



Navra Structured Property Fund Supplementary Product Disclosure Statement Dated 19th April 2010

This Supplementary Product Disclosure Statement (**Supplementary PDS**) supplements the Product Disclosure Statement dated 1 February 2010 (**PDS**) relating to an investment in the Navra Structured Property Fund ARSN 141 274 446 (**Fund**).

This Supplementary PDS is dated # April 2010 and is issued by NavraInvest Limited ABN 46 101 355 239, holder of AFS Licence No 226358 (**NavraInvest**), as the Responsible Entity of the Fund.

This Supplementary PDS is to be read together with the PDS prior to investing in the Fund.

The Supplementary PDS is not required to be and will not be lodged with ASIC. ASIC takes no responsibility for the contents of this Supplementary PDS.

Terms defined in the PDS have the same meaning in this Supplementary PDS.

The purpose of this Supplementary PDS is to update the PDS as to:

- asset target allocations
- the basis on which valuers value residential property
- the availability of differential fees for wholesale investors

as detailed below:

▪ **Asset Target Allocations**

The PDS is supplemented as set out below by providing additional information as to the maximum and minimum targets of the asset allocations adopted by NavraInvest at various times during the life of the Fund.

- On page 4 of the PDS under the heading “Other assets of the Fund” (in the section – Principle 4 - Portfolio Diversification) the text in the middle column is deleted and is replaced by the following:

“As at the date of this PDS the target asset allocations of the Fund and the maximum and minimum ranges are as follows:

Asset class	Minimum	Target	Maximum
Residential property	30%	50%	70%
Shares	10%	30%	60%
Cash	5%	20%	40%

- On page 7 of the PDS under the heading ‘Investment objective” (in the section - About the Fund) the second, third and fourth paragraphs are deleted and are replaced with the following:

“NavraInvest proposes that the initial target allocations between the three asset classes based on the net asset value of the Fund and the minimum and maximum ranges will be as follows:

Asset class	Minimum	Target	Maximum
Residential property	30%	50%	70%
Shares	10%	30%	60%
Cash	5%	20%	40%

Investors should note that it is not anticipated that these targets will be achieved during the first 12 months of the operation of the Fund. The primary reason is that identification and acquisition of residential property that meets the investment criteria adopted by NavraInvest (as described on page 8) will take some time. Accordingly it is anticipated that the assets of the Fund will initially primarily consist of shares and cash. The relative holdings of each, even in that period, will not remain static as new investments are received.

Once Fund assets are invested into residential property it must also be recognised that from time to time the relative net asset values of the individual asset classes may be different from the target allocations for a number of factors including relative investment performance, significant investment inflows or funding of redemptions. Furthermore, the relative asset allocations may fall outside the minimum and maximum ranges. In such circumstances, NavraInvest will seek to rebalance the portfolio to the target allocations as soon as is reasonably practicable. The timeframes for such rebalancing will differ depending on the nature of the assets: the shares and cash components will be capable of rebalancing within a relatively short time frame, but rebalancing the residential property portfolio will, in normal circumstances, take a longer period.

It is not anticipated that the minimum and maximum ranges of the asset allocations will change during the life of the Fund. However, the target allocations are at the discretion of NavraInvest and may change depending on the investment performance of the individual asset classes and general market conditions. Any changes to the target allocation percentages will be made available on www.navrainvest.com.au. Any change to the minimum and maximum ranges will be notified to investors by way of the issue of a supplementary PDS.”

- **Basis of Valuations**

The PDS is supplemented as set out below with additional information as to the basis on which independent valuers will be instructed to value residential property that is acquired as an asset of the Fund and as at 30 June of each year.

On page 18 of the PDS under the heading “Valuation of the Australian Residential Property Portfolio” (in the section – Investor Information) the following sentence is inserted immediately before the last sentence (commencing ‘No valuer may undertake...’) in the first paragraph:

“NavraInvest will instruct the valuer to value the property by using a valuation methodology based on comparable sales in the relevant market.”

- **Differential Fees**

The PDS is supplemented as set out below with additional information as to the persons to whom NavraInvest may provide differential fees.

On page 15 of the PDS under the heading “Differential Fees” (in the section – Additional Explanation of Fees and Costs) the following sentence is inserted immediately before the third sentence (commencing “Rebates may be paid ...):

“However, such rebates are available only to persons who are “wholesale” investors within the meaning of the Corporations Act 2001 on an individual basis, and only in accordance with the Corporations Act 2001 requirements and the ASIC class order relief relating to differential fees.”

Important Notice

This Supplementary PDS does not constitute personal advice or contain a recommendation to invest. In preparing this Supplementary PDS NavraInvest has not taken into account your investment objectives, financial situation or needs. You should assess whether the Fund is appropriate for you and if you have any doubt as to the course of action you should take you should consult your financial adviser before making an investment decision.



NavraInvest

Navra Structured Property Fund

ARSN 141 274 446



Product Disclosure Statement

Issued by NavraInvest Limited

ABN 46 101 355 239

AFS Licence Number 226358

Dated 1 February 2010

Important Information

About the Issuer

Navrainvest Limited ABN 46 101 355 239 Australian Financial Services Licence No: 226358 (Navrainvest, the Responsible Entity or we or us) is the responsible entity of the Navra Structured Property Fund ARSN 141 274 446 (Fund) and is the issuer of units in the Fund. Navrainvest is the party responsible for preparing this product disclosure statement (PDS). Contact details of Navrainvest are set out on page 1.

About the PDS

This PDS, issued on 1 February 2010, contains an offer made by Navrainvest to subscribe for units in the Fund, only. It is a separate offer from any other offer of units in the Fund that we may make at any time in the future. Any such subsequent offer will be made under a separate product disclosure document

Warning

This PDS has not been lodged with the Australian Securities and Investments Commission (ASIC) and is not required to be lodged with ASIC. Navrainvest will notify ASIC that this PDS is in use in accordance with section 1015D of the Corporations Act 2001. ASIC takes no responsibility for the contents of this PDS.

This is an important document. You should read it carefully before completing the application form that is part of or accompanies this PDS. Neither Navrainvest nor any company in the Navrainvest Group guarantees the repayment of capital, the performance of the Fund or the payment of income by the Fund.

Advice and Investment Decisions

None of Navrainvest, its related bodies corporate and its directors, officers or employees makes any recommendation as to the suitability of units for any investor or makes any representation or gives any assurance as to the performance of the units or any particular rate of overall return.

This PDS does not constitute personal advice or contain a recommendation to invest. This PDS does not take into account your investment objectives, financial position or particular needs. Before making an investment decision on the basis of this PDS, you need to consider or obtain independent financial and taxation advice about whether an investment in the units of the Fund under this PDS is suitable in light of your personal circumstances. No person is authorised by the Responsible Entity to give any information or to make any representation not contained in this PDS. Any information or representation not contained in this PDS must not be relied upon as having been authorised by or on behalf of the Responsible Entity.

Risks

All investments involve a degree of risk. You should carefully consider the important investment considerations and general risks that are set out on pages 10 to 12.

Electronic copies of this PDS

This PDS is available in paper form and in electronic form from our website at www.navrainvest.com.au. If an electronic copy of this PDS is printed, all pages including the application form must be printed. If this PDS is made available to another person, they must be provided with the entire electronic file or printout, including the application form. A paper copy of this PDS (and any supplementary documents) may be obtained

free of charge on request by calling Navrainvest on 1300 656 131, by contacting Navrainvest at its address set out in the contact details on page 1 or by contacting your financial adviser.

Updating Information

The information in this PDS is up to date at the time of preparation. However, some information can change from time to time. Navrainvest may make available updated information in relation to this PDS. This may include matters that ASIC requires us to tell you about on a regular basis. Investors may access this information at www.navrainvest.com.au and are encouraged to visit this website regularly for this purpose. Alternatively you may request a paper copy of the information, free of charge, by calling Navrainvest on 1300 656 131, by contacting Navrainvest at its address set out in the contact details on page 1 or by contacting your financial adviser. The information that Navrainvest will make available by way of these updates will include material information that we are required to disclose to investors on a continuous disclosure basis. If new information were materially adverse to unit holders, it may need to be contained in a supplementary or replacement product disclosure statement.

Use of this PDS

Navrainvest authorises the use of this PDS as a disclosure document for private clients, financial advisers and institutional investors as well as clients and prospective clients of an Investor Directed Portfolio Services (IDPS), an IDPS-like service (commonly referred to as a master trust, wrap account, nominee or custody service) or a managed discretionary account.

Except for applications from IDPS or IDPS-like services, units in the Fund which are specified in this PDS cannot be issued unless the application form attached to either a paper or electronic copy of this PDS is used.

Overseas Investors

The distribution of this PDS in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this PDS comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws.

Any offer to which this PDS relates is available to persons receiving the PDS within Australia and is not being made, directly or indirectly, in any other jurisdiction in which the offer would constitute a violation of the relevant laws or require registration or lodgement of the PDS, or any other document.

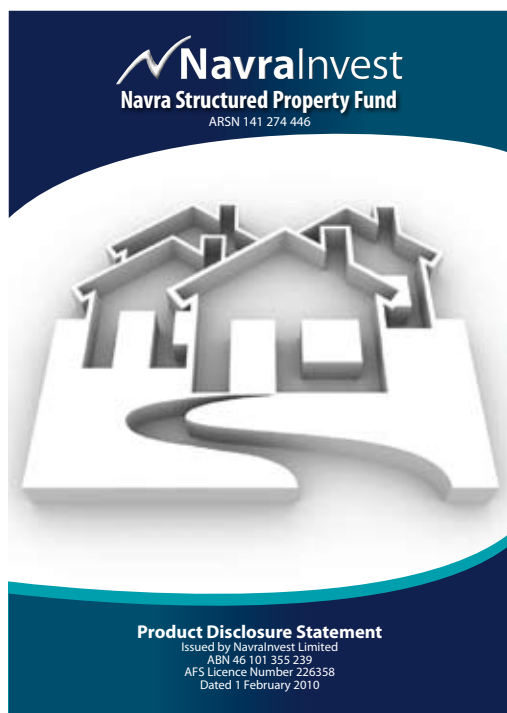
Further information

If you need help about investing in the Fund, we suggest that you contact us or speak to a licensed financial adviser.

All references in this PDS to monetary amounts are references to Australian dollars, unless the contrary is stated.

This PDS should be read carefully and in its entirety before deciding whether or not to invest in the Fund.

Visit www.navrainvest.com.au
for information updates.



The name and contact details of the responsible entity for the Fund are:

NavraInvest Limited ABN 46 101 355 239
Australian Financial Services Licence No: 226358

Suite 203, Level 2
21 Berry Street
North Sydney NSW 2060

Tel: 1300 656 131
Fax: 02 9087 1877

info@navrainvest.com.au
www.navrainvest.com.au

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Key Features of the Offer

The table below is a summary guide only to the key features of the Fund and the offer that is made through this PDS. It also provides a guide as to where more detailed information may be found in this PDS. You should read this PDS carefully and seek professional financial, taxation and legal advice before making an investment decision

Fund Details	
Fund	Navra Structured Property Fund ARSN 141 274 446
Responsible Entity	NavraInvest Limited ABN 46 101 355 239, AFSL 226358
Investment objective	The principal objective of the Fund is to provide retail and wholesale investors with the opportunity to have exposure to a geared portfolio of residential properties combined with an exposure to Australian listed shares and cash. (refer to page 7)
Investment Manager of the Fund	NavraInvest Limited
Investment Details	
Minimum initial investment	\$1,000 (refer to page 16)
Minimum subsequent investment	\$500 (refer to page 16)
Applications	Monthly applications. All applications must be received before 2pm on the last business day of the month to be issued at the unit price calculated as at close of business on that day.
Unit pricing	Initially units will be offered at \$1.00 and after the first monthly application date, unit prices will be calculated on a net asset value basis calculated as at the last business day of each month. (refer to page 18)
Buy/Sell spread	Buy spread 6% - Sell spread 4% (refer to pages 14 - 15)
Suggested minimum investment period	An investment in the Fund should be considered as a long term investment with a suggested minimum holding period of 5 years.
Cooling-off	Cooling-off rights might apply to some investors. (refer to page 16)
Risks	Before investing in the Fund investors should consider carefully the general, specific and other risks associated with an investment in the Fund and obtain independent financial and taxation advice on whether an investment is suitable for their objectives, financial situation and needs.
Withdrawals	
General Withdrawals - 12 months' notice	<p>Quarterly withdrawals on not less than 12 months' notice. Investors may apply to withdraw the whole or part of their investment by giving not less than 12 months' prior written notice effective from the calendar quarter day (1 January, 1 April, 1 July, 1 October) following the giving of the withdrawal request notice and expiring on the last business day of the month preceding the calendar quarter day 12 months thereafter. NavraInvest has a discretion to accept a shorter notice period. (refer to page 17)</p> <p>The minimum withdrawal amount is \$500 subject to a minimum holding in the Fund of \$1,000.</p>
Restricted Withdrawals - 1 month's notice	Quarterly withdrawals on not less than 1 month's notice. Investors may apply to withdraw up to a maximum of 5.0% of their units by giving not less than 1 month's notice effective from the calendar quarter day (1 January, 1 April, 1 July, 1 October) following the giving of the withdrawal request notice and expiring on the last business day of that month. (refer to page 17)
Fees	
Management Fee	3.075% (inclusive of GST less RITC) per annum of the value of the gross assets of the Fund. (refer to page 13)
Administration Fee	0.41% (inclusive of GST less RITC) per annum of the value of the gross assets of the Fund. (refer to page 13)
Contribution Fee	Up to 4.4% (inclusive of GST) of the amount invested payable to your adviser. (refer to page 13)

Exit Fees	Nil (refer to page 13)
Performance Fees	Nil
Other Features	
Distributions	Annually as at 30 June. (refer to page 18) Distributions may be reinvested.
APIR Code	NAV0005AU
Financial Year End	30 June

Disclosure Principles

To improve transparency and disclosure of unlisted property trusts ASIC has issued Regulatory Guide 46 Unlisted property schemes – improving disclosure for retail investors. This guide sets out 8 disclosure principles covering information that ASIC considers key to analysing the risks associated with unlisted property schemes and to allow retail investors to compare the relative risk and return of investments in unlisted property schemes.

