OTG Capital
Asset Backed Investments

Information Memorandum for Class A Units
OTG Capital Asset Backed Investment Trust



Welcome and thank you for considering OTG Capital's Trust for your investment portfolio

Since inception (September 2018) and for more than 8 years now we have always delivered for our clients

Every monthly distribution since the fund's inception in September 2018 has been paid in full and on time, and all redemptions have been met on time or ahead of our commitments.

Our track record is evidence that investing with OTG Capital has in the past provided peace of mind and solid performance. While the future is always uncertain, past performance is not a reliable indicator of future performance.

To invest in any Class of Units in the OTG Capital Asset Backed Investment Trust (***Trust***), please read this Information Memorandum for the Trust (***Information Memorandum***) and the terms (***Terms***) contained in this Application Pack carefully before making any investment decision.

We recommend you seek professional advice before investing as the Information Memorandum and Terms do not take into account your personal circumstances. If you have any questions, then please do not hesitate to contact us.

The management team and staff at OTG Capital look forward to meeting with you and helping with your investment.



Ray Trevisan
Director & Fund Manager

Level 17, Angel Place
123 Pitt Street
Sydney NSW 2000

T: 1300 OTG CAP
T: 1300 684 227
F: 02 8458 6198

info@otgcapital.com.au

www.otgcapital.com.au

This Information Memorandum and Terms are issued by OTG Capital Pty Limited ABN 64 605 573 948, CAR No. 001250963 on 18 Jul 2018 (1st ed), 1 Jan 2020 (2nd ed), 1 Jul 2021 (3rd ed), 1 Mar 2022 (4th ed), 1 Jun 2023 (5th ed), 1 July 2024 (6th ed), 1 Nov 2025 (7th ed) and ***1 Nov 2026 (8th edition - current***).

Corporate Directory

Trustee

IQ-EQ Australia
(AMAL Trustees Limited)
ABN 98 609 737 064
AFSL 483459
Level 13, 20 Bond Street,
Sydney NSW 2000

Investment Manager

OTG Capital Pty Limited
ABN 64 605 573 948
CAR No. 001250963
Level 17, Angel Place
123 Pitt Street
Sydney NSW 2000

Chartered Accountant

Samantha Hyde CPA
Kelly+Partners
33 Avalon Parade
Avalon Beach NSW 2107

Compliance Manager

OTG Advisory
A division of OTG Capital
Level 17, Angel Place
123 Pitt Street
Sydney NSW 2000

Australian Financial Services Licensee (AFSL)

OTG Capital is a Corporate Authorised Representative (1250963) of
OTG Capital Pty Limited
AFSL – 551695
Level 17, Angel Place,
123 Pitt Street
Sydney NSW 2000

Important Information

This Information Memorandum and Terms are dated 1 November 2026 (8th Edition).

OTG Capital Pty Limited ABN 64 605 573 948, CAR No. 001250963 (**OTG Capital**) has prepared and issued this Information Memorandum and Terms.

IQ-EQ Australia (**AMAL Trustees** Limited or the **Trustee**) is the trustee of the Trust and the issuer of the Class A Units in the Trust.

Apart from being named as the trustee of, and issuer of units in, the Trust, the Trustee takes no responsibility for the contents of this Information Memorandum and Terms. To the maximum extent permitted by law, the Trustee expressly disclaims and takes no responsibility for any part of these Terms other than the references to its name. None of the Trustee, nor OTG Capital guarantees the repayment of capital or any particular rate of capital or income return.

The Trustee has consented to be named in this Information Memorandum and Terms as trustee of the Trust in the form and context in which it is named.

This is an important document and you are encouraged to read it carefully. Because it does not take into account your personal circumstances, you are encouraged to seek professional advice before investing. This Information Memorandum and Terms are not intended to be a recommendation by OTG Capital, the Trustee or any of their associates or any other person to invest in the Trust.

