Replacement Prospectus

For the issue of Wealthcorp Capital Ltd

Redeemable Preference Shares

Wealthcorp Capital Ltd ACN 626 620 157

October 2018

1. IMPORTANT INFORMATION

This Replacement Prospectus replaces a prospectus dated and lodged with ASIC on 31 October 2018. For the purposes of this document, this Replacement Prospectus will be referred to as either "the Replacement Prospectus" or "this Prospectus".

Some terms used in this Prospectus are defined in the Glossary.

This Prospectus is dated 14 November 2018. A copy of this Prospectus was lodged with ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No Redeemable Preference Shares will be allotted or transferred on the basis of this Prospectus after the expiry date. This Prospectus expires on the date which is 13 months after the original Prospectus Date.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. Seek advice on and observe any restrictions. This Prospectus is not an offer in any place where, or to any person to whom, it would not be lawful to make the offer.

No person is authorised to give any information or make representations about the offer, which is not contained in this Prospectus. Information or representations not contained in this Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the offer.

This Prospectus provides information for investors to decide if they wish to invest in Wealthcorp Capital Ltd ("Wealthcorp Capital" or ""Wealthcorp" or "Company"). Read this document in its entirety. This Prospectus contains forward looking statements. Those statements are based upon the Directors' current expectations in regard to future events or results. All forecasts in this Prospectus are based upon the assumptions and risks described in section 7. Actual results may be materially affected by changes in circumstances, some of which may be outside the control of the Company. The reliance that investors place on the forecasts is a matter for their own commercial judgment. No representation or warranty is made that any forecast, assumption or estimate contained in this Prospectus will be achieved.

Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The information provided in this Prospectus does not constitute personal financial product advice and has been prepared without taking into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus in its entirety before deciding to invest and consider the risk factors that could affect the Company's performance.

This Prospectus is distributed electronically. Applications for Redeemable Preference Shares may only be made on the application form attached to this Prospectus and online at http://Wealthcorpcapital.com.au (Investor Platform). Instructions on how to apply for Shares are set out in section 5.8 of this Prospectus and on the back of the application form.

Under the Corporations Act the Company must not process application forms during the seven day period after the date of lodgement of this Prospectus with ASIC. This period may be extended by ASIC for up to a further seven days. This exposure period enables the Prospectus to be examined by market participants. application forms received during the exposure period will not be processed until after the expiry of that period. No preference will be given to application forms received during the exposure period.

Monetary amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.
Photographs used in this Prospectus without descriptions are only for illustration. The people shown are not endorsing this Prospectus or its contents. Diagrams used in this Prospectus may not be drawn to scale. The assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

2. PROPOSED TIMETABLE

Event	DATE
Prospectus date	14-NOVEMBER-2018
Offer opens	14-NOVEMBER-2018
Offer closes (unless the offer is fully subscribed earlier)	14-DECEMBER-2019
Monthly cut-off date for applications	5pm on the 25th day of each month
Anticipated date of issue of new Preference Shares	On the first Business Day of each month
Preference Shareholding statements expected to be dispatched	On the 5th Business Day of each month
Expected Dividend Date	As and when a loan made by the Company is repaid and as described in Section 12.3
Expected Redeemable Preference Share Repurchase Date	24 months from the issue date of that particular share

All dates and times are subject to change and are indicative only. All times are Australian Eastern Standard Time (AEST). The Company reserves the right to vary these dates and times without prior notice. It may close the offer early, withdraw the offer, or accept late applications. Applicants are encouraged to submit their application forms as soon as possible.

3. LETTER FROM THE BOARD

DEAR INVESTOR,

On behalf of the Company, it is my pleasure to offer you the opportunity to invest in Redeemable Preference Shares in Wealthcorp Capital Ltd.

The property market has long been a key source of wealth creation for generations of Australians. Investing in real estate takes 2 forms, the first is the buy and hold strategy where you invest in real estate and passively wait for the market to appreciate.

The second is real estate development which is a more active process of value creation.

Done correctly, real estate development has the potential to create large wealth for its principals, but often the enormous capital required, coupled with the lack of a development skill set and experience, has presented a barrier for many Australians to enjoy the returns that well-executed real estate development projects can provide.

A small investor may have a few thousand dollars to invest, but often the money required to execute a real estate project is far more than that, and it also requires significant skills to identify which location is best suited to develop, and whether or not the development will lead to a profitable outcome.

On the other hand, professional real estate developers with this expertise of executing a development project often struggle with lack of funds. They can source opportunities and deliver a strong outcome but even these real estate developers do not always have all the capital they need to move on a project.

In order to source the funds, they typically reach out to the banks and then for the remainder (as banks will only fund a certain portion) they reach out to friends and family and high net worth investors.

This source of private capital is limited and can often come with higher return requirements and intrusive managerial control requirements that can make a project untenable for a developer.

The current lending environment with tightening requirements means that the money which the developers need beyond bank funding is now even more. This has led to what is described as the "funding gap" in the real estate development industry.

We propose a solution that matches these small investors who till date have not been able to invest in real estate development to those with expertise in real estate development i.e. developers.

Through a structure that lends the raised money to a range of real estate development projects, we are able to give investors a diversified outcome instead of having all their money tied to the outcome of one particular project.

We also intend to follow a tightly defined mandate that limits the projects that we lend to based on type of end product, stage as well as a laser focus on the niche South Eastern and Eastern Melbourne market.

Beyond lending the invested money, the Wealthcorp team will also take a development management role in the projects in their individual capacity to ensure investors' money is spent properly and an outcome can be ensured for investors.

The team at Wealthcorp has been personally involved in real estate development and knows the ins and outs of the industry. This puts us in the perfect position to identify which projects will make money, development manage them on behalf of investors and deliver the expected outcome to investors.

As with all investments, investing in this offer by Wealthcorp carries risks. The investment ranks behind the senior lender (explained in section 5.4) and a range of risks can see the investors lose their returns as well as invested capital.

However, it should be noted that investors get their entire returns paid out before the developer sees any return. In addition, the Wealthcorp team takes an active development management role to ensure the project outcomes are secured and its fees as Development managers are also paid only after investor returns are paid.

Wealthcorp Capital is aimed at an investor interested in relatively strong returns who acknowledge and are willing to accept the risks associated with real estate development ventures.

I encourage you to read this Prospectus carefully to understand how your funds are invested and the risks associated with the investment, and to seek independent financial advice.

If you decide that an investment in Wealthcorp Capital is right for you, then I welcome you as an investor, and I look forward to reporting to you on our progress in the future.

Jacky Cheung

Managing Director

4. INVESTMENT OVERVIEW

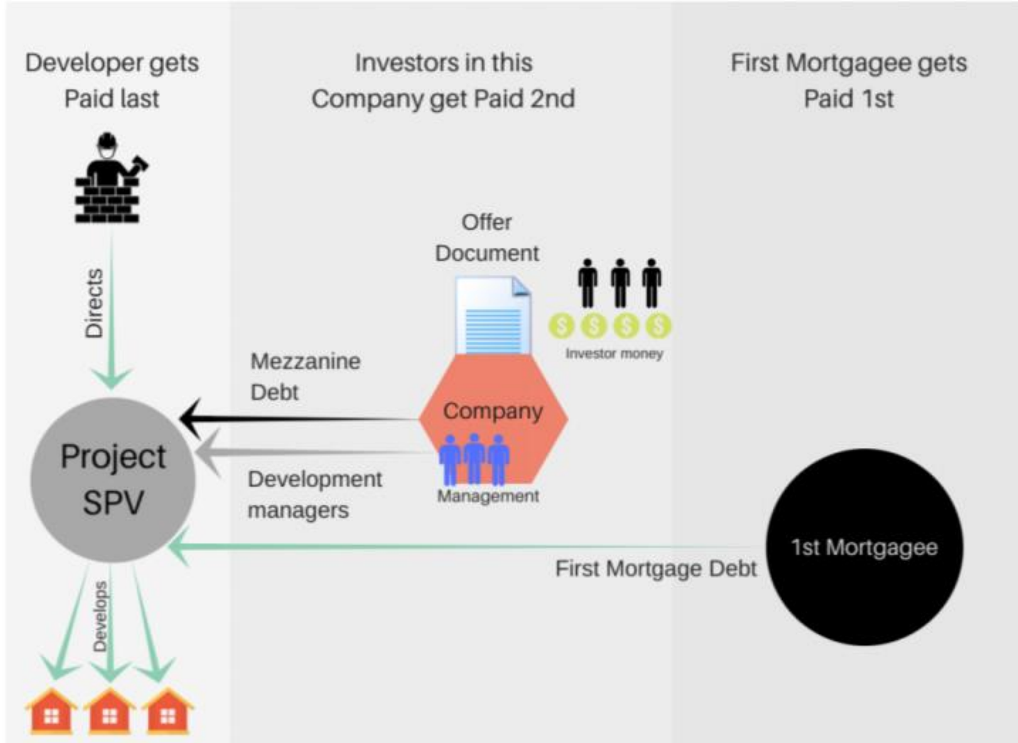
The following tables summarise the key features of an investment in the Redeemable Preference Shares and refers to the sections of the Prospectus where you can find further information. You should read this Prospectus in full to properly understand your investment in the Platform.

Matter	Summary
Summary of offer	
What is being offered?	Wealthcorp Capital is seeking to raise up to $10,000,000 by offering investors the opportunity to purchase Redeemable Preference Shares in Wealthcorp Capital under the offer.
What are the Redeemable Preference Shares?	The Redeemable Preference Shares are a special class of shares referred to as redeemable preference shares. The Company aims to pay investors who own Redeemable Preference Shares Dividends as defined in section 12.
Investment objective	To provide you with investment exposure to a relatively strong return in the real estate development sector. The key objectives are providing the investor: 1. The ability to invest in real estate related opportunities with amounts smaller than would be required if you invest individually; 2. Distribution of risk across multiple loans; 3. An investment structure that sees the investor returns being paid out before the developer receives any returns; and 4. An investment structure that sees the investor receive relatively strong returns without being liable for any senior debt taken on as part of the real estate development.
Issue price	The Redeemable Preference Shares are being issued at $1.00 each.
Face Value	$1.00 per Redeemable Preference Share.
Minimum investment	The minimum investment is $10,000 being an application for 10,000 Redeemable Preference Shares. Thereafter, applications must be for multiples of 1,000 Redeemable Preference Shares.
Minimum subscription	We will only proceed with an offer where valid applications have been received for at least 250,000 Redeemable Preference Shares. The Company management believes that having

	$250,000 to lend will allow it to lend to at least one small size real estate development project as a second ranking loan.	
Purpose	The purpose of the issue is to enable the Company to: Lend the funds raised to various real estate development projects which meet the lending mandate and are approved by the Lending Review Committee of the Company. These funds will then be used to take the project to completion and achieve sales so that investor returns may be paid from the proceeds.	
Investment Terms	**Investment Term (months)** 24 months with interest and principal paid back at the end of the investment term. Investors may choose to stay invested at the end of this term but will be offered the opportunity to exit. While the terms of reinvestment are likely to be similar, they will be detailed in a new offer document at that time. The Company may also repay investors by doing a Call and paying out the interest accrued until that date if its loans were paid sooner.	**Target Dividend rate** 12% per annum paid at the end of the term After investor returns are paid, any remaining sums will be used to pay the Company expenses and dividends to ordinary shareholders after the cash reserve requirements are met as defined in Section 13.1. Various risks described in Section 7 could lead to a lower rate of return than the objective interest rate to be achieved. Scenarios where the loans which the Company deploys the funds towards do not perform as expected or fail could lead to an extension of the investment term beyond the expected 24 months as well as a potential loss of capital. This may effectively lead to the Redeemable Preference Shares being on issue without the call being exercised beyond 24 months. If the Company determines that it is not possible to recover an investment loss by purely extending the term it may have to issue a Call for repurchase of the Redeemable Preference Shares for a value lower than what they were issued for.
Priority of payments	Investors in this offer holding Redeemable Preference Shares will receive their entire expected Dividend and Principal before ordinary shareholders receive any payments.	
No liquidity	Wealthcorp Capital is a public unlisted company and as such is not listed on any securities exchange and is considered an illiquid investment.	
Transfer	You may transfer your Redeemable Preference Shares to another person but there will be no established secondary market (e.g. stock exchange) for the Company.	

Benefits	The benefits of investing in the Company include: 1. The ability to invest in real estate related opportunities with amounts smaller than would be required if you invest individually; 2. Distribution of risk across multiple loans; 3. An investment structure that sees the investor returns being paid out before the developer receives any returns; and 4. An investment structure that sees the investor receive relatively strong returns without being liable for any senior debt taken on as part of the real estate development.
Assumptions and Risks	All investments carry a risk. There are a number of risks associated with an investment in the Company. Some of the key risks that may impact on the value of your investment in the Company include: **LIQUIDITY** The Redeemable Preference Shares will not be listed on any stock exchange. As such, there is no secondary market to buy or sell Redeemable Preference Shares. Therefore, an investment in Redeemable Preference Shares should be considered non-liquid. While the Company management may on a case by case basis try to match investors, who wish to sell their Redeemable Preference Shares to others who have notified the management of a wish to buy, the Company management can make no assurances that such buyers will always exist. The Company management will not prohibit the transfer of Redeemable Preference Shares from an existing investor to another purchaser where arranged independently of the Company. Any investor who participates in this offer should carefully consider how this lack of liquidity during the expected term of 24 months will impact their investment objectives. **THE COMPANY MAY REDEEM AN INVESTMENT BY ISSUING A CALL AT ANY TIME** The Company plans to lend all the monies raised via this offer into a number of real estate development projects setup as Special Purpose Vehicles (SPV) as described in the lending mandate. Some of these SPVs may choose to refinance their loans by securing lower cost finance after taking the loan from the Company. In that case the Company will charge the SPV the interest accumulated until that date and pass on the proceeds to its investors who may be interested in achieving liquidity by exiting before the expected term of 24 months. In case any

	of the investors are interested in exiting, then the Company will exercise the Call option on their Redeemable Preference Shares. If not enough investors are interested in securing an early return, then the company will distribute the early return to all investors on a proportionate basis without any preference (pari passu). If the Company has identified another loan that meets the investor mandate then such early returns may be deployed to another loan at the Lending Review Committee's discretion. However in either case the total amount that will be paid to the investors will be based on the Redeemable Preference Share Exit Amount, being any accrued dividend until the date of redemption, plus the original invested amount). Investors should carefully consider the scenario where the money which was originally planned to be invested for 24 months is repaid sooner than expected and is unable to earn the expected return for the remainder of the term. **SCENARIOS WHERE DIVIDEND RETURN MAY BE REDUCED** The Company is reliant on the performance of the real estate development project SPVs which it lends to in order to deliver the target return to its investors who participate in this offer. If the project SPV which the Company lends to does not deliver the expected return then the ability of the Company to deliver the target return will be adversely impacted. Consider for example, the Company lends $1,000,000 of the funds raised using this offer to a specific Real Estate development project SPV. If this project does not achieve the expected return or runs into delays then the senior lender may have to exercise its rights as the first mortgagee which may lead to reduction in the return which the Company achieves as the senior lender will rank ahead of the loan made by the Company. The Company's ability to pay returns to its investors will, in turn, be reduced. The investment flow and payout hierarchy is as follows:



If the losses suffered by the project SPV are too large to leave any return after the first mortgagee is paid then this could lead to an adverse impact to the potential return expected by the investors.