The table below summarises the key points relating to each disclosure principle for the Navra Structured Property Fund. Further information on each principle can be found at the page reference given.

This table will be updated where there is a material change in information and not less than six monthly. Updates will be available to investors at www.navrainvest.com.au. If NavraInvest, as the responsible entity, considers the updated information to be materially adverse, it will issue a supplementary or replacement PDS. Importantly, investors will note that as at the date of this PDS the Fund has not as yet acquired any property and has made no borrowings to fund the acquisition of any property or any other assets of the Fund. As and when any of these matters occur, the disclosures will cease to be current. Accordingly, investors are encouraged to check the website regularly for any updates of the disclosures.

Disclosure Principle	See Page
Principle 1 - Gearing Ratio	
The Responsible Entity must disclose the Fund's gearing ratio.	Risk: A higher gearing ratio means a higher reliance on external liabilities (primarily borrowings) to fund assets. A highly geared scheme has a lower asset buffer to rely upon in times of financial stress.
The gearing ratio indicates the extent to which a scheme's assets are funded by external liabilities. If the ratio is less than 0.5, then the majority of the scheme's assets are financed by investors' equity. If the ratio is greater than 0.5, then the majority of the scheme's assets are financed using debt. It gives an indication if the potential risks a scheme faces in terms of its level of debt.	The gearing ratio as at the date of this PDS = 0.0 page 8 As at the date of this PDS the Fund has no borrowings. However, it may borrow: <ul style="list-style-type: none"> up to a maximum of 80% of the gross value of the Australian Residential Property Portfolio to fund the acquisition of property assets as well as for other purposes, such as to meet other property related expenses or to provide liquidity for redemptions; and up to 70% of the gross value of the Australian Share Portfolio to fund the acquisition of assets for the Australian Share Portfolio and to provide liquidity for redemptions. page 9
Principle 2 - Interest Cover	
The Fund must disclose its interest cover calculated on the standard formula of: Interest cover = (EBITDA* – unrealised gains + unrealised losses) / interest expense *EBITDA (earnings before interest, tax, depreciation and amortization).	Risk: The lower the interest cover, the higher the risk that the scheme will not be able to meet its interest payments. A scheme with a low interest cover only needs a small reduction in earnings (or a small increase in interest rates or other expenses) to be unable to meet its interest payments.
Interest cover indicates the scheme's ability to meet interest payments from earnings. It is a measurement of the number of times the Fund could make its interest payments with its earnings before interest and taxes.	As at the date of this PDS the Fund has no borrowings and thus has no interest payment commitments. pages 8, 9

Principle 3 - Scheme Borrowing

The following information is to be provided in relation to the Fund's borrowing maturity and credit facility expiry and any associated risks.

Risk: Relatively short term borrowings and credit facilities with short expiry dates are a risk factor if they are used to fund assets intended to be held long term. If the scheme cannot refinance it may need to sell assets on a forced sale basis with the risk that it might realise a capital loss.

Breach of a loan covenant may result in penalties being applied, or the loan becoming repayable immediately.

Borrowings due to mature in more than 5 years	As at the date of this PDS the Fund has no borrowings.	pages 8, 9
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Borrowings due to mature:

Between 4 and 5 years	Nil
Between 3 and 4 years	Nil
Between 2 and 3 years	Nil
Between 1 and 2 years	Nil
In less than 1 year	Nil

Undrawn Facilities	Nil
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Ranking of debt	Not applicable
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Breaches of Loan Covenants	Not applicable
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Risks associated with borrowing maturity profile	Not applicable
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Principle 4 - Portfolio Diversification

The Fund must disclose information as to the diversity of its property portfolio and its policy as to diversification.

Risk: Generally, the more diversified a portfolio is, the lower the risk that an adverse event affecting one property or one lease will put the overall portfolio at risk.

Geographic location	As at the date of this PDS, nil.	page 8
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However, it is the intention that residential properties acquired for the Fund will be predominantly in Australian state capital cities. The Responsible Entity has no policy as to any required diversification among those places.

Sector Diversification	Existing residential real estate. Investment in residential redevelopments, renovations or developments may be considered.
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Valuation of significant properties	Not applicable
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Lease expiry profile	Not applicable
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Occupancy Rate	Not applicable
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Tenants	Not applicable
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Property Development	The Fund may invest in existing residential properties that need renovation and/or redevelopment. It may also undertake initial development projects.
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Investment in other unlisted property schemes	It is not presently intended that the Fund will invest in other unlisted property schemes.
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Other assets of the Fund	As at the date of this PDS the target asset allocation of the Fund is as follows:	page 7
	50% residential property	
	30% Australian equities	
	20% cash	

Principle 5 - Valuation Policy

The Fund must disclose the following information as to the valuation of direct property investments.

Risk: Investing in a property scheme exposes investors to movements in the value of the scheme's assets. Investors need information to evaluate the reliability of valuations. The more reliable a valuation, the more likely the asset will return that amount when it is sold. However, any forced sale may still result in a shortfall compared to the valuation.

Valuation policies as to:

- how often the Responsible Entity obtains valuations including independent valuations;
- if independent valuations are not regularly obtained, the reason for this; and
- whether valuations are in accordance with relevant industry standards.

The properties will be independently valued before acquisition and thereafter as at each 30 June. Independent valuations may also be obtained at any other time.

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Independent valuers must:

- where possible be registered in the state or territory in which the property is situated; and
- include a statement in their valuation report on whether the valuation complies with all relevant industry standards and codes.

If property under development is valued on an 'as if complete' basis, the 'as is' basis of the valuation should be disclosed, as should the risks associated with 'as if complete' valuations.

If the property is under development, the valuation must, in addition to any other matter, include an 'as is' valuation.

Breaches of Valuation Policy

As at the date of this PDS there have been no valuations undertaken. There has also been no breach of the valuation policies adopted for the Fund.

Principle 6 - Related Party Transactions

The Responsible Entity must disclose the following information to enable investors to assess the Responsible Entity's approach to related party transactions.

Risk: A conflict of interest may arise when a property scheme invests in, makes loans or provides guarantees to related parties.

Investments in and loans, guarantees and fees to any related parties

There is no intention that the Fund will make any loan to or guarantee any obligation of a related party.

page 9

However, up to 30% of the funds available for investment may be invested in a registered managed investment scheme that is also operated by the Responsible Entity.

The Responsible Entity's policy on related party transactions

The Responsible Entity has adopted a "Managing Conflicts of Interest Policy" which permits the related party investment but requires, among other things that:

- any related party investment must be on terms and conditions no more favourable to the related party than those which is reasonably expected would be the case if the benefit directly or indirectly were paid to a third person dealing at arm's length in the same circumstances and on commercial terms; and
- before any related party transaction is entered into, the Board of the Responsible Entity must satisfy itself that the fees to be paid to the related party are approximately equivalent to what would be paid to a third party at arm's length for the same goods or services.

The monitoring of processes and arrangements to ensure that the Responsible Entity's policy is followed.

The Responsible Entity's related party policy monitoring processes form part of its overall compliance arrangements and include the maintenance and review of related party transaction registers, disclosure of potential conflicts, reporting to the Board and Board oversight.

Principle 7 - Distribution Practices

The Fund must provide information as to its distribution practices.

Risk: Some property schemes make distributions solely or partly from unrealised revaluation gains and/or capital rather than solely from realised income. This may not be commercially sustainable over the longer term, particularly when property values are not increasing.

Source of current and forecast distributions	All distributions will be sourced from realised income and capital. It is not anticipated that any unrealised revaluation gains will be distributed.	page 18
	The Responsible Entity has not made any forecast as to future distributions.	

Principle 8 - Withdrawal Rights

As the Fund gives to investors the right to withdraw from the Fund, it must provide the following information.

Risk: Unlisted property schemes often have limited or no withdrawal rights. This means that they are usually difficult to exit.

Maximum withdrawal period under the Constitution	The maximum withdrawal period provided in the Constitution of the Fund while the Fund is a liquid scheme, is 365 days (subject to any extended period by reason of the suspension of redemptions).	page 17
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Significant risks that may affect the ability of the Responsible Entity to meet valid withdrawal requests	The most significant risk that may affect the ability to withdraw from the Fund is that the Fund may cease to be a liquid scheme, in which case any withdrawal may only be made pursuant to a pro rata withdrawal offer made by the Responsible Entity in accordance with the Corporations Act 2001. Market disruptions may result in the suspension of processing withdrawal requests.	pages 16, 17
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How to withdraw from the Fund	Investors have limited withdrawal rights, even while the Fund is a liquid scheme. These are: <ul style="list-style-type: none"> ◦ up to 5.0% of the number of units held by an investor may be withdrawn at the end of each calendar quarter if not less than 1 month's notice of withdrawal has been given; and ◦ the whole or part of the number of units held by an investor may be withdrawn at the end of a calendar quarter if not less than 12 months' notice of withdrawal has been given. 	page 17
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Funding of withdrawals	Withdrawals from the Fund are to be sourced primarily from the cash investments of the Fund which will include undistributed realised income and capital.	pages 8, 9
	The Responsible Entity may borrow to meet redemption requests.	

Cooling-off	As the Fund is a liquid scheme, retail investors may exercise their cooling off rights.	page 16
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Visit www.navrainvest.com.au for information updates

About the Fund

The Fund

The Navra Structured Property Fund ARSN 141 274 446 (Fund) is a registered managed investment scheme that is regulated by the Corporations Act 2001 provisions and its Constitution dated 21 December 2009. Further details as to the Constitution are set out on page 23. As at the date of the preparation of this PDS no offer of units in the Fund has been made and there are no funds under management.

NavraInvest is the responsible entity of the Fund. Additional information about NavraInvest is set out on page 20.

Investment Objective

The principal objective of the Fund is to provide both retail and wholesale investors with the opportunity to invest in a single fund providing exposure to:

- a managed portfolio of Australian residential properties
- the Australian share market
- cash.

NavraInvest proposes that the initial target allocations between the three asset classes based on the net asset value of the Fund will be as follows:

- the Australian Residential Property Portfolio 50%
- the Australian Share Portfolio 30%
- the Cash Component 20%

The target allocations are at the discretion of NavraInvest and may change depending on the investment performance of the individual asset classes and general market conditions. Any changes to the target allocation percentages will be made available on www.navrainvest.com.au.

Investors should note that from time to time the relative net asset values of the individual asset classes may be different from the target allocations for a number of factors including relative investment performance or funding of redemptions. In such circumstances, NavraInvest will seek to rebalance the portfolio to the target allocations as soon as is reasonably practicable.

Labour standards, environmental ethical and social considerations are not taken into consideration in the selection, retention or realisation of investments.

