operational, financial and administrative functions of rawGROUP inclusive of the establishment of new businesses from brand creation and concept through to commencement.

Adrian has vast experience in all matters relating to hospitality administration including licensing, compliance, human resources, supplier negotiations, finance and sales.

Adrian Rosato holds Bachelor's Degrees in Business and Laws from QUT.



NICK ROSATO

Director
RSA, RSG, RMLV & APPROVED MGR

Nick Rosato started his working life as a Queensland Police Officer before retiring as a decorated detective in 1992.

He has since owned and operated hospitality businesses throughout South East Queensland.

A founding director of rawGROUP since 2001, Nick has been responsible for sourcing new venue opportunities, lease negotiations, fit outs, marketing and human resource management.

He manages a diverse team inclusive of head of marketing, operations manager, executive chef and maintenance and is responsible for day-to-day operational matters.

Nick is an active life saver and a Vice Patron of the Northcliffe Surf Club and a member of the Brisbane and Gold Coast Turf Clubs.

10.3 SERVICES UNDERTAKEN BY THE BUSINESS MANAGER

The Business Manager will be responsible for all aspects of the management of the Businesses of the FGC hotels, including the employment and management of staff. Refer Section 14 for further details on the responsibilities of the Business Manager.



11. FINANCIAL INFORMATION

Key Assumptions

Acquisition Price of Initial Portfolio	\$29,500,000 plus stock at valuation
Equity Required	\$15,350,000, of which the Managers and/or associated entities of the Managers will subscribe for a minimum of \$5,000,000 and up to \$10,350,000, subject to the Minimum Subscription.
Transaction Costs	<p>Stamp Duty: The Offer does not attract stamp duty.</p> <p>Acquisition Fee: SIML will not charge an Acquisition Fee or a Capital Raising Fee in respect of the Offer. SIML will be paid a fee of \$590,000 as reimbursement for costs and expenses associated with the acquisition of the Initial Portfolio in April 2023.</p>
Business Management Fee	1.3% of all Revenue from the Businesses of the FGC hotels (excluding any Revenue derived from gaming activities) + \$1,500 per annum for administration, service and management of each electronic gaming machine operated in each of the FGC hotels, payable to the Business Manager.
Investment Management Fee	0.40% of GAV, payable to SIML.
Average Interest Rate 5 Year Forecast	7.47% - we have allowed for further expansion in floating BBSY rates to allow for further uncertainty in interest rate movements in the short to medium term
NAV per Stapled Security	\$1.01 (*)
Capital Expenditure	<p>A substantial upgrade to the bottleshop and beer garden at Pine Beach Hotel Motel and minor upgrade works to the gaming rooms and cabinets for both hotels have been completed in the first year of ownership.</p> <p>Maintenance Capex: 0.60% of GAV, and determined by acquisitions as and when required</p>
Projected Fund Gross Revenue	\$16.61m annualised for the 2025 financial year
Projected Year 1 Fund EBITDA (after Investment Manager and Business Manager fees and Fund administration costs)	\$2.917m annualised for the 2025 financial year
Projected Year 1 Fund Net Profit (Fund EBITDA after tax and interest)	\$1.59m annualised for the 2025 financial year

(*) with the valuations performed in March 2024 adopted as the Fair Value of the Investment.

11.1 TARGET RETURNS

Target Total Returns	10.25% per annum
Target Year 1 cash Dividend Yield	9.25%
Dividend Frequency	Paid quarterly
Dividend Policy	<p>Investors will be subject to Australian income tax on their proportionate share of the net taxable income of Property Sub-Fund for the relevant year, irrespective of whether actual distributions differ from the net taxable income of Property Sub-Fund. The Company proposes to declare 100% of the net taxable income of Property Sub-Fund as dividends in respect of the Property Shares, subject to any amount which the Company considers appropriate to be retained to meet future capital expenditure.</p> <p>The Company proposes to declare 100% of the dividends received from operating companies (including SV Operations) as dividends in respect of the Business Shares. The Company also proposes that those operating companies (including SV Operations) declare 100% of their net profit after tax as dividends after making any retentions those companies consider appropriate for future capital expenditure.</p> <p>The projected returns indicated in this IM are based on an assumption that a total of approximately \$192,000 will be retained in the first year of operation of the Company from the net profit of Property Sub-Fund and the net profit after tax of SV Operations to fund future capital expenditure. Franking credits should be available to investors for the tax paid by the Company on the taxable income of Business Sub-Fund and any franking credits paid by operating companies (including SV Operations) to the Business Sub-Fund.</p> <p>Dividends may also be declared with reference to the Business Shares that are taxable in the hands of Security holders as unfranked dividends.</p>

The first dividend is expected to be paid in October 2024 for the period from Offer Close to the 30th September 2024. The initial annualised dividend yield is forecast to be 9.25 cents with a 1.0 cents per Stapled Security franking credit attached based on the annualised tax paid by the Business Sub-Fund on the assumption that it is considered a trading trust for tax purposes.

The Managers expect the cash dividend to increase in subsequent financial years as:

- The benefits of professional management expertise at both hotels and the refurbishment strategy implemented at Pine Beach Hotel Motel are fully realised.
- Rebates and purchasing power applied across the portfolio are fully implemented.
- Further initiatives are carried out as per the investment strategy inclusive of new acquisitions and/or developments.

11.2 SOURCES AND USES OF FUNDS

The total cost of the Initial Portfolio inclusive of original transaction costs is \$32,525,000.

Equity Funding

The Company seeks to raise \$15.35m through the issue of Stapled Securities pursuant to this IM to reduce the Bank debt and Founder Loans provided to facilitate the acquisition of the Initial Portfolio. Each Stapled Security is offered at a price of \$1.00 per Stapled Security, with each Property Share issued at a price of \$0.99 and each Business Share issued at a price of \$0.01. Consequently \$15,196,500 will be raised by the Company from the issue of Property Shares (which will form part of the assets of the Property Sub-Fund) and \$153,500 will be raised by the Company from the issue of Business Shares (which will form part of the assets of the Business Sub-Fund).

Debt Funding

The acquisition of the Initial Portfolio was funded by a mixture of SIML secured limited-recourse debt from a Bank on acquisition in April 2023 and Founder Loans.

The following are details of the terms of the facility from the Bank, assuming that debt has been reduced to a LVR of 55% and the Minimum Subscription is achieved.

Facility Type	Limit	Term and Repayment	Interest Rate
Market Rate Loan	\$17.6275m (being 55% of the current valuation of \$32.05m)	3 years with monthly line fee and interest paid quarterly	BBSY + 2.15% Line Fee pa.

Based on a total drawdown of \$17.6275m, the facilities represent a loan to value ratio of 55% based on a total GAV of \$32.05m at Fair Value supported by independent third-party valuations. It is intended (subject to the conditions and details contained in this IM) that part of the proceeds of the Offer will be applied in reduction of the existing Bank loan to lower gearing to at or below 55%.

Uses of Funds

Uses of Raise Proceeds (Assuming Maximum)

Uses	Property Sub-Fund (\$m)
Repayment of Founder Loans	\$13,350,000
Acquisition Fee	\$590,000
Issue Costs	\$42,500
Market Rate Loan Repayment	\$1,367,500
Total	\$15,350,000

11.3 STRUCTURE OF INTER-FUND FACILITIES

The business of the Property Sub-Fund is to own and lease real estate to the owners of hospitality businesses (including SV Operations) and to provide financial accommodation to those owners. The facilities outlined in Section 11.2 have been provided by the Bank to the Property Sub-Fund. The facilities are secured by mortgages granted by the Property Sub-Fund over the assets of the Property Sub-Fund. The Property Sub-Fund has in turn provided financing of \$9,947,601.53 to SV Operations to assist with the acquisition of the Initial Portfolio.

SV Operations guarantees the repayment of the facilities and security has also been provided to the Bank by and over the assets of SV Operations.

11.4 VALUATION INFORMATION

Pine Beach Hotel Motel

A third-party valuation conducted by an independent valuer as at March 2024 values the asset at \$12.25m apportioned as \$9.75m for the FGC and \$2.5m for the residential land.

Beachmere Hotel

An independent third-party valuation conducted by an independent valuer as at March 2024 values the FGC at \$19.8m.