Apart from the project failure, mismanagement of money by the project SPV (which is run by the Developer) can also lead to losses for the investors. This can happen due to loss of key personnel on part of the Project SPV, improper documentation or incomplete/incorrect documentation by the Company among various scenarios which can cause losses.

The Company plans to do careful diligence on which projects it selects to lends to avoid this circumstance by looking at the feasibility associated with the project and the lending mandate for the funds raised as part of this offer. Details of the process behind selection of a particular loan are described in the Lending Review Committee (Section 6)

Similarly a failure on part of the Company to execute its lending mandate can also lead to investment losses for the investors. The Company plans to provide regular updates to its investors via the Investor Platform on which projects it has lent to and willengage independent auditors as part of its obligations as a Public Company.

All of these scenarios could lead to a lower rate of return than the target interest rate being achieved. Scenarios where the loans which the Company deploys the funds towards do not perform as expected or fail could lead to an extension of the investment term beyond the expected 24 months as well as a potential loss of capital. This may effectively lead to the redeemable preference shares being on issue without the Call being exercised beyond 24 months. If the Company determines that it is not possible to recover an investment loss by

	purely extending the term it may have to issue a Call for repurchase of the Redeemable Preference Shares for a value lower than what they were issued for. **SIGNIFICANTLY REDUCED DIVERSIFICATION IF ONLY MINIMUM SUBSCRIPTION OF $250,000 IS ACHIEVED** The Company intends to start lending once a minimum goal of $250,000 total funds raised is achieved. However this means that the Company and its investors will be exposed to the performance of this single loan until another suitable opportunity arises and enough funds are invested in the Company to enable it to make such future loans. **INABILITY TO DEPLOY FUNDS** The ability of the Company to deliver returns is based on the Company management's ability to source suitable real estate development projects to lend to. If suitable loans to projects that deliver the expected returns cannot be sourced within a reasonable amount of time then the Company will not be able to deliver the required return to its investors. In such a scenario the Company will return the invested funds to its investors until suitable investment opportunities arise. **DEPENDENCE UPON KEY PERSONNEL** The Company depends on the talent and experience of the Company's personnel as its primary asset. Should any of its key personnel leave, this may have a negative impact on the Company. **TECHNOLOGY** The Company plans to make extensive use of Information Technology to source investors, deploy capital as well as keep administrative costs low by servicing investors through online means of communication such as email and regular updates on the Investor Platform http://Wealthcorpcapital.com.au Any failure of the technology, data breaches, server outages, hacking attacks etc will have an adverse impact on the Company's ability to deliver expected Investor outcomes. **RELATED PARTY RISK** The Directors of the Company have been involved in the real estate development sector and have long standing dealings with various industry partners. It may be possible that an opportunity presented for consideration may have connections to the management of the Company. Although each loan will be made on commercial arm's length basis only and any loan which involves any related party dealings will be highlighted to investors as part of the continuous updates the Company provides to investors. Every loan would have to satisfy the lending mandate and go through the lending review committee's strict selection criteria.
Reporting to investors	You will receive: a) Confirmation of your investment in Redeemable Preference Shares;

	b) Quarterly updates on key investor information; c) An annual periodic statement; and d) Details of loans the company makes as part of its lending mandate All information and communication will be accessible exclusively via the company's website at http://Wealthcorpcapital.com.au

Tax	Investing in the Company may have taxation consequences for you. We recommend you seek professional tax advice before investing in the Company.
Security	The Redeemable Preference Shares are not secured over the Company's assets and are not guaranteed by the Directors. No financier or person has a charge over the Company's assets. The loans made by the Company may be secured by an unregistered or equitable second ranking mortgage or a caveat on a case by case basis. The loans may also require personal guarantees from directors of the project SPVs that are being lent to.
Underwriting	This offer is not underwritten.

5. PURPOSE OF THE ISSUE AND HOW TO INVEST

5.1. PURPOSE OF THE ISSUE AND USE OF FUNDS

5.1.1. THE PROCESS OF PROPERTY DEVELOPMENT

While each real estate development project is unique, the process usually follows a set pattern. First the site is identified, then it is determined what can be done to develop the site. This can mean putting up new houses, apartments, renovations, subdividing etc. A budget is drawn for the purposes of this exercise which is also described as the feasibility.

In the feasibility all known costs are listed and a projection is made on how profitable the development exercise will be. The proposed plans are then presented to the local council for approvals. Once plans are approved the site is developed and then sold on the market giving the participating investors an exit based on the promised returns and performance of the project.

5.1.1.1. SPV

Typically, in order to isolate the finances of each development, a separate entity is set up that will undertake the development of the project. This entity executes the project and at the end of the project is dissolved. This is also described as a Special Purpose Vehicle or SPV. This SPV can be either be setup as a proprietary company, a public company, or a form of trust relationship, depending on the specific circumstances.

The Developer driving the effort becomes the Director of the SPV and all investors either become shareholders of this SPV or become a 3rd party lender to this SPV depending on the specific investment offer.

This SPV usually owns the land or is involved in a joint venture that gives it the right to develop the land.

The Developer via the SPV will use a combination of their own funds and borrowings to cover the costs required to execute the development project.

5.1.1.2. EXAMPLE

Consider a simple example.

A developer has identified a piece of land that will cost $400,000 and he can build a single house on it which can be sold for $1,250,000

The Build cost is $600,000

So the total costs are:

LAND: $400,000

+

BUILD: $600,000

= $1,000,000

And total sales or end value is $1,250,000

This means the project can give a profit of $250,000 if someone invested $1,000,000.

The Developer may not necessarily have the entire $1,000,000 at his disposal. He will approach a bank or a private lender who may choose to lend up to 60% of the end value. This ratio is also known as Loan to Value Ratio or LVR.

60% of $1,250,000 is $750,000

Such a lender will also take a mortgage on the land and is typically described as a senior lender.

This still leaves the Developer short of $250,000 to reach the desired $1,000,000 of total costs. The Developer may use his own funds which form part of his equity investment in the project.

Assuming the project is completed as expected and the sales and costs were achieved according to plan, then the Developer should be able to make a $250,000 return on his $250,000 equity investment.

Some portion of the profits will go to service the interest due to the senior lender. Assuming the interest was $50,000 on the $750,000 loan the remaining profit is $200,000.

5.1.2. PROJECT RETURN

In the example above, we saw $200,000 profit on $1,000,000 of project costs, or a 20% return.

This is also described as the Project Return.

5.1.3. EQUITY RETURN OR CASH RETURN

The Developer makes a net profit of $200,000 on his $250,000 investment or a return on equity of 80%. This is also described as Cash return.

5.1.4. ANNUAL EQUITY RETURN

If the project lasts only for one year, then the annual return on equity is 80%. If it lasts for 2 years, then the annual return on equity is 40%. This is also described as the Internal Rate of Return (IRR) or leveraged return. We will use the term annual return on equity for its simplicity.

5.2. FUNDING GAP

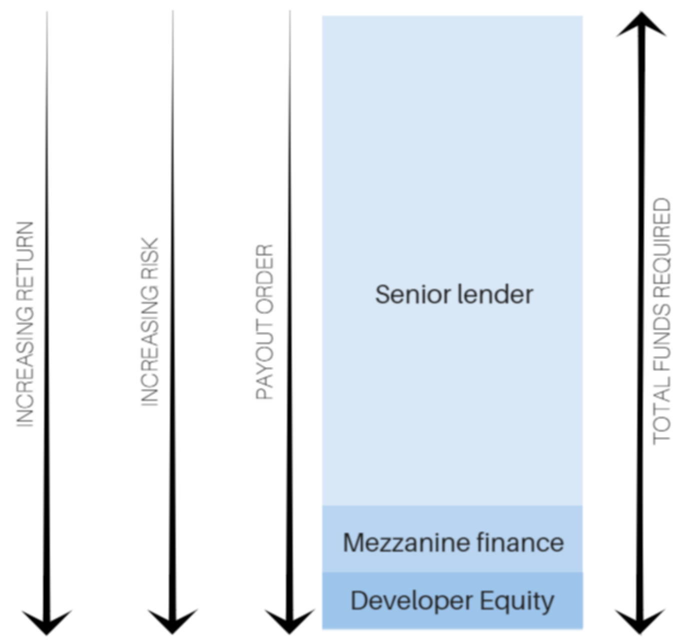
Done correctly, real estate development can be quite profitable. However, it is also risky and comes with a number of unforeseen circumstances and pitfalls which needs an experienced hand to oversee.

Some Developers may have the right experience and the right real estate development opportunity, but they may not have the necessary capital to deploy as their equity. In the recent months and years, banks and lenders have been reducing the overall amounts they lend to development projects which means the amount of equity a property developer needs has increased. This has led to what is described as a "funding gap" in the real estate development world.

5.3. MEZZANINE FINANCE

This has led to increased use of what is known as mezzanine finance, involving lenders who will lend beyond what the senior lender will lend for a real estate development project. The interest rates charged are higher than what a senior lender will charge, however the risk is also higher as the senior lender gets paid first.

5.4. PAYOUT ORDER AND RISK VS RETURN



The above image is not to scale; however it gives a general sense of how the various funding sources stack up and what their risk vs return profile looks like.

Wealthcorp Capital intends to provide mezzanine finance to real estate development projects that satisfy its lending mandate and pass its loan review committee selection process as described in section 6.4.1.

The purpose of this issue is to raise the required funds that will allow the company to lend mezzanine funding to various real estate development projects and generate a return for investors participating in this offer.

5.5. INVESTMENT OBJECTIVE

The Company's investment objective is to generate consistent returns for investors through lending mezzanine funds to a range of real estate developments. The Company will not be involved in personal lending in any form.

The investment objective includes:

- The ability to invest in real estate related opportunities with amounts smaller than would be required if you invest individually;
- Distribution of risk across multiple loans;
- An investment structure that sees the investor returns being paid out before the developer receives any returns; and
- An investment structure that sees the investor receive relatively strong returns without being liable for any senior debt taken on as part of the real estate development.

5.6. CAPITAL STRUCTURE

The effect of the offer on the capital structure of the Company, assuming all Shares offered under the Prospectus are issued, is set out below.

Shares	Number
Ordinary shares currently on issue	200
Redeemable Preference Shares to be issued pursuant to the offer	10,000,000

5.7. SUBSTANTIAL HOLDERS

The Ordinary Share on issue at the date of this Prospectus are held by:

Shareholder	Shares	%
Wealthcorp Group Pty. Ltd.	200	100

Wealthcorp Capital Ltd. is a wholly owned subsidiary of the shareholder.

On completion of this offer issue there could be a change to the substantial holders based on the new shareholders that become Preference Shareholders as part of this offer.

5.8. HOW TO INVEST

To invest in the Redeemable Preference Shares, please read the Prospectus and complete and submit the online application form referred to in section 17 in accordance with the instructions on that form.

The online application process is operated under the Wealthcorp Capital Platform at http://Wealthcorpcapital.com.au.

The Company uses the Investor Platform to administer all the investors, issue share certificates and keep track of investor funds and provide them regular updates. Payment of application money must be made electronically by EFT to the following account within 48 hours of completing the online application form.

Name of Account	Wealthcorp Capital Ltd
BSB	033172
Account Number	927030
Bank	Westpac
Reference Number	<Investor Name> (Use this while setting up a transfer)

The application form also contains details of how to pay your application money by EFT.

When you apply to invest in the Company, your money is held in an applications account until we accept your application. We have an absolute discretion to reject any application and are not required to give a reason.

We will only proceed with an offer where valid applications have been received for the minimum number of Redeemable Preference Shares offered under this Prospectus. If valid applications have not been received for the minimum number of Redeemable Preference Shares offered within three months of the date of this Prospectus, we will repay all application moneys in their entirety, so that you will not receive less than the amount of your application money or extend the offer period subject to compliance with the Corporations Act.

Similarly, if your application is declined, your application money will be returned promptly, so that you will not receive less than the amount of your application money.

Redeemable Preference Shares will be issued prior to completion of the offer to which this Prospectus relates.

Any interest earned on the application money for which Redeemable Preference Shares are issued will form part of the assets of the Company.

5.8.1. FURTHER INFORMATION ABOUT THE APPLICATION PROCESS

5.8.1.1. AML-CTF

As a part of the application, investors will be required to provide client identification materials to comply with Anti-Money Laundering and Counter Terrorism Financing legislation. In addition to the client identification material and documents required to be included with an investor's application form, the Company may require further information or documentation from an investor at any time in order to satisfy obligations under Anti-Money Laundering and Counter Terrorism Financing legislation.

5.8.1.2. APPLICATION FORM

By completing and submitting the online application form, applicants provide certain acknowledgements to the Company, such as having read and understood the Prospectus and specifically the risk factors. A copy of the application form can be found at the end of this Prospectus and on the Investor Platform.

5.8.1.3. ACCEPTANCE OF APPLICATIONS

The Company may decide in its absolute discretion to accept or reject an investor's application for Redeemable Preference Shares or may decide not to proceed with the investment.

5.8.1.4. INVESTMENT IN THE COMPANY

Applications to invest in the Company will be processed on a "first come, first served" basis. Depending on the demand for the investment, an investor's investment in the Company may be reduced or refused.