Investment Strategy

The Australian Residential Property Portfolio

The Fund will seek to invest in residential properties in Australia which provide opportunities for strong rental returns and capital growth over the medium to longer term. NavralInvest proposes that the initial target allocation to the Australian Residential Property Portfolio will be 50% based on the net asset value of the Fund.

The Portfolio

It is proposed to identify suitable residential property opportunities in the Australian state capital cities although the Fund may invest in opportunities in other locations at the discretion of NavralInvest. Geographic diversification provides the Fund with the opportunity to benefit from differing property cycles across Australia. There is no restriction on the type of residential property that might be acquired by the Fund and the portfolio may include houses, duplexes, units, apartments, blocks of apartments, villas, townhouses and residential acreages. The criteria for selection of a property for investment are set out below.

Selection Criteria

NavralInvest will take into account a number of factors in considering the suitability of a property for investment by the Fund. There are four principal criteria that NavralInvest will apply in the selection process but other factors may also be material in the evaluation of an individual property.

- a) Land Content
NavralInvest believes that it is the value of the land that grows and that the building itself is liable to depreciate over time. For this reason, NavralInvest will seek to identify properties where not less than 30% of the purchase price is attributable to the unimproved value of the property.
- b) Purchase Price
Areas where there are significant numbers of owner/occupiers will provide greater opportunities for growth in value. Typically, the value of properties in owner/occupier areas exceeds the median value for the city. NavralInvest expects that the purchase price of properties selected for investment will be at least 20% above the median value for the city taken as a whole.
- c) Position
There will be greater demand and therefore greater opportunities for growth for properties that are close to amenities, including transport, shopping centres, social activities, hospitals and schools.
- d) Value
Value is traditionally established through independent expert valuation. In addition,

NavralInvest considers that significant importance should be placed on the amount that a tenant is likely to pay to rent a property and to include in the assessment of the value of a property a formula based on the current achievable rental returns for the property.

NavralInvest believes that the above criteria are critical in the selection of a property for investment by the Fund as part of the Australian Residential Property Portfolio but investors should be aware that other factors may be taken into account by NavralInvest in the selection process.

NavralInvest believes that under current market conditions the typical purchase price per property will be between \$400,000 and \$1,000,000.

Gearing

NavralInvest may borrow against the security of a property. Borrowing will be at the discretion of NavralInvest and will be limited to a maximum of 80% of the value of the property. Borrowing would be utilised primarily to fund the acquisition of the property but at the discretion of NavralInvest, borrowing may be utilised to fund the renovation or development of a property and to provide liquidity for the Fund. Typically borrowing would be secured by a first legal charge over the property and not over any other Fund assets. Investors should note, however, that the Constitution grants wide borrowing powers to the Responsible Entity and in certain circumstances the borrowing may be on a whole Fund basis, rather than on an individual property basis, and the security required by a lender may be over all of the assets of the Fund. The nature of any type of borrowing and the security provided by the Fund will be notified to investors through the updates of the Disclosure Principles at www.navrainvest.com.au (refer to page 3).

Development Projects

NavralInvest may invest in existing residential properties which require renovation and or redevelopment in order to seek to enhance the potential for increased rental returns and longer term growth potential.

However, it is not a primary focus of NavralInvest's investment strategy to seek to acquire land with a view to construction of a residential property development.

Disposals

NavralInvest does not propose to acquire or develop properties primarily for resale. However, properties may be resold from time to time at the discretion of NavralInvest, for example, where properties are considered no longer to fit the investment strategy or are performing below expectations and where NavralInvest considers this to be in the best interests of the investors in the Fund.

The Australian Share Portfolio

The Fund will have exposure to the Australian share market primarily through investment into units in the Navra Blue Chip Australian Share Retail Fund ARSN 104 384 974 (Retail Fund), a registered managed investment scheme managed by NavralInvest. The Fund may also have exposure to a portfolio of listed Australian shares actively managed by NavralInvest.

NavralInvest proposes that the initial target allocation to the Australian Share Portfolio will be 30% based on the net asset value of the Fund.

Retail Fund

The Retail Fund was established by NavralInvest in April 2003. The Retail Fund invests in a portfolio of blue chip shares selected from the S&P/ASX 200 Index. "Blue chip" is a term used to describe a share in a large, well established company with a solid record of stable earnings and/or dividend growth and with a reputation for quality management and/or products. A blue chip share will also be widely held by investors.

The investment objective of the Retail Fund is to generate positive annual returns and quarterly distributed income.

The Retail Fund portfolio is actively managed by NavralInvest and the investment process involves:

- Detailed research on the companies within the S&P/ASX 200 Index to identify blue chip shares. The research process results in an approved list of typically up to 40 companies.
- A requirement for diversification across market sectors which generally reduces the companies available for investment to between 20 and 35.
- Using the NavTraDE Investment Management System (System) to determine buying and selling strategies. The System is a NavralInvest proprietary share trading system which places particular emphasis on recent share price movements and trading volumes to identify trade signals. Typically the System will indicate a "buy" when a share price is falling and a "sell" when a share price is rising although the timing of the signal and the transaction volume will be dependent on a variety of factors that the System takes into consideration.
- Continuing research of the companies within the S&P/ASX 200 Index with a view to adding and removing companies to and from the approved list should a company's underlying share fundamentals change.

Direct Investment

The investment objective of the direct share portion of the portfolio will be to focus on capital growth rather than the generation of income although it is expected that there will be income returns from the portfolio. Selection of shares for direct investment, whether they

are ordinary shares, preference shares or corporate bonds, will take into account the following features and assessment procedures used by NavralInvest:

- preference will be given to investing in listed blue chip Australian shares
- the company's financial strength, debt management and cash flow etc will normally be analysed
- the growth potential of companies will be an important consideration
- certain technical and quantitative analysis may also be employed to optimise investment timing.

Gearing

NavralInvest may gear the investment in the Australian Share Portfolio through:

- the acquisition of warrants over the units held in the Retail Fund portfolio or over the shares comprising the direct investment portfolio
- entering into margin lending arrangements
- acquiring other derivative instruments.

The gearing will be at the discretion of NavralInvest and will be set at an initial maximum gearing level of 70% of the gross asset value of the portfolio. This percentage can and will vary as the market moves up and down. NavralInvest will endeavour to rebalance the gearing level back to the 70% level to cater for market fluctuations.

The Cash Component

NavralInvest proposes that the initial target allocation to the Cash Component will be 20% based on the net asset value of the Fund.

The Cash Component will be managed by NavralInvest to provide a liquidity facility for the Fund. The liquidity may be utilised for such purposes as determined by NavralInvest for the benefit of the Fund and its investments including:

- to finance the payment of extraneous expenses incurred in respect of the Australian Residential Property Portfolio
- to cover exposure through the holding of warrants to facilitate investment into the Australian Share Portfolio
- to provide liquidity to fund redemptions if required.

The Cash Component will be invested by NavralInvest in deposits, liquid financial instruments, fixed income securities and cash equivalent investments with Australian banks and financial institutions.

Benefits of Investing

Some of the benefits that may arise from investing in the Fund include:

Diversification in Asset Classes

Access in a single fund to investment in different asset classes - residential properties, Australian listed shares and cash.

The Australian Residential Property Portfolio

Diversification: Access to investment in a portfolio of Australian residential properties selected and managed by NavralInvest.

Managed Portfolio: Access to investment in property without the requirement for personal active management of issues relating to an investment in a residential investment property.

The Australian Share Portfolio

Experienced Management: Access to the experienced investment management and research team at NavralInvest.

Navra Blue Chip Australian Share Retail Fund: The opportunity for investment through the established registered fund managed by NavralInvest.

The Cash Component

Liquidity: The cash component provides the security of liquid funds being available to support the operation and administration of the Fund.

Gearing

Access to a geared investment in both the residential property sector and the listed shares sector for investors unwilling or unable to borrow in their own right, such as self managed superannuation funds, the ability of which to borrow may be limited or prohibited by law.

Capital Growth

The potential for capital growth through investment in the residential property market and the listed share market.

Income Distributions

The potential for income distributions through the holding of tenanted property, investment in the listed securities market and the Cash Component, with a facility for reinvestment in the Fund.

Risks of Investing

All investments are subject to varying risks and degrees of risk. Importantly the value of an investment can rise and fall both in the short term and in the long term.

NavralInvest aims to manage risk prudently. However there is no assurance that NavralInvest will be successful and in addition a number of risks associated with an investment in the Fund are outside the control of NavralInvest.

Investors should be aware that by investing in the Fund they are not investing in any particular or specific property and that the properties owned by the Fund may vary at any time and from time to time.

Investment in the Fund should only be considered by those investors who have sought independent investment and taxation advice. Prospective investors should carefully consider the whole PDS, including the risk factors outlined below, before making a decision to invest in the Fund. While NavralInvest has endeavoured to disclose all material risks, investors should be aware that the list of risks is not an exhaustive list and should be treated as a general guide only.

General Investment Risks

General Market Risk: Economic, technological, political or legal conditions and even market sentiment can (and do) change and this can mean that changes in the value of investment markets can affect the value of investments in the Fund or costs to the Fund.

Competition, Socio-Economic and Demographic Factors: There may be changes to competition, socio-economic and demographic factors that impact on the demand for and supply of properties and listed securities. In such a situation, the performance of the Fund may be adversely affected.

Government Policies and Regulatory Risk: Governments may change taxation, legislation or policy that may in turn affect the potential value of your investment or the ability of the Fund to deliver the benefits of investment. As a result, the objectives of the Fund may be adversely affected. In particular, changes in the taxation treatment of your investment or returns from it may be adversely affected by changes in taxation treatment or policies.

Risks Relating to Investment in Residential Property

Asset Risk: A proportion of the assets of the Fund will be invested in Australian residential property. The Australian property markets have historically gone through cycles with various geographical areas at different stages of the cycle at any given time. A downturn in a property market may affect the value and saleability of some properties in Fund.

Interest Rates Risk: Changes to interest rates can have a positive or negative impact directly or indirectly on investment values and/or returns. The Fund will be directly exposed to interest rate fluctuations on its borrowings. Fixed rates may be used to reduce the exposure to fluctuations. If interest rates fall, then the Fund may be locked into paying a higher rate for the fixed rate period than the market rate. If interest rates increase, the Fund may be advantaged for the fixed rate period and then exposed to a significant increase in cost on the expiry of the fixed rate term.

Gearing Risk: Gearing risk is the risk that gains or losses may be magnified to a greater degree than would occur if the investment exposure were not geared.

Renovation / Redevelopment Risk: Proposed renovation or redevelopment works may not be approved by Council and/or may not be completed in planned time frames, to budget or to quality standards.

Environmental Risk: As with direct property investment, Fund property may be exposed to, or affected by, environmental issues such as land contamination. This could adversely affect the value of the Fund's assets.

Valuation Risk: All residential property held by the Fund will be periodically valued by a registered valuer. NavralInvest will always be entitled to rely on the report from a registered valuer. There is always the risk that a valuation is not correct and this may adversely impact the Fund. Between each formal valuation, NavralInvest will rely on certain external data and assumptions as to the value of the property. This process may result in a valuation that is less accurate than a valuation from a registered valuer.

Realisation Risk: While the Fund may seek to realise its investment in a property at a particular time, there is always the risk it may not be possible to sell the property within the assumed time frame or at an assumed price.

Legal and Taxation Risk: If the Australian Taxation Office changes the treatment of investment in residential property, capital gains taxation or negative gearing provisions, this may impact on the Fund. Similarly, if government charges on property transactions, land tax, stamp duty etc change this will impact on the Fund's performance.

Property Damage Risk: As with direct property investment, Fund property may be affected by fire, tempest, malicious damage, flood, earthquake and

other natural phenomenon. NavralInvest will attempt to mitigate this risk through appropriate building insurance.

Tenant Risk: The majority of the properties purchased by the Fund will be tenanted and will therefore be exposed to the risk of vacancy and the inability to re-let the property at the then current market rentals and on normal commercial terms and/or loss from property damage by tenants.

Foreign Investment Review Board (FIRB) Restrictions: The Fund can accept some levels of foreign investment without the Fund requiring FIRB approval. If the level of foreign investment exceeds FIRB limits then the Fund may be constrained from buying certain types of property until the amount of foreign investment in the Fund is diluted or otherwise reduced.

Geographic Spread: While the ability to provide a geographic spread is a feature of the Fund, that feature may be limited in the early years of the Fund and until such time as the Fund is sufficiently large to invest in various geographic locations.