Information Memorandum and Application Pack for Class A Units

relating to investments in the

OTG Capital Asset Backed Investment Trust

Investment Manager

OTG Capital Pty Limited

ABN 64 605 573 948 CAR No.001250963

www.otgcapital.com.au

Trustee

IQ-EQ Australia (AMAL Trustees Limited)

ABN 98 609 737 064 AFSL 483459

www.iqeq.com

Dated 1 November 2026

Before you start

To invest in Class A Units relating to investments held in the OTG Capital Asset Backed Investment Trust, you must:

- Read the information memorandum and terms (***Information Memorandum*** or ***IM***) issued by OTG Capital Pty Limited (OTG Capital Pty Limited or the ***Investment Manager***) dated 1 November 2026
- Seek professional advice before investing and
- If you are satisfied you wish to proceed to invest in Class A Units in the Trust, complete the application pack contained in this IM in full and return it to us, together with all supporting identification documentation and applicable certificates.

Please note:

- Supply of Tax File Numbers (**TFN**) is discretionary. It is not an offence if you decide not to supply your TFN. If you do not supply your TFN, however, tax will be

deducted from your income earned at the highest marginal tax rate (plus Medicare levy) and forwarded to the Australian Taxation Office. These deductions will appear on your statements.

- Joint applications must be signed by all applicants. Joint investments will be deemed to be held as joint tenants.
- Applications under Power of Attorney must be accompanied by a certified copy or the original of the Power of Attorney with specimen signatures.

The minimum initial investment in Class A Units in the Trust is generally A$25,000 and additional investment is generally A$10,000. Other Class units may have different investment thresholds, please refer to the specific documentation. The Investment Manager may vary these minimum investment amounts from time to time and the Terms may specify other minimum investment amounts.

All investors will need to qualify as a wholesale client (as the Corporations Act defines this).

Any interest on applications monies received is credited to the Trust generally.

Application monies should be received by electronic funds transfer to:

Bank	Commonwealth Bank
BSB	062 000
Account	1940 4685
Account Name	AMAL Trustees Ltd ATF OTG Capital Asset Backed Investment Trust - Applications Account

All EFT payments must be accompanied by a notification email to info@otgcapital.com.au in order to ensure that the investor account is properly credited. Cash and cheques are not accepted.

Applications are processed the next business day subject to completion of the "*Know Your Clients*", "*Anti-Money laundering Legislation*" and "*Politically Exposed People*", (KYC/AML/PEP) requirements. All applications must be completed online, and we must receive all your uploaded documentation and cleared funds in order to process your application by that time. This includes an Accountant's Certificate confirming wholesale/sophisticated investor status. An example letter is attached to this Information Memorandum.

To fill out our online application form visit our website at www.otgcapital.com.au and click on the "Invest Online" button in the footer section of the website or visit https://www.registrydirect.com.au/offer/OTG-Capital-Asset-Backed-Investment-Trust/.

If you wish to fill in a paper Application, please contact us.

How do you qualify as a wholesale client?

If you are applying for A$500,000 or more, you'll be automatically deemed wholesale client and no additional documentation is required.

If you are investing less than A$500,000, the easiest way to establish that you are a wholesale client is to arrange for your accountant to provide an accountant's certificate certifying that:

- the Investor themselves has the **Required Net Assets** or the **Required Gross Income** OR
- together with any trusts or companies the Investor controls, the Investor has the Required Net Assets or the Required Gross Income OR
- the Investor is a trust or company controlled by a person who has the Required Net Assets or the Required Gross Income.

A sample of an Accountant's Certificate is contained within this Information Memorandum.

Required Net Assets means net assets of at least A$2,500,000

Required Gross Income means for each of the last two financial years, at least A$250,000 a year.

There are other ways that you can qualify as a wholesale client, including:

- based on your investing experience (the 'professional investor' exemption) – OTG Capital has an Adviser's Certificate that you can arrange to be completed to attest to this – contact OTG Capital for a copy
- you hold an Australian financial services licence or
- provide a statutory declaration that you meet any of the other categories of wholesale client. These include that you:
  - are a person regulated by the Australian Prudential Regulation Authority (other than a trustee of a superannuation fund, an approved deposit fund, a pooled superannuation trust or a public sector superannuation scheme)
  - are a trustee of a superannuation fund, an approved deposit fund, a pooled superannuation trust or a public sector superannuation scheme within the meaning of the *Superannuation Industry (Supervision) Act 1993* (Cth) with net assets of at least A$10 million
  - control at least A$10 million for the purposes of investment in financial products (including any amount held by an associate or under a trust that the investing entity manages)
  - are a manufacturer and employ 100 or more people
  - the investing entity is not a manufacturer but employs 20 or more people or
  - are a listed entity, or a related body corporate of a listed entity.