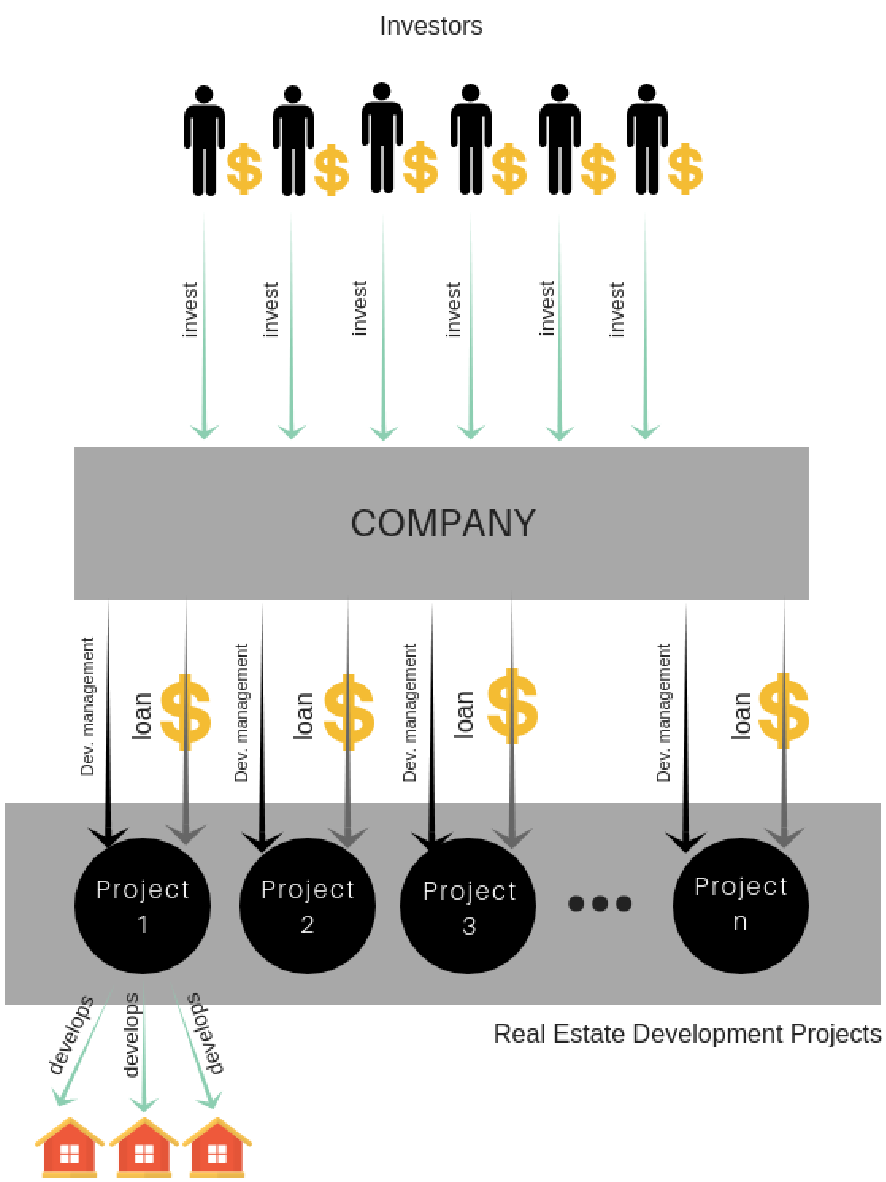
5.9. REPORTING

You will receive written confirmation of your purchase of Redeemable Preference Shares as well as the following regular updates:

- a quarterly update on key investor information containing information relating to your Redeemable Preference Shares and the status of the Company's operations; and
- an annual periodic statement.

The Company's annual financial statements can, when available, be downloaded from the Wealthcorp Capital Platform website at http://Wealthcorpcapital.com.au.

6. OVERVIEW



Real estate and related projects can be a good way to invest but the amounts required are typically quite large. In addition, the everyday person may not always have access to the best opportunities in the market which are presented only to a select group of those in the know and having the ability to deploy substantial amounts of capital.

Wealthcorp Capital is setting up a structure that will allow everyone across Australia to participate in lending to real estate development projects. The Wealthcorp Capital Lending Review Committee will select which projects to lend to and then lend the funds raised as part of this offer to various project SPVs.

Investors participating in this offer will receive an aggregate return based on the performance of various loans.

6.1. LENDING MANDATE: WHAT TYPE OF REAL ESTATE DEVELOPMENT PROJECTS WILL WE LEND TO?

Wealthcorp Capital will only lend to real estate development projects which meet the following criteria:

1. Stage, type, and location of projects lent to be based on the target loan portfolio in section 6.3
2. A project return of at least 12%. Refer section 5.1.2 for an explanation on project return
3. An annual return on equity of at least 20%. Refer section 5.1.3 for an explanation on annual return on equity
4. After factoring any lenders or investors that rank ahead of the Company made loan, the project feasibility numbers should be able to still demonstrate that the interest of at least 14% annualized can be paid to the Company based on the expected profit of the project.
5. Projects with targeted completion within 24 months, likely to be profitable and return the company loans based on the current and projected market conditions and the proposed development and its associated costs structures.
6. Is the Developer willing to accept the Wealthcorp team as Development Managers for the project.

Even though the Company plans to offer investors a target return of 12% annualized it will lend out at a rate of 14% (or higher) annualized to the projects. Any revenue will always be used to pay out investor returns first.

The Company will target only those real estate development projects which are in a position to pay out the Company loan of 14% annualized and still make a profit for the Developer backing it. The Company will issue Dividends to each investor as and when loan interest is paid back.

During the process of Property Development, the project usually makes no income. Any income is only achieved when the developed product is sold on the market at a profit (or refinanced). Which means that for the typical 24-month duration of a loan there will be no distributions planned to investors. Only when a project completes, and a loan is paid back along with its interest will the company be able to pay projected dividends to investors.

After a particular loan is paid back the company will pay out the interest received to the investors under this offer. After completion of this distribution if there is another loan which fits the company's lending mandate then a new loan will be immediately made thus redeploying investor monies.

However, if such a loan that fits the company's lending mandate is not available in a short time frame then the company will return investors money by issuing a call to repurchase the redeemable preference shares issued under this offer as described in section 12.10.

The Company will in time lend to more than one real estate development project thus spreading the investor monies across more than one loan and giving them diversification.

The Company will provide investors details of which project the money was lent to and the details of the loan when every loan is made. The Company will also work with the developers of every project to provide investors audited accounts of each project SPV to which money is being lent to. The Company will only lend to projects where the Developers consents to provide investors with audited accounts for the Project SPV.

6.2. LOAN TO VALUE RATIO

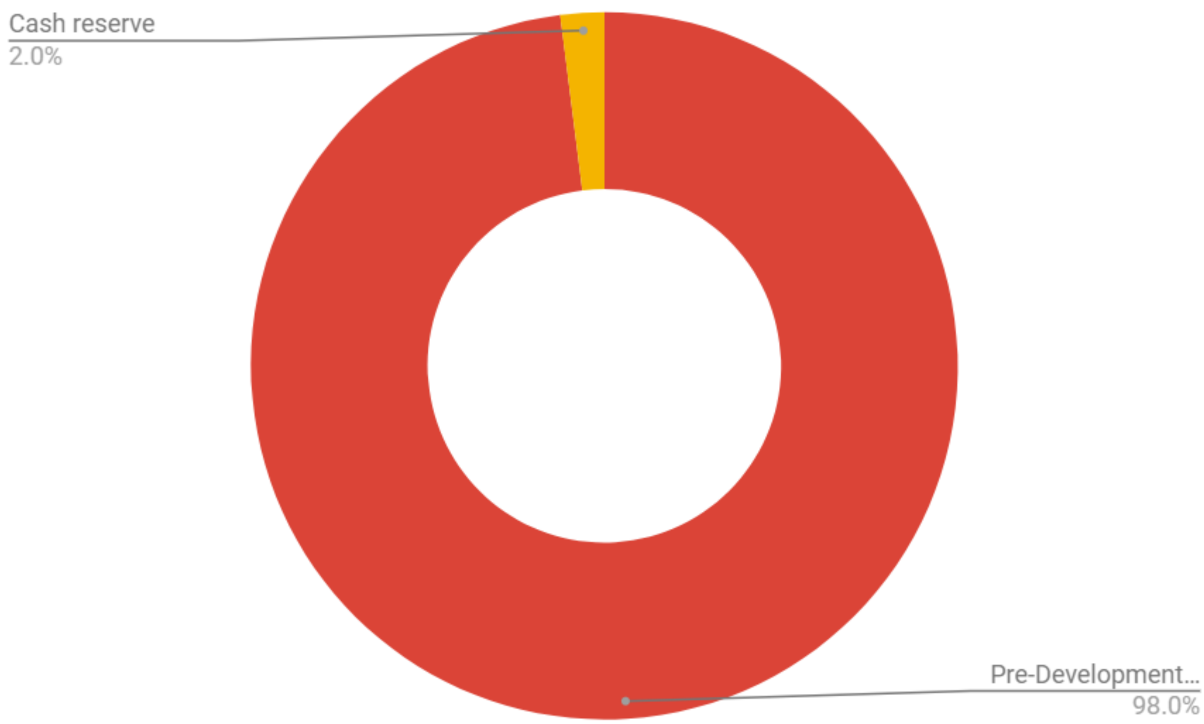
Loan to Value Ratio (LVR) is a metric typically used in real estate projects to denote the amount of debt or leverage in the project. It is calculated as the total loan amount divided by end value of the project on sale. An explanation referencing LVR can also be found in section 5.

The higher the LVR the riskier the project as that means the principals of the project have lower personal commitments in the form of equity in the project and are also required to pay a larger interest amount due to the increased loan amounts. The Company does not have a benchmark LVR as a selection criteria for its loans but the Lending Review Committee will consider this ratio while selecting to make a particular loan.

6.3. TARGET LOAN PORTFOLIO

The Company aims to achieve the following distribution of its lent funds based on the stage and type of development projects it lends to.

6.3.1. BY STAGE

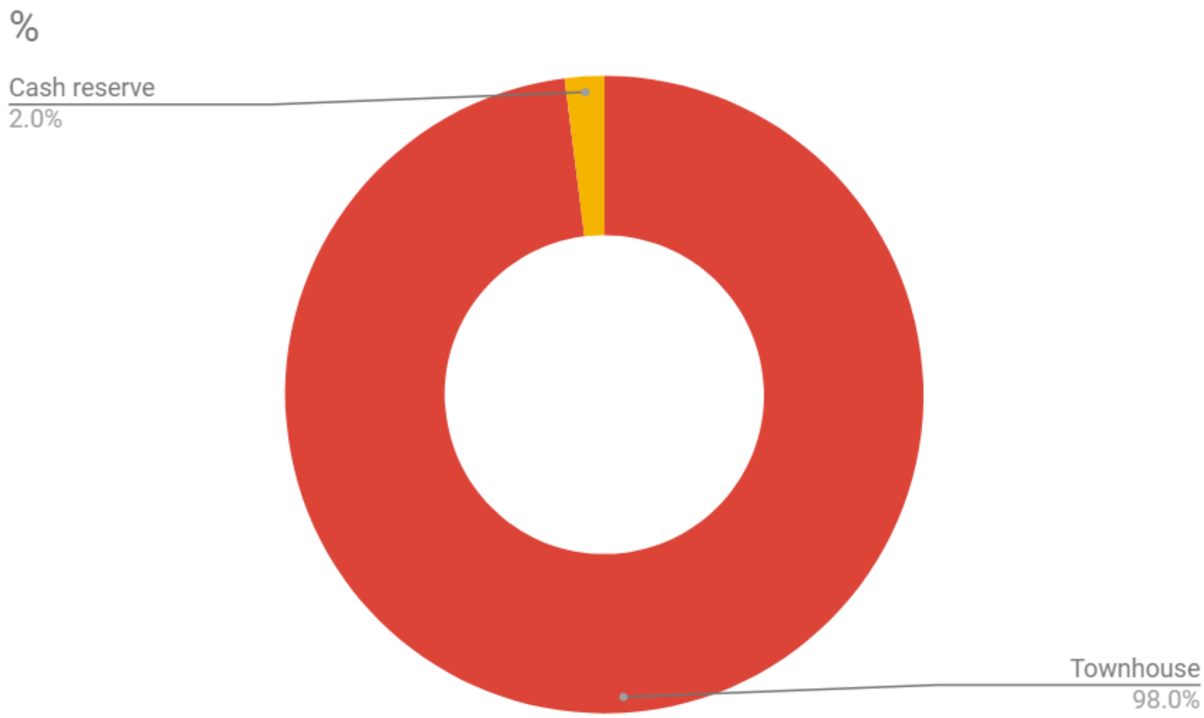


BY STAGE	%
Pre-Development Approval (Pre-DA)	98%
Cash reserve	2%

As explained in section 5, each real estate development goes through several stages: land acquisitions, development approval, construction and sales.

The above target portfolio factors these stages and aims to construct a loan portfolio based upon them. Depending on the market circumstances and opportunities available, the below targets may take longer to achieve. Also, early on given that only one or a few loans are made the actual loan allocation may not reflect the target in real time. The Company's objective is to protect investor returns first and meet the below targets in the long run.

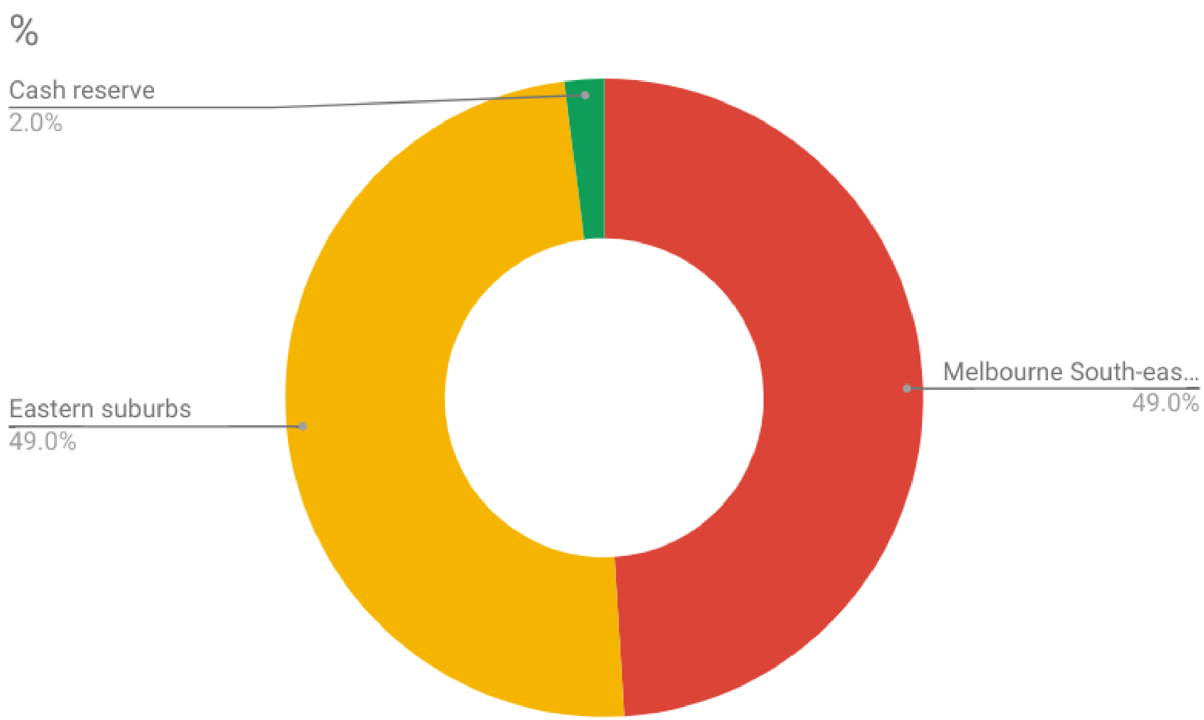
6.3.2. BY TYPE



BY TYPE	%
Townhouse	98%
Cash reserve	2%

Apart from the stage of the project, the Company will also factor in the type of the end product. It will distribute the loans to various projects based upon what they aim to build as defined above.