Risks Relating to Investment in the Australian Share Portfolio

Economic and other macro risks

There is a range of economic factors which might impact on the performance of the Fund generally and the Australian Share Portfolio in particular. These include changes in interest rates, exchange rates, overseas trading relationships, liquidity in financial markets, inflation, general share market conditions, government policy (including monetary and taxation policies), fluctuations in general market prices for property, shares, bonds and other tradeable investments and the general state of the domestic and world economies. These risks are normally beyond the control of NavralInvest and the companies in which the Fund invests directly or indirectly.

Share Market Volatility

Prices of shares can be volatile meaning there could be large fluctuations in share prices from time to time. As a result, the value of your investment in the Fund might rise or fall.

Index Risk

As an active manager, NavralInvest does not attempt to replicate the performance of any index. Therefore there is a risk that the performance of the Australian Share Portfolio might vary considerably from any of the key market indexes.

Share Specific Risk

All companies have a number of risks associated with their business and activities, such as product risk, financial risk and risks created by management issues. A company's performance may be impacted by these risks.

Share Trading and Transaction Risk

Active share trading may result in losses as well as gains and at times underperformance may be extenuated by a run of unsuccessful trades. Active share trading

is also likely to result in higher brokerage and related acquisition and disposal costs, than would be the case with a "buy and hold" investment strategy. This is particularly relevant for the investment into the Retail Fund.

Counterparty Risk is the risk that a counterparty to a contract fails to meet its obligations to honour the contract. Counterparty risk arises in relation to transaction counterparties such as brokers, lenders, issuers, borrowers, counterparties to derivatives contracts and clearing exchanges.

Credit Risk is the risk that issuers of debt securities and other investments fail to make payments on such obligations. In addition, an issuer of a security may suffer an adverse change in its financial condition or credit rating of the security that could result in a lowering of the quality and value of the security leading to greater volatility, or loss of value in the security and give rise to other risks including liquidity and leverage risks, which result in loss of value to the Fund.

Derivatives Risk is the risk that the derivative instrument may fluctuate in price by a disproportionate magnitude than the underlying instrument from which it is derived, resulting in unexpected gains or losses in the value of the Fund.

Income Risk

The active investment nature of the Australian Share Portfolio means there is likely to be a higher level of realised gains and/or losses by comparison with a buy and hold investment strategy. If this turnover results in realised losses the distributable income may be nil.

Liquidity Risk

There is a risk that the volume of trading in the shares of companies held by directly by the Fund or indirectly through the Retail Fund might decline. In the latter case, this could inhibit the timely execution of buy and sell signals generated by the NavTraDE System. Liquidity risk is common to all fund managers that invest in shares and NavralInvest attempts to minimise this risk through its research process which identifies shares of companies with a high market capitalisation and sufficient liquidity.

Manager Risks

Investment Manager Risk: Investment performance of the Fund is dependent upon the skills and decisions of NavralInvest in selecting assets and implementing investment decisions to achieve the Fund's investment objectives. NavralInvest could be replaced as manager or its investment professionals could change.

Key Personnel Risk: This is the risk that the loss of key (usually investment) personnel may impact on the ability of a fund manager to produce good returns.

Systems Risk: The majority of fund managers use computer systems in their investment process to some degree or other. Systems Risk is the risk that a computer system will not perform in the anticipated manner and

losses may result. The NavTraDE System plays a major role in the investment process for the Retail Fund and therefore NavralInvest considers this risk to be somewhat greater with it than with other fund managers. NavralInvest has attempted to reduce this risk by undertaking significant back testing of the System over longer periods of historic share price data. However, as such back testing was conducted using historical shares prices there is no guaranty similar result will be obtained when the System is applied to current or future share market conditions.

Fund Risks

Fund Risk: The Fund could terminate, the fees and expenses could change, NavralInvest could be replaced as manager and its investment professionals could change. Investment in the Fund may give different results than investing individually because of income or capital gains accrued in the Fund and the consequences of investment and withdrawal by other investors.

Liquidity Risk: The Fund has a significant proportion of its assets in residential property which is less liquid than many other asset classes. Realisation of property assets may be protracted. NavralInvest will aim to ensure that all redemption requests are met in the time frames advised however there may be times when this is not possible and redemptions are delayed or even suspended.

The units are not generally tradeable on any secondary market or exchange and NavralInvest has no current intention to list the units on any stock exchange.

Responsible Entity is Removed: NavralInvest may be removed by the unit holders in the Fund, in accordance with the Corporations Act 2001, and in that situation the unit holders may choose a replacement responsible entity in accordance with that legislation.

Exercise of Discretion by NavralInvest: As the responsible entity of the Fund, NavralInvest has conferred upon it discretions regarding the operation of the Fund. The exercise or non-exercise of these discretions could affect the value of your investment.

Track record risk: The Fund has no operating history. There is no assurance that the Fund will meet its investment objectives as set out in this PDS.

An investor's personal circumstances, financial and taxation situation or investment objectives may change over time. So may their views as to the level of risk that they are comfortable taking or their investment time horizon. The frequency and amount of distributions may no longer meet their needs. These are factors that each investor must take into account in making a decision as to whether the Fund is suitable to them, both initially and in the long term.

Fees and Other Costs

Consumer advisory warning

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision for better member services, justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask your fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** website (www.fido.asic.gov.au) has a managed investment fee calculator to help you check out different fee options.

The following sections show fees and costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the Fund's assets as a whole.

For information on taxation, please refer to Taxation on page 19.

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

Type of Fee or Cost	Amount	How and When Paid
Fees when your money moves in or out of the Fund		
Establishment fee The fee to open your investment	Nil	Not Applicable
Contribution fee The fee on each amount contributed to your investment (this may also be referred to as the entry fee)	Up to 4.4% (inclusive of GST). For example: On an investment of \$100,000 this would amount to a fee of \$4,400	Deducted from the initial and every subsequent investment into the Fund. The fee is paid to your adviser and the amount can be negotiated with your adviser.
Withdrawal fee The fee on each amount you take out of your investment (this may also be referred to as the exit fee)	Nil	Not Applicable
Termination fee The fee to close your investment	Nil	Not Applicable
Management Costs		
The fees and costs for managing the investment. These are comprised of:		
Management Fee Fee for managing assets of the Fund	3.075% per annum (inclusive of GST less RITC) For example: If the gross asset value of the Fund is \$10 million this would amount to a fee of \$307,500	The fee is calculated on the gross asset value of the Fund. This fee is deducted by the Responsible Entity from the Fund's assets and reflected in the unit price of your investment. This fee is calculated as at the end of each month and is paid monthly in arrears.
Administration Fee Fee for administering the Fund (excluding Operating Expenses and Transaction Charges)	0.41% per annum (inclusive of GST less RITC) For example: If the gross asset value of the Fund is \$10 million this would amount to a fee of \$41,000	The administration fee is calculated on the gross asset value of the Fund. This fee is deducted by the Responsible Entity from the Fund's assets and reflected in the unit price of your investment. This fee is calculated as at the end of each month and is paid monthly in arrears.
Additional Service Fees [1]		
Investment switching fee The fee for changing investment options	Nil	Not Applicable

[1] Service fees may also be charged as explained in "Adviser Service Fees" in "Additional Explanation of Fees and Costs" below.

Additional Explanation of Fees and Costs

Contribution Fee

A contribution fee of up to 4.4% (inclusive of GST) will normally be deducted from your application amount. If an investor is introduced to the Fund by a licensed financial product adviser, that adviser may choose to refund part of the contribution fee to the investor. In this event, the refunded amount would not increase the amount of the initial investment.

Management Fee

The management fee is 3.075% per annum (inclusive of GST less RITC), of the gross asset value of the Fund. However the Constitution provides that a fee of up to 5% per annum (plus GST) calculated on the gross asset value of the Fund may be charged to the Fund. NavralInvest has agreed that the fee that will be charged for the life of this PDS is 3.075% per annum (inclusive of GST less RITC) of the gross asset value of the Fund. This management fee is calculated as at the end of each month and is payable monthly in arrears. Part of this fee may be rebated or paid to referring agents.

Investors should note that where the Fund invests in other funds managed by NavralInvest, eg the Navra Blue Chip Australian Share Retail Fund for which NavralInvest receives a management fee, the amount of management fee received by NavralInvest on those other funds will be rebated back to the Fund.

Administration Fee

Costs and expenses will be incurred by the Fund in the nature of fees and other disbursements payable for the services of NavralInvest, the Custodian, the Fund Administrator, the Compliance Committee, the auditors and other service providers. These costs and expenses are referred to as **Service Provider Fees**. In addition, the Fund must pay all costs and expenses associated with the day to day running and administration of the Fund, such as property related costs (including land tax, rates, stamp duty, management and maintenance costs), insurance and accounting, unit holder meetings, and communication and reporting costs and expenses, legal and regulatory services as well as any GST on these costs and expenses. These costs and expenses are referred to as the **Operating Expenses**.

The Constitution of the Fund provides that both the Service Provider Fees and the Operating Expenses can be charged to the Fund by NavralInvest without limitation. However, NavralInvest has agreed to meet all of the Service Provider Fees from its own funds but will receive an administration fee of 0.41% per annum (inclusive of GST less RITC) of the gross asset value of the Fund. The administration fee is payable monthly in arrears. This means that if on an annual basis the Service Provider Fees are less than 0.41% (inclusive of GST less RITC) of the gross asset value of the Fund, NavralInvest is entitled to retain the balance of the administration fee as a fee for its administration of the Fund. Similarly, if the Service Provider Fees are greater than 0.41% (inclusive of GST less RITC) of the gross asset value of the Fund, NavralInvest will meet the excess from its own funds.

Operating Expenses

These are costs (other than the Service Provider Fees referred to above) which are generally incurred in the day-to-day running of the Fund and as well as any abnormal operating costs and expenses. Abnormal operating costs and expenses include events such as the costs of a meeting of unit holders or legal costs incurred defending legal proceedings.

Operating Expenses are deducted from the Fund as and when they arise and are accounted for in the unit price of the Fund.

The Fund's Constitution allows for the recovery of these expenses if incurred by the Responsible Entity in connection with the proper performance of its duties and obligations in operating the Fund and does not set a maximum limit on the amount that can be recovered. Operating Expenses are not included in the administration fee; nor are they paid by NavralInvest.

The Responsible Entity is not in a position to estimate the amount of the Operating Expenses that may be incurred by the Fund.

Transaction Costs

The transaction costs of buying and selling real estate in Australia, compared with other asset classes, is high. These costs are generally incurred regardless of whether an individual or the Fund is making the transaction.

These costs include real estate agents fees, buyer's agent fees, legal costs, stamp duty and other government charges. For shares and other securities, these include broker's costs. They are included in the total cost of an investment purchased by the Fund and are deducted from the proceeds of an investment sold by the Fund. These costs therefore are not included in or covered by the management fee and costs described above.

Buy-Sell Spread

This is the difference between the entry and exit prices of the Fund and is an additional cost to investors.

The purpose of the buy-sell spread is to allocate the costs of buying and selling assets fairly across unit holders, whether they are joining, leaving or remaining in the Fund. The buy-sell spread is retained by the Fund when units are issued or redeemed in the Fund. The buy/sell spread is reflected in the unit price and is not a fee payable to NavralInvest or to any other person.

The buy spread is 6% and the sell spread is 4% making a total buy/sell spread of 10%.

For example:

If the net asset value of the Fund is \$50,000,000 and there are 50,000,000 units on issue, the net asset value per unit will be \$1.00; then:

- the application price will be \$1.06 per unit (being $\$1.00 + (6\% \times \$1.00)$); and
- the withdrawal price will be \$0.96 per unit (being $\$1.00 - (4\% \times \$1.00)$).

Based on an application price of \$1.06, if you were to invest \$100,000 into the Fund, this would equal approximately 94,339 units ($\$100,000$ divided by $\$1.06 = 94,339.62$).

Based on a withdrawal price of \$0.96, if you were to withdraw \$100,000 from your unit holding, this would equal approximately 104,166 units (\$100,000 divided by \$0.96 = 104,166.66).

Please note that the above figures are not actual figures. They are intended to be illustrative only.

The Constitution does not impose a limit on the maximum buy or sell spread that may be set. The buy or sell spread may change from time to time as the costs of buying or selling assets fluctuates.

Adviser Remuneration

The fees and commissions payable to brokers, platforms and other intermediaries in relation to the distribution of units will be borne by NavralInvest.

