

8CENTRAL VICTORIAN INVESTMENTS LIMITED
(the Borrower)

REPORT TO THE TRUSTEE – QUARTER ENDED 31/03/2020

Pursuant to the provisions of the Corporations Act and the Secured Note Trust Deed dated 17 November 1999, we herewith provide our report for the quarter ended **31/03/2020** in relation to Central Victorian Investments Limited.

Report pursuant to Section 283BF of the Corporations Act.

- a) The Borrower confirms that there has been no failure by the Borrower or any guarantor to comply with the terms of the secured notes or the provisions of the Trust Deed or Chapter 2L of the Corporations Act during the quarter.
[Sec 283BF(4)(a)]
- b) The Borrower confirms that the Borrower has had no events during the quarter that have caused or could cause one or more of the following:
- (i) any amount deposited or lent under the secured notes to become immediately payable;
 - (ii) the secured notes to become immediately enforceable;
 - (iii) any other right or remedy under the terms of the secured note or provisions of the Trust Deed to become immediately enforceable.
- [Sec 283BF(4)(b)]*
- c) The Borrower confirms that the Borrower has not had any circumstances that have occurred during the quarter that materially prejudice:
- (i) the Borrower, any of its subsidiaries, or any of the guarantors; or
 - (ii) any security or charge included in or created by the secured notes or the Trust Deed.
- [Sec283BF(4)(c)]*
- d) The Borrower confirms that the Borrower, its subsidiaries and guarantors have not had any substantial change in the nature of their business during the quarter.
[Sec 283BF(4)(d)]
- e) The Borrower confirms that the Borrower remains focused on its principal activities of lending funds invested in its Secured Notes out under 1st Mortgage security as permitted under the Trust Deed.
[Clause 11]
- f) The Borrower confirms that none of the following has happened to the Borrower during the quarter:
- (i) the appointment of a guarantor;
 - (ii) the cessation of liability of a guarantor body for the payment of the whole or part of the money for which it was liable under the guarantee;
 - (iii) a change in name of a guarantor.
- [Sec 283BF(4)(e)]*

- g) The Borrower confirms that the Borrower has not created a new charge during the quarter.

[Sec 283BE, Clause 10.2]

- h) The Borrower confirms that the Borrower has no amounts outstanding on any advances at the end of the quarter from a charge created where:

- (i) the total amount to be advanced on the security of the charge is indeterminate; and
(ii) the advances are merged in a current account with bankers, trade creditors or anyone else.

[Sec 283BF(4)(f) and Sec 283BE]

- i) The Borrower confirms that the Borrower has not experienced any matters that may materially prejudice any security or the interest of secured note holders.

[Sec 283BF(4)(g)]

- j) The Borrower confirms that during the quarter the following amounts have been deposited with or lent to a related body corporate: N/A

(Company A)	A.C.N. (number)	\$
(Company B)	A.C.N. (number)	\$
(Company C)	A.C.N. (number)	\$

[Sec 283BF(5)(a)]

- k) The Borrower confirms that the total amount of money owing to the Borrower at the end of the above quarter in respect of the deposits or loans to related body corporate are as follows: N/A

(Company A)	A.C.N. (number)	\$
(Company B)	A.C.N. (number)	\$
(Company C)	A.C.N. (number)	\$

[Sec 283BF(5)(b)]

- l) The Borrower confirms that the Borrower has not assumed any liability for a related body corporate during the quarter. If a liability is assumed for the quarter please provide details of the extent of the liability during the quarter and the extent of the liability at the end of the quarter.

