



RHODES ASSET  
MANAGEMENT

Issue Date 6 February 2025 | Release WF1 v1

# Premium Income Fund

Memorandum of Terms & Conditions (MOTC)

WHOLESALE-F SUBCLASS (FIXED RATE)

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Capalaba Qld 4157  
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PO Box 1753  
Capalaba QLD 4157

## About The Offer

## PDS Section reference

Eligible investors	Wholesale clients and Sophisticated investors only, as provisioned in s761G and s761GA of the Corporations Act.	
What is the offer?	<p>This offer is for the Wholesale-F subclass of Units in the Premium Income Fund.</p> <p>The Premium Income Fund is a class of units in the Rhodes Credit Fund ARSN 606 834 011, which is a registered managed investment scheme structured as a unit trust with multiple classes of units (<b>RCF Trust</b>).</p>	7.2
Minimum Investment (subject to RE discretion)	\$250,000	
Distribution Rate	Fixed - based on the rate quoted to the investor when the units are issued or rolled over. Rates quoted are net of fees.	
Distribution Frequency	Monthly in arrears	
Fixed Investment Term	12 months	
What happens after 12 months?	<p>You can either lodge a Withdrawal Participation Notice (refer Withdrawals section on page 2) OR contact us for a new fixed rate for another 12 months.</p> <p>If we do not receive either a request to extend or a withdrawal notice by the end of your fixed term, your investment will be transferred to the Wholesale-A subclass and earn the variable rate.</p>	
ResponsibleEntity	Rhodes Asset Management Ltd ACN 165 917 813 AFSL no. 464772 is a funds management company and acts as the responsible entity for the Rhodes Credit Fund.	8
Investment Manager	Rhodes Financing Solutions Pty Ltd ( <b>Rhodes Finance</b> )	5
Custodian	MSC Certane	7.3
What is the investment objective?	The objective of the Premium Income Fund is to provide Unitholders with regular income.	
Unit Price	The unit price under this offer is \$1.00	
Application Fees	Nil	
Withdrawal Fees	Nil	
Management Fees	0.6% p.a.	
GST Inclusive	References to fees and charges are presented inclusive of GST and nett of Reduced Input Tax Credits (RITCs). Where GST is incurred by the Fund, it may be entitled to claim RITCs for fees and expenses paid.	

Withdrawals	<p>Unitholders who wish to make a withdrawal must submit a Withdrawal Participation Notice and will be eligible to be considered for withdrawal provided that their Units have satisfied the Minimum Investment Term as at the opening date of the next Withdrawal Offer. Where applicable, we aim to make Withdrawal Offers monthly (except in January) and usually during the first 7 days of each month.</p> <p>For further information on the withdrawal process please refer to section 6.3 (h) of the Premium Income Fund PDS.</p>	6.3(h)
Investment Strategy	<p>The Fund pools investors' moneys into a single loan facility on an ongoing basis and makes the Loan Facility available to Rhodes Finance our related lending entity.</p> <p>The main business of Rhodes Finance is making secured commercial loans to parties in accordance with the lending and investment policy.</p>	5 & 11.4
Compliance	<p>Annual financial audits and compliance audits are conducted, along with continuous oversight by an internal Compliance Officer and the Australian Securities and Investments Commission (<b>ASIC</b>) monitoring the Responsible Entity's Australian Financial Services License (<b>AFSL</b>).</p>	
Complaints	<p>We will handle all complaints in accordance with our complaints resolution policy. If you have a complaint, please contact us at:</p> <p>Person: Complaints Officer</p> <p>Email: <a href="mailto:complaints@rhodesam.com.au">complaints@rhodesam.com.au</a></p> <p>Phone: 1300 425 594</p> <p>In writing: Rhodes Asset Management Ltd PO Box 1753 Capalaba QLD 4157</p> <p>Wholesale investors are not entitled to access or refer any complaints to the Australian Financial Complaints Authority (<b>AFCA</b>). By applying for Units, you are agreeing that you are not entitled to refer complaints to AFCA.</p>	

For further information on the Premium Income Fund

You can refer to our website and read the Product Disclosure Statement (**PDS**). Whilst the terms of the PDS do not apply to wholesale offers of units in the Premium Income Fund, certain information in the PDS is relevant, including more detail about the investment strategy, the Responsible Entity, the withdrawal procedure and the Risks & Benefits.