Adviser Service Fees

Your financial adviser may also charge you fees and costs in addition to those described above for providing you with initial and ongoing advice. These fees and costs are payable separately by the investor and are not paid out from the Fund. Adviser service fees apply on an individually negotiated basis, so you should speak to your financial adviser about any adviser service fee that applies. Details of the fees and costs charged by your financial adviser, as well as the manner in which an adviser service fee will be paid by you, will be in the financial services guide and statement of advice which your financial adviser will give you. Always discuss fees with your financial adviser.

GST

Unless otherwise stated, all fees and charges are shown inclusive of Goods and Services Tax (**GST**) net of any Reduced Input Tax Credits (**RITC**) expected to be available to the Fund.

Tax

The taxation implications for investing in the Fund are set out in another part of this PDS.

Change of Fees

The fees and costs involved in managing and operating the Fund may change for a variety of reasons, including changes in the economic, regulatory and competitive environment.

Investors will receive not less than 30 days' notice of any proposed change.

NavralInvest reserves the right to waive, defer or reduce any of the fees and expenses described in this PDS without prior notice.

Under the Constitution, the Responsible Entity may charge an entry fee of up to 5% of the application price and an exit fee of up to 5% of the withdrawal price (each plus GST). It is not the current intention of NavralInvest to charge the exit fee. Nor is it the current intention of NavralInvest to charge the costs and expenses that maybe incurred in processing transfers of units (which the Constitution caps at 5% of the unit value of the units being transferred).

Differential Fees

NavralInvest may, at its discretion, charge, rebate or waive some of the fees (including the contribution fee and the management fee) to certain investors or their advisers. The payment and terms of rebates or waivers are at the discretion of NavralInvest. Rebates may be paid in cash or automatically invested in units, as agreed. These rebates are payable from the fees to which the Responsible Entity is entitled under the Constitution and therefore do not affect other unit holders.

Example of annual fees and other costs

This table gives an example of how fees and costs on a unit in the Fund can affect your investment over a 1 year period. You should use this table to compare this product with other managed investment products.

Example		Balance of \$50,000 with contributions of \$5,000 during the year
Contribution Fees	0% to 4.4% [1]	For every additional \$5,000 you put in you will be charged between \$0 and \$220.00
PLUS Management Costs	3.485% [2]	And , for every \$50,000 you have in the Fund, you will be charged \$1,742.50 each year
EQUALS Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of between \$1,742.50 and \$1,962.50 The exact amount it will cost you will depend on the fees you negotiate with your financial adviser

[1] This depends on what you negotiate with your adviser.

[2] This assumes that the management fee is payable on the gross asset value of the Fund without allowance for the value of investments in other funds managed by NavralInvest. It does not take into account any costs and expenses other than the Service Provider Fees.

All the above figures are GST inclusive.

Investor Information

Minimum Investment

The minimum initial investment is \$1,000. Thereafter, further investments may be made subject to a minimum of \$500 per subsequent application.

NavralInvest, as responsible entity, may decrease any of these limits at any time and may waive the requirement generally or on a case by case basis. If NavralInvest wishes to increase these limits then it may do so on giving not less than 30 days' notice on the website at www.navrainvest.com.au.

The minimum initial and subsequent investment amounts do not apply if you choose to invest through a master trust, wrap account or other administration platform. As an indirect investor, you will be subject to the rules of the master trust, wrap account or other platform. Please refer to the further information below.

Applications for Units

To make an investment into the Fund simply complete the application form attached to this PDS and post it to:

MacKenzie Coultas Funds Administration Pty Ltd
PO Box 244
KENT TOWN SA 5071

Payment may be made by cheque or by EFT.

Cheques should be made payable to "AETL acf Navra Structured Property Fund" and should accompany the application form.

Payment by EFT should be made to:

Bank: National Australia Bank
Account Name: AETL acf Navra Structured Property Fund
Account BSB: 082-067
Account Number: 16-722-1630

You will be required to identify the EFT payment by providing the investor name as the reference.

The application form and payment by cheque or EFT must be received by 2pm on the last business day of the month. If an application is accepted it will be dealt at the price per unit calculated as at the close of business on that business day otherwise it will be processed at the end of the following month.

Under the Constitution, NavralInvest, as responsible entity, has absolute discretion to accept or reject any application for units in the Fund including applications for less than the minimum, in part or in full, without giving a reason for the decision. To the extent that your application is rejected, NavralInvest will refund the relevant application moneys (less any taxes and bank charges), without interest, within 10 business days.

Foreign Persons

Foreign persons intending to acquire a direct or indirect interest in Australian real estate must seek the approval of the Government through the Foreign Investment Review Board (FIRB) unless specifically exempted by the Foreign Acquisitions and Takeovers Regulations. For

information regarding exemptions or the approval process, please contact FIRB or go to www.firb.gov.au.

It is the personal responsibility of investors, and not that of NavralInvest, to ensure that they are eligible to invest into the Fund.

Master Trust and Wrap Accounts

If you are investing through a master trust, wrap account, or another administration platform (Platform), the minimum investment amounts may be different and you do not need to complete the application form attached to this PDS. Instead, complete the forms the Platform operator requires and if you have enquiries, the Platform operator can help you.

Investors accessing the Fund through a Platform, (referred to as "indirect investors"), may use this PDS to give a direction to the Platform operator to invest in the Fund. If an investor invests through a Platform the Platform operator, and not the indirect investor, becomes an investor in the Fund. The Platform operator acquires the rights of an investor and can exercise, or decline to exercise them, on behalf of the indirect investor. This includes any cooling-off rights referred to below.

In addition to reading this PDS, an indirect investor should carefully read the Platform's offer document, which explains the service and the fees payable by the indirect investor to the Platform operator.

Cooling-Off

If you invest less than \$500,000 in the Fund and are not otherwise a 'wholesale investor' (as defined in the Corporations Act 2001) you have a 14 day cooling-off period in which to decide if the investment in the Fund is right for you. The 14 day period commences on the earlier of the date you receive your initial investment transaction advice or the end of the fifth day after the day on which your units are issued to you.

The amount of your refund will be based on the application price calculated as at the close of business on the last business day of the month following receipt of your request, less any non refundable tax or duty paid or payable and any reasonable administration or transaction costs. Accordingly, depending upon the circumstances, the amount refunded may be greater or less than the amount initially invested.

Cooling-off rights will not apply in certain circumstances, including distribution reinvestment, other additional investments and where the investment is made through an IDPS or other Platform. Nor are they available if the Fund were to become a non-liquid scheme. A scheme is only liquid if liquid assets account for 80% or more of the value of the scheme property. Assets are liquid if the Responsible Entity reasonably expects them to be able to be realised for market value within the time provided in the Constitution for satisfying redemption requests while the scheme is liquid which, in the case of the Fund, is 365 days.

Withdrawals from the Fund

General Withdrawals

Investors may apply to withdraw all or part of their investment in the Fund at any time by giving not less than 12 months' prior written notice. The notice is deemed to be received on the calendar quarter day (ie 1 January, 1 April, 1 July, 1 October) following receipt of the valid written withdrawal request and is effective on the last business day of the month preceding the calendar quarter day 12 months thereafter (ie for a notice deemed to have been received on 1 April, on the last business day of the following March).

NavralInvest may accept a shorter notice period at its discretion.

The minimum amount that an investor can redeem at any one time is \$500 subject to retaining a minimum holding in the Fund of \$1,000.

If the withdrawal would reduce the investment to a level below the minimum holding for the Fund, NavralInvest may either reject the request or treat it as a request to withdraw the whole of the investment in the Fund.

NavralInvest, as responsible entity, may vary these minimum levels, generally or on a case by case basis, at its discretion.

Restricted Withdrawals

Investors may apply to withdraw up to a maximum of 5.0% of their units by giving not less than 1 month's prior written notice. The notice is deemed to be received on the calendar quarter day following receipt of the valid written withdrawal request and is effective on the last business day of that month (ie for a notice deemed to have been received on 1 April, on the last business day of that month).

If the withdrawal would reduce the investment to a level below the minimum holding for the Fund, NavralInvest may either reject the request or treat it as a request to withdraw the whole of the investment in the Fund. NavralInvest, as responsible entity, may increase the maximum withdrawal amount, generally or on a case by case basis, at its discretion.

Withdrawal Requests

Applications for withdrawal must be made in writing or by completing the withdrawal form available from the NavralInvest website. The application must be sent to:

Mackenzie Coultas Funds Administration Pty Ltd
PO Box 244
Kent Town
SA 5071

The request must be signed by the appropriate signatories and must include your name, unit holding number, the number of units or the dollar value to be withdrawn and instructions on how the proceeds are to be paid.

Payment of the withdrawal proceeds will be made by electronic funds transfer to the investor's nominated Australian bank account in the name of the investor OR can be made as follows:

- credit to the investor's account at a previously nominated financial institution
- a cheque made payable to the investor and mailed to the previously nominated address.

Withdrawal Payments

Under the Constitution, NavralInvest, as responsible entity, is allowed up to 365 days to meet any withdrawal request at the withdrawal price as detailed below. Subject to the availability of sufficient liquid funds in the Fund, NavralInvest will seek to meet valid requests for withdrawal within 14 business days after the withdrawal price has been calculated by the Fund Administrator for the relevant last business day of the month.

Subject to any circumstances that prevent the calculation of unit prices, such as those that apply to the suspension of redemptions referred to below, the calculations will generally be made within 30 days after the relevant last business day of the month.

Suspension of Redemptions

Under the Constitution, NavralInvest, as responsible entity, has the right to suspend redemptions, for such period as is reasonable in the circumstances, which may be indefinite. Without limiting this general right, investors should note that the Responsible Entity may suspend redemptions when it reasonably believes:

- it is unable to determine the net asset value of the Fund (and thus the current unit application price or the withdrawal price) because:
 - for the purpose of converting any currency, there is a closure or restriction on trading in the relevant foreign exchange market;
 - a moratorium has been declared in a country in which the Fund has assets;
 - the realisation of assets of the Fund cannot be effected at prices which would be obtained if the assets were realised in an orderly fashion over a reasonable period in a stable market; or
 - assets of the Fund cannot be redeemed; or
- the failure to suspend redemptions may unfairly prejudice the interest of the investors or may not be in the interest of the investors.

NavralInvest, as responsible entity, must also suspend redemptions if the Fund becomes a non-liquid scheme.

Transfers

An investor may transfer all or part of his/her units to another person at any time subject to each of the following:

- the transferee (the person to whom the units are being transferred) meets all the application requirements of the Fund
- the transfer complies with the format and procedures approved by NavralInvest
- the amount transferred is a minimum of \$500
- if part of the investment holding is being transferred, both the investor and the transferee must have a minimum investment balance of \$1,000 after the transfer.

Unit Pricing

The unit price of the Fund will be determined as at the last business day of each month and may be determined more or less frequently.

The unit price is calculated by determining the net asset value of the Fund and dividing this value by the number of units on issue on the calculation date. The net asset value of the Fund may include realised and unrealised capital gains, income received and accrued but not yet received and not yet distributed and expenses incurred and accrued but not yet due and payable or not yet paid. In accordance with the Constitution, the Responsible Entity may adjust the net asset value by a fair and reasonable estimate of any liabilities that have not yet accrued that the Responsible Entity determines should be taken into account. This adjustment will include any buy spread received but not yet spent. Investors who buy units in the Fund before a distribution date should be aware that the unit price will include income accumulated in the Fund since the last income distribution was made. This income will subsequently be distributed and will form part of an investor's taxable income. After the distribution, the unit price may drop to reflect the distribution that has been paid.

The application price is the current unit price plus the buy spread, which as at the date of this PDS is 6% (refer to Buy-Sell Spread on page 14).

The withdrawal price is the current unit price less the sell spread which as at the date of this PDS is 4% (refer to Buy-Sell Spread on page 14).

Under an ASIC class order, NavralInvest is required to prepare certain documents describing how any discretions are exercised when calculating unit prices. These documents are available on request from NavralInvest at no charge.

Valuation of the Australian Residential Property Portfolio

Each residential property held by the Fund as part of the Australian Residential Property Portfolio will be valued by an independent real estate valuer before acquisition and thereafter as at 30 June each year (unless the property was acquired between 1 March and 29 June in a year, in which case the first independent valuation will be undertaken as at the second 30 June after acquisition). The valuer must be registered in the Australian state or territory in which the property is situated and include a statement in the valuation report as to whether the valuation complies with all relevant industry standards and codes. No valuer may undertake more than 3 consecutive valuations of the same property and once the Fund holds more than 3 residential property investments, no valuer may undertake valuations for more than 50% (by number or value) of the properties held by the Fund.