6.3.3. BY LOCATION



BY LOCATION	%
Melbourne South-eastern suburbs	49%
Eastern suburbs	49%
Cash reserve	2%

The Company plans to focus its lending activities exclusively to Real Estate Development projects in the Eastern and South Eastern Suburbs of Melbourne given current market opportunities.

The following is a list of suburbs and their distance from the Melbourne CBD in which the Company will consider projects to lend to (but not limited to):

6.3.3.1. SUBURBS LIST:

Clayton - 19km

Clayton South - 21km

Oakleigh - 14km

Oakleigh East - 16km

Oakleigh South - 17km

Moorabbin - 15km

Mulgrave - 21km

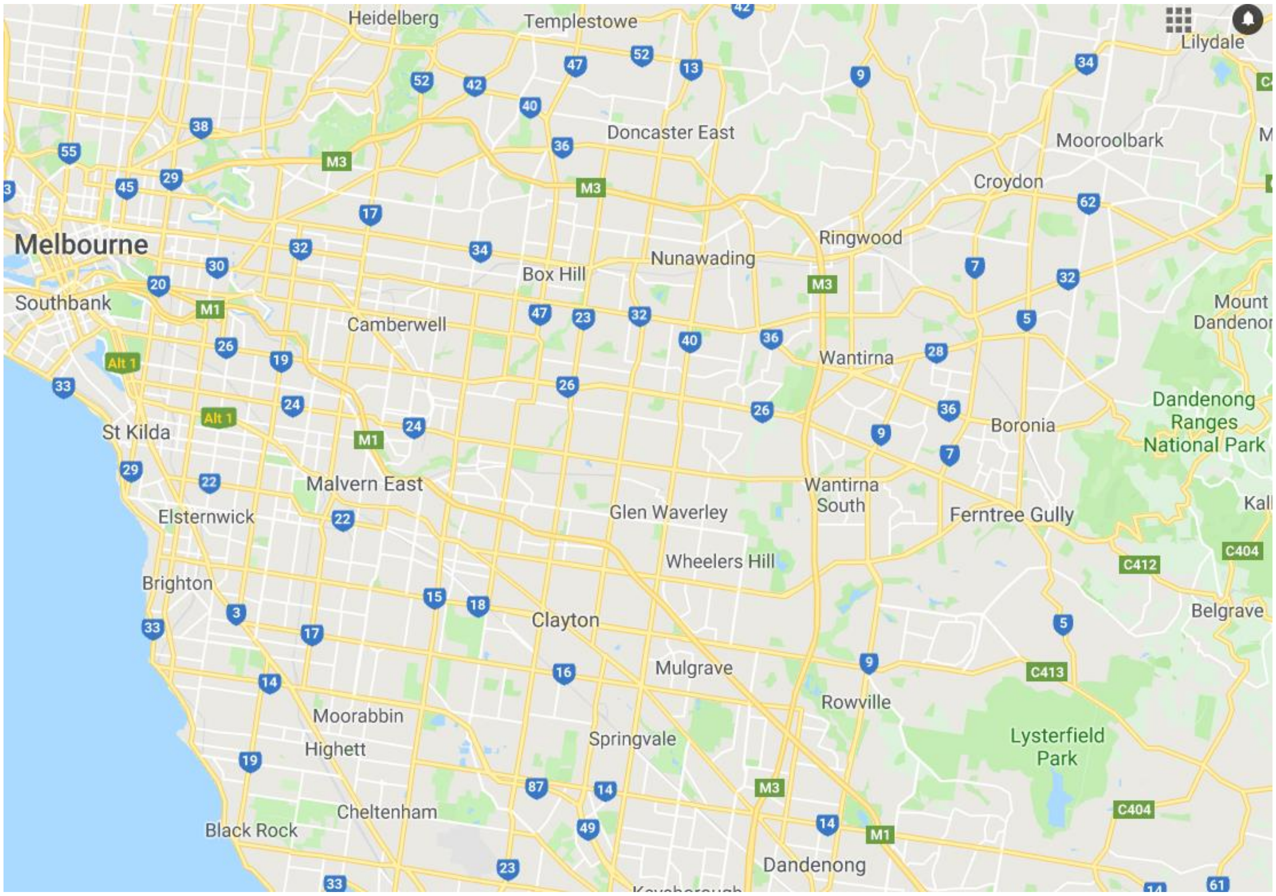
6.3.3.2. EASTERN SUBURBS:

Glen Waverley - 19km

Mount Waverley - 17km

Wantirna - 24km

Wantirna South - 26km



The above map shows the general area of the location of the suburbs in question.

6.3.3.3. CURRENT AND EXPECTED STATE OF SOUTHEASTERN AND EASTERN MELBOURNE REAL ESTATE MARKET

The Company believes South Eastern and Eastern Melbourne real estate is considered premium and will be in demand given its great schools, access to infrastructure such as public hospitals, shopping malls, public transport, public parks etc. Given the possibility of a real estate market downturn the Company believes its skills in selecting the right project to deploy the funds to and close control of execution will continue to hold it in good stead despite any potential down turns. An extended housing market crash however will adversely impact investor returns as explained in section 7.1.14

While the Company believes that townhouses in South Eastern and Eastern Melbourne will continue to command strong demand and lead to successful outcomes, it cannot predict with certainty the exact state of real estate market in the future. We are however providing investor some data on the current and past state of the real estate market in these areas. Investors should note that past performance may not be necessarily achieved in the future.

Current Performance data

Suburb name	Median price	Quarterly growth	12-month growth	Average annual growth	Days on market
Clayton	$1,163,000	-3.08%	-0.21%	8.75%	53.85
Clayton South	$850,000	0.00%	6.25%	6.93%	60.5
Oakleigh	$1,160,000	-6.26%	0.21%	7.87%	115.16
Oakleigh East	$1,058,000	-5.54%	-8.00%	7.58%	N\A
Oakleigh South	$1,030,000	-1.48%	3.99%	7.78%	41.5
Moorabbin	$1,186,500	1.63%	13.27%	8.40%	67.92
Mulgrave	$891,800	-0.91%	4.43%	7.05%	57.92
Glen Waverley	$1,325,000	-1.67%	0.15%	8.23%	82.5
Mount Waverley	$1,400,000	0.00%	4.01%	8.30%	71.19
Wantirna	$955,000	0.00%	7.61%	8.45%	53.44
Wantirna South	$1,038,000	0.68%	10.19%	8.98%	63.88

Source: CoreLogic

6.4. LENDING REVIEW COMMITTEE

The Lending Review Committee will meet once a month to review the existing portfolio and consider any new opportunities. As new lending opportunities are presented to the Company, this committee will review if they meet the Company's lending mandate as defined in this offer and determine if a loan should be made.

Every member of the Lending Review Committee has the right to present new opportunities for the consideration of the company. Any new opportunities will be considered on the basis of a simple majority vote in case there is a difference of opinion within the Lending Review Committee regarding a particular matter.

Jacky Cheung, Jimmy Thye Hoong Lim and Xiuting Chen will form the Lending Review Committee. Their profiles can be found in Section 10.

In addition, Suffian Wyng who is a member of the Wealthcorp team will also be part of the lending review committee. His profile and details as follow.

Suffian Wyng

Loan Portfolio Manager | Wealthcorp Capital Ltd

Monash University Bachelor of Banking & Finance

RMIT Master of Property

2007 – 2009: MAA Insurance (Zurich Insurance), Malaysia – Senior Executive

2009 – 2011: Verse Advisory, Malaysia - Business Manager

2012 – 2017: Cammeray Waters Holdings, Australia - Director

2013 – 2015: Opteon Property Group, Australia - Managing Valuer

2015 – 2016: Forza Capital, Australia - Investment Manager

2016 – Present: Areal Equity, Australia - Director

Suffian was previously an investment manager at Forza Capital, a syndicate fund manager with more than A$100M of Assets Under Management and was a Senior Investment Executive with MAA Insurance (now Zurich Insurance), managing a RM$ 6 Billion fixed income portfolio. He has more than 7 years of experience in funds management encompassing property, equity, and fixed income investments and has been in the property sector for more than 10 years. He was previously a municipal valuations manager at Opteon Property Group, specialising in commercial, industrial, petrochemical, and residential developments. He was part of the Municipal Valuers Shopping Centre Advisory Group which was instrumental in recommending valuation reporting standards for shopping centres. His capabilities include financial analysis, feasibility modelling, fund structuring, and due diligence. He holds a Master of Business (Property) from RMIT, a Banking & Finance degree from Monash University, and is an Asian Institute of Chartered Bankers (AICB) Certified Financial Markets Dealer.

All members of the Lending Review Committee will be available full time for the operations of the company.

6.4.1. LOAN SELECTION PROCESS: THE 8 FACTOR CHECK

The Lending Review Committee will employ the following 7 factor check based on the lending mandate whenever an opportunity to lend to Property Development projects arises:

1. What is the stage and style of the end product? Stage and type of projects lent to be based on the target loan portfolio in section 6.3.

2. What is the project return? A project return of at least 12%. Refer section 5.1.2 for an explanation on project return.

3. What is the annual equity return? An annual return on equity of at least 20%. Refer section 5.1.3 for an explanation on annual equity return.

4. Does the feasibility stack up? After factoring any lenders or investors that rank ahead of the Company made loan, the Project feasibility numbers should be able to still demonstrate that the interest of at least 14% annualized can be paid to the Company based on the expected profit of the project.

5. When will the project complete? Targeted completion within 24 months.

6. Does the feasibility work in the current and future market conditions? The project is likely to be profitable and return the company loans based on the current and projected market conditions and the proposed development and its associated costs structures.

7. Is the Developer willing to accept the Wealthcorp team as Development Managers for the project.

8. Is the developer willing to provide audited accounts for the Project SPV to which the money is being lent to.

6.5. WHY WE ACT AS DEVELOPMENT MANAGERS

Real Estate Development is complex. The role of the developer is to identify good sites, work out if they are profitable, source the financing and put together the right team to execute the project.

The team includes planning, architects, sales and marketing, building and Development managers. While there are a number of other smaller 3rd party consultants to the project, the day to day operations, coordination among various stakeholders is managed by the development manager. Once the right opportunity is sourced, the responsibility of delivering a smooth outcome rests on the skills of the development manager.

If we lend the money to the development and it ranks behind the bank or any other senior lender, we have to ensure that the money is spent wisely and investors outcomes are secured by delivering a successful project.

We believe that the only way to achieve that is to take on the operational charge of the project as Development Managers.

Development Managers are typically separate to the developers and are paid a fee as a consultant to the project. The Wealthcorp team will be acting as Development Managers in their individual capacity and not as the company. This fee varies based on the size and nature of the project. While typically the fee is treated as a cost to the project and gets paid out before profits are distributed, we will be choosing to get this fee paid only after investor returns are paid out to give investors' confidence.

6.6. REVENUE MODEL

Wealthcorp Capital will make revenues through the interest and distributions it receives by lending the investor monies to various development projects.

The Company will aim to first pay the returns promised to investors under this offer. Additional returns if any will be used to pay the Company expenses and dividends to ordinary shareholders as defined in Section 13.1 after the cash reserve requirements have been met.

The Company may distribute a dividend to ordinary shareholders only from the surplus proceeds left after paying any returns as promised under this offer to Redeemable Preference Shareholders.

6.7. MARKETING STRATEGY

The bulk of the marketing effort will be focused on online channels such as Facebook, Google, Twitter, SEO Optimization etc. From time to time the company may also conduct events such as meetups, seminars, webinars to promote the offer. The Company may also partner up with introducers and referral partners to get more visibility for its offer.

7. RISKS OF INVESTING

All investments are subject to risk and there are a number of risks which can impact on the performance of your investment, should they occur. Investments may not perform as expected resulting in a loss of capital or income or a failure to meet your investment objectives.

Before you decide to invest, you should give consideration of the following risk factors, as well as other information contained in this Prospectus.

7.1. SPECIFIC INVESTMENT RISKS

7.1.1. LIQUIDITY

The Redeemable Preference Shares will not be listed on any stock exchange. As such, there is no secondary market to buy or sell Redeemable Preference Shares. Therefore, an investment in Redeemable Preference Shares should be considered non-liquid. While the Company management may on a case by case basis try to match investors who wish to sell their Redeemable Preference Shares to others who have notified the management of a wish to buy, the Company management can make no assurances that such buyers will always exist. The Company management will not prohibit the transfer of Redeemable Preference Shares from an existing investor to another purchaser where arranged independently of the Company.

Any investor who participates in this offer should carefully consider how this lack of liquidity during the expected term of 24 months will impact their investment objectives.

7.1.2. THE COMPANY MAY REDEEM AN INVESTMENT BY ISSUING A CALL AT ANY TIME

The Company plans to lend the monies raised via this offer to a number of real estate development projects. The underlying projects may be able to return the money borrowed faster if the projects finish faster or they arrange a cheaper source of capital and wish to refinance in order to reduce their cost of capital. In the second scenario the Company will allow the project SPV to exit the loan by paying the principal and interest accrued until the date of repayment. If a suitable loan that fits the lending mandate is available immediately then the Company will redeploy the funds to that loan.

However in the scenario that no such suitable lending opportunities are available or likely to be available in a relatively short period of time, the Company will pay the Dividends accrued until that date and buy back the shares issued to the investors under this offer as defined in section 12.10. The total amount that will be paid to the investors will be based on the Redeemable Preference Share Exit Amount, being any accrued as defined later (pending dividend until the date of redemption, plus the original invested amount)..

While this may not lead to a direct financial loss to the investors it does however mean that investors will receive their funds sooner than expected and will only receive the dividend proportionate to the time invested rather than the full expected term. Investors should carefully consider the scenario where the money which was originally planned to be invested for 24 months is repaid sooner than expected and is unable to earn the expected return for the remainder of the term.

7.1.3. SCENARIOS WHERE DIVIDEND RETURN MAY BE REDUCED OR CAPITAL LOSS

The Company is completely reliant on the performance of the projects it lends to. If the Projects which the Company lends to do not deliver the expected return then the ability of the Company to deliver the desired return will be adversely impacted.

Consider for example, the Company lends $1,000,000 of the funds raised using this offer to a specific Real Estate development project. If this project does not achieve the expected return or runs into delays then the returns available for the Company will be reduced.

If the project loan was for a term of 24 months only then the expected return to investors is $240,000 (interest payments as Dividends) and $1,000,000 back as principal.