11.5 PRO FORMA BALANCE SHEET AS AT 31 AUGUST 2024

	Property Sub-Fund (\$m)	Business Sub-Fund (\$m) ¹	Total (\$m)
Assets			
Land and Buildings at valuation	\$23,227,500.00		\$23,227,500.00
Cash & Deposits	\$487,531.15	\$153,000.00	\$640,531.15
Accumulated Depreciation	-\$176,302.00		-\$176,302.00
Acquisition Fee	-\$437,000.00	-\$153,000.00	-\$590,000.00
Shares in SVO		\$2.00	\$2.00
Loan to Stara Venu Operations	\$9,747,601.53		\$9,747,601.53
Total Assets	\$32,849,330.68	\$2.00	\$32,849,332.68
Liabilities			
Internal Borrowings	\$17,627,500.00		\$17,627,500.00
Other Current Liabilities	\$27,705.11		\$27,705.11
Total Liabilities	\$17,655,105.11		
Total Equity	\$15,194,125.57	\$2.00	\$15,194,127.57

Pro Forma Balance Sheet Stara Venu Operations Pty Ltd

Stara Venu Operations Pty Ltd (\$m)	
Assets	
Cash & Floats	\$1,869,182.20
Accumulated Depreciation	-\$645,050.00
Goodwill, PP &E	\$8,822,500.00
Furniture and Fixtures	\$126,812
Stock	\$576,160
Total Assets	\$10,749,604.20
Liabilities	
Borrowings	\$9,747,601.50
Other Creditors	\$780,760.00
Total Liabilities	\$10,528,361.50
Equity	\$221,242.70

11.6 PROJECTIONS

FY25 Projections - Pine Beach Hotel Motel

Category	FY24	Projections (FY25)
Revenue	\$7,859,842	\$8,087,607
COGS	\$4,294,554	\$4,492,722
Expenses (*)	\$2,541,958	\$2,184,892
Net Profit	\$1,023,330	\$1,409,993

(*) Excludes Internal Rent and depreciation / amortisation amounts.

FY25 Projections - Beachmere Hotel

Category	FY24	Projections (FY25)
Revenue	\$8,295,443	\$8,528,633
COGS	\$3,755,832	\$3,776,386
Expenses (*)	\$2,975,837	\$2,688,853
Net Profit	\$1,563,774	\$2,063,394

(*) Excludes Internal Rent and depreciation / amortisation amounts.

11.7 MATERIAL ASSUMPTIONS UNDERLYING THE PROJECTIONS

The projections are based on events and conditions existing at the date of this IM, including the material assumptions set out below. This information is intended to assist investors in assessing the reasonableness and likelihood of the assumptions occurring and is not a representation that the events or assumptions will occur. The various assumptions should be read in conjunction with the risks described in Section 13.

Specific Assumptions

Specific assumptions include:

	At Inception	FY24 Ownership Period	Growth since Inception	Valuation Adopted Forecast	Internal FY25 Adopted Forecast
Net Gaming Revenue	\$1,903,000	\$2,406,306	26.45%	\$2,232,900	\$2,578,977
F&B Revenue	\$4,706,000	\$5,336,350	13.39%	\$5,070,000	\$5,179,227
Retail Liquor	\$7,904,000	\$7,759,335 (*)	-1.83%	\$8,216,000	\$8,191,697
Total Revenue Categories (including Rebates)	\$14,513,000	\$15,501,991	6.81%	\$15,518,900	\$16,616,240
Wages & Salaries (#)	\$2,771,000	\$2,738,104	0.44%	\$2,431,842	\$2,381,969
Promos, Advertising and Entertainment	\$289,000	\$336,241	16.35%	\$327,127	\$331,864
Property Holding Costs	\$120,000	\$145,217	21.01%	\$153,341	\$164,620

(*) Note that the Pine Beach Hotel Motel Drive Through Bottleshop has been through a substantial renovation and expansion process that was completed in April 2024.

(#) Total Wages only (does not include superannuation, staff training or amenities or sponsorships. We note that Beachmere was subject to a labour hire agreement based on the previous ownership, which has now ceased.

- Continuation of recent revenue growth trends in the Initial Portfolio, resulting in:
 - Gaming growth of 26.45% was achieved from inception (for the twelve months from April 2023) to the actual FY24 ownership period. We have forecast an additional 15.5% growth from the valuation adopted figures as at March 2024 to the end of FY2025, as the benefits of initiatives implemented at both Beachmere and Pine Beach inclusive of new gaming machines are fully realised.
 - Food and beverage growth of 13.39% was achieved from inception (for the twelve months from April 2023) to the actual FY24 ownership period. We believe this will moderate somewhat and believe we will achieve an F&B revenue figure close to the valuation adopted figure (12 month forecast) used in March 2024 for the FY25 period, with our forecast growth rate of 2.15% above the valuation projection.
 - Retail liquor growth has slightly retreated from originally forecast, as we undertook significant improvements at the Pine Beach location which also included security upgrades. The benefits of the recent upgrade of the bottleshop operations at Pine Beach Hotel Motel and the re-branding of both retail offerings to Liquor Legends are fully realised in the valuation figures, however we have forecast total growth of 5.57% to be achieved from from FY24 actual ownership figures to to the projection for FY25.
- Salaries have been forecast on the basis of expected resourcing requirements and have excluded current income from DETA (Queensland Department of Education and Training) training incentives.
- No loss of key personnel.
- Promotions, advertising and entertainment expenditure has increased by 16.35% from inception to the actual FY24 ownership period, reflecting the ongoing focus of management on improving the efficiency of promotions and advertising. We have kept this steady for the FY25 period.
- Growth in property holding costs, of 21.01%, including utilities, council rates and land taxes, over the FY24 ownership period has been incurred in comparison to original inception figures. We note that a number of these items (particularly at Pine Beach) were not documented by previous ownership. We have reflected an additional 13.36% growth factor from the first twelve months of ownership to FY25, however we will be implementing strategies (such as lodging objections to assessed Land Value for 2023 conducted by the Valuer General at both locations) to reduce this significant rising cost element in our expenses.

- Business Sub Fund has entered into leases with Property Sub Fund pursuant to which it has agreed to pay rental on the hotels totalling \$1.077m per annum. These will increase by 3% for the following year period.
- We have assumed total average debt costs of 7.47% across the first five years of the cash flow period. We are wary of the continued inflationary environment, and its impacts on forward looking interest rates, despite continued monetary policy intervention.
- Business Sub Fund pays Company tax at the rate of 30%.
- No material amendment to any material supply contract relating to the Initial Portfolio.
- The forecasts herein are presented on a static basis in terms of capital raised to complete the transaction. The investment mandate of the fund will cause projections to change as further capital is raised and further acquisitions are made. You should refer to the Risks section contained within this Information Memorandum for further information.

General Assumptions

SIML has also made the following general assumptions for the projections in addition to those outlined above:

- Business cost and price inflation of between 3-8% per annum.
- No significant changes in Commonwealth or State legislation, regulatory requirements or government policy.
- No significant changes to the political or economic environment in Australia and the markets in which the Fund operates.
- No significant changes to the competitive environment in which the Fund operates or in the strategy of a major competitor during the projection period.
- No changes to the corporate rates of taxation in Australia and no changes in taxation legislation which may have a material impact on the Fund.

12. FEES & TAXATION INFORMATION

12.1 FEES AND CHARGES

The following fees are payable with respect to the Fund to either SIML, the Investment Manager or the Business Manager. All fees are expressed as exclusive of GST.

Fee Type	Amount	Paid To	When Paid
Investment Management Fee	0.4% of GAV per annum	Investment Manager	Monthly in arrears
Business Management Fee	1.30% of Revenue (excluding any Revenue derived from Gaming Activities) per annum plus \$1,500 per annum for the administration, service and management of each gaming machine operated in each licenced premises.	Business Manager	Monthly in arrears.
Development Management Fee	Charged as a percentage of total development costs: <ul style="list-style-type: none"> • 2.5 % (if external development and project managers are retained) • 5.0% (if no external development and project managers are retained). 	SIML	As expenses are incurred on the relevant project.
Acquisition Fee	2.0% of the gross value of any asset acquired (directly or indirectly) by the Fund.	SIML	On completion of an acquisition of an asset. However, SIML will not charge an Acquisition Fee in respect of the Offer.
Disposal Fee	2.0% of the gross value of an asset disposed of (directly or indirectly) by the Fund.	SIML	This fee is exclusive of external advisory, marketing, agent or legal fees (as applicable).
Capital Raising Fee	Up to 4% of the issue price of Stapled Securities.	SIML	When the Stapled Securities are issued. However, SIML will not charge a Capital Raising Fee in respect of the Offer.

Performance Fee

SIML is entitled to be paid a performance fee of 20% of the Fund's outperformance above a benchmark return of 10.25 percent per annum. The fee is to be calculated and paid on redemption or transfer of Stapled Securities.

The calculation of the performance fee is measured with reference to the redemption price of Stapled Securities (calculated with certain assumptions) and the total amount of dividends declared or paid on Stapled Securities (as well as the amount of any franking credit on a dividend).