On acquisition, each property will be included in the monthly net asset value calculation at cost until the next independent valuation which will normally be as at the following 30 June.

Thereafter, the value of each property as at each monthly valuation date until the following 30 June, will be based on an amount determined by NavralInvest with reference primarily to factors such as the 10 year annualised growth of Australian property values published by independent property research and valuation organisation.

NavralInvest reserves the right to adjust the value of a property at any time at its discretion in the event of circumstances which in the opinion of NavralInvest make an adjustment necessary to reflect a change in the value of the property. NavralInvest may also at its discretion require an independent valuation of a property at any time. In these circumstances, where the valuation of a property is adjusted by NavralInvest or changes by reason of an independent valuation, the property will be valued at the next monthly valuation at the revised valuation and the value will be increased by an amount determined by NavralInvest, as indicated above at each subsequent valuation date until the following 30 June.

Distributions

Distributions of the net taxable income of the Fund will be made on an annual basis as at 30 June each year. Distributions will normally be paid within one month after the relevant period end. The Responsible Entity may make additional distributions at its discretion.

The net income of the Fund may include rent, interest, realised capital gains and other income. The Fund does not distribute unrealised revaluation gains.

The amount of the distribution you receive will depend upon the net income of the Fund and the number of units held proportionally to the number of units on issue. The amount of distribution will vary and there may be times when no income is distributed to unit holders.

Distributions are not paid by cheque. If you do not provide valid bank account details to receive distributions, your distribution may be reinvested at the discretion of the Responsible Entity and subject to the conditions of the Constitution.

You may elect on the application form, or at any time in writing prior to a distribution date, to reinvest your distributions as additional units in the Fund.

Units issued as a result of distribution reinvestment will be issued at the ex-distribution price of the distribution date, without the addition of the buy spread or deduction of any contribution fee. You will receive confirmation of the amount of the distribution, the price at which your distribution has been reinvested, the number of additional units issued as well as your new unit balance.

Taxation

The comments made in this section are general in nature and only apply to investors who are residents of Australia for income tax purposes and hold their units on capital account.

It is recommended that investors consult their own taxation adviser about their own specific taxation circumstances, particularly investors that do not acquire their units on capital account, and investors who are non-residents of Australia for income tax purposes.

Tax Position of the Fund

Generally, no Australian income tax will be payable by the Fund because the Fund will distribute all net taxable income (including net capital gains) that the Fund derives.

If the Fund incurs a revenue tax loss, it must be carried forward and may be applied against assessable income in future years subject to the Fund satisfying the statutory rules for tax losses.

The tax implications for an investor depend on the components of the distribution received.

Tax Position of Australian Resident Investors

Distributions

Investors must include their proportion of the net taxable income in their income tax return for the year it was earned by the Fund even if the distribution is reinvested to acquire additional units or payment of the distribution is after 30 June.

Franked Dividends

Where the Fund invests in Australian equities, an investor's share of the Fund's net taxable income may include an entitlement to franking credits. Depending on the investor's particular circumstances, these amounts may be available to offset their tax liability or be paid as a refund if the franking credits exceed their total tax liability.

Under certain circumstances, an investor's entitlement to franking credits may be denied where they have not held the units at risk for at least 45 days.

Capital Gains

Taxable net capital gains made by the Fund may be distributed to you. The Fund may also distribute the non-assessable portion of a discount capital gain. No adjustment to the cost base of the investor's units will be required in respect of the non-assessable discount capital gain concession.

Disposal of Units

Investors may be liable for capital gains tax on gains realised on disposal of their units in the Fund. Disposal of units may be in the form of redemption or transfer.

If you have held your units for at least 12 months, individuals and trusts may be entitled to a capital gains discount of 50% whereas complying superannuation funds may be entitled to a discount of 33.33%.

Non-assessable amounts (if any) other than those relating to the discount capital gain concession, that are distributed to you may reduce the cost base of your units, which will result in an increased capital gain or a reduced capital loss on the subsequent disposal of units.

Goods and Services Tax ("GST")

Given the nature of the Fund's activities, the Fund will not be able to claim 100% of input tax credits incurred but may be entitled to claim a Reduced Input Tax Credit ("RITC"), which represents 75% of the GST applicable to management costs and certain other expenses.

No GST obligations arise for investors on the application, redemption or transfer of units in the Fund.

Distributions made by the Fund will also not be subject to GST.

Tax File Number ("TFN") and Australian Business Number ("ABN")

It is not compulsory for investors to quote their ABN, TFN or apply for an exemption. However, failure to do so may cause the Fund to withhold tax at the highest marginal rate plus the Medicare Levy (currently 46.5%) from certain payments if this information is not provided.

Investment Summary Statement

To help you complete your tax return, you will be sent an annual Investment Summary Statement for taxation purposes. It will set out the taxable and non-taxable components of the Fund's distributions during the year.

About NavralInvest and its Service Providers

NavralInvest

NavralInvest Limited was incorporated on 15 July 2002 and has been granted an Australian Financial Services Licence by ASIC which includes the authority to operate registered managed investment schemes. The NavralInvest management team has experience in the management of Australian residential property, Australian shares and cash investments. As at the date of this PDS we are the responsible entity of the Navra Structured Property Fund ARSN 141 274 446 in respect of which this PDS is issued. We are also the responsible entity of the Navra Blue Chip Australian Share Retail Fund ARSN 104 384 974 and the Navra Blue Chip Australian Share Wholesale Fund ARSN 104 384 894. You may obtain details of the size and performance of these funds at any time by visiting our website at www.navrainvest.com.au or by contacting Investor Services on 1300 656 131. Alternatively, you may contact your financial adviser.

While NavralInvest has the overall responsibility for the operation of the Fund, it has the power to engage others to perform certain of its duties. It has appointed Australian Executor Trustees Limited to provide custodial services and MacKenzie Coultas Funds Administration Pty Ltd to provide fund administration, accounting and unit registry services.

Custodian

NavralInvest has appointed an independent custodian to hold the assets of the Fund. The Custodian of the Fund is Australian Executor Trustees Limited. Australian Executor Trustees Limited is one of Australia's largest and oldest statutory trustee companies. It has a wealth of experience in acting as either trustee or custodian. Australian Executor Trustees Limited is part of Australian Wealth Management Limited, which in turn is part of IOOF Holdings Ltd, a leading provider of wealth management products and services in Australia, which is listed on the Australian Stock Exchange.

The Responsible Entity has appointed Australian Executor Trustees Limited under a Custodian Agreement. The Custodian's main role is to hold the assets in its name and act on the direction of the Responsible Entity to effect cash and investment transactions. Australian Executor Trustees Limited has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to a unit holder for any act done or omission made in accordance with the Custodian Agreement. Australian Executor Trustee Limited's role as Custodian is limited to holding the assets of the Fund.

Australian Executor Trustees Limited has not withdrawn its consent to be named in this PDS as custodian of the Fund in the form and context in which it is named. Australian Executor Trustees Limited does not make, or purport to make, any statement that is included in this PDS and there is no statement in this PDS which is based on any statement by Australian Executor Trustees Limited. To the maximum extent permitted by law, Australian Executor Trustees Limited expressly disclaims and takes no responsibility for any part of this PDS other than the references to its name. Australian Executor Trustees Limited does not guarantee the repayment of capital or any particular rate of capital or income return.

Additional Information

Personal Information and Privacy

NavralInvest requires personal information to be able to identify you uniquely and to provide you with appropriate information and the best standards of service. It may also have to collect certain personal information to comply with anti-money laundering and counter-terrorism financing legislation in Australia and in other jurisdictions that may apply to the Fund as indicated below. NavralInvest may use your personal information to administer your investment, to conduct research and to keep you informed of future investment opportunities, products and services of a similar type. In addition, NavralInvest may provide personal information to your financial adviser or broker and to the Fund Administrator and to other parties for certain purposes such as outsourced unit registry and administration services and bulk mailing to unit holders.

If you do not provide the information requested in the application form, your application may not be able to be processed.

The Privacy Act 1988 (as amended) governs the use of a person's personal information. The Act sets out principles governing the ways in which organisations collect, use, disclose, keep secure and give people access to personal information. NavralInvest is committed to managing personal information in accordance with the Act. The privacy of your personal information is very important to NavralInvest. NavralInvest's privacy policy broadly outlines what personal information is collected, how it is stored, used and disclosed and how it may be accessed and if need be corrected. A copy of the privacy policy of NavralInvest is available to you on request or may be accessed through www.navrainvest.com.au.

As a unit holder, you may request access to your personal information in relation to your investment in the Fund by writing to NavralInvest at the address set out in this PDS.

It is not compulsory for you to provide certain personal information requested by NavralInvest. However, if some of the personal information is not provided by you, NavralInvest may not be able to process your application, administer your investment in the Fund or comply with any investment or redemption instructions that you may provide.

Anti-Money Laundering

The Responsible Entity is required to comply with the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (**AML/CTF Law**). This means that the Responsible Entity will require you to provide personal information and documentation in relation to your identity when you invest in the Fund. The Responsible Entity may need to obtain additional information and documentation from you to process your application or subsequent transactions or at other times during your investment.

The Responsible Entity may need to identify:

- an investor (including all investor types noted on the application form) prior to purchasing units in the Fund. The Responsible Entity will not issue units to you until all relevant information has been received and your identity has been satisfactorily verified;
- your estate – if you die while you are the owner of units in the Fund, the Responsible Entity may need to identify your legal personal representative prior to redeeming units or transferring ownership; and
- anyone acting on your behalf, including your power of attorney.

In some circumstances, the Responsible Entity may need to re-verify this information and may request additional information.

By applying to invest in the Fund, you also acknowledge that the Responsible Entity may decide to delay or refuse any request or transaction, including by suspending the issue or withdrawal of units in the Fund, if it is concerned that the request or transaction may breach any obligation of, or cause the Responsible Entity to commit or participate in an offence under, any AML/CTF Law, and the Responsible Entity and its related bodies corporate, affiliates, associates or officers will incur no liability to you if it does so.

Complaints

If you have a complaint you should notify NavralInvest in writing or call NavralInvest on 1300 656 131. NavralInvest will treat any complaint very seriously and will endeavour to address and resolve it in as reasonable a timeframe as possible.

NavralInvest will acknowledge the receipt of any complaint in writing within 14 days. NavralInvest will investigate your complaint and decide what action is required and notify you of the decision in relation to the complaint along with available resolutions within 45 days of receipt of your complaint.

Any complaint should be addressed to:
The Compliance Officer
NavralInvest Limited
Suite 203, Level 2,
21 Berry Street,
North Sydney NSW 2060

NavralInvest is a member of the Financial Ombudsman Service (FOS), an independent body approved by ASIC to consider complaints. If you are not satisfied with the way your complaint has been handled you may refer the matter to FOS for resolution.

FOS contact details are:
Financial Ombudsman Service
G P O Box 3
Melbourne VIC 3001
Telephone: (free call) 1300 780 808
Facsimile: 03 9613 6399
Email: info@fos.org.au
FOS is an independent body and is approved by ASIC to consider and review complaints and review complaints of up to \$500,000.

If you are investing in the Fund through a master trust, wrap account or other administration platform then any complaint should be directed to the operator of that service and not to NavralInvest.

Reporting to Investors

To keep you up to date with your investment, the following information will be provided:

- confirmation of every transaction you make;
- annual transaction reports – including your opening and closing balances, a summary of all transactions on your account, any increases in contributions and any return on investments during the reporting period;
- following the end of the tax year, a report to help you with your tax return;
- each year (usually before the end of September), the audited annual financial report of the Fund (if you elect to receive this you can indicate this on the application form); and
- notice of any material changes to this PDS and any other significant event.

If you are investing through a master trust, wrap account or other administration platform then reports on your investment will come from the operator of that service, not from NavralInvest and may be different from the reports above.

As the Fund is expected to have more 100 investors it will be regarded as a disclosing entity under the Corporations Act 2001. As a disclosing entity it is subject to certain regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

Once the Fund is a disclosing entity, an investor in the Fund has the right to obtain the following documents from NavralInvest free of charge:

- the most recent annual report;
- the half yearly financial report lodged with ASIC in respect of the Fund;
- any continuous disclosure notices issued in respect of the Fund after lodgement of the annual report and prior to the date of this PDS.