Consider the following scenarios

1. If the actual profit is $300,000, investors get the full expected dividend of $240,000 and the remainder is retained by the Developer.
2. If the actual profit was only $200,000 (after payments to the first mortgagee) then only $200,000 is available for Dividend payments for investors instead of $240,000
3. If there was no profit, then there is no money available for Dividend payment which means the effective return will be zero.
4. If the project makes a loss then it is possible that the original principal lent to the project may not be returned in its entirety. Investors should consider the scenario in which the entire amount lent to a particular project is not returned due to the project making a loss.

While as part of investing in this offer, the investors are effectively investing in a diversified pool of real estate development loans, a loss suffered in one loan will impact the overall return available to investors by reducing the amount available for Dividends.

The Company will try to achieve its target dividend return by drawing on its cash reserves (as defined in section 13.1) but there could be a scenario where the losses suffered are too large and will necessitate a reduction in investor returns.

The Company plans to do careful diligence on which projects it lends to avoid this circumstance by applying the 7 factor check as described in Section 6.4.1.

It should however also be noted that the investors are not liable for any borrowings taken by the project SPV from any other senior lenders separate to the Company, which means that investors will never lose more than their invested capital in this offer. The Company does not intend to do any borrowing itself for lending to projects.

A failure on part of the Company to execute its lending mandate can also lead to investment losses for the investors.

All of these could lead to a lower rate of return than the target interest rate to be achieved. Scenarios where the loans to which the Company deploys the funds towards do not perform as expected or fail could lead to an extension of the investment term beyond the expected 24 months as well as a potential loss of capital. This may effectively lead to the Redeemable Preference Shares being on issue without the Call being exercised beyond 24 months. If the Company determines that it is not possible to recover an investment loss by purely extending the term it may have to issue a Call for repurchase of the Redeemable Preference Shares for a value lower than what they were issued for.

The Company plans to provide regular updates to its investors via its Investor Platform on which projects it has lent to and will engage independent auditors as part of its obligations as a Public Company.

7.1.4. SIGNIFICANTLY REDUCED DIVERSIFICATION IF OR WHILE ONLY MINIMUM SUBSCRIPTION OF $250,000 IS ACHIEVED

The Company plans to start lending to projects as soon as the minimum subscription is achieved and a suitable opportunity presents itself. The offer will remain open for new investors to participate and the funds invested after the first loan is made will be deployed towards the next available lending opportunity. The investors who invest earlier will receive exposure to returns from original and later loans, thus diversifying their investment.

However, it is possible that there will be a period of time between when the first loan is made and the second loan is made. During this period investors will be exposed only to the first loan which will limit their diversification. If the Company is not able to raise enough funds for the second loan then again investors participating until that date will only be exposed to the first loan which again limits the diversification.

7.1.5. REDEEMABLE PREFERENCE SHARES NOT GUARANTEED

The Redeemable Preference Shares are not bank deposits.

The repayment of the money you have invested or any particular rate of return is not guaranteed by the Company or its Directors. You may also lose some or all of the money you invest. The Company will only be able to make Dividend payments to Redeemable Preference Shareholders if it earns income.

In the circumstance that the underlying funds do not deliver the expected returns or any return at all the Company will be unable to exercise the Call until payment of such a return becomes possible. The Dividend and return in such a scenario may be lower, including a potential loss of capital in the scenario where a loan is not repaid at all as detailed in the risks section.

This effectively means a lower rate of return than the target interest rate being achieved. Scenarios where the loans to various real estate development projects which the Company deploys the funds towards do not perform as expected or fail could lead to an extension of the investment term beyond the expected 24 months as well as a potential loss of capital.

This may effectively lead to the Redeemable Preference Shares to be on issue without the Call being exercised beyond 24 months. If the Company determines that it is not possible to recover an investment loss by purely extending the term it may have to issue a Call for repurchase of the Redeemable Preference Shares for a value lower than what they were issued for.

7.1.6. CASH FLOW MANAGEMENT

The ability of the Company to manage its cash flow needs is imperative to the success of the business.

The Company's forecast cash flows are prepared based on a detailed cash model. If any of the assumptions underlying the Company's cash flow model prove to be incorrect, the Company's financial performance could be materially adversely affected.

7.1.7. FORWARD LOOKING STATEMENTS

This Prospectus contains forward looking statements. Those statements are based upon the Directors' current expectations in regard to future events or results. All forecasts in this Prospectus are based upon the assumptions described in section 8. Actual results may be materially affected by changes in circumstances, some of which may be outside the control of the Company. The reliance that investors place on the forecasts is a matter for their own commercial judgement. No representation or warranty is made that any forecast, assumption or estimate contained in this Prospectus will be achieved.

7.1.8. DEPENDENCE UPON KEY PERSONNEL

The Company depends on the talent and experience of the Company's personnel as its primary asset. Should any of its key personnel leave, this may have a negative impact on the Company. It may be difficult to replace them, or to do so in a timely manner or at comparable expense.

The Company's ability to attract and retain personnel will have a direct correlation upon their ability to deliver their commitments and achieve forecast revenues. Additionally, increases in recruitment, wages and contractor costs may adversely impact upon the financial performance of the Company. The Company has a formal agreement in place with its Directors.

7.1.9. TECHNOLOGY AND INFORMATION SYSTEMS

The Company places a lot of reliance on technology to reduce its administration costs. However, there can be no guarantee that this technology will continue to serve the Company's needs into the future. The technology may experience operational problems, or be unsuitable to scale in line with the Company's growth. If the Company is required to change or update its IT systems, then these costs are likely to be significant and could adversely affect the Company's financial performance.

7.1.10. RELATED PARTY RISK

The Directors of the Company have been involved in the real estate development sector and have long standing dealings with various industry partners. It may be possible that an opportunity presented for consideration may have connections to the management of the Company. Although each loan will be made on commercial arm's length basis only and any loan which involves any related party dealings will be highlighted to investors as part of the continuous updates the Company provides to investors. Every loan would have to satisfy the lending mandate and go through the lending review committee's strict selection criteria.

7.1.11. OPERATIONAL AND COMPLIANCE RISK

Operational risk relates to the risk of loss resulting from inadequate or failed internal control processes, information technology systems or from external service providers which may impact on the Company's business. The Company is exposed to operational risk including, but not limited to, risks arising from processing errors, fraud, information technology system failures, failure of security and physical protection systems, pricing errors and employee negligence.

7.1.12. STRUCTURING RISK

There is a risk that legislative changes may affect the ability of the Company to pay Dividends. This could alter the timing of the Dividends or increase the effective tax rate applied to the dividends.

7.1.13. CONTRACTUAL RISK

There is a risk that contractual counterparties, such as any technology developers and other project contractors, may default on their obligations to the Company or the projects lent to by the Company, thereby leading to delays in completion of the projects or a potential loss of capital and/or income.

7.1.14. REAL ESTATE MARKET DOWNTURN RISK

In the recent few months as of the date of this Prospectus, property prices in Melbourne and Sydney in particular have started reducing. Various articles in media have been heralding this as the start of a property market downturn. The Company believes that Real estate development outcomes have less to do with the state of the market but more to do how well the land is bought, whether development, construction costs are kept under control and the end product is developed is something that the market will continue to favour even in a potential downturn. The Company believes that its management skills will allow us to select the right projects that will continue to deliver profitable outcomes even in the face of a market downturn. However if the market downturn is very severe where scenarios like those witnessed in the GFC 2008 happen, sales outcomes will become harder to achieve which in turn will impact the profitability of the individual projects which in turn will flow through to investors by materially impacting their returns adversely as these projects will unable to repay the loans made by the Company as expected.

7.2. GENERAL INVESTMENT RISKS

7.2.1. GENERAL ECONOMIC CONDITIONS

The Company's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies.

Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

7.2.2. ACCOUNTING STANDARDS

Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside the Directors' and Company's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in the Company's financial statements.

7.2.3. GOVERNMENT POLICY

The financial performance of the Company may be impacted by change to or changes in interpretation of income tax legislation, GST legislation, stamp duty laws and local government regulations and by-laws related to lending and real estate related investments. Changes in, or the introduction of, any law, regulation or policy affecting the Company's business or investments (which may or may not have a retrospective effect) may have a material adverse impact on the Company's performance.

7.2.4. TAXATION RISKS

A change to the current taxation regime in Australia or overseas may affect the Company and its shareholders.

Personal tax liabilities are the responsibility of each investor. The Company is not responsible either for taxation consequences or penalties incurred by investors.

7.2.5. OPPORTUNITY AVAILABILITY RISK

There is a risk that the Company will not be able to source suitable real estate related projects to lend to. The performance of the Company is, therefore, reliant on the ability of management to source and manage suitable opportunities.

It is also reliant on management and the Lending Review Committee ensuring appropriate due diligence on any potential project or fund is undertaken prior to the Company making an investment. Failure by management or the Lending Review Committee to perform these tasks adequately may in turn have a negative effect on the performance of the Company and potentially result in a loss of capital.

The Company will endeavour to deploy the invested funds productively as soon as possible on an ongoing basis.

7.2.6. INTEREST RATE RISK

A reduction in overall interest rates would mean fewer opportunities for the Company to invest money profitably above the Company's target return. This would adversely impact the Company's ability to provide returns to investors.

7.2.7. COMPANY LOANS RANK BEHIND SENIOR LENDER

The loans which the Company makes to various real estate development projects will rank behind a senior lender such as a bank or another private lender who may take a first mortgage on the project.

The payout order will be:

1. Senior Lender
2. Company loan
3. Developer

As shown above, while the Company loan ranks ahead of any payouts that can be made to the Developer it does however rank behind the senior lender, which means that until the returns due to the senior lender are paid out the Company loan will not be paid out.

In the event where the project does not make the expected return or is delayed this may adversely impact the returns available to the Company as the senior lender will get paid first and what remains after may be limited or inadequate to cover the expected return to investors

8. FINANCIALS

8.1. BALANCE SHEET

The Company was incorporated for the purpose of, and has no history prior to, this Prospectus.

The unaudited balance sheet of the Company at 15 September 2018 is summarised hereunder together with a pro-forma balance sheet that adjusts the assets and liabilities of the Company at that date and reflects the offer and the issue of Redeemable Preference Shares pursuant to this Prospectus.

Pro-Forma Balance sheet			
Assumptions	**Unaudited ($A)**	**(Minimum Subscription)**	**(Maximum Subscription)**
	15/09/2018	**15/11/2018**	**15/11/2018**
ASSETS			
Current Assets			
Cash and cash equivalents	10,000	10,000	10,000
Total Current Assets	**10,000**	**10,000**	**10,000**
Non-current Assets			
Loans to Real Estate Development Projects	0	250,000	10,010,000
Total Non-current Assets	**0**	**250,000**	**10,010,000**
TOTAL ASSETS	**10,000**	**260,000**	**10,010,000**
LIABILITIES			

Current Liabilities			
Offer creation expenses (Incorporation, Prospectus lodgement)	5,000	5,000	5,000
Trade and other payables	0	0	0
Income tax payable	0	0	0
Total Current Liabilities	0	0	0
TOTAL LIABILITIES	**5,000**	**5,000**	**5,000**
NET ASSETS	**5,000**	**255,000**	**10,005,000**
EQUITY			
Contributed equity	10,000	260,000	10,010,000
Reserves	0	0	0
Retained earnings	(5,000)	(5,000)	(5,000)
TOTAL EQUITY	**5,000**	**255,000**	**10,005,000**

8.1.1. ASSUMPTIONS USED IN COMPLETING THE PRO-FORMA BALANCE SHEET

The pro-forma balance sheet has been prepared consistently with the Company's accounting policies.

The pro-forma balance sheet shows the financial effects on the Company as if the following transactions had taken place as at 15 November 2018:

(a) Receipt of $250,000 from the offer (Minimum Subscription) / Receipt of $10,000,000 from the offer (Maximum Subscription).

(b) The invested funds under this offer have been invested in real estate development loans.

8.2. EXPENSES

The Company will incur costs associated with carrying on the business. All expenses will be borne by the Company management and will be compensated for only after investor returns who own Redeemable Preference Shares as defined in this offer have been paid and the cash reserve is maintained.

This is done as the management will also be acting as development managers and are getting paid a fee for that. It should be note that these fees are only paid after investor returns are paid and any cash reserve requirements are met.

These expenses are anticipated to include:

8.2.1. ESTABLISHMENT COSTS

The expenses incurred in connection with the offer of Redeemable Preference Shares including the preparation, promotion and distribution of the Prospectus. Some of the costs which have already been incurred and paid for by the Company management are $650 for the Company incorporation. $3,200 for the Prospectus lodgement fee with ASIC.

8.2.2. OTHER EXPENSES

The expenses and liabilities incurred in connection with operating the Company. These include insurances for the management, office rents, auditor fees and any other incidental fees that may arise out of day to day operations of the company. The company does not have an estimate on these expenses as of the date of this Prospectus but is expecting to spend around $20,000 to $30,000. These expenses as described earlier will be borne by the Company management and then expensed after payment of investor dividends and ensuring that the cash reserve is maintained.

8.2.3. GST AND STAMP DUTY

All fees stated in this Prospectus include (if applicable):

a) GST; and

b) stamp duty.

8.2.4. TAXES

For taxation information relating to the Company, see section 9 of this Prospectus.

9. TAXATION

The Australian taxation laws are complex and hence the comments provided below are necessarily general in nature. Investors should be aware that they may be affected by changes in taxation laws or the interpretation of these laws as well as changes in the administrative practices of the revenue authorities.

Investors should obtain and rely upon their own taxation advice.

The following is a summary of the Australian income tax consequences associated with acquiring, holding and disposing of Redeemable Preference Shares. This summary is based on the income tax law and ATO administrative practice applicable as at the date of this Prospectus. Changes to tax law or the interpretation of tax law could affect the tax consequences associated with investing in Redeemable Preference Shares.

The tax consequences for a particular investor may vary depending on their particular circumstances. The discussion of tax law in this section applies only to investors that hold their Redeemable Preference Shares as a capital asset. There may be different tax outcomes to those outlined in this summary for:

a) foreign residents;

b) shareholders who hold their shares as trading stock or as revenue assets;

c) financial institutions, insurance companies, partnerships, tax exempt organisations, trusts or temporary residents;

d) dealers in securities;

e) shareholders with rights or Redeemable Preference Shares acquired through an employee share scheme;

f) residents who hold the Redeemable Preference Shares as part of an enterprise carried on at or through a permanent establishment in a foreign country; or

g) persons who change their tax residency while holding Redeemable Preference Shares.

Investors should consult a tax professional for advice on the consequences associated with acquiring, holding or disposing of Redeemable Preference Shares, which takes into account their personal circumstances.