The Performance Fee is payable to SIML on the redemption or transfer of each Stapled Security and is equal to 20% of the amount by which the aggregate of the redemption price or transfer price (as the case may be) plus dividends and franking credits is greater than the issue price or transfer price (as the case may be) increased by an annualised return of 10.25% per annum. The Performance Fee equates to 20% of the upside over and above 10.25% annual return.

Where on the sale of Stapled Securities the transfer was for nil consideration, or to a related body corporate or otherwise to a person who also controlled by the controller of the transferor (whether for valuable consideration or nil consideration), no Performance Fee is payable on that transfer but any subsequent transfer for value or redemption of the Stapled Securities will be calculated based on the last prior acquisition of the Stapled Securities where the transferor paid or gave consideration for an amount that was greater than zero (Value Transaction), and on the basis as if the transferor acquired the Stapled Securities at the time and at the acquisition price under the Value Transaction.

The following examples of the calculation of the performance fee are based on issue prices of Stapled Securities at \$1.00 and \$1.75 respectively.

Example 1: Issue Price of \$1.00 per Stapled Security

Issue Price	Redemption Price		Compound Growth Rate				
\$1.00	\$2.00		10.25%				
From date of Investment	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7
10.25% Compound Growth at Issue Price	\$1.1025	\$1.216	\$1.34	\$1.477	\$1.629	\$1.796	\$1.98
Performance Fee Calculation							
Aggregate Dividends	\$0.0925	\$0.1850	\$0.2775	\$0.37	\$0.4625	\$0.555	\$0.6475
Aggregate Franking Credits	\$0.01	\$0.02	\$0.03	\$0.04	\$0.05	\$0.06	\$0.07
Total Dividends and Franking Credits	\$0.1025	\$0.2050	\$0.3075	\$0.41	\$0.5125	\$0.615	\$0.7175
Redemption Price	\$2.00	\$2.00	\$2.00	\$2.00	\$2.00	\$2.00	\$2.00
Total Redemption / Transfer Share Price and Sum of Dividends and Franking Credits	\$2.1025	\$2.205	\$2.3075	\$2.41	\$2.5125	\$2.615	\$2.7175
Difference to Base	\$1.00	\$0.9895	\$0.9674	\$0.9325	\$0.8836	\$0.8191	\$0.7376
20% of the Difference to Base	\$0.20	\$0.1979	\$0.1935	\$0.1865	\$0.1767	\$0.1638	\$0.1475
Redemption Return post Performance Fee	\$1.80	\$1.8021	\$1.8065	\$1.8135	\$1.8233	\$1.8362	\$1.8525
Shares on Issue							
	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7
Example Based on \$100,000 Investment	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Total Redemption Value	\$200,000	\$200,000	\$200,000	\$200,000	\$200,000	\$200,000	\$200,000
Performance Fee	\$20,000	\$19,790	\$19,348	\$18,651	\$17,672	\$16,383	\$14,751
Investor Redemption Return post Performance Fee	\$180,000	\$180,210	\$180,652	\$181,349	\$182,328	\$183,617	\$185,249

Example 2: Issue Price of \$1.75 per Stapled Security

Issue Price	Redemption Price		Compound Growth Rate				
\$1.75	\$2.50		10.25%				
From date of Investment	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7
10.25% Compound Growth at Issue Price	\$1.93	\$2.13	\$2.35	\$2.59	\$2.85	\$3.14	\$3.46
Performance Fee Calculation							
Aggregate Dividends	\$0.0925	\$0.1850	\$0.2775	\$0.37	\$0.4625	\$0.555	\$0.6475
Aggregate Franking Credits	\$0.01	\$0.02	\$0.03	\$0.04	\$0.05	\$0.06	\$0.07
Total Dividends and Franking Credits	\$0.1025	\$0.205	\$0.3075	\$0.41	\$0.5125	\$0.615	\$0.7175
Redemption Price	\$2.50	\$2.50	\$2.50	\$2.50	\$2.50	\$2.50	\$2.50
Total Redemption / Transfer Share Price and Sum of Dividends and Franking Credits	\$2.6025	\$2.705	\$2.8075	\$2.91	\$3.0125	\$3.115	\$3.2175
Difference to Base	\$0.6731	\$0.5779	\$0.4623	\$0.3245	\$0.1619	\$0.00	\$0.00
20% of the Difference to Base	\$0.1346	\$0.1156	\$0.0925	\$0.0649	\$0.0324	\$0.00	\$0.00
Redemption Return post Performance Fee	\$2.3654	\$2.3844	\$2.4075	\$2.4351	\$2.4676	\$2.50	\$2.50
Shares on Issue							
	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7
Example Based on \$100,000 Investment	57,143	57,143	57,143	57,143	57,143	57,143	57,143
Total Redemption Value	\$142,857	\$142,857	\$142,857	\$142,857	\$142,857	\$142,857	\$142,857
Performance Fee	\$7,693	\$6,604	\$5,284	\$3,708	\$1,851	\$0	\$0
Investor Redemption Return post Performance Fee	\$135,164	\$136,253	\$137,573	\$139,149	\$141,006	\$142,857	\$142,857

Fees Changes

Investors will be provided with at least 30 days written notice of any change to any of the fees payable with respect to the Fund as disclosed in this Section 12.

Expenses

Following the issue of Stapled Securities, the Company will reimburse SIML for costs it has incurred with respect to the establishment of the Fund.

In addition to the above, all expenses of operating the Fund will be paid from the assets of the Fund and the Managers and SIML are entitled to be reimbursed for all expenses incurred in performing their roles from the assets of the Fund.

Normal administrative and operating costs (excluding management fees) are estimated to be up to 0.31% pa of GAV. The Fund may also incur abnormal costs from time to time.

Waiver or Deferral of Fees

SIML and the Managers may waive or defer the whole or any part of their entitlement to fees and/or expenses to which they would otherwise be entitled. Where payment or reimbursement is deferred, the deferred amount accrues and may be paid from the assets of the Fund at a later date.

12.2 TAX INFORMATION

Introduction

The following is a summary of some of the key Australian tax considerations and issues you may wish to consider when investing in the Fund and is general in nature. You should consider taking advice from a licensed adviser, before making a decision about your investments.

The following tax comments are based on the applicable Australian tax legislation, case law, published rulings, determinations and administrative practice of the relevant revenue authorities in force as at the date of this IM.

Tax laws are subject to continual change and the tax consequences of investing in the Fund differ between investors. Investors should be aware that a number of taxation issues may arise when they invest. Taxation comments made in this IM are of a general nature only and are not intended to provide exhaustive or definitive advice, nor relied upon as such. All investors should satisfy themselves as to the possible tax consequences of their investment in the Fund, by consulting their own professional tax advisers before investing in the Fund.

The categories of Investors considered in this summary are individuals, companies and trusts (other than superannuation funds, managed investment trusts ("MITs"), pension funds or public trading trusts), each of whom holds their shares on capital account and are residents of Australia for tax purposes.

The comments below do not address the Australian tax consequences for Investors who:

- hold their Stapled Securities on revenue account or as trading stock for income tax purposes;
- acquired their Stapled Securities pursuant to an employee share, option or rights plan;
- are partnerships, complying superannuation or pension funds, insurance companies, MITs, public trading trusts or banks;
- are under a legal disability;
- are exempt from Australian income tax;
- are subject to the taxation of financial arrangements ("TOFA") rules in Division 230 of the Income Tax Assessment Act 1997 ("ITAA 1997") in relation to gains and losses on their Stapled Securities; or
- are not residents of Australia (for income tax purposes).

Investors who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences of owning the Stapled Securities under the laws of their country of residence, as well as under Australian law. The below comments relate to Australian tax law only.

Acquisition of Stapled Securities

This Offer is open to investors that are residents of Australia only. Upon acceptance of the Offer and making a valid application, investors who are Australian tax residents will acquire stapled securities consisting of:

- One Business Share
- One Property Share

For Australian income tax purposes, Property Sub-Fund and Business Sub-Fund should be treated as separate and distinct entities. Each Business Share and each Property Share should be considered a separate capital gains tax ("CGT") asset.

The Stapled Securities should be treated for CGT purposes (including the CGT discount rules) as having been acquired when the Company issues shares to the investor.

The cost base of the Business Shares and Property Shares issued to the investor should comprise the amount paid by the Australian tax resident investor for the relevant Stapled Securities plus certain incidental costs incurred in respect of the acquisition.

The issue price for Stapled Securities is \$1.00 per security. The issue price for Business Shares is \$0.99 per share. The issue price for Property Shares is \$0.01 per share.