Please contact OTG Capital if you need assistance in providing the appropriate documentation to certify that you are a wholesale client.

Application Advice

Following acceptance of your application, you will be sent an application advice. You should check the details on the advice carefully and contact OTG Capital if you have any questions or if you need any amendments made to correct an error in your investment account.

Additional Investment

The minimum amount for further investments is generally A$10,000 and may vary depending on the Class of Unit or specific type of investment.

To invest more, use the **Additional Investment Form** available from OTG Capital.

Originals and emails are accepted for additional investments.

You need to pay for your additional investment by electronic funds transfer. All EFT payments must be accompanied by a notification email to info@otgcapital.com.au in order to ensure that the investor account is properly credited.

You will receive confirmation when your additional application is accepted. If sending applications by email, you accept full responsibility for any loss arising from the Investment Manager and/or Trustee acting upon emailed/scanned instructions and you agree to release and indemnify each of the Investment Manager and/or Trustee in respect of any liabilities arising from us acting on emailed/scanned instructions, even where such instructions are not genuine.

If you have any questions

If you have any questions about any matter relating to any Units in the Trust, please telephone the Investment Manager, OTG Capital or the Trustee as appropriate. Refer to the **Corporate Directory** on page 3 of this Information Memorandum.

Neither IQ-EQ nor the Investment Manager are able to provide you with any tax or professional advice in respect of FATCA, the IGA, the CRS or domestic tax legislation and we encourage you to seek the advice of a tax or professional advisor in relation to completing the tax sections of the application pack.

About OTG Capital

OTG Capital is a boutique fund manager specialising in wholesale commercial lending, see www.otgcapital.com.au. We work with established lenders in the field with extensive experience in the finance industry and specifically in the B2B lending arena.

As trustee of the Trust, the Trustee is ultimately responsible for the operation of the Trust in accordance with the Trust's constitution, the Corporations Act and trust law. The Trustee has appointed OTG Capital as investment manager of the Trust to invest the assets of the Trust in accordance with the trust deed of the Trust and in a manner consistent with the investment mandate outlined in the Information Memorandum and Terms.

Benefits of Investing in Class A Units in the Trust

OTG Capital considers that an investment in Class A Units in the Trust provides a number of benefits:

Competitive Return

The Trust invests directly, or indirectly through other investment vehicles, in short-term loans that vary between 3 to 24 months (but they are usually between 6-12 months). These loans are expected to provide returns to investors that are higher than bank mortgage rates, cash management trusts or other short-term fixed interest securities, bank bills or term deposits. The income return to investors is affected by the general level of interest rates in the economy, as the general level of interest rates in the economy impact the interest rate that wholesale lenders can charge their borrowers.

Income Returns and Distribution

OTG Capital aims to provide monthly distributions which are generally paid into your nominated account within 7-10 working days after the end of the month or re-invested back into the Trust if you have selected the reinvestment option.

Ability to Withdraw

While there is no automatic right to withdraw from the Trust (as the Trust is **not an "*at call*" facility, nor is it a liquid scheme**), investors can apply for withdrawal of part or all of their investment and OTG Capital will aim to return the funds generally within 45-60 business days depending on the Trust's liquidity at the time of the withdrawal request. We anticipate the Trust's investment timeframe of up to 2 years is usual, as an investor you are able to invest for as long or as short as you wish, there are no restrictions on your investment time.

Experienced Management Team

OTG Capital draws upon over 25 years of investment and management experience in the business sector and the experience of the Trustee and their team. Ray Trevisan is the Director and Fund Manager of OTG Capital. He has extensive experience in business, management in both public and private sector organisations, holds a Masters Degree in public management from the University of Technology, Sydney, and is a Graduate of the Australian Institute of Company Directors. He is a Responsible Manager and Licensee within his own Australian Financial Services Licensee business (OTG Capital / OTG Advisory – AFSL-551695 – www.otgadvisory.com.au).