9.1. TAXATION TREATMENT FOR REDEEMABLE PREFERENCE SHAREHOLDERS DIVIDENDS

Dividends received by Redeemable Preference Shareholders will be included in the Redeemable Preference Shareholder's assessable income as interest. The income received will be treated as interest on the basis that the Redeemable Preference Shares are debt interests for income tax purposes.

9.2. TAXATION TREATMENT OF REDEMPTION OR REPURCHASE VIA CALL

Any amount received on redemption of the Redeemable Preference Shares that exceeds the Principal Investment Amount will be treated in a similar manner to an unfranked dividend and will be included in the Redeemable Preference Shareholder's assessable income.

If the amount received by the Redeemable Preference Shareholders on redemption is less than or equal to the Principal Investment Amount, then none of that amount will be ordinary income of the Redeemable Preference Shareholders. A capital loss will arise to the extent the redemption proceeds received are less than the Redeemable Preference Shareholder's CGT cost base.

There are special rules dealing with the taxation of financial arrangements (TOFA), which can apply to tax gains and losses from financial arrangements on an accruals basis. However, the TOFA rules do not normally apply to individual taxpayers and will only apply to financial sector entities that have a turnover of $20 million or more, superannuation funds and managed investments schemes that have a turnover of $100 million or more and other investors that have a turnover of $100 million or more, financial assets of $100 million or more or other assets of $300 million or more.

Redeemable Preference Shareholders to whom the TOFA rules may apply should obtain specific advice.

9.3. TAXATION TREATMENT – SALE OF REDEEMABLE PREFERENCE SHARES

If Redeemable Preference Shares are sold to a third party or are acquired by the Company (such as under a buy-back) this will trigger a CGT event for Redeemable Preference Shareholders.

A capital gain will arise where the capital proceeds received from the sale or buy-back of the Redeemable Preference Shares exceeds the CGT cost base of the Redeemable Preference Shares. A capital loss will arise where the capital proceeds received from the sale of the Redeemable Preference Shares are less than the CGT cost base of the Redeemable Preference Shares.

If Redeemable Preference Shares are sold to a third party then the amount of the capital proceeds should be the total amount received for the sale. For an acquisition by the Company some of the proceeds may be treated as an unfranked dividend for tax purposes depending upon how the buy-back is structured and the position of the Company at that time.

There are special tax rules that operate so that the amount of any taxable capital gain is effectively reduced by the amount of the unfranked dividend that is taxable.

The CGT cost base for the Redeemable Preference Shares will be the total cost of the acquisition which will include any related capital costs of acquisition and disposal.

9.4. TAX FILE NUMBERS AND AUSTRALIAN BUSINESS NUMBERS

An investor is not obligated to quote a tax file number (TFN) when applying for Redeemable Preference Shares. However, if a TFN is not quoted or no appropriate TFN exemption is provided, tax is required to be deducted and withheld from dividends paid by the Company at the highest marginal tax rate plus the Medicare Levy.

Any tax deducted and withheld will be remitted to the ATO and should be available as a tax credit to the Redeemable Preference Shareholder.

9.5. DEBT INTERESTS

Although the Redeemable Preference Shares are in the legal form of Redeemable Preference Shares, the Redeemable Preference Shares will satisfy the various tests for being a ‘debt interest’ for the purposes of the application of the income tax rules. Accordingly, the Redeemable Preference Shares will be characterised as debt interests and therefore ‘non-equity’ shares for income tax purposes because the Company has an effectively non-contingent obligation to pay the money owing on the Redeemable Preference Shares at the recorded maturity date.

10. MANAGEMENT

10.1. WEALTHCORP CAPITAL LTD

Wealthcorp Capital Ltd is an unlisted public company incorporated in Victoria.

10.2. DIRECTORS

10.2.1. JACKY CHEUNG

- Certificate IV in Construction
- Monash University Bachelor of Banking & Finance
- Monash University Master of Applied Finance
- 2008 - 2010: Standard Chartered Bank - Financial Consultant
- 2011 - 2012: HSBC – Wealth Management Manager
- 2013 – 2016: Citic Investment Bank – Asset Management Manager
- 2015 – Present: WealthCorp Property Group – Managing Director
- 2015 – Present: Imperial Equity Pty Ltd – Founder and CEO

Jacky has over 8 years of experience in Investment Banking and Asset Management. With working experience in both Hong Kong and China and an extensive network with high net-worth clients in Asia, he was responsible for managing the investment portfolios of many high net-worth clients. In 2011 he started investing in small-scale development projects across Melbourne with his own funds. With his acute knowledge in both investment and property fields, he achieved remarkable success and quickly expanded to larger-scale development projects. In 2015 he co-founded WealthCorp Property Group with his partner Jimmy Lim with a vision of helping investors achieve financial success by making real estate development easy and approachable. Over the years Wealthcorp has managed over 20 development projects worth over $100 Million of properties for many of his clients.

10.2.2. JIMMY THYE HOONG LIM

- Monash University Bachelor of Banking & Finance
- Monash University Master of Applied Finance
- 2008 – 2013: Ray White Oakleigh - Senior Property Consultant
- 2013 – 2015: Dynamic Real Estate Group - Managing Director
- 2012 – Present: Asialand Group – Managing Director
- 2015 – Present: WealthCorp Property Group - Managing Director
- 2017 – Present: Harcourts Box Hill TSL: Non-Executive Director

Jimmy has over 10 years of real estate development and investment experience and his opinions are highly sought after among clients. He started his real estate career as a property agent for off-the-plan apartments in Melbourne. Well-known for assisting clients finding the best investment property, Jimmy has quickly become one of the top recognized agents of Ray White. In 2011 he opened up his own agency and started doing real estate development the same year. Over the years he has completed many profitable projects and co-founded Wealthcorp Property Group in 2015 with a vision to make real estate development accessible and controllable to more investors. Under Jimmy's management, Wealthcorp has successfully helped its clients completed more than 20 very profitable projects of property value exceeding $100 Million and has quickly become a highly respected Property Development Management Company in Melbourne.

10.2.3. XIUTING CHEN (NICOLE)

- RMIT University Bachelor of Accounting
- Monash University Master of Banking & Finance
- 2009 – 2010: FRM Management - Accountant
- 2011 – 2015: Dynamic Real Estate Group - Managing Director
- 2013 – Present: Asialand Development Group – Managing Director

Nicole comes from an accounting background and started her real estate career straight after the completion of her Master degree at Monash University. Fluent in Mandarin and English, Nicole is a seasoned negotiator and specialises in real estate development and is very good at dealing with international buyers. With a decade of experience in real estate and a strong network of clients across the Asia-Pacific region, Nicole is able promote her clients' properties to this large audience which help assist her in achieving record results. Her great passion in property has allowed her to achieve very successful results in real estate development and over the years she has managed more than 20 real estate development projects alone for both herself and her clients.

10.3. MANAGEMENT EXPERIENCE IN PROPERTY DEVELOPMENT PROJECTS

The principals at Wealthcorp, Jacky Cheung and Jimmy Thye Hoong Lim have development managed the following projects previously.

LOCATION	PRODUCT DETAILS	STATUS	TOTAL DEVELOPMENT COST (AUD Million)	END VALUE (AUD Million)	RETURN ON COSTS	CASH RETURN (refer section 5.1.3 for explanation)
27-29 Richmond St, Blackburn South, Melbourne	five townhouses (4 bed, 3 bath).	Project completed and all units sold	4	5	25%	65%
16 Manoon Rd, Clayton South, Melbourne	4 townhouses (3-4 bed, 3 bath)	Project completed and all units sold	3.3	4.1	24%	60%
53 Carrol Grove Mt Waverley, Melbourne	3 townhouses (4 bed, 3 bath)	Project completed and all units sold	2.9	3.7	27%	70%
3 Wallace Ave Oakleigh South, Melbourne	three townhouses (3-4 bed, 3 bath).	Project completed and all units sold	1.5	2	33%	100%
16 Lerina St, Oakleigh East, Melbourne	3 townhouses (4 bed, 3 bath)	Project completed and all units sold	1.33	1.7	27%	85%
17 Tulius Ave, Oakleigh, Melbourne	3 townhouses (4 bed, 3 bath)	Project completed and all units sold	1.2	1.76	46%	160%
28 Coane St, Oakleigh East, Melbourne	three townhouses (4-6 bed, 3 bath).	Project completed and all units sold	1.1	1.6	45%	181%
78 Macrina St, Oakleigh East, Melbourne	3 townhouses (4 bed, 3 bath)	Project completed and all units sold	1.1	1.65	50%	200%

80 Carmichael Rd, Oakleigh East, Melbourne	4 townhouses (4 bed, 3 bath)	Project completed and all units sold	1.6	2	25%	60%

10.4. DEVELOPMENT MANAGEMENT FEES

The Company team members will take a development management role in each project that is being lent to. The fees for development managers can often vary, they can be a function of the Gross realized value such as 5%-7% of end sales or a function of cost to complete such as 10% of cost to complete. Or they can very well be a fixed cash payout. It often boils down to the commercial terms that end up being negotiated with the Developer.

These fees although being a cost to the project will only be paid after the investor returns are paid hence do not impact the investors returns in any material way. The Company will disclose to investors what development management fees were being charged to any project when a loan is made as part of its continuous disclosure obligations.

11. TERMS OF ISSUE

11.1. THE SECURITY

11.1.1. FORM OF SECURITY

Wealthcorp Capital Redeemable Preference Shares are fully paid shares in the capital of the Company and are issued by the Company on the terms and conditions set out in these Terms of Issue. The ordinary shareholder of the Company has issued a resolution calling for the issue of these Redeemable Preference Shares.

11.1.2. FACE VALUE AND ISSUE PRICE

Each of the Company's Redeemable Preference Shares will be issued by the Company as fully paid at an issue price of $1.00. The Face Value shall be paid in full to the Company upon application.

11.1.3. QUOTATION

The Redeemable Preference Shares will not be quoted on an exchange.

11.1.4. REGISTRATION

Entries in the shareholder register in relation to a Redeemable Preference Shareholder constitute conclusive evidence that the person so entered is the absolute owner of the Redeemable Preference Shares subject to correction for fraud or error. Except as required by law, the Company:-

a) will treat the person entered in the shareholder register as the absolute owner of that the Redeemable Preference Shares; and

b) is not required to recognise:

a. a person as holding a security on any trust; or

b. any other interest in any security or any other right in respect of a security except an absolute right of ownership in the registered holder of a security, whether or not it has notice of the interest or right.

12. TERMS RELATED TO REDEEMABLE PREFERENCE SHARES DIVIDEND PAYMENTS

12.1. DIVIDEND CALCULATION

Subject to the Terms of Issue, the Redeemable Preference Shareholder on any record date is entitled to receive on each relevant dividend payment date a dividend calculated using the following formula:

$$\text{Dividend} = \frac{(\text{Target Dividend Return Rate} \times \text{Face Value} \times N)}{365}$$

Where:

Target Dividend Return Rate will be 12% per annum and

N = Number of days in that dividend period

12.2. NO FRANKING

Each dividend will be paid to Redeemable Preference Shareholders with no franking.

12.3. PAYMENT OF DIVIDEND

The Dividend is subject to:

a) the Directors declaring the Dividend to be payable; and

b) there being no legal impediment to the payment of the Dividend.

Dividends shall be paid by direct credit to the bank account nominated by the Redeemable Preference Shareholder or by such other means as authorised by the Directors.

Dividends are payable in arrears on any dividend payment date.

Dividends shall be paid in Australian dollars only and shall be free of any set off, deduction or counterclaim except as required by law.

12.4. CUMULATIVE DIVIDENDS

The entitlement of a Redeemable Preference Shareholder is to the payment of cumulative Dividends. If a Dividend is not paid in whole or part because of the provisions of any applicable law, the Company has a deferred liability to pay such Dividend. No interest accrues on any unpaid Dividends and the Redeemable Preference Shareholder has no claim or entitlement in respect of interest on any unpaid Dividends.

12.5. ROUNDING OF DIVIDEND CALCULATIONS

For the purposes of making any Dividend payment in respect of a Redeemable Preference Shareholder's total holding of the Company's Redeemable Preference Shares, any fraction of a cent will be disregarded.

Dividend calculations shall be rounded to the nearest two decimal places.

12.6. RECORD AND PAYMENT DATES

A Dividend is only payable to those persons registered as Redeemable Preference Shareholders on any record date for that Dividend.

Dividends will be paid by the Company as determined by the Board.

12.7. WITHHOLDING OBLIGATIONS

The Company will be entitled to deduct from any Dividend the amount of any withholding or other tax, duty or levy required by law to be deducted in respect of such amount. If any such deduction is made and the amount of the deduction is accounted for by the Company to the relevant revenue authority and the balance of the amount payable is paid by the Company to the Redeemable Preference Shareholder concerned, then the full amount payable to such Redeemable Preference Shareholder shall be deemed to have been duly paid and satisfied by the Company. The full amount required to be deducted to the relevant revenue authority shall be paid by the Company within the time allowed for such payment.

12.8. JOINT HOLDERS OF THE COMPANY'S REDEEMABLE PREFERENCE SHARES

Where two or more persons are registered as the joint holders of the Company's Redeemable Preference Shares then they are taken to hold the security as joint tenants with rights of survivorship, but the Company is not bound:

a) to register more than three persons as joint holders; or

b) to issue more than one certificate or holding statement in respect of the Company's Redeemable Preference Shares held.

If a Redeemable Preference Shareholder who owns Redeemable Preference Shares jointly dies,the Company will recognise only the survivor or survivors as being entitled to the Redeemable Preference Shareholders interest in the Redeemable Preference Shares. Interest or other money payable in respect of the Company's Redeemable Preference Shares that is held jointly may be paid to the Redeemable Preference Shareholder whose name appears first on the shareholder register.

If the Company's Redeemable Preference Shares are held jointly, and more than one Redeemable Preference Shareholder votes in respect of the same, only the vote of the Redeemable Preference Shareholder whose name appears first on the shareholder register will be accepted by the Company.

The joint holders of the Company's Redeemable Preference Shares are counted as a single holder for the purposes of calculating the number of Redeemable Preference Shareholders who have requisitioned a meeting.

12.9. DIVIDEND DECLARATION POLICY

It is the policy of the Company that the Directors will always declare payment of a Dividend to the Company's Redeemable Preference Shareholders unless such as declaration would breach section 254T of the Corporations Act.

12.10. CALL OPTION

12.10.1. GRANT OF CALL OPTION

The Company plans to pay back the investors by buying back the Redeemable Preference Shares at the price they were issued and paying any Dividend that was due until that day. This repurchase is described as a Call. The Company may choose to exercise this Call at any time after the issue of the Redeemable Preference Shares by paying the amount due which is inclusive of the purchase price and Dividend due until that date.

Each investor grants to the Company an irrevocable Call option for the Company or its nominees to buy the Redeemable Preference Shares held by the investor.