Income Tax Implications of Distributions paid on Property Shares

Attribution Managed Investment Trust (“AMIT”) status and Withholding Management Investment Trust

This Offer is open to Wholesale Clients who are residents of Australia only. It is intended that Property Sub-Fund will be taxed as a unit trust classified as a withholding MIT and will meet certain criteria including that a substantial proportion of the investment management activities will be carried out in Australia throughout each income year for assets that are

- situated in Australia at any time in the relevant income year; or
- taxable Australian property at any time in the relevant income year.

Broadly, Attribution Managed Investment Trusts (“AMITs”) are widely held unit trusts meeting certain regulatory requirements and which have elected to apply the AMIT regime.

Whilst the intention is that Property Sub-Fund will be managed and operated as an AMIT and withholding MIT, this status may be subject to temporary circumstances outside of the control of the Company.

To the extent that the Property Sub-Fund is not considered to be a withholding MIT, investors should be warned that their tax consequences may be different from those discussed herein.

Australian tax resident investors should generally be subject to Australian income tax on the taxable income in the year they are ‘attributed’ the income. Any attribution must be worked out by the Company on a fair and reasonable basis in accordance with the Constitution.

Where Property Sub-Fund is in a tax loss position in a particular year, the loss should be retained in Property Sub-Fund (i.e. it should not be able to be distributed to investors). Any such tax losses may be able to be carried forward by Property Sub-Fund and used to offset taxable income in future years (subject to satisfaction of certain loss integrity tests).

If the cash distributed to an investor for a year exceeds the investor’s share of Property Sub-Fund’s net taxable income, the excess should constitute a tax deferred distribution. Tax deferred distributions generally reduce the investor’s CGT cost base of their Property shares. Once the cost base of an investor’s shares has been reduced to nil any additional tax deferred distributions should be assessable to the investor as a capital gain.

Conversely, if the cash distributed to an investor is less than the investor’s share of Property Sub-Fund’s net taxable income, the investor should be entitled to a cost base increase on their Property Shares. These cost base adjustments should impact upon the capital gains tax position upon the eventual ultimate disposal of the investor’s Property Shares.

An AMIT member annual statement (“AMMA statement”) will be issued by the Company to each investor within three months of the end of the income year (i.e. by 30 September each year). The AMMA statement will set out details of any taxable income components, non-assessable components and capital gains (if any) attributed for the year, as well as the net annual cost base adjustment (if any) in respect of the Investor’s cost base in their Property Shares.

Capital Gains

Where the taxable component attributed to an Australian tax resident investor on an AMMA statement issued by Property Sub-Fund represents a capital gain, the investor should be required to include the capital gain in their net capital gain calculation. The amount of any net capital gain should be included in the investor’s assessable income. Where an investor is attributed a discounted capital gain, the investor should be required to include the grossed-up amount of the capital gain (i.e., twice the discounted gain) in their net capital gain calculation.

In calculating their net capital gain, a CGT discount may be available on the capital gain for individual investors, trustee investors (in certain circumstances) and investors that are complying superannuation entities. Any current year or carry forward capital losses of the investor should offset the capital gain first before the CGT discount can be applied.

Income Tax Implications of Distributions paid on Business Shares

Distributions paid on Business Shares

SIML is of the view that Business Sub-Fund is likely to be considered to be a public trading trust for Australian tax purposes. Accordingly, Business Sub-Fund should be taxed as a company and distributions paid on Business shares should be deemed to be dividends for Australian income tax purposes.

Distributions paid on Business Shares should constitute deemed dividends and are therefore be included as assessable income of Australian tax resident investors. Australian tax resident investors may be entitled to a tax offset equal to any franking credits attached to the dividend, subject to meeting certain integrity rules. Such investors should include the dividend in their assessable income in the year the dividend is paid, together with any franking credit attached to that dividend.

Any franking credit tax offset may be able to be applied to reduce the tax payable on the investor's taxable income. Where the tax offset exceeds the tax payable on an individual's or complying superannuation fund's taxable income, such investors may be entitled to a refund of the excess tax offset.

Disposal or Redemption of Stapled Securities by Australian tax resident investors

Property shares and Business shares should be treated as separate CGT assets. An investor will make a capital gain on the disposal or redemption of a particular stapled security where the capital proceeds received on disposal or redemption exceeds the CGT cost base of the stapled security. The CGT cost base of a stapled security should broadly be the amount paid to acquire the stapled security plus any eligible/incidental costs. The cost base of Property shares may be adjusted under the AMIT annual increase / decrease rules which are described above.

A CGT discount may be available on the capital gain for individual investors, trustee investors (in certain circumstances) and investors that are complying superannuation entities provided that the disposed Stapled Securities are held for at least 12 months prior to sale. Any current year or carry forward capital losses should offset the capital gain first before the CGT discount can be applied.

An investor should make a capital loss on the disposal or redemption of a particular Property share or Business share to the extent that the capital proceeds received on disposal or redemption are less than the CGT reduced cost base of the share. If an investor makes a net capital loss in an income year, this amount is carried forward and may be available to offset against capital gains derived in subsequent income years.

Tax File Numbers

It is not compulsory for investors to quote a Tax File Number ("TFN") or Australian Business Number ("ABN"). If an investment in the Fund is made in the normal course of business or enterprise, the investor may quote an ABN instead of a TFN. Failure to quote an ABN or TFN or claim an exemption will oblige the Company to withhold tax at the top marginal rate (including Medicare levy) on gross payments (including distributions of income).

GST

The acquisition, redemption or disposal of the Stapled Securities should not be subject to GST. No GST should be payable in respect of distributions of trust income paid to investors. Investors should seek their own advice on the impact of GST in their own circumstances. All fees and expenses referred to in this Information Memorandum are quoted exclusive of GST and reduced input tax credits.

Transfer Duty / Landholder Duty

Assets of the Fund will be situated in Queensland, with comments below referring to transfer duty specific to Queensland only.

In Queensland, transfer duty on land is usually calculated on either the unencumbered value of the property or the amount you agree to pay (the consideration), whichever is higher. The higher amount is called the 'dutiable value'.

Generally, no duty is payable in Queensland on the issue, redemption, acquisition or transfer of shares in a company unless the person, or the person and related persons of the person (whether alone or jointly), acquire an interest in the company of 50% or more; or the person, or related persons of the person (whether alone or jointly), acquire an interest in the company that, when aggregated with interests already held by the person and related persons of the person (whether alone or jointly), is 50% or more.

Disclaimer

As part of the online application process through Olivia123, investors will be required to acknowledge that:

- * his/her/its application is independent and not conditional upon any other application; and
- * his/her/its application is not made under any arrangement or understanding with any other applicant to act together to hold Stapled Securities as a joint investment.

Tax laws are subject to continual change and the tax consequences of investing in the Fund differ between investors. Investors should be aware that a number of taxation issues may arise when they invest. Taxation comments made in this IM are of a general nature only and are not intended to provide exhaustive or definitive advice, nor relied upon as such. All investors should satisfy themselves as to the possible tax consequences of their investment in the Fund, by consulting their own professional tax advisers before investing in the Fund.

13. THE RISKS

13.1 INTRODUCTION

Owning Stapled Securities will expose investors to a number of risks. These can be broadly classified as including:

- General risks of investing in securities.
- Risks specific to the Fund and the Stapled Securities.

Some of the risks of owning Stapled Securities are described below. Those risks ought not to be taken as exhaustive of the risks of owning Stapled Securities. Those risks, and other risks not described below, may in the future affect the value of, and returns from, an investment in the Fund. As many risks are outside the control of SIML, neither SIML, the Business Manager, Investment Manager nor any other person guarantees that the projections in Section 11 of this IM will be achieved. An investment in the Fund may lead to a loss of capital invested. You should read the IM in full and seek professional advice before deciding whether to invest in the Offer.

13.2 GENERAL RISKS OF INVESTING IN SECURITIES

Market risk	Investment returns from the Fund are affected by general market conditions and may decline over short or extended periods due to market sentiment, valuation, economic, technological, legal, social and/or political factors. None of these conditions are within SIML's control and no assurances can be given that such factors will be anticipated.
General Regulatory risk	The Fund's operations may be negatively impacted by changes to government policies, regulations and taxation laws.
Taxation risk	Changes to tax law and policy (including any changes in relation to how income of the Fund is taxed or to deductibility of expenses or stamp duty law) might adversely impact the Fund and your returns and may necessitate a change to the Fund's structure to ensure investor interests are protected. You should obtain independent tax advice in respect of an investment in the Fund.
Environmental risk	The valuation of an investment by the Fund could be adversely affected by discovery of environmental contamination or the incorrect assessment of costs associated with an environmental contamination.
Disaster risk	<p>The performance of the Fund may be adversely affected where losses are incurred due to uninsurable risks, uninsured risks or under-insured risks.</p> <p>Further, any failure by an insurer or re-insurer may adversely affect the Fund's ability to make claims under an insurance policy. The Fund will aim to maintain all appropriate insurance coverage against liability to third parties and real estate damage in the usual course of business. However, insurance against certain risks, such as earthquake, cyclone, acts of terrorism and force majeure events may be unavailable, available in amounts that are less than the full market value or subject to large deduction or excess. Further, there can be no assurance that particular risks are insurable or will continue to be insurable, on an economically feasible basis. The cost of uninsured losses may adversely affect the Fund's performance.</p>
Litigation Risk	The Company may, in the ordinary course of business, be involved in possible litigation and disputes. For example, tenancy disputes, environmental and occupational health and safety claims, and any legal claims or third party claims. A material or costly dispute or litigation may impact the value of the assets or expected income of the Fund.
Counterparty Risk	The Company has entered into, and may in the future enter into, legal documents and contracts in relation to numerous aspects of the Fund's operation, for example, leases of premises and debt financing arrangements. The Fund may be adversely affected where a party fails to perform under these agreements.
Document risk	There is a risk that a problem in relevant documentation could, in certain circumstances, adversely affect the return on an investment. The Company will manage this risk by using qualified solicitors with professional indemnity cover to prepare documentation.