Ray established OTG Capital to expand the reach of this investment vehicle. He is a Director of OTG Capital, the Investment Manager, and is responsible for the day-to-day investment management of the Trust as well as implementing the Trust's long and short-term plans in accordance with the approved investment strategy in conjunction with the Trustee.

OTG Capital also draws upon the experience of a well rounded advisory team that includes

- Audit Oversight
- Investment Committee
- Information Technology support
- Accounting Services
- Trustee Services
- Operations/Registry Support

Co-Investment / First Loss Position

You can draw additional comfort from our own Fund Manager's co-investment position that places between 5-25% of our own funds in the same investments that our clients are participating in. In this way, together with our "***first loss position***", where OTG Capital's Fund Management will take losses up to 5% of the total fund, ahead of our investor clients, ***ensures your interests are our interests at all times***.

Terms – Class A Units

These terms (**Terms**) apply to the Class A Units. These terms are contained within this Information Memorandum. To the extent of any inconsistency, these Terms prevail.

Class of Units on offer	Class A Units – these units are denominated in AUD
Proposed Investments	Units issued in a trust, the OTG Capital Asset Backed Investment Trust (**Trust**), which will in turn invest in mortgage backed assets. OTG Capital is the investment manager of the Trust. The Trust intends to invest in wholesale lending arrangements that adhere to OTG's investment policies, which include investing in commercial loans secured by 1st and 2nd ranking mortgages. In the case of 2nd ranking mortgages, loans are only advanced once a caveat is registered over the security property, and then an arrangement for a 2nd ranking mortgage is put in place with the agreement of the 1st ranking mortgagee. This may include investing directly in commercial lending arrangements or indirectly through other investment vehicles offered by wholesale lenders such as: a. MSquared Capital[1] – MSquared Capital offers an opportunity to invest in their commercial loans that are secured against valuable property. This includes first and second mortgage backing. b. Millbrook Group[2] - Millbrook offers an opportunity to invest in its contributory mortgage fund and a regular income fund (an unregistered managed investment scheme, which in turn invests in commercial loans secured by either 1st ranking mortgages limited to no more than 66.67% of a panel approved real estate valuation or 2nd ranking mortgages limited to no more than 75% of a panel approved real estate valuation over residential and/or commercial property). c. Pallas Capital[3] - Pallas offers the opportunity to invest in unregistered managed investment schemes, which in turn invest in commercial loans secured by either 1st or 2nd ranking mortgages over residential and/or commercial property.

1 www.msquaredcapital.com.au
2 www.millbrookgroup.com.au
3 www.pallascapital.com.au

	d. Engine Capital[4] – Engine Capital offers the opportunity to invest in an unregistered managed investment scheme, which in turn will invest in commercial loans secured by either 1st or 2nd ranking mortgages over residential and/or commercial property. e. Capital Property Fund[5] – Avari is a major provider of commercial loans via a choice of senior real estate debt or a managed fund (unregistered scheme). All loans through their senior debt facility and managed fund are secured by either 1st or 2nd ranking mortgages over residential and/or commercial property. f. AltX Credit Fund[6] – AltX offers an opportunity to invest in their commercial loans that are secured against valuable property. This includes first mortgage backing. Loans may be restricted to metropolitan Sydney, Melbourne, Canberra and Brisbane and may be made over residential, commercial, industrial or vacant land. Lower risk loans secured by 1st ranking mortgages generally offer less attractive interest rates and returns than higher risk loans secured by 2nd ranking mortgages. Your investment in the underlying mortgage related assets through the Trust will be pooled with other investor monies. You will have exposure to a portfolio of mortgage related assets with varying risk and return profiles (as selected by OTG Capital's Investment Manager). The Trust will not lend directly to natural persons and, as such the Trustee will not be subject to the National Consumer Credit Protection Act 2009 (Cth) and National Credit Code.
Investment Manager	The Trustee has appointed OTG Capital Pty Limited (ABN 64 605 573 948 CAR No. 001250963) as the Investment Manager
Trustee	IQ-EQ Australia (AMAL Trustees Limited) ABN 98 609 737 064 is the trustee of the Trust.
Investment Exposure	Monies invested in the Trust will be held in cash until such times as the mortgage related assets are available for investment. This could be for a period of up to 3 months, but usually no longer than 7-10 working days (or such other time as OTG Capital advises). If the Investment Manager determines there are no