9

[Product Disclosure Statement](#)

How will we report to you?

As a Unitholder in the Fund, you will receive:

- an annual report and tax statement prepared and issued by us after the end of each Financial Year within three (3) months; and
- updates from us if there are changes which may materially affect your investment.

How To Invest

You may subscribe for units in the Premium Income Fund by:

(a) emailing a completed application form to

[admin@rhodesam.com.au](mailto:admin@rhodesam.com.au);

or

(b) mailing a paper application to:

Rhodes Asset Management Ltd

PO Box 1753

Capalaba QLD 4157

Your application form must be submitted with the required identification documents listed in the form.

Contact Us

Phone: 1300 425 594

Email: [admin@rhodesam.com.au](mailto:admin@rhodesam.com.au)

# Important Notice

## PURPOSE OF THIS DOCUMENT

This Memorandum of Terms & Conditions (MOTC) Release WF1 v1 is dated 6 February 2025 and relates to the offer of Wholesale-F subclass units in the Premium Income Fund (Fund), a class of units in the RCF Trust.

Rhodes Asset Management Ltd ACN 165 917 813 AFSL no. 464772 (**Rhodes Asset Management, we, us and our**) acts as the responsible entity for the Rhodes Credit Fund ARSN 606 834 011, a registered managed investment scheme structured as a unit trust with multiple classes of units (**RCF Trust**).

This MOTC is not a product disclosure statement as provisioned in Part 7.9 s1012B of the *Corporations Act 2001* (Cth) (**Corporations Act**).

## OFFERING RESTRICTIONS

The offer under this MOTC is available only to *wholesale clients* and *sophisticated investors* as provisioned in s 761G and s 761GA of the Corporations Act (**Eligible Investors**).

If you receive this MOTC, or any part of it, in jurisdictions where it is unlawful to receive this Offer, you must immediately dispose the document, whether it is in hard copy or soft copy, and inform us of doing so in writing.

## ELECTRONIC IM

This MOTC is available in electronic format on request. If you are printing a hard copy of the MOTC, it is important that you print all pages of this document as well as the Application Form.

## RELIANCE ON MOTC

Information contained in this MOTC supersedes any other information or materials published and/or distributed unless this MOTC is superseded by a replacement MOTC issued by us. You should only rely on the information contained in our MOTC that is current when making a decision to invest in the Fund. Any information or representation not so contained in this MOTC or updated from time to time, cannot be relied upon as having been authorised by us.

## FORWARD-LOOKING STATEMENTS

This MOTC contains forward-looking statements identified by words that include 'believes', 'estimates', 'expects', 'intends', 'targets', 'goals', 'aims', 'guidance', 'may', 'will', 'would', or 'should' and other similar words.

While we believe the use of forward-looking statements in this MOTC are reasonable, no assurance can be given that such statements will prove correct or be realised. They are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance.

## NO ADVICE

This MOTC contains general information only. It does not constitute a personal advice or recommendation to invest in the Fund. This MOTC is prepared without taking into account the personal objectives, financial situation or needs of any particular person. You should consider the appropriateness of the information in this MOTC in light of your own personal objectives, financial situation and needs.

## NO GUARANTEES

An investment in the Fund is not a bank deposit. By investing in the Fund, your invested capital will be at risk. You may suffer partial or complete loss of your invested capital or receive a less than expected return on investment and/or delay in payments. There is no guarantee offered on the repayment of your invested capital or the investment performance of the Fund, by us, or any of the directors, officers, employees, or agents of those entities.

## COOLING-OFF

This offer is for Wholesale units. You will not have cooling-off rights once your application is accepted by the Responsible Entity.

## NO TAX OR OTHER PROFESSIONAL ADVICE

Before investing, you should obtain independent tax advice that takes into account your own personal circumstances. No professional advice of any kind is given by us or any of the directors, officers, employees, or agents, of those entities. The content of this MOTC or any section of it should not be construed as professional advice of any kind.