13.3 RISKS SPECIFIC TO FUND AND THE STAPLED SECURITIES

Specific Regulatory risk

The Company is a Corporate Collective Investment Vehicle ("CCIV"), a type of company registered under the Corporations Act. The CCIV regime came into effect on 1 July 2022 and was developed to address Australia's identified need for a collective investment vehicle that provides flow-through tax treatment, maintains investor protection, and is more internationally recognisable than the "managed investment scheme" (Australia's trust-based collective investment vehicle). As a new type of investment vehicle, there is risk the regulation of the CCIV may change, and any changes to the regulation of the CCIV may have an adverse impact on the Company and the value of, and returns from, an investment in the Fund. It is considered risks associated with regulatory changes are greater for CCIVs than is the case for other investment fund structures (such as trusts) given the CCIV was only recently developed. There is also risk costs associated with the operation and administration of the Company may be greater than anticipated or than would be the case were the Fund structured using trusts given the CCIV was only recently developed and is unfamiliar to service providers.

Key person risk

An investment in the Fund means that an investor is delegating relevant investment decisions to SIML, the Business Manager and Investment Manager. The success of the Fund, therefore, depends on the competency of the Managers and their ability to identify investment opportunities and to operate the Businesses.

The key executives of the Managers are identified in Sections 9 and 10. How the Fund performs depends partly on the performance of the Managers and their key executives. In addition, the Business Manager will employ staff to operate the Businesses. Should any of the key executives or key operational staff employed by the Business Manager no longer be available to perform their roles, then this may have an adverse impact on the performance of the Fund and the value of Stapled Securities.

Liquidity and Redemption risk

In general, the property asset class is an illiquid investment. Investment in the Fund is similarly an illiquid investment. Withdrawal of an equity investment, if applicable, prior to the divestment of the Fund's assets can be difficult and conditions apply. SIML is willing to assist in the facilitation of off-market transfers.

Significant investor risk

It is possible that an investor (and their associated entities) could acquire and hold a substantial holding of Stapled Securities. A significant investor may be able to materially influence decisions and resolutions regarding the Company, removal of SIML, and any change to the Constitution. This risk is mitigated by the fact that SIML's consent is required for an acquisition of an interest in the Company of more than 5% of issued Stapled Securities.

Co-investment risk

In certain instances, the Fund may invest alongside financial, strategic or other co-investors (including, potentially, one or more of SIML's affiliates). There is a risk that co-investors may have economic or business interests or objectives that are inconsistent with those of the Fund or may be in a position to take actions contrary to the Fund's investment objectives which may detrimentally affect the Fund.

Borrowing risk

The Company will borrow money to partially fund the purchase of Initial Portfolio. The Company may also increase borrowing to redevelop assets or acquire new assets. Gearing comes with risk and gearing an investment can increase the potential for capital losses, as well as gains. In the event the Company is unable to service its respective borrowings, the lender may enforce its security over the assets of the Fund. This may include the lender exercising its power to sell the Fund's assets which may lead to those assets being sold for a lower price than would have been obtained had they been sold voluntarily by the Company in the ordinary course of business.

Interest rate risk

While the Company may fix the interest rate on the Fund's borrowings, it is under no obligation to do so meaning some or all of the Fund's debt may be unhedged and therefore subject to fluctuations in interest rates. Changes to interest rates can have a direct and indirect impact (negative or positive) on returns. The income return on your investment is not guaranteed and the target returns might not be achieved. This could happen due to factors such as the deterioration of the financial position or credit rating of the financial institution or authorised deposit taking institution in which a deposit is held, negative fluctuations in the Australian and overseas interest rates, market illiquidity, adverse movements of exchange rates, negative changes in monetary policy and other economic, social and political factors. The forecast base interest rates adopted in the financial projections are outlined in this IM. There is no guarantee these interest rates will be achieved. If actual interest rates are higher, it would negatively impact on the financial projections and distributions to investors.

Breach of loan covenants

The Company will procure debt funding to complete the acquisition of the Initial Portfolio. The lender will impose lending covenants that include, amongst other things, loan-to-value (LVR) ratios and interest cover (ICR) ratios. In the event of a breach of any covenant, that is not remedied, the lender will have the right to take certain measures which may include, but not be limited to, withholding income distributions to investors, or in the most serious instances, the forced sale of one or more assets in the Portfolio.

Change in Capital Structure

Changes in the capital structure of the Company, for example the raising of further debt or the issue of further equity to repay or refinance debt, or to fund the acquisition of additional assets may affect the value of, and returns from, an investment in the Fund.

Value of Fund's Assets

The value of the Initial Portfolio and ongoing Portfolio may fall or rise due to changes in various factors, including the supply and demand for such assets and the capitalisation rates or multipliers commonly applied to such assets.

Development Risks

The Company may elect in the future to redevelop or refurbish a FGC hotel. The refurbishment or redevelopment of assets is subject to additional risks associated with the timing, completion and cost of the development. For example, completion of delivery of the development may be delayed (including due to unforeseen circumstances, contractor default and weather), costs associated with the development may be more than anticipated or counterparties involved in the development may default. Any of these circumstances may have an adverse financial impact on the Fund.

COVID-19

The COVID-19 pandemic situation and the lockdown and social distancing measures imposed to mitigate the spread of the virus have had profound impacts on the economy and business activity in general. The hospitality industry was particularly impacted by lockdowns. While there are no lockdowns in Australia currently, should governments re introduce lockdowns for Covid-19 or any other pandemic, it would have an adverse impact on the value of and returns from, an investment in the Fund.

Outgoings and Operating Cost Risk

The level of outgoings and operating costs payable to third parties associated with the operation of the businesses from time to time may affect the value of, and returns from, an investment in the Fund.

Assumptions

The failure to achieve the assumptions used in preparing the projections in Section 11 of this Offer Document may affect the value of, and returns from, an investment in the Fund.

Competition

The Fund could be adversely affected by increased competition in the pub, gaming and retail liquor markets in which it operates. The FGC hotels will compete for customers with a wide variety of other pubs, pub companies and brewers, some of which could be better equipped and could have access to greater financial resources than the Fund.

Hospitality Industry Conditions

In the food and beverage hospitality market generally, individual FGC hotels may compete with other pubs and clubs that have an overlapping catchment area. Therefore, any competitive threat that is likely to apply at a local level might come from existing or new pubs and clubs. In the gaming market the Fund will compete with casinos, pubs, clubs and other providers of gaming product, including non traditional gambling businesses such as Internet casinos and sports betting operators. Changes in regulations could allow both increased and broader competition to the Fund's businesses. Competitor actions could be difficult to predict and could affect the value of, and returns from, an investment in the Fund.

Changes in Industry Conditions

The Fund's performance is dependent upon the ongoing strength of the pub, gaming and retail liquor industries in Australia which in turn are linked to, among other things, macroeconomic factors including the level of economic growth, employment, interest rates, taxation rates and growth in household disposable income in Australia. If there is a general weakening of Australian economic conditions, this could have a material adverse impact on the value of, and returns from, an investment in the Fund.

Regulatory Risk

In Australia, the pub, gaming, and retail liquor industries are subject to extensive legislation and regulation by State and Territory government bodies. The regulatory regime is complex and is subject to change over time depending on the policies of the relevant Government in place. Failure to comply with regulation or change in regulation could have a material adverse impact on the value of, and returns from, an investment in the Fund.

Gaming Regulation

The risk of additional regulatory restrictions being imposed on gaming operations or a change in the regulatory environment is a key business risk. A change could have a material adverse impact on the value of, and returns from, an investment in the Fund.