12.10.2. WHY THE OPTION FOR THE COMPANY TO REDEEM AN INVESTMENT AT ANY TIME EXISTS

The Company plans to lend the monies raised via this offer to a number of real estate development projects. The underlying projects may be able to return the money borrowed faster if the projects finish faster or they now have a cheaper source of capital from another source and wish to refinance in order to reduce their cost of capital. In the second scenario the Company will allow the project SPV to exit the loan by paying the principal and interest accrued till date. If a suitable loan that fits the lending mandate is available immediately then the Company will redeploy the funds to that loan.

However in the scenario that no such suitable lending opportunities are available the Company will pay the Dividends accrued till date and buy back the shares issued to the investors under this offer as defined in section 12.10. The total amount that will be paid to the investors will be based on the Redeemable Preference Share Exit Amount, being any accrued as defined later (pending dividend until the date of redemption, plus the original invested amount)..

While this may not lead to a direct financial loss to the investors it does however mean that investors will receive their funds sooner than expected and will only receive the dividend proportionate to the time invested rather than the full expected term. Investors should carefully consider the scenario where the money which was originally planned to be invested for 24 months is repaid sooner than expected and is unable to earn the expected return for the remainder of the term.

However in either case the total amount that will be paid to the investors will be based on the Redeemable Preference Share Exit Amount as defined below.

12.10.2.1. REDEEMABLE PREFERENCE SHARE EXIT AMOUNT

The price for a buy back pursuant to a Call is the total of the Redeemable Preference Share subscription price and the Redeemable Preference Share Dividend, if pending. If a Redeemable Preference Share Dividend has already been paid prior to the date on which a Call option exercise notice is given then the amount payable is equal to the Redeemable Preference Share subscription price plus any Dividend that may still may be pending. If no Dividend is pending then the repurchase price is equal to the original subscription price.

The total repayment is described as the Redeemable Preference Share Exit Amount.

12.10.3. EXERCISE OF CALL AT THE END OF EXPECTED 24 MONTH TERM

The Company must exercise the Call option at the end of 24 month term if it has not been exercised already provided there are no impediments to such an exercise. The Company is completely dependent on the loans it makes to several real estate development projects as described in its lending mandate to provide returns to its investors. If returns in the form of principal and interest have been paid to the Company by the project development SPVs it lends to as per the target rate of return, then the Company will always pass on the expected returns to the investors who participate in this offer.

However in the circumstance that the projects that the company lends to do not deliver the expected returns and hence do not pay the expected returns, the Company will be unable to exercise the Call until payment of such a return becomes possible. The Dividend and return in such a scenario may be lower including a potential loss of capital in the scenario where an underlying fund does not pay out at all as detailed in the risks section.

This could lead to a lower rate of return than the target interest rate being achieved. Scenarios where the loans to which the Company deploys the funds towards do not perform as expected or fail could lead to an extension of the investment term beyond the expected 24 months as well as a potential loss of capital. This may effectively lead to the Redeemable Preference Shares to be on issue without the Call being exercised beyond 24 months. If the Company determines that it is not possible to recover an investment loss by purely extending the term it may have to issue a Call for repurchase of the Redeemable Preference Shares for a value lower than what they were issued for.

12.10.4. EXERCISE OF CALL OPTION

12.10.4.1. EXERCISE

The Company may exercise the Call option on any specific set of Redeemable Preference Shares at any time after the Company is entitled to issue a redemption notice in respect of Redeemable Preference Shares.

This particular clause is only to effectively separate investors who look for an exit and those who want to stay invested at the end of an investment term where all returns have been achieved satisfactorily.

For instance at the end of the 18 month term some investors may want to stay invested while others may want to redeem their shares. Others may not have reached the 24 month investment term yet and are ineligible for redemption. The ability to exercise a CALL on some and not all preference shares would allow the Company to give the investors their desired and expected outcomes.

The Company will never exercise a CALL in a manner where a potential loss was only passed to certain shareholders and not others. So in the event there a loan is not repaid and there is a loss which the Company is passing on to the shareholders then the Company will always exercise the CALL on all redeemable preference shareholders and not selectively.

12.10.4.1.1. GUIDING PRINCIPLES AROUND INVESTOR RETURNS

The guiding principle of the Company when it comes to dividends and redemptions are as follows:

1. Is an investor invested for the full investment term of the 24 months?
2. If yes is the Company in a position to issue him or her the target dividend and redemption based on the projects that are complete or about to complete?

If answers to both of these questions is yes, then the Company would issue the dividend and redemption as per the target.

If however a loan made by the Company is not performing as per expectations then the Company would delay or reduce dividends and redemptions till another loan that comes due makes it possible to issue them. More details below:

12.10.4.1.2. STAGGERED COMPLETION OF PROJECTS

The Company will be lending to projects on an ongoing basis. The projects would reach completion at different times. On the other side investors would keep on subscribing to shares as long as the offer is open.

Consider a scenario where investor Adam invests $20,000 in the Company, the Company makes a loan to project Alpha immediately after.

After 3 months another investor Bob invests $30,000 and the Company makes another loan to project Beta.

24 months from when John has invested project Alpha reaches completion and is repaying the loan as expected.

At that point, Adam would have the right to redeem his shares as his term of 24 months is complete. The Company would offer Adam the option to redeem his shares and if he chooses to exercise his right the Company would do a call option on his shares. Given that Adam's investment term is complete he will also be paid the target dividend.

Bob on the other hand would not have been invested for 24 months yet and would not get the right to redeem his or her shares just yet.

27 months from day 1, project Beta would complete and at that point Bob would also be eligible for redemption of his shares as well as receive the target dividend given that his investment term of 24 months is also complete.

Note that the above example is simplistic as the Company will end up making more than a few loans as and when it is in a position to do so rather than each time when every investor invests.

In the event that Adam or Bob or both of them chose not to redeem their shares when they are eligible they would stay invested and continue to received dividends as any future project completes and pays out returns.

12.10.4.1.3. HANDLING A LOSS

The Company will employ the following procedures in the event a project that the Company has made a loan to is unable to repay.

The Company lends money at a rate that is higher than the rate of return it promises investors. A portion of which goes into the cash reserve. In the event that a loan is unable to be repaid the Company will first dip into the cash reserves to smoothen out the return. The Company will also dip into the Development management fees it charges to the project, by reducing it so as to ensure that investor returns are first achieved.

At the end of the 24 month investment term when any investor is eligible for their redemption and dividends if a project that is due to complete has not yet completed, then the Company would extend the investment term if it believes that the expected returns can be achieved by providing more time.

This would impact any shareholders that are due for their redemptions and dividends. But if another project that was lent to after completes and achieves its returns, then the investors who were due for returns would be offered their dividends and redemptions in a First in First out basis. The diversified nature of the Company's lending would ensure that even if one project does not achieve the expected outcomes, other projects as they complete would allow the investors to limit the losses and get paid a return (although delayed).

This mechanism also ensures that if a delay does happen then that delay would ripple through all future investors. Given that we are treating investors in a First in First out basis, if the first set of investors get their returns delayed and get paid through a future projects returns, then the next set of investors also would get delayed till a future project makes it possible for their returns to get paid.

If there are additional funds remaining after the first set of investors are paid, then the other investors would be paid on a parri passu basis for the remainder amount if their investment term is also complete.

If a project suffers extensive losses and is unable to repay the principal it was lent to as well in that case the Company would first hold off on the dividend and redemption payments as they come due and try to back fill it with other projects that achieve successful outcomes. If however the Company forms a view that other projects are also suffering losses and are unable to repay the returns as expected (consider a significant property market downturn), then the Company would employ a CALL on all the shareholders and return them a reduced capital which would be the maximum the Company possibly can under the circumstances.

All records of which project the Company lends to, what development fees are being charged to the project, when a dividend or redemption is being exercised will be public and accessible on the Company's website for all investors to review.

12.10.4.2. NOTICE OF EXERCISE

To exercise the Call Option, the Company must give the Redeemable Preference Shareholder an exercise notice signed by the Director of the Company. This may be done by posting the signed notice document on the Investor Platform which is accessible to the Redeemable Preference Shareholder.

12.10.5. EXERCISE NOTICE IS IRREVOCABLE

An exercise notice is effective when it is posted on the Investor Platform (provided it is exercised in accordance with this Prospectus) and when given, is irrevocable.

12.10.6. CALL OPTIONS NOT INTERDEPENDENT

The Company can choose to exercise the Call option at its discretion. The Company is not required to exercise the Call option on all Redeemable Preference Shares at the the same time or in any specific order. At the end of the investment period the Company will pay the Dividend and offer investors a buy back. Investors may choose to continue investing or to exit their investment. Not having to exercise the Call option on all investors at the same time allows investors who want to stay invested to do so. The Company will always treat all redeemable preference shareholders equally in terms of their entitlement to dividends as well as buybacks.

12.10.7. EFFECT OF EXERCISE OF OPTIONS

If the Call option is exercised, an agreement will be constituted between the Company and the Redeemable Preference Shareholder for the sale and purchase of the Redeemable Preference Shares held by the Redeemable Preference Shareholder free from all encumbrances.

12.10.8. COMPLETION

Completion of the sale and purchase must take place within 10 Business Days after the Shareholder gives the exercise notices or such earlier date nominated by the Company. At completion, the Redeemable Preference Shareholder must:

(a) deliver or cause to be delivered to the Company the Redeemable Preference Share certificate issued to the Redeemable Preference Shareholder; and

(b) deliver a Redeemable Preference Share transfer form executed by or on behalf of the Redeemable Preference Shareholder;

(c) if necessary, procure a release from all registered and unregistered security holders in the form of a deed of release and an undertaking from registered security holders to amend any securities register by lodging any necessary document in respect of the Redeemable Preference Shares registered in the Redeemable Preference Shareholder's name, or to otherwise provide evidence satisfactory to the Company that the Redeemable Preference Shares are free from all encumbrances;

and

(d) the Company must pay the Redeemable Preference Share Exit Amount in immediately available funds to the Redeemable Preference Shareholder on whose Redeemable Preference Shares the Call option was exercised.

12.11. GENERAL RIGHTS ATTACHING TO REDEEMABLE PREFERENCE SHARES

12.11.1. RANKING

The Redeemable Preference Shares to be issued pursuant to this Prospectus will rank equally among themselves and ahead of existing ordinary shares with respect to any Dividend payments.

12.11.2. VOTING

Redeemable Preference Shareholders have the right to receive notice of and to attend any meeting of shareholders of the Company but will only be entitled to vote in the following circumstances:

1. On a proposal which affects the rights attached to Redeemable Preference Shares, to reduce the share capital of the Company, to wind up the Company or for the disposal of the whole of the property, business and undertaking of the Company;

2. During the winding up of the Company.

In circumstances where Redeemable Preference Shareholders are entitled to vote, they may cast one vote for each Redeemable Preference Share held. For such resolutions, ordinary shareholders and Redeemable Preference Shareholders will have the same voting rights.

In addition, under the Corporations Act, any proposal that might affect the rights attached to Redeemable Preference Shares must be approved by special resolution (75% of votes cast) of Redeemable Preference Shareholders and a separate resolution passed by special resolution of both ordinary shareholders and Redeemable Preference Shareholders.

12.11.3. DIVIDENDS

Dividends are payable out of the Company's profits and are declared by the Directors. Dividends declared will be payable on the Redeemable Preference Shares and ordinary shares in accordance with the Corporations Act and as per the terms of this offer. As detailed earlier no Dividend may be issued to ordinary shareholders until the expected Dividend is paid to Redeemable Preference Shareholders as described in Section 12

12.11.4. TRANSFER OF SHARES

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

The Directors may refuse to register any transfer of shares, other than a market transfer.

12.11.5. MEETINGS AND NOTICE

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

12.11.6. WINDING UP

The Company has only issued two classes of shares, ordinary and Preference which all rank equally in the event of liquidation.

A liquidator may, with the authority of a special resolution of Shareholders divide among the shareholders in kind the whole or any part of the assets of the Company, and may for that purpose set such value as he considers fair upon any assets to be so divided, and may determine how the division is to be carried out as between the shareholders.

The liquidator can, with the sanction of a special resolution of the Company's shareholders, vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any shares or other shares in respect of which there is any liability.

12.11.7. SHAREHOLDER LIABILITY

As the Redeemable Preference Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

12.11.8. THE CONSTITUTION AND ISSUE OF REDEEMABLE PREFERENCE SHARES

The Company does not have a Constitution in place and will be relying on replaceable rules. The ordinary shareholder has passed a resolution for the issue of the Redeemable Preference Shares under this offer.

12.12. AMENDMENTS TO THESE TERMS OF ISSUE

Subject to complying with all applicable laws, the Company may without the authority, assent or approval of shareholders amend or add to these Terms of Issue if such amendment or addition is, in the opinion of the directors:-

a) of a formal, minor or technical nature;

b) made to correct a manifest error or ambiguity;

c) made to comply with the Corporations Act; or

d) not likely (taken as a whole and in conjunction with any other proposed modifications) to be materially prejudicial to the interests of shareholders.

12.13. INTERPRETATION

Unless the context otherwise requires, if there is any inconsistency between the provisions of these Terms of Issue, and the provisions of replaceable rules which the company relies on for its operations, then, to the maximum extent permitted by law, the provisions of these Terms of Issue will prevail.

Unless otherwise specified, the Directors may exercise all powers of the Company that are not, by the Corporations Act, required to be exercised by the Company in general meeting.

A reference to $, dollars or cents is a reference to Australian currency.

Notices may be given by the Company to a shareholder in the manner prescribed by the replaceable rules for the giving of notices to members of the Company and the relevant provisions of the replaceable rules apply with all necessary modification to notices to shareholders.

If an event must occur on a stipulated day which is not a Business day, then the stipulated day for that event will be taken to be the next Business Day.

If a calculation is required, unless the contrary intention is expressed, the calculation will be rounded to two decimal places.

Calculations, elections and determinations made by the Company are binding on shareholders in the absence of manifest error.

The terms 'takeover bid', 'relevant interest' and 'arrangement' when used in this Prospectus have the meaning given in the Corporations Act.

A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.

The singular includes the plural and vice versa.

Where a word or phrase is defined its other grammatical forms have a corresponding meaning.

A reference to a person includes a body corporate, an unincorporated body or other entity and conversely.

A reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns.

A reference to any instrument or document includes any variation or replacement of it. A term not specifically defined has the meaning given to it in the Corporations Act.

The Glossary in this Prospectus sets out the meaning of some particular words and expressions.

Definitions and interpretation under replaceable rules will apply to the terms of the Redeemable Preference Shares unless the contrary intention is expressed.

If any provision of the Terms of Issue is prohibited or unenforceable in its terms but would not be prohibited or unenforceable if it were read down, and is capable of being read down, that provision must be read down accordingly. If, despite this clause, a provision is still prohibited or unenforceable, if the provision would not be prohibited or unenforceable if a word or words were omitted, the relevant words must be severed and, in any other case, the whole provision must be severed. However, the remaining provisions of the Terms of Issue are of full force and effect.