4 www.enginecapital.com.au
5 https://capitalpropertyfunds.com.au/
6 www.altx.com.au

	suitable investments available within this time frame (or earlier), at the sole discretion of the Investment Manager, the Investment Committee may return all or part of the Monies to the Investor. Any interest payable will be only at the prevailing bank interest rates of the Trust Account where Monies are held in Trust on the Investor's behalf by the Trustee.
Return Objective	To preserve capital and pay a regular monthly income. Each of the Trustee fees, Investment Manager fees and ordinary expenses are paid by OTG Capital from the operations of the Trust (as applicable) and are deducted prior to the Trust making its investments. **Neither IQ-EQ nor OTG Capital guarantee any target returns or repayment of capital**.
Investment Timeframe for the Trust	The Investment Committee seeks to limit loans to no greater than 2 years from the date the mortgage backed assets are acquired by the Trust, ***this timeframe bears no relevance to the investor's own timeframe***.
Investor Timeframe	There is no minimum or maximum timeframe that Investors may place Monies with the Trust
Minimum Initial Investment	A$25,000
Minimum Additional Investment	A$10,000
Distribution Frequency	Any distributions will be paid monthly (generally within 7 – 10 working days of the end of each month), unless the Trustee determines otherwise.
Reinvestment of Distributions	You may elect to have distributions re-invested into Class A Units.
Gearing	Nil
Unit Pricing Frequency	Upon initial issue of Units in the Class and then monthly thereafter
Borrower/Lender Fees	OTG Capital does not originate loans and does not receive establishment, line or other borrower fees. We invest in other unregistered funds that may charge their own fees and margins. Returns paid to investors are net of all fees and margins charged by those underlying funds, as well as the fees set out below.
Redemption Notice	We request a minimum of 30 days' notice for redemption requests. Urgent redemptions will be considered on their merits and within the liquidity provisions of the fund at the time of the request.
Conflict of Interest	OTG Capital and its directors co-invest alongside investors in the same underlying investments (see Co-Investment / First Loss Position). OTG Capital has no ownership interest in, and receives no fees or commissions from, the wholesale lenders or funds the Trust invests through. Any actual or potential conflict of interest is recorded in our Conflicts of Interest

	Register, managed under our conflicts policy, and disclosed to the Trustee.
Fees, costs and expenses	**Trustee fee paid by OTG Capital**: Annual fee: The greater of $31,140 per annum + GST or 0.04% per annum + GST of the Trust's gross assets **Expenses**: ▪ ordinary (or usual) expenses estimated at between 0.75% and 1.5% per annum + GST of the Trust's gross assets, this includes regulatory expenses, IT support, investor relations etc. ▪ abnormal expenses are estimated to be nil To the extent there is any shortfall or any surplus in the Trust to pay for fees and expenses (other than any abnormal expenses), OTG Capital promises to pay the expenses of the Trust. The Trustee fee is subject to review every year. Should the trustee fee be adjusted, unit holders will be notified of any change in writing. **Manager fee**: Between 2 to 3.95% per annum + GST of the Trust's gross assets. The exact amount of the Manager fee varies in accordance with whether the underlying loan investments are secured by 1st ranking or 2nd ranking mortgage. The Manager fee is deducted from interest payable on, or distributions from, the mortgage related assets and is generally paid on a monthly basis (or in accordance with the payment terms of the underlying commercial loan), the balance of any interest is then paid to the Trust.
Risks	Default by borrower This is the risk that a borrower may be unable to or fail to pay interest on a loan when due or fail to repay the loan at the time required under the mortgage. In addressing this risk, OTG Capital ensures that all new commercial loan investments satisfy OTG Capital's investment policies which include investing in commercial loans secured by 1st and 2nd ranking mortgages. In case of 2nd ranking mortgages, loans are only advanced once a caveat is registered over the security property, and then an arrangement for a 2nd ranking mortgage is put in place with the agreement of the 1st ranking mortgagee. Overstated valuation This risk may arise where the sale of a property is insufficient to repay the loan in full. OTG Capital loan investment policies and procedures ensure that a valuation is always obtained before a new loan investment is made. OTG Capital adheres to conservative Loan to Value Ratios (**LVR's**) (which may

vary across loan investments). The valuation is conducted by a panel of reputable valuers who are appointed and reviewed by the wholesale lender.