14. ADDITIONAL INFORMATION

14.1 MATERIAL DOCUMENTS

Constitution

The rights attaching to shares issued in the Company are governed by the constitution of the Company, the Corporations Act, and the general law. The Constitution is the primary document that governs the way the Company operates and sets out many of the rights, obligations, liabilities and responsibilities of Company members and SIML as corporate director. The Constitution has effect as a contract between the Company and each member, the Company and SIML (as corporate director), a member and each other member, and SIML (as corporate director) and each member.

A copy of the Constitution is available from SIML on request. Certain rights or provisions contained in the Constitution, such as the rights for SIML to be paid fees, are disclosed elsewhere in this IM. Some of the other key provisions of the Constitution are summarised below.

Responsibility for the operation of the business and the conduct of the affairs of the Company is vested in the corporate director, being SIML. SIML may exercise all powers of the Company except any powers that the Corporations Act or the Constitution requires the Company to exercise in general meeting or members to exercise at a meeting of members.

The Corporate Director is indemnified against all liabilities or expenses incurred by it acting as corporate director. The Company may enter into a contract of insurance in respect of the corporate director, an associate of the corporate director, an auditor of the company or the corporate director, and an agent appointed by, or a person otherwise engaged by, the Company or the corporate director. Further, the Constitution provides the corporate director is exempt from liability for a contravention of section 1224D of the Corporations Act (which contains duties owed by the corporate director of a CCIV) unless the contravention was dishonest or involved a lack of good faith.

The Constitution sets out rules for the calling and holding of meetings of members. At a meeting of members of the Company (or of a sub-fund or of a particular class of share):

- (a) on a show of hands, each member has one vote
- (b) on a poll, each member has one vote for each dollar of the value of the total relevant shares the member holds
- (c) the chair has a casting vote, and also, if the chair is a member, any vote the chair has in their capacity as a member, and
- (d) if a share is held jointly and more than one member votes in respect of that share, then only the vote of the member whose name appears first in the register of members counts.

The Constitution sets out rules for the declaration and payment of dividends. The Corporate Director may at any time declare a dividend is payable in respect of shares referable to a sub-fund, and may declare a dividend is payable in respect of one class of share (such as Property Shares) to the exclusion of another (such as Business Shares). The methods of payment of a dividend may include the payment of cash, the issue of further shares, the grant of options over unissued shares, and the transfer of specific assets. Subject to their terms of issue, each share in a class on which a dividend is declared to be paid carries the right to participate in the dividend in the same proportion that the amount paid on the share bears to the total issue price of the share.

Under the Constitution, the corporate director may issue shares (including redeemable shares and shares with such preferred, deferred or other special rights, obligations or restrictions as determined by the corporate director, including preference shares and redeemable preference shares). The Constitution does not prescribe the way the issue price for shares is to be calculated, and the Company may determine to issue shares for any consideration it thinks fit (including cash or non-cash consideration) in its absolute discretion subject to its duties at law. However, subject to the terms of issue of a share, the Constitution provides the Company may redeem shares at any price it thinks fit and the Company may determine to redeem shares at a price equal to the net asset value of the relevant sub-fund (plus or minus certain adjustments on account of costs and expenses) divided by the number of shares on issue in the relevant sub-fund.

With the corporate director's consent, the Constitution may be modified, or repealed and replaced with a new constitution in the following ways:

- (a) by special resolution of the members of the Company
- (b) by the corporate director, if the corporate director reasonably considers the change will not adversely affect members' rights in a material way
- (c) by special resolution of the members of a sub-fund, if the corporate director reasonably considers the change will not adversely affect the rights of any member of any other sub-fund, or
- (d) in any other way permitted by the Corporations Act as if the Company were a "retail CCIV".

However, the rights of the former corporate director to be paid any amounts whether by way of fees, reimbursement of costs or expenses incurred, or otherwise, or any of its rights of indemnification, may not be modified or altered in any way without the former corporate director's consent.

Terms of Issue of Property Shares and Business Shares

This IM contains an offer to invest in the Fund by applying for the following shares in the Company:

- (a) Business Shares, being a class of share that is referable to the Business Sub-Fund.
- (b) Property Shares, being a class of share that is referable to the Property Sub-Fund.

The Constitution contains the terms on which Business Shares and Property Shares are issued.

Business Shares and Property Shares are each a class of ordinary share in the Company that may (as summarised below) be redeemed at the option of the holder of the share or the Company. Property Shares and Business Shares are not preference shares.

Property Shares and Business Shares are issued on terms that they are stapled such that they are treated as a single security and they must be acquired, held and disposed of together.

Holders of Business Shares and Property Shares may, at their option, request the Company redeem their shares in response to a redemption offer made by the Company in relation to those shares.

The Company may, at its option, redeem Property Shares and Business Shares in any of the following circumstances:

- (a) The corporate director determines, in its absolute discretion, the continued holding of Property Shares or Business Shares by the member would be to the material disadvantage to the relevant sub-fund, including other members of the relevant sub-fund.
- (b) In the opinion of the corporate director, the continued holding of the shares by the member would be contrary to an applicable law.
- (c) The member holds less than any minimum shareholding amount set by the corporate director.
- (d) The redemption is required by legislation where the mechanism for redemption is contained in that legislation, the order of a court of competent jurisdiction, or a lien, the exercise of which results in a redemption.
- (e) The Company has given notice to all holders of Property Shares or Business Shares that the Company will redeem all Property Shares or Business Shares on issue.
- (f) The redemption is otherwise permitted or provided for by the Constitution.

Investment Management Agreement

The Company has appointed the Investment Manager to provide investment and administration services to the Fund pursuant to an Investment and Administration Agreement. The key obligations and services to be provided by the Investment Manager are as follows:

- identifying and originating investment opportunities for the Fund;
- undertaking and overseeing due diligence on potential acquisitions;
- negotiating and managing loan facilities in connection with the acquisition, operation or divestment of a Fund asset;
- overseeing documentation and recommending to SIML the execution of the loan agreement and security documents in connection with any loan facility;
- reviewing and monitoring of each Fund asset's performance against forecast expectations;
- preparing and, with the approval of SIML, sending to each investor reports on the status of the Fund;
- consideration of exit strategies for the Fund's assets, analysis and review of alternatives;
- liaising with SIML on matters as may reasonably be required by SIML;

- monitoring on a regular basis compliance with:
 - (i) all laws, procedures, standards and codes of practice that apply in relation to the services provided by the Investment Manager;
 - (ii) all requirements and directions of any government authority in relation to the services provided by the Investment Manager;
- liaising with advisers and the Fund's auditors;
- in consultation with SIML, preparing, registering, printing, promoting and distributing any document required by law to be prepared concerning the Fund;
- appointment of a property manager and overview of the property management services;
- arranging appropriate insurances for the Portfolio;
- appointing and instructing accountants and tax agents and overseeing the preparation of monthly management and annual financial statements;
- approving property and capital expenditure budgets;
- negotiating and approving leasing transactions;
- appointing and supervising real estate sales agents;
- appointing valuers and undertaking pro-active valuation management;
- engaging lawyers on behalf of SIML relating to matters concerning the Portfolio;
- preparing and distributing a quarterly communication to investors; and
- all other necessary and incidental services reasonably required by SIML to be performed in connection with the Agreement.

Development Management Services Agreement

The Company has appointed the Investment Manager to provide development management services to the Fund pursuant to a Development Management Services Agreement. The obligations and services to be provided are as follows:

The Investment Manager (or an agent appointed by it to assist in doing so) is responsible for and will manage the delivery of projects approved by SIML, including each of the following areas of responsibility that apply to a particular project:

- Approvals (as they relate to the design and construction);
- Design;
- Construction;
- Fit out;
- Commissioning;
- Handover;
- Defect liability period;
- General project management.

Business Management Agreement

The Company has appointed the Business Manager to provide the business management services to the subsidiaries (including SV Operations) of the Business Sub-Fund pursuant to the Business Management Agreement. The key obligations and services to be provided by the Business Manager are as follows:

- Management, supervisions and oversight of the Businesses and provision of all “back office” functions for the Businesses.
- Financial management and reporting for the Businesses.
- The implementation of systems and procedures associated with and in respect of the Initial Portfolio.
- Management of food and beverage services at the Businesses, including plate and menu design, purchasing and pricing, human resource management and training, marketing and promotions.
- Financial management of and reporting, and the preparation of monthly and annual accounts, of the Portfolio.
- Marketing and brand promotion and development.
- The design and implementation of physical changes to the layout of the premises.
- Liaising with and providing information to auditors and such other consultants nominated from time to time.
- Ensuring full compliance with all provisions of the liquor licences and gaming licences, and other licences related to the Portfolio.
- Employment and management of all staff engaged in the operations of the Fund.