In accordance with ASIC policy, the Responsible Entity has elected to make all of the above documents, as well as any other information that needs to be provided to investors under ASIC policy, available on the website at www.navrainvest.com.au instead of lodging continuous disclosure notices with ASIC. Investors are encouraged to check this website regularly for such information. If this practice ceases, the Responsible Entity will notify investors.

Unit Holder Rights and Obligations

Fund Constitution

The Fund is regulated by the Corporations Act 2001, the Corporations Regulations and its Constitution dated 21 December 2009 (as may be amended from time to time).

The Constitution deals with (among other items):

- the rights, duties and obligations of the responsible entity
- liability and indemnity of the responsible entity
- rights, interests and liabilities of investors
- investment, valuation and borrowing powers
- fees and recoverable expenses
- unit issue and redemption procedures
- convening and conduct of investor meetings
- transfer of units
- rights to distributions
- duration and termination of the Fund.

Please refer to the Constitution and the Corporations Act 2001 to obtain complete details. A copy of the Constitution may be inspected at the office of NavralInvest during normal business hours. NavralInvest will provide a copy of the Constitution to any unit holder upon written request.

NavralInvest may amend the Constitution if it believes that the variation will not adversely affect investors. Any other variation must be approved by a resolution of investors in the Fund where 75 percent of votes cast must be in favour.

Rights attaching to Units

A unit in the Fund confers on the unit holder the right:

- to receive distributions, according to the number of units registered at each distribution date
- if the Fund is terminated, to receive distributions of both capital and income pro rata to the number of units registered at such termination
- on death, to pass the units to a surviving joint holder, or otherwise to the investor's estate
- to call a meeting of investors, or holders of units, in accordance with the Corporations Act 2001 and the Constitution.

Position of the Responsible Entity

NavralInvest is the holder of AFSL No. 226358 issued by ASIC and is the issuer of this PDS and of units in the Fund. NavralInvest's role is to administer the Fund in accordance with the Constitution. In carrying out its role, NavralInvest must comply with the Corporations Act 2001 and must:

- act honestly and in the best interests of all unit holders;
- exercise due care and diligence;
- treat unit holders in the Fund fairly and those who hold units in the same class equally; and
- give priority to the interests of unit holders in the event of a conflict between the interests of the Responsible Entity and those of unit holders.

The Rights of NavralInvest

NavralInvest may rely on the professional advice of barristers or solicitors, information supplied by you or by bankers, accountants, valuers and other experts.

NavralInvest is not liable to any unit holder for making tax or similar payments. NavralInvest is entitled to be indemnified out of the property of the Fund for any liability incurred by it in properly performing any of its duties or exercising any of its powers in relation to the Fund or in attempting to do so. NavralInvest is not liable to unit holders to any greater extent than the assets held in the Fund, or received, or to be received by it, except to the extent of any fraud, negligence, default, breach of trust or duty by NavralInvest.

NavralInvest may retire effective on appointment of a new responsible entity. Any retirement and appointment of a replacement responsible entity must be in accordance with the Constitution and the Corporations Act 2001.

Interests of NavralInvest

No benefit has been paid or given to NavralInvest or a director of NavralInvest in relation to the promotion of the Fund other than as set out in this PDS. From time to time, NavralInvest and its directors may invest in the Fund and/or hold securities, in their own personal capacities, in which the Fund may invest.

Rights to change terms and conditions

NavralInvest reserves the right to change the terms and conditions set out in this PDS by giving not less than 90 days' prior written notice to investors. No change will, however, operate in a manner that adversely affects the position of unit holders without approval from the unit holders.

The Compliance Plan

NavralInvest has adopted a Compliance Plan to ensure compliance with the Corporations Act 2001 in so far as it relates to registered managed investment schemes. The Compliance Plan aims to document compliance risks and the way in which these are monitored, to provide a basis on which compliance adherence can be audited and to allocate responsibility for compliance monitoring within NavralInvest. A compliance committee with two external members has been appointed. The Compliance Plan has been lodged with ASIC and is subject to an annual audit.

How to Complete the Application Form

1. Complete the information required in the application form at the back of the PDS.
Please read Section 1 below for further instructions.
2. Provide the identification and verification documents listed in Section 2. These documents are required under the Anti-Money Laundering and Counter-Terrorism Financing regulations in Australia.

The application form, your payment as set out in section C of the application form and certified copies of the documents required to verify your identity should be sent to:

MacKenzie Coultas Funds Administration Pty Ltd
PO Box 244
Kent Town, SA 5071

Section 1

General

- Please use CAPITAL LETTERS and a black ball point when completing the form.
- For joint investors we require the usual residential address of each investor. You may only elect one postal address for all notices and correspondence.
- Your usual residential address cannot be your financial adviser's address or a PO Box.
- Company applications should include a contact name and ACN, ABN, or ARBN as applicable.
- For company applications we require the full address of the registered office, plus principal place of business.
- Individual applicants should be 18 years of age or over.
- You can invest on a minor's behalf by putting their name in the account designation box at the end of section A. The unit holder will not, however, be the minor.

Tax File Number (TFN)

You are not obliged to provide your TFN, ABN or claim an exemption. However, if you do not do so we are required to deduct tax from distributions of income made to you at the highest marginal rate, plus Medicare Levy (if you are an Australian resident). Tax File Numbers for minors will not be accepted. If you are claiming an exemption, write the full name of the benefit you receive eg age pension, service pension, special benefit pension etc.

Application Instructions

The minimum application for units in the Fund is \$1,000.00 (and thereafter in multiples of \$500.00).

Please cross your cheque "not negotiable" and make it payable to "AETL acf Navra Structured Property Fund". Cash is not accepted. If payment is made by EFT the application money should be sent to the bank account details of which are set out in section C of the application form.

Account operation instructions

Please indicate how you wish your account to be operated. In the case of joint accounts, you may request joint signatures or allow either signatory to sign. For a company or trustee please indicate your operation instructions by ticking the appropriate box. See section F of the application form.

Examples of Correct Names and Account Designations

Type of Investor	Correct Name	Incorrect Name	Signature(s) required
Individual/joint holding Use full name of each applicant, not initials	Luke John Smith Susan Mary Smith	Luke J Smith Susan M Smith	Each applicant
Company holding Use full company name	ZYX Pty Ltd	ZYX inc ZYX Co ZYX p/l	2 directors; A director and secretary; A single director if a sole director company
Minors Use full name of each applicant, not initials. Use minor name as beneficiary	Susan Mary Smith a/c designation <Josh Smith>	Josh Smith	Each applicant (not minor)
Superannuation funds/trusts – individual trustee(s) Use trustee(s) personal name(s) Use fund/trust name as beneficiary	Susan Mary Smith a/c designation <Susan Smith Trust> <Susan Smith Super Fund>	S M Smith Trust S M Smith Super Fund	Each trustee
Superannuation funds/trusts – corporate trustee Use trustee company name. Use fund/trust name as beneficiary	ZYX Pty Ltd <ZYX Trust> <ZYX Super Fund>	ZYX Trust ZYX Super Fund	Trustee – as per company holding above

Distributions and Redemptions

Distributions (if not reinvested) will be paid directly into your bank account specified in section E. Please ensure that you complete all details of the institution in full. Redemptions will also be paid directly into your bank account (unless you specify in the redemption request that they are to be paid to you by cheque).

Request for Information

It is very costly to print and distribute the annual accounts to unit holders. We are not required to send you the annual accounts unless you request them. We suggest that if you wish to receive a report, that you tick the box “email notification”. If this is done, we will send you notice by email of a link to take you to a website which contains the annual financial statements. See section G of the application form.

Signature(s)

You should ensure that you have read the attached PDS in full before signing the application. Joint applications must be signed by all persons. If the application is being signed under Power of Attorney please enclose a certified copy of the Power of Attorney and appropriate photo identification for the attorney.

Adviser Information and Declaration

All advisers must read and sign the declaration to certify they have complied with the Australian Anti-Money Laundering and Counter-Terrorism Financing legislation, as certain due diligence must be conducted on any prospective investor before units in the Fund may be issued to that investor. The due diligence includes verifying a prospective investor’s identity. See section K of the application form.

Investors Appointing an Agent

This section applies to applicants where:

- one or more of joint applicants wishes to appoint one of the other joint applicant(s) as its agent;
- an individual wishes to appoint another person as his or her agent;
- a company wishes to appoint one of its officers, or some other person, as its agent;
- a partnership wishes to appoint one of their partners, or some other person, as their agent;

to act for the appointing applicant(s) whenever an additional investment is being made in the Fund. If you wish to appoint an agent, you must complete the separate authorisation under section F of the application form.

The following conditions and acknowledgments apply to the appointment of an agent:

1. An agent of the applicant has authority, until the applicant advises NavralInvest in writing to the contrary to apply for units in the Fund on behalf of the applicant and to sign all documents.
2. Where the agent is a company or a partnership, the powers vested in the agent are taken to extend respectively to any director, partner or authorised officer of the agent, as long as appropriate supporting documentation is received by NavralInvest.
3. NavralInvest may, after giving not less than 14 days' prior written notice to the applicant who has appointed an agent, vary these conditions or cancel this appointment, without prejudice to paragraphs 4 and 5 below.
4. The applicant and the agent, during the term of the agent's appointment and at all times thereafter, discharges and indemnifies NavralInvest from and against all actions, proceedings, claims, losses and/or any other liabilities incurred directly or indirectly in consequence of the appointment of the agent, except if and to the extent that, the loss or liability is attributable to NavralInvest negligence or wilful default.
5. The applicant irrevocably ratifies each and every action taken by the agent pursuant to its appointment and agrees that the applicant and every person claiming through or under the applicant has no claim in relation to any action or any payment made or purporting to be made to or at the direction of the agent against the Fund, the Fund property or NavralInvest, at any time.
6. The agent may not delegate its powers or duties to any other person.

Lodging the application

Please mail the completed application form, along with the documents to certify your identity to:

MacKenzie Coultas Funds Administration Pty Ltd
PO Box 244
Kent Town, SA 5071

Please ensure payment is made in full by cheque with the application form or by EFT transfer to the bank account specified in section C of the application form.

Units in the Fund are issued when a properly completed application form issued together with the PDS dated 1 February 2010 is received and clear funds are available. Both events have to have occurred before units will be issued. Please ensure you sign in section J of the application form.

If you have any queries please call your financial adviser or contact NavralInvest:

- Internet: www.navrainvest.com.au
- Phone: 1300 656 131
- Mail: Suite 203, Level 2, 21 Berry Street, North Sydney, NSW 2060

Important Notice

The Corporations Act 2001 prohibits any person from passing on to another person the application form which was attached to this PDS for the issue of units, unless the application form is attached to or accompanies a complete and unaltered copy of the PDS. A person who gives another person access to the application form must at the same time and by the same means give the other person access to the PDS. Applications for units will only be accepted if made on an application form issued together with this PDS.

Section 2

- (1) Anti-Money Laundering and Counter-Terrorism Financing
- (2) Identification requirements
- (3) Authorisation of another person to operate your account

Australian anti-money laundering and counter-terrorism financing legislation requires NavralInvest to adopt and maintain an anti-money laundering and counter-terrorism financing compliance program. An integral part of that AML/CTF program is to carry out certain due diligence on any prospective investor before units in the Fund may be issued to that investor. The due diligence includes verifying a prospective investor's identity. Applications made without providing this information cannot be processed until all the necessary information has been provided. The AML/CTF program also includes ongoing customer due diligence which may require NavralInvest as responsible entity of the Fund, to collect further information.

If you are lodging your application through a financial adviser, who has completed section K of the application form, you are not required to include the identification and verification documents referred to in this Section 2 with your application. Your financial adviser will complete the identification process and retain these documents.

(a) Requirements for Individuals / Sole Traders

If you are an individual investor or sole trader, you will need to give us certified copies of one document from column [1] OR one document from each of column [2] AND [3]:

Please note: that for Trusts, Partnerships, Associations and Co-Operative applicants, if you are required to complete the individual section of the application then you must also provide the documents required for an individual applicant.