Litigation and documentation risk

Any lender faces this risk when it takes legal action to enforce the mortgage by the sale of the security property. Borrowers may defend the enforcement of proceedings successfully in whole or in part, which may impact the value of proceeds received from the sale and thus have a detrimental effect on the relevant syndicate. The Trust's wholesale lender will seek to mitigate this risk by working within a conservative LVR and ensuring it has industry standard legal documentation in place at all times.
Documentation risk is higher in the case of 2nd ranking mortgages. The registration of 2nd ranking mortgages can sometimes prove problematic as consent of the 1st ranking mortgagee may be withheld or laws in certain Australian states do not provide an automatic right of registration with the relevant land titles office. The Trust's wholesale lender seeks to minimise this risk by ensuring that adequate recovery options are available prior to settlement of every loan.
Security documentation is held by an external custodian until the loan is fully repaid. OTG Capital is also conscious of staying abreast of legal developments and is advised in relation to legal and regulatory developments.

Inadequate Insurance

This risk may arise where the property secured by the mortgage is damaged or destroyed and no, or inadequate, insurance is held. The Trust will only invest in commercial loans offered by wholesale lenders whose procedures include ensuring that all properties are adequately insured at all times during the term of the loan. Each wholesale lender is authorised under its AFSL to advise and deal in general insurance. As such, each wholesale lender has the discretion to insure properties on behalf of the Trust where this may become necessary as a risk-management measure to protect the Trust's underlying investment.

Decline in Property Market

Property market risk is the risk that downward movements in the property market may impact properties securing the Trust's underlying debt investments. This in turn may impact on the wholesale lender's ability to fully recover the total amount outstanding on the loan, including principal, interest and costs of sale, from the sale of the property. Such a

	fall in value could mean that, in the event of a default, the proceeds of realisation of the security may not be adequate to meet the repayment of the amount outstanding amounts due on the loan. The wholesale lender will seek to manage this risk by strictly complying with its lending and LVR guidelines, which are regulatory monitored and take into account current market conditions. This risk is also mitigated by the short duration of the loans the Trust invests in, with the majority of loans approved for terms no longer than 12 months.

How to Invest

OTG Capital has moved to an online application process. Should you wish to utilise a paper based application form, please contact us at info@otgcapital.com.au .

To apply for units online -



Understand investment offering

Read Information Memorandum and this Application Pack in full

Fill Out Online Application

Click this Link to apply online

Complete KYC (know your client) ID checks and Accountant Cert

As required by law, 100 points of ID and Accountant Cert (see later)

Transfer Funds

Transfer your investment to our nominated bank account

Receive confirmation

Receive details of your investment from OTG Capital

Example Accountant Certificate

Certificate by Qualified Accountant (for the purposes of Section 761G(7))

[On Accountants letterhead]

[date]

Registry Direct Pty Ltd
PO Box 18366
Collins St. East
Melbourne VIC 8003

Attention: Unit Registry

Dear Madam/Sir,

Re: OTG Capital Asset Backed Investment Trust investment by [insert applicants name as per application form]

I confirm that I am a qualified accountant as defined by section 9 of the Corporations Act 2001 (Cth), and certify that:

[insert applicants name as per application form]

(i) has net assets of at least A$2.5 million; or
(ii) has had a gross income for each of the last two (2) financial years of at least A$250,000 a year.
(iii) is a professional investor for the purposes of Section 761G(7)

Yours faithfully

[Insert – Accountant's name]

[Insert – Accountant's name and phone number if not on firm letterhead]