14.2 REPORTING

SIML will provide investors with the following reports:

Quarterly	<ul style="list-style-type: none">• Reports of the actual results achieved by the Fund against budgets and forecasts• Distribution report• Project updates (if applicable in relation to any development or refurbishment)• Market commentary
Annually	<ul style="list-style-type: none">• Taxation and performance reports• Full year results achieved by the Fund against budgets and forecasts• Achievements of the Fund against the Fund's business plan• Portfolio valuation and movements.

14.3 RELATED PARTY TRANSACTIONS

SIML may from time to time face conflicts between its duties to other funds, its own interests, and its duties as corporate director of the Company.

SIML will manage such conflicts in accordance with the Constitution, ASIC policy and its conflict of interest policy.

SIML has an interest in and is associated with the Investment Manager. The Investment Manager is entitled to fees under the Investment and Administration Agreement. The Investment Manager has been appointed in accordance with SIML's policies on arm's length commercial terms. The Business Manager is not a related party of SIML.

14.4 CHANGE OF CORPORATE DIRECTOR

The retirement or removal of SIML as corporate director of the Company is regulated by both the Corporations Act and the Constitution.

If SIML wants to retire as corporate director, then SIML will call a meeting of members of the Company to explain its reason for wanting to retire and to enable members to vote on a special resolution choosing another company to be the new corporate director.

If the members of the Company want to remove and replace SIML as corporate director of the Company, then members can take action under Part 2G.4 of the Corporations Act to enable members to consider and vote on both a special resolution that SIML be removed, and a special resolution choosing another company to be the new corporate director. The quorum for any meeting of members called by or at the request of members (including pursuant to Part 2G.4 of the Corporations Act) is the number of members that together hold at least 25 percent of the shares issued in the Company by value.

14.5 CONFLICTING INVESTOR INTERESTS

Investors may have conflicting investment, tax and other interests with respect to their investments in the Fund, including conflicts relating to the structuring of acquisitions and disposals of the Fund's assets. Conflicts may arise in connection with decisions made by SIML regarding an investment that may be more beneficial to one investor than another, especially with respect to tax matters or the potential to provide co-investment opportunities, as described above.

In structuring, acquiring and disposing of investments SIML and Investment Manager may consider the investment and tax objects of the Fund and its investors as a whole, not the investment, tax, or other objects of any investor individually.

14.6 NO COOLING OFF RIGHTS

There are no cooling-off rights or cooling-off period that apply in respect of your investment in the Fund.

14.7 MINIMUM INVESTMENT

The Minimum Investment is \$100,000 (or such lower amount as SIML accepts at its discretion). Subsequent investments in the Fund will be at SIML's discretion.

14.8 PRICE OF STAPLED SECURITIES

The price for each Stapled Security issued under this IM is \$1.00.

The issue price for Property Shares issued under this IM is \$0.99.

The issue price for Business shares issued under this IM is \$0.01.

Any interest earned on application monies will form part of the Fund's assets.

14.9 TRANSFER OF STAPLED SECURITIES

There will not be any established secondary market for the sale of Stapled Securities. If you want to sell your Stapled Securities, then the Fund may endeavour to assist you however, it is not required to do so. SIML may at its discretion, refuse to register any transfer of Stapled Securities.

14.10 GST

All Fees quoted in this IM are quoted exclusive of GST. The Fund may not be entitled to claim a full input tax credit in all instances

14.11 PRIVACY

SIML collects personal information about you from your application form. SIML uses this information primarily so it can verify your identity and establish your investment in the Fund. SIML will also collect and may use and disclose your personal information to process your application and manage your investment, comply with its obligations under applicable laws and regulations and improve its products and services. SIML may also use your information to provide you with detail of future investment offers made by SIML.

If you do not provide SIML with all the personal information on request, then SIML may be unable to establish and manage your investment in the Fund. The types of organisation to which SIML may disclose your personal information include SIML and its related parties, external parties which provide services in relation to the Fund (e.g. registry service providers and providers of printing and post services), government authorities and professional advisors (including legal and accounting firms, auditors, consultants and other advisors).

Under the Privacy Act 1988 (Cth), you are entitled to access the personal information SIML holds about you, except in limited circumstances. You also have the right to ask SIML to correct information about you which is inaccurate, incomplete or out of date.

Please contact SIML if you have any questions about how they handle your personal information, or if you wish to access the personal information it holds about you.

14.12 ANTI-MONEY LAUNDERING LAW

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and its associated rules ("AML/CTF Law") is aimed at addressing money laundering in Australia and the threat to national security caused by terrorism. The AML/CTF Law requires reporting entities, to collect certain information from customers and verify that information to reasonably satisfy themselves the person they are dealing with is who they claim to be. SIML will comply with the AML/CTF Law with respect to the Fund and will therefore collect certain customer identification information (and verify that information) before it issues Stapled Securities to an applicant. You will be required to provide the identification information set out in the application form. SIML will not issue you with Stapled Securities unless satisfactory identification documents are provided.

SIML reserves the right to reject any application where such documents are not provided to it prior to, or accompanying, your application or if it believes on reasonable ground that processing the application may breach any law in Australia or any other country. SIML will incur no liability to you if it does so.

14.13 COMPLAINTS AND CONTACTING US

SIML is committed to striving for excellence in relation to its products and services and wants to ensure that it responds to concerns as quickly and efficiently as possible. Despite our best endeavours, we realise that complaints will occur from time to time and, to this end, we have in place comprehensive complaints resolution processes to ensure they are resolved with minimum inconvenience.

If you have a complaint, please contact us on +61 7 3155 7000. If you are not satisfied with the response you receive, you may write to us as follows:

Post: Level 7, The Annex, 12 Creek Street Brisbane QLD 4000

Email: enquire@stara.net.au

Please provide the detail and reason for your complaint and we will endeavour to acknowledge your complaint within one business day or as soon as practicable and we will attempt to resolve the matter and respond within five business days of receipt. A final response may take up to 30 calendar days, depending on the particular circumstances of the complaint.

14.14 FATCA AND CRS

The Foreign Account Tax Compliance Act ("FATCA") is tax legislation of the United States of America ("US") that is aimed at reducing tax evasion by US citizens and entities by detecting US taxpayers who use accounts with offshore financial institutions to conceal income and assets from the US Internal Revenue Service ("IRS"). The Australian Government and the US Government entered into an Inter-Governmental Agreement ("IGA") for the reciprocal exchange of taxpayer information as part of the implementation of FATCA. The Common Reporting Standard ("CRS") is the single global standard set by the Organisation of Economic Co-operation and Development ("OECD") for the automatic exchange of information with revenue authorities for tax non-residents that invest in certain financial accounts. The standard covers both the identification of tax non-residents and reporting on the applicable financial accounts.

Both FATCA and CRS obligations are imposed on Australian financial institutions through the operation of Subdivisions 396-A and 396-C of Schedule 1 to the Tax Administration Act 1953 (Cth). The Company may be subject to FATCA and CRS obligations and may be required to obtain and give certain information about investors to the Australian Taxation Office. The ATO may exchange this information with the participating foreign tax authorities of those non-residents.

15. FAQs, GLOSSARY AND DIRECTORY

15.1 GLOSSARY OF TERMS

ABS	Australian Bureau of Statistics.
AEST	Australian Eastern Standard Time.
AFSL	Australian Financial Services License.
Bank	A major Australian bank as senior lender for the Initial Portfolio.
Business Day	A day on which banks are open for business in Brisbane, except a Saturday, Sunday or public holiday.
Businesses	The business operations of the Business Owner of the licensed premises of each FGC hotel
Business Manager	HM&A Co Pty Ltd ACN 658 275 855 (trading as "Venu Plus").
Business Share	A class of share in the Company that is referable to the Business Sub-Fund.
Business Sub-Fund	Stara Venu Business SF ARFN 663 895 190, a registered sub-fund of the Company and whose assets include all shares on issue in SV Operations.
The Company	Stara Venu CCIV ACN 663 880 500.
Constitution	The constitution of the Company as amended or replaced from time to time.
Corporations Act	The Corporations Act 2001 (Cth).
EBITDA	Earnings before interest, tax, depreciation and amortisation.
Freehold Going Concern	Comprises the operations of the licensed premises, Businesses and freehold real estate of an asset in single ownership.
Founders	<p>As at the date of this Information Memorandum, current Founders are the parties as listed below:</p> <ul style="list-style-type: none"> • Phillip Atkins and Lisa Atkins ATF Phillip & Lisa Atkins Super Fund • AM Rosato Pty Ltd A.C.N. 151 277 100 • Nicholas Rosato and Kylie Rosato ATF N&K Rosato Super Fund • NK Rosato Pty Ltd ACN 114 261 022 • NKR Super Pty Ltd A.C.N 665 264 246 • Paul Louis Weightman • Steven Pierre de Nys & Katrina Elise de Nys ATF de Nys Superannuation Fund ABN 86 923 165 894 • Desyn Investments Pty Ltd ABN 24 138 834 769 • Terence James Pyne ATF The Terchrisa Trust • Chefy Boy and Chickie Pty Ltd as trustee for Chef Boy and Chickie Superannuation Fund ABN 82 582 183 578 • Angus William Telford ATF Angus Telford Family Trust • TSMSF Pty Ltd ATF Telford Superannuation Fund ABN 43 760 398 982