Reliable and Independent Documentation				
<input type="checkbox"/> DO NOT SEND ORIGINALS; CERTIFIED COPIES ONLY				
Column [1] Primary Photographic (one proof required)	OR	Column [2] Primary Non-Photographic (one proof required)	OR	Column [3] Secondary Identification (one proof required)
<input type="checkbox"/> Australian Driver's licence		<input type="checkbox"/> Birth certificate		<input type="checkbox"/> Commonwealth, State and Territory financial benefits notice (less than 12 months old)
<input type="checkbox"/> Valid Australian passport #		<input type="checkbox"/> Commonwealth citizenship certificate		<input type="checkbox"/> Tax notice (less than 12 months old)
<input type="checkbox"/> State or Territory proof of age card		<input type="checkbox"/> Pension card		<input type="checkbox"/> Local utilities provider notice (less than 3 months old)
<input type="checkbox"/> Foreign Passport*		<input type="checkbox"/> Health card issued by Centrelink		
<input type="checkbox"/> National ID Card issued by a foreign government containing a photograph & signature*		<input type="checkbox"/> Foreign citizenship certificate or birth certificate*		
<input type="checkbox"/> Foreign Driver's licence with photograph & date of birth*				

A passport that expired within the two years prior to submitting the application form will also be accepted.

*Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

There is a wide range of persons who may certify your documents. These include the following:

Who may certify your documents as being a true and correct copy of the original		
<input type="checkbox"/> Judge	<input type="checkbox"/> Finance company officer*	<input type="checkbox"/> Full-time employee of a post office*
<input type="checkbox"/> Lawyer	<input type="checkbox"/> Full-time employee of a bank*	<input type="checkbox"/> Authorised representative of a holder of an Australian financial services licence*
<input type="checkbox"/> Notary Public	<input type="checkbox"/> A member of the Institute of Chartered Accountants in Australia, CPA or NIA membership*	<input type="checkbox"/> Australian Consular Officer or Diplomatic Officer
<input type="checkbox"/> Magistrate		
<input type="checkbox"/> Justice of the Peace		
<input type="checkbox"/> Police Officer		
<input type="checkbox"/> A Registrar or Deputy Registrar of a court		

* Those persons marked with an asterisk * are required to have two or more years of continuous service or membership.

The eligible certifier must include the following information:

- Their full name
- Address
- Telephone number
- The date of certifying
- Capacity in which they are eligible to certify, and
- An official stamp/seal if applicable

The certified copy must include the statement, "I certify this is a true copy of the original document".

For photographic documents, the certified copy must include the statement, "I certify this is a true copy of the original document and the photograph is a true likeness".

(b) *Non-Individual Investors*

Different identification and verification requirements apply to prospective investors who are not individuals, such as companies, other bodies corporate, trusts; including superannuation trusts, partnerships, associations and registered co-operatives.

- **Australian Companies** – Any one of the following documents: a certified copy of the certification of registration or licence or other records of the relevant commonwealth, state or territory statutory regulator or a public document issued by the relevant company.
- **Foreign Companies** – please contact NavralInvest for verification information required.
- **Trusts & Trustees** - If the trust is a:
 - **Registered managed investment scheme, regulated trust or government superannuation fund** – any one of the following documents: a certified copy or relevant extract from the relevant regulator’s website showing the full name of the trust, and that the trust is a registered scheme, regulated trust or government superannuation fund.
 - **Other trust type** - any one of the following documents: a certified copy or extract of the Trust Deed showing the name of the trust, or letter from a solicitor or qualified accountant that confirms the name of the trust, or a notice issued by the ATO within the last 12 months (eg Notice of Assessment).
 - **Individual Trustee** - verification of the Trustee’s full name, date of birth and residential address is required by completing the individual verification document.
 - **Australian Company Trustee** – a certified copy of the certification of registration.
 - **Australian Listed Company or majority owned subsidiary of an Australian Listed Company or is a regulated company** - a certified copy of a public document issued by the relevant company.
 - **Foreign Company Trustee** please contact NavralInvest for verification information required.
- **Partnerships, Associations, and Registered Co-operatives** - please contact NavralInvest for verification information required.

Important:

There may be instances where we do not receive sufficient information from you (including certified identification documents). Where this happens, we will contact you to request the necessary information. We recommend you carefully complete the application form and attach necessary identification documents.

If your application is incomplete and if the additional information is not provided on request, we may return the application and the application money to you.

The Australian anti-money laundering requirements may require further due diligence procedures to be undertaken or require the collection of further information from investors.

Enquiries and further information

If you require assistance in completing the application form or if you are in any doubt as to what information must be provided with the application form or have an inquiry or require further information from NavralInvest :

Please telephone: 1300 656 131
Monday to Friday between 8.30am and 5.30pm EST (excluding NSW public holidays)

Send a facsimile to: 61+2 9087 1877

Write to: Suite 203
Level 2
21 Berry Street
North Sydney NSW 2060

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Navra Structured Property Fund ARSN 141 274 446

Application Form

NavralInvest Limited ABN 46 101 355 239; AFS Licence Number 226358

Units in the Navra Structured Property Fund ARSN 141 274 446 issued by NavralInvest pursuant to the PDS dated 1 February 2010 are only issued and drawdown of the Loan will only occur on receipt of:

- this application form;
- verification of the applicant's identity; and
- payment in full.

The minimum initial investment is \$1,000.00 (and thereafter in multiples of \$500.00).

Follow the instructions on pages 25 – 29 of the PDS on how to complete this application form.

It is important to read the PDS carefully and in full. A person who gives another person access to the application form must at the same time and by the same means give the other person access to the PDS and any supplementary PDS. If you have obtained this PDS electronically, we will send you a paper copy, any supplementary PDS and the application form, upon request free of charge.

Please use CAPITAL LETTERS and a black ballpoint pen when completing this application form.

SECTION A – INVESTOR DETAILS

What type of entity is applying? Please tick one box ONLY.

- Individual, Joint or Sole Trader – complete A1
 Partnership – complete A1 & A2
 Company – complete A1 (Directors) & A2
 Trust / Super Fund with Individuals as Trustee – complete A1 (Trustees) & A3
 Trust / Super Fund with Corporate Trustee – complete A1 (Directors), A2 (company) & A3
 Other:

A1 Individual Investor Details (including individuals acting as trustee, partners of a partnership and corporate directors)

INVESTOR 1 (Your name MUST match your ID exactly).

Title: Given Names (in full):

Surname:

Date of Birth (dd/mm/yyyy): / /

Australian Tax File Number: OR Not Australian Tax Resident

Residential Address:

City/Suburb/Town: State: Postcode:

Country:

INVESTOR 2 (Your name MUST match your ID exactly).

Title: Given Names (in full):

Surname:

Date of Birth (dd/mm/yyyy): / /

Australian Tax File Number: OR Not Australian Tax Resident

Residential Address:

City/Suburb/Town: State: Postcode:

Country:

A2 Corporation, Corporate Trustees or Partnership Details

Name:

Name of Contact Person:

Registered Office Address:

Principal Place of Business Address:

Type of Company: Public Private

Partnership (Please tick if applicant is a partnership)

Country of Registration/Establishment:

ACN or ABN:

OR Foreign Company ID Number:

Australian Tax File Number:

OR Not Australian Tax Resident

For a private company: (1) How many directors are there?

DIRECTORS' FULL NAMES (in CAPITALS):

(2) Provide the following details for all **individuals** who beneficially own 25% or more of the company's issued capital.

FULL NAME: RESIDENTIAL ADDRESS:

For a Partnership : (1) Provide the following details for each partner in the Partnership.

FULL NAME: RESIDENTIAL ADDRESS:

(Please note: at least one partner in the Partnership will also need to complete Section A1 of this application form)

Minor Account Designation

Name of minor as designation

A3 Trusts or Super Fund Details

Name of Trust or Fund:

Country of Establishment:

Trustee of Trust or Fund:

(Please note: corporate trustees must also complete Section A2 of this application form and individual trustees, Section A1 of this application form)

TRUST TYPE:	PROVIDE THE FOLLOWING:
Registered Managed Investment Scheme	Australian Registered Scheme Number (ARSN)
Regulated Trust (e.g. an SMSF)	Name of the regulator (e.g. ASIC, APRA, ATO) The trust's ABN or registration / licensing details
Other Trust Type (e.g. family, unit, charitable, estate)	Beneficiary details and certified extract of the trust deed (showing name of trust)

ARSN:

ABN:

Name of Regulator of the Fund:

Registration / Licensing Details:

For Other Trusts: A certified extract of the Trust Deed is attached to this application.

Beneficiary Details:

1. Full Name:

2. Full Name:

3. Full Name:

4. Full Name:

SECTION B – ACCOUNT CONTACT DETAILS

Joint investors with different residential addresses must elect one postal address in this section. We will not accept your financial adviser's address.

Account Designation (Optional):

Main Contact:

Postal Address:

City/Suburb/Town: State: Postcode:

Country:

Email Address:

Telephone (Home): Area Code: Number:

Telephone (Business Hours): Area Code: Number:

Mobile: Fax: Area Code: Number:

SECTION J - DECLARATIONS & SIGNATURES

YOU SHOULD READ THE PDS IN FULL BEFORE SIGNING THIS APPLICATION FORM

By completing the application form you:

1. declare that you have read and understood this PDS
2. understand that the Privacy Act 1998 (Cwth) allows you to access and/or correct information held by NavralInvest or its service providers and agree to the collection, use and disclosure of your personal information provided in the application form
3. declare that you have received this PDS personally, or a print out of it, accompanied by or attached to the application form before signing the form
4. declare that all information provided in the application and any other information provided in support of the application is true and correct
5. declare if you have received the PDS from the internet or other electronic means, that it was received either personally or a printout accompanied the application form before making an application for units in the Navra Structured Property Fund
6. acknowledge that none of NavralInvest or the Custodian or any member of their respective groups or any of their directors or associates or any other entity guarantees the performance of or the repayment of capital invested in, or income from the Fund
7. declare that if the application is signed under power of attorney, you have no knowledge of the revocation of that power of attorney
8. declare that you have the power to make an investment in accordance with the application
9. declare that sole signatories signing on behalf of a company are signing as sole director or as a sole director/secretary of the company
10. acknowledge that an investment in the Fund is subject to risks including possible delays in repayment and possible loss of capital invested
11. agree to be bound by the provisions of the Constitution governing the Navra Structured Property Fund as amended from time to time and the terms of the offer set out in the PDS
12. acknowledge that this PDS does not constitute an offer in any jurisdiction in which, or to any person of whom, it would be unlawful to make the offer
13. declare that if investing as a trustee on behalf of a superannuation fund or trust you are acting in accordance with your designated powers and authority under the trust deed. In the case of superannuation funds, you also confirm that the funds are complying funds under the Superannuation Industry (Supervision) Act
14. acknowledge that all information relating to this application for investment or any subsequent information relating to this investment may be disclosed to any service provider to the Fund and to your adviser. You understand this will not include disclosure of your TFN, ABN or any information in relation to it to your adviser. This authority will continue unless revoked in writing by you
15. agree that the method of the payment to you, of any return on your investment, will be paid to you in accordance with your instructions given in the application form accompanying this PDS and that unless you otherwise direct, no separate written confirmation of the transactions comprised of those payments need to be made
16. acknowledge that NavralInvest has recommended that you obtain independent financial advice before making any financial decisions.

Signature of Investor 1:

Name of Investor 1:

Date: / /

Tick Capacity – Mandatory for Companies Sole Director Director Secretary

Signature of Investor 2:

Name of Investor 2:

Date: / /

Tick Capacity – Mandatory for Companies Sole Director Director Secretary

SECTION K – ADVISER INFORMATION & DECLARATION

I confirm that I have complied with the NavralInvest customer identification and verification procedures to verify the identity of the applicant(s) in accordance with the Australian Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and any subordinate legislative instruments and that I will retain and maintain records in accordance with legislation and make these available to NavralInvest as required.

Signature (Adviser):

Date: / /

ADVISER USE ONLY

Adviser Name (in full):

Adviser Code:

Dealer Code:

Contact Phone No:

Please input the contribution fee to be charged to the investor

(up to 4.4%) %

ADVISER STAMP

CORPORATE DIRECTORY

Issuer and Responsible Entity

NavralInvest Limited
Suite 203, Level 2
21 Berry Street
North Sydney
NSW 2060

Custodian

Australian Executor Trustees Limited
Level 22
207 Kent Street
Sydney
NSW 2000

Fund Administrator

MacKenzie Coultas Funds Administration Pty Ltd
PO Box 244
Kent Town
SA 5071



Suite 203, Level 2, 21 Berry Street, North Sydney NSW 2060

Telephone: 1300 656 131 Facsimile: 02 9087 1877
info@navrainvest.com.au www.navrainvest.com.au

NavralInvest Limited ABN 46 101 355 239 AFS Licence Number 226358