13. ADDITIONAL INFORMATION AND CASH RESERVE

13.1. 2% CASH RESERVE

The Company plans to build a cash reserve of upto 2% of total invested money. These funds will be used for contingencies and also to smoothen out investor returns.

While the first project is yet to complete and deliver returns, the company will keep aside 2% of all application money to add to the cash reserve.

Once the first project completes and gives the returns, the Company will pay out investor dividends, and then add 50% of the remainder to the cash reserve. Only after that is done the Company will pay out any expenses and ordinary shareholder dividends.

Adding to the cash reserve money from returns from the project would mean that for future applications, the Company would not have to keep aside funds from investor application money. And all of the future application money would then be deployed to loans in question.

If a certain project does not meet the target returns, then the Company would dip into the cash reserves to pay the target dividends to investors. Investors should however note that under exceptional circumstances the losses could be so large that the cash reserve would not be enough to cover them.

Any time the cash reserve dips below the target 2% it would then again be replenished first using investor application money and later out of returns from loans made to projects that are getting paid out.

13.2. UPDATED INFORMATION

Where there is a change to information which is not material to investors, we will make this updated information available on the Wealthcorp Capital Platform website at http://Wealthcorpcapital.com.au (Updated Information).

If you require a paper copy of any updated information please contact us on 03 8652 5032 and it will be provided without charge on request.

While this Prospectus and any updated information are up to date at the time of preparation, changes may be made to the Company from time to time. You should ensure that you keep up to date with the latest information on the Company.

The changes refer only to those which will not be material to investors. Any change which is material will require a supplementary Prospectus to be issued. If there is a material adverse change, then, in accordance with the Corporations Act, a supplementary Prospectus will be issued.

13.3. DISCLOSING ENTITY

The Company may become a disclosing entity in which case the following arrangements will apply.

As a disclosing entity, the Company will be subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. You will have the right to obtain various financial reports lodged with ASIC for the Company.

We will satisfy our continuous disclosure obligations for the Company by publishing material information on the Wealthcorp Capital Platform website at http://Wealthcorpcapital.com.au

Any material information affecting the Company will be placed on our website.

13.4. LITIGATION

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

13.5. FINANCIAL FORECASTS

The Company is relying on the historical performance of the real estate development projects as one of its criteria to decide if it should lend the money raised using this offer in those projects or projects of that kind. However historical performance cannot be relied on to predict future performance.

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

13.6. INTERESTS OF EXPERTS AND ADVISERS

Except as set out in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus:

a) has any interest or has had any interest during the last two years, in the formation or promotion of, or in real estate acquired or proposed to be acquired by in connection with its formation or promotion, or the offer of the Redeemable Preference Shares; and

b) The Company may pay a capital raising or introduction fee to referral partners for introducing investors to the Company

13.7. INTERESTS OF DIRECTORS

Other than set out elsewhere in this Prospectus:

a) no Director or proposed Director of the Company has, or has had in the two years before lodgement of this Prospectus, any interest in the formation or promotion of, or the offer of Redeemable Preference Shares, or in any loan proposed to be made in connection with information or promotion of the offer of the Redeemable Preference Shares; and

b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of the Company either to induce him or her to become, or to qualify him or her as a

Director, or otherwise for services rendered by him or her in connection with the promotion or formation of the Company or the offer of Redeemable Preference Shares.

13.7.1. SHAREHOLDINGS

Wealthcorp Group Pty Ltd owns 100% of the ordinary shares.

The Directors may apply for Redeemable Preference Shares under the offer.

13.7.2. PAYMENTS TO DIRECTORS

The expenses of operating the Company and putting this offer together are being paid by the Directors from their personal funds and they will be compensated for this out of the profits remaining after the Redeemable Preference Shareholders are paid and ensuring that the cash reserve is maintained.

Any payment by the Company to Directors will take the form only of Dividends that are issued to ordinary shareholders. No separate Directors fees or salaries will be paid by the Company to the Directors of the Company.

13.8. RELATED PARTY TRANSACTIONS

The Directors of the Company have been involved in the real estate development sector and have long standing dealings with various industry partners. It may be possible that an opportunity presented for consideration may have connections to the management of the Company. Although each loan will be made on commercial arm's length basis only and any loan which involves any related party dealings will be highlighted to investors as part of the continuous updates the Company provides to investors. Every loan would have to satisfy the lending mandate and go through the lending review committee’s strict selection criteria.

13.9. EXPENSES OF THE OFFER

The total estimated expenses of the offer payable by the Company, including ASIC fees, accounting fees, legal fees, share registry fees, printing costs, public relations costs and other miscellaneous expenses are estimated to be approximately $30,000. This includes the following:

1. Incorporation $650
2. Prospectus lodgement fee $3200
3. Insurances, technology, office rents, incidental expenses estimated to $25,000 to $30,000.

Note that incorporation and Prospectus lodgement fee has already been paid for however the third item (insurances, rents etc) is only an estimate at this point and will be paid for in the course of the company’s operations.

The ordinary shareholders and the Company management will bear the operational costs of the Company on an ongoing basis.

13.10. PRIVACY

Investors will be required to provide personal information to make an investment in the Company.

The Company and their service providers may collect, hold and use potential investors' personal information in order to assess applications, service the needs of prospective and actual investors, service the needs of the Company and for other purposes permitted under the Privacy Act 1998 (Cth).

Tax and company law also require some specific information to be collected in connection with applications and to provide this to certain Government authorities.

13.11. REPORTING AND CERTIFICATION

Your investment balance and transactions will be recorded on the Wealthcorp Capital online platform which will be accessible using your username and password.

When you make a successful investment in the Company, you will be provided with an electronic share certificate showing your holdings in the Company. In addition to balance and transactions available on the Wealthcorp Capital online platform you will also be provided with the following periodic reports:

a) an annual report; and

b) Quarterly Update reports with any repayments and/or any updates about the Company's investments.

13.12. ELECTRONIC INSTRUCTIONS

If an investor instructs the Company by electronic means, such as facsimile, email or internet the investor releases the Company from and indemnifies the Company against, all losses and liabilities arising from any payment or action the Company makes based on any instruction (even if not genuine) that the Company receives by an electronic communication bearing your representation and which appears to indicate to the Company that the communication has been provided by the investor eg. a signature which is apparently the investor's and that of an authorised signatory for the investment or an email address which is apparently the investor's. The investor also agrees that neither they nor anyone claiming through them has any claim against the Company or the Wealthcorp Capital Platform in relation to such payments or actions. There is a risk that a fraudulent withdrawal request can be made by someone who has access to an investor's username and password and a copy of their signature or email address. Please exercise caution.

13.13. ELECTRONIC PROSPECTUS

This Prospectus is available in electronic form at http://Wealthcorpcapital.com.au. We will send, on request, any person receiving this Prospectus electronically, a paper copy of the Prospectus free of charge during the period of the offer. Applications must be made by completing the application form online in accordance with the instructions in this Prospectus.

Redeemable Preference Shares cannot be issued to you unless you complete the application form online. The application form contains a declaration that you have personally received the complete and unaltered Prospectus prior to completing the application form. You should read this Prospectus in its entirety before completing the application form.

We will not accept a completed application form if we have reason to believe that the applicant has not received a complete paper copy or electronic copy of the Prospectus, or if we have reason to believe that the application form or electronic copy of the Prospectus has been altered or tampered with in any way.

Wealthcorp Capital Ltd

While we believe that it is extremely unlikely that during the period of the offer the electronic version of this Prospectus will be tampered with or altered in any way, we cannot give any absolute assurance that this will not occur. If you are in doubt about the validity or integrity of an electronic copy of the Prospectus you should immediately request a copy of the Prospectus directly from us or your adviser.

13.14. CONSENTS

The directors have given and have not, before the lodgement of this Prospectus, withdrawn their written consent to the issue of this Prospectus with ASIC.

Jacky Cheung has given his written consent to being named as Director and Company Secretary in this Prospectus, in the form and context in which it is named. Jacky Cheung has not withdrawn his consent prior to the lodgement of this Prospectus with the ASIC.

Xiuting Chen has given her written consent to being named as Director in this Prospectus, in the form and context in which it is named. Xiuting Chen has not withdrawn her consent prior to the lodgement of this Prospectus with the ASIC.

Jimmy Thye Hoong Lim has given his written consent to being named as Director in this Prospectus, in the form and context in which it is named. Jimmy Thye Hoong Lim has not withdrawn his consent prior to the lodgement of this Prospectus with the ASIC.

Suffian Wyng has given his written consent to being named as loan portfolio manager in this Prospectus, in the form and context in which it is named. Suffian Wyng has not withdrawn his consent prior to the lodgement of this Prospectus with the ASIC.

It is proposed that HLB Mann Judd would be engaged as the Auditor of Wealthcorp Capital Ltd (ACN 626 620 157). As such an engagement agreement with HLB Mann Judd has not been executed. Therefore formal consent is yet to be obtained for the use of their name in this Prospectus, in the form and context in which it is named. It is expected that consent will be obtained from HLB Mann Judd (or an audit firm of similar capability) after the lodgement of this Prospectus with the ASIC.

Each of the parties referred to in this Section, to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

13.15. GOVERNING LAW

This Prospectus, the offer and the contracts formed by the acceptance of applications under the offer are governed by the laws in force in the State of Victoria. The Company and each Applicant submit to the exclusive jurisdiction of the courts of Victoria.

14. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements by the Directors in this Prospectus are true and not misleading.

WEALTHCORP CAPITAL LTD

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

Jacky Cheung

Director

For and on behalf of

Wealthcorp Capital Ltd

15. GLOSSARY

application form

The investment application form accompanying this Prospectus; which you must complete in order to become an Investor in the Company. The application form must be completed online via the Wealthcorp Capital Platform at http://Wealthcorpcapital.com.au

ASIC

The Australian Securities and Investments Commission.

Business Day

A day which is not a Saturday, Sunday or a gazetted public holiday in Melbourne.

Company

Wealthcorp Capital Ltd.

Investor Platform / Wealthcorp Capital Platform

The Wealthcorp Capital Platform; which investors have access to for managing their accounts. You can access the Investor Platform via the Company's website at http://Wealthcorpcapital.com.au.

LVR

The Loan to Value ratio applicable to a Loan. This is expressed as a percentage by dividing the principal outstanding of the Loan by the value of the Real Estate associated with the Loan (calculated at the time the Loan is advanced).

Wealthcorp Capital

Wealthcorp Capital Ltd.

Prospectus

This Prospectus relating to an investment in the Company.

Redeemable Preference Shares

The class of shares in Wealthcorp Capital Ltd that is being offered to investors under this Prospectus.

16. CORPORATE DIRECTORY

16.1. OFFICE AND POSTAL ADDRESS

Wealthcorp Capital Ltd

Level 2, 990 Whitehorse Rd, Box Hill, VIC 3128

16.2. CONTACT DETAILS

Phone: 03 8652 5032

Email: info@wcpg.com.au

Website: http://Wealthcorpcapital.com.au

16.3. COMPANY DIRECTORS

Jacky Cheung

Jimmy Thye Hoong Lim

Xieuting Chen

16.4. COMPANY SECRETARY

Jacky Cheung

16.5. PROPOSED AUDITOR

HLB Mann Judd

Level 9

575 Bourke Street

Melbourne, VIC 3000

t. 03 9606 3888

f. 03 9606 3800

w. www.hlb.com.au

17. APPLICATION FORM

This application form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire Prospectus carefully before completing this application form. To meet the requirements of the Corporations Act, this application form must not be distributed unless included in, or accompanied by, the Prospectus.

I/we apply for

____

Number of Shares in Wealthcorp Capital Ltd at $1 per Share or such lesser number of Shares which may be allocated to me/us

I/we lodge full application money

$____

Are you investing as

a. Individual investor
b. Joint Investor
c. Company or Trust

Individual/Joint applications - refer to naming standards for correct forms of registrable title(s)

Title or Company Name

____

Given Name(s)

____

Surname

____

Joint Applicant 2

Enter your Postal Address

Unit

Street number

Street name

City/Suburb/Town

State

Post Code

Enter your Contact Details

Contact Name

____

Phone number

____

NOMINATED DISTRIBUTIONS ACCOUNT

Please provide details of your bank account where you would like to receive distributions

NAME

____

BSB

____

Account Number

____

Bank Name

____

Would you like us to debit your account directly to complete your investment funding?

Yes/No

If yes, please provide Bank Account details to charge your investment amount to. Please make sure that sufficient funds are available in the account over the next few days when we will process your investment

NAME

____

BSB

____

Account Number

____

Bank Name

____

If you wish to do a transfer yourself, make your cheque or bank draft payable to "Wealthcorp Capital Ltd" and crossed "Not Negotiable" and deposit in the following account, or do an EFT transfer to:

Name of Account	Wealthcorp Capital Ltd
BSB	033172
Account Number	927030
Bank	Westpac
Reference Number	<Investor Name> (Use this while setting up a transfer)

By submitting this application form, I/we declare that this application is completed and lodged according to the Prospectus and the declarations/statements on the reverse of this application form and I/we declare that all details and statements made by me/us (including the declaration on the reverse of this application form) are complete and accurate. I/we agree to be bound by the the terms of this Prospectus. I/We confirm that I/We have not been provided Personal or General Financial Advice by Tech Baron Pty Ltd which provides technology services as platform operator. I/We have relied only on the contents of this Prospectus in deciding to invest and will seek independent adviser from my financial adviser if needed.

17.1. HOW TO COMPLETE THIS FORM

17.1.1. SHARES APPLIED FOR

Enter the number of Redeemable Preference Shares you wish to apply for. The application must be for a minimum of 10,000 Shares. Applications for greater than 10,000 Shares must be in multiples of 1,000 Shares. Note that 1 Redeemable Preference Share is priced $1.00 so this number is also equal to the amount you wish to invest.

17.1.2. APPLICATION MONIES

Enter the amount of application monies. Note that 1 Redeemable Preference Share is worth $1.00 so this number is also equal to the amount of shares you wish to purchase.

17.1.3. APPLICANT NAME(S)

Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 2 joint applicants may register.

17.1.4. POSTAL ADDRESS

Enter your postal address for all correspondence. All communications to you regarding the share register will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

17.1.5. CONTACT DETAILS

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

17.1.6. PAYMENT

If you are using EFT, please use the instructions mentioned above for bank account details. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your application being rejected.

The Company via its online platform provide the investors to give it the authority to debit the investor's bank account for the required funds rather than have to do a separate manual transfer.

18. REFERENCES

Company Incorporation Documents	https://www.dropbox.com/sh/vc75xulkyu37w98/AABxeSVEJk_vQO0k4q0ohvVaa?dl=0