Fund	A notional vehicle formed out of the stapling of shares issued in Stara Venu CCIV ACN 663 880 500 comprising of two registered sub-funds: the Stara Venu Business SF ARFN 663 895 190 and the Stara Venu Property SF ARFN 663 895 207.
Fund Term	The initial term of the fund being seven (7) years from the date of Offer Close.
Gross Asset Value (GAV)	The aggregate amount determined by the most recent valuation of the assets directly and indirectly owned by the Property Sub-Fund and the Business Sub-Fund. The amount includes the gross value of the assets of any subsidiary of the Business Sub-Fund including SV Operations. Please refer to the Valuations Policy outline in Section 11.4 of this IM.
IM	This Information Memorandum.
Initial Portfolio	The FGC hotels Beachmere Hotel, Pine Beach Hotel Motel and residential properties at Emu Park.
Investment Manager	Cooee Investment Management Pty Ltd ACN 656 182 302.
Issue Price	\$1 per Stapled Security.
Managers	The Business Manager and the Investment Manager.
Maximum Subscription	\$15.35 million
Minimum Subscription	\$5.0 million
NAV	NAV: stands for Net Asset Value and is the sum of the Fund's assets less its liabilities, divided by the number of outstanding Stapled Securities.
Offer	The offer of up to 15.35 million Stapled Securities under this IM.
Offer Closing Date	30 August 2024 or earlier upon full subscription.
Portfolio	All assets owned by the Fund from time to time, including but not limited to FGC hotels, leasehold businesses and other other licensed and gaming properties and businesses.
Property Sub-Fund	Stara Venu Property SF ARFN 663 895 207, a registered sub-fund of the Company and whose assets will include, among other things, real property assets.
Property Share	A class of share in the Company that is referable to the Property Sub-Fund.
Quarter	Each three calendar months ending on the last Business Day of each March, June, September and December.
Revenue	Gross revenues from the trading activities of the Initial Portfolio including but not limited to revenues from bars, bottle shops, food and beverage sales, accommodation and gaming and wagering (net of State Gaming Tax) net of GST.
SIML	Stara Investment Management Limited ABN 49 653 962 871, the holder of AFS licence number 535500, and being the corporate director of the Company.
Stapled Security/ies or Security/ies	Each stapled security consists of a Business Share and a Property Share.
Sub-Fund	Either or both the Business Sub-Fund and the Property Sub-Fund as the context requires.
SV Operations	Stara Venu Operations Pty Ltd ACN 662 003 885 (a company the shares in which are wholly owned by the Company with respect to the Business Sub-Fund)
Venu Hospitality Fund (the "Fund")	The assets and businesses of the Business Sub-Fund and the Property Sub-Fund are, while separate to each other, collectively referred to as the "Venu Hospitality Fund" or the "Fund" in this IM.
Wholesale Client	Has the meaning given to that term in section 761G of the Corporations Act

15.2 FREQUENTLY ASKED QUESTIONS

Q1	If I acquire Stapled Securities will my entitlement to distributions be limited to that generated by assets being acquired under the Information Memorandum?	No, by acquiring Stapled Securities you will participate in the distributions generated by all assets acquired by this Fund including those that may be acquired in the future.
Q2	If I become an investor in the Fund, can I acquire additional Stapled Securities in the future?	Yes, you will be able to participate in any future capital raising for the Fund.
Q3	If I become an investor in the Fund, am I required to acquire more Stapled Securities as the Fund purchases additional assets?	No, however, if additional capital is raised and you do not acquire further Stapled Securities, then your proportionate ownership in the Fund will be reduced.
Q4	If I become an investor but do not acquire additional Stapled Securities, will I be exposed to the additional assets acquired by the Fund?	Yes, you will own a reduced percentage of the total number of Stapled Securities in a larger pool of assets
Q5	Is the Fund likely to acquire additional assets in the next 12 months?	The Fund has a mandate to acquire and develop additional assets. Therefore, it is possible additional assets will be acquired prior to 30 August 2025.
Q6	What happens if the Fund sells one or more of its assets?	Your Stapled Security holding will not change if the sale of an asset occurs during the term of the Fund. SIML may elect to distribute the net proceeds of any sale to investors or to retain them as part of the Fund to acquire additional assets or to further develop existing assets.
Q7	Who determines what assets to buy, develop or sell?	SIML has the responsibility to meet the objectives of the Fund, as described in this IM. The Investment Manager and the Business Manager will provide guidance to SIML on the purchase, development or divestment of assets.

15.3 CONTACT DIRECTORY

Corporate Director

Name	Stara Investment Management Limited ACN 653 962 871 Paul Weightman
Address	Level 7, The Annex, 12 Creek Street, Brisbane Qld 4000
Website	www.stara.net.au
Email	paul@stara.net.au

Business Manager

Name	HM&A Co Pty Ltd ABN 74 658 275 855 (trading as "Venu Plus") Adrian Rosato
Address	Unit E, Town Square, Westfield Garden City, Corner Logan and Kessels Roads, Upper Mt Gravatt Qld 4122
Website	www.venuplusmgmt.com.au
Email	adrian@venuplus.com.au

Investment Manager

Name	Coöee Investment Management Pty Ltd ACN 656 182 302 Steve de Nys
Address	Level 7, The Annex, 12 Creek Street, Brisbane Qld 4000
Email	sdn@desyninvest.com.au

16. HOW TO INVEST

Investors who wish to apply for Stapled Securities in the Venu Hospitality Fund should complete an application online at:

<https://www.olivia123.com/stara-investment-management-pty-ltd/venu-hospitality-fund.php>

Please note these important dates for the application process.

7 August 2024	Applications open
30 August 2024	Completed applications must be submitted to the online portal no later than 5.00pm AEST on 30th August, 2024
Securities Issued	Within 5 business days of Offer Close subject to the Minimum Subscription.

1. Before You Start

Please read the IM and the Application Form before you become a client by committing to subscribe for Stapled Securities in the Fund.

Do not complete the Application Form without making an informed decision. The Company encourages you to consider seeking professional advice.

2. Express Interest in the Fund

Before you submit your Application Form – notify the Company of your proposed investment amount for confirmation of an allocation.

3. Complete the Application Form

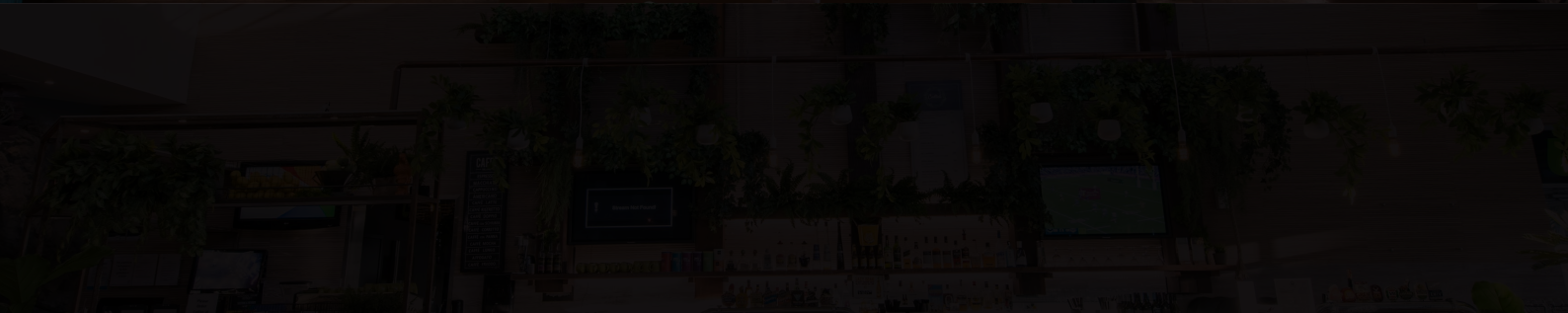
Applications can be completed online at:

<https://www.olivia123.com/stara-investment-management-pty-ltd/venu-hospitality-fund.php>

4. Make payment

Pay for your Stapled Securities in accordance with the instructions in the online portal.

Please use the reference details provided by Olivia 123.



VENU
HOSPITALITY FUND