[Sec 283BF(6)]

- m) The Borrower confirms that the Borrower has issued the following securities:

	This Quarter \$	Total \$
Value of Securities issued	-1,416,957	94,950,438
Value of Securities maturing within 12 months		84,868,734
Value of Securities maturing beyond 12 months		10,081,704

[Clause 9.06(a)]

	January\$	February\$	March\$
Balance as at start of month	96,367,395	95,524,427	96,217,614
Balance as at end of month	95,524,427	96,217,614	94,950,438

- n) The Borrower confirms that the Borrower continues to meet the minimum requirements of the Borrowing Limitations.
[Clause 8.01, 8.04 & 9.07(b)(i)]
- o) The Borrower confirms that the Trust Deed:
- i) covenants;
 - ii) representations; and
 - iii) warranties
- are in full force and effect and have been complied with.
- p) The Borrower confirms that the Borrower has lent all monies within the permitted lending policies determined under the Security and Risk Assessment Section in the prospectus.
[Prospectus, Section 5.7]
- q) The Borrower confirms that the Borrower has provided to the Trustee, a copy of all:
- i) reports;
 - ii) accounts;
 - iii) notices; and
 - iv) circulars
- sent by the Borrower or any Directors to its members, secured note holders or ASIC at the same time that it has sent the same.
[Clause 6.08(i)]
- r) The Borrower confirms that the Borrower has complied at all times with the requirements of Chapter 6CA (dealing with continuous disclosure) of the Corporations Act 2001 and no circumstances arose during the quarter that required the Borrower to issue a supplementary prospectus, replacement prospectus or issue a continuous disclosure notice.
- s) The Borrower confirms that the Borrower has not exceeded the LVR of any loan as published in the current Prospectus or, if not published, in the abovementioned Secured Note Trust Deed.
- t) The Borrower confirms that the Borrower has provided to the Trustee a Six Monthly Report of the Auditor within the specified timeframe.
[Clause 9.05]
- u) The Borrower confirms that the Borrower has made all interest and principal payments to secured note holders when they fell due.
[Clause 9.06(a)]

ASIC Regulatory Guide 69: Secured Notes – improving disclosure for retail investors

- gg) The Borrower confirms that it has made all necessary disclosures against the benchmarks in its disclosure documents and all disclosures remain true and correct.
- hh) The Borrower confirms that it continues to meet all benchmarks that the Borrower has stated in disclosure documents that it meets.
- ii) The Borrower confirms that where the Borrower has disclosed that it does not meet the benchmarks on an "if not, why not" basis, the disclosure the Borrower has made continues to be correct and accurate in all material respects and is not misleading.
- jj) The Borrower confirms that hereunder details the "promises" (as referred to, for instance, in RG69.118) it has made in disclosure documents it has issued and confirms that it has complied with each of the promises it has made in those disclosure documents:
- Only promises made are as per the Benchmarks (Refer Annexure A for update) & as per the standard compilation of Prospectus No 20 which have been complied with.

ASIC Class Order CO 12/1482- When debentures can be called secured notes


jj) The Borrower confirms that its use of the term "Secured Notes" rather than "Unsecured Notes" is in accordance with the requirements so specified in the above ASIC Class Order and further confirms that the Secured Notes are first ranking.

Annexure "A" provides disclosure as to whether or not the Borrower has met each of the benchmarks outlined in ASIC Regulatory Guide 69: Secured notes – improving disclosure for retail investors.

Annexure "B" provides disclosure of the investment portfolio.

On the basis of the above, the directors declare that they are of the view that the financial position and performance of the Borrower is such that the property of the Borrower (and of each guarantor, if relevant) that is or should be available will be sufficient to repay the amount of each Secured note when it becomes due and payable.

This declaration has been made in accordance with a resolution of directors on the 23/04/2020



 Director
 Francis D. Frawley



 Company Secretary
 Brendan G. Gillett

Annexure “A”
ASIC Regulatory Guide 69:
Secured note – improving disclosure for retail investors
Disclosure against Benchmarks

Please disclose whether the Borrower met each of the benchmarks outlined in ASIC’s Regulatory Guide 69: Debentures – improving disclosure for retail investors during the quarter. Where the Borrower did not meet a benchmark during the quarter, please explain why that is.

1. Benchmark One – Equity Ratio

ASIC’s benchmark is that issuers should use the following equity ratio benchmarks:

- a) Where more than a minor part (e.g 10%) of the issuer’s activities is property development or lending funds directly or indirectly for property development – the issuer should maintain a minimum equity of 20%
 - b) In all other cases – the issuer should maintain a minimum equity ratio of 8%;
 - c) The issuer’s equity ratio should be calculated as follows:
$$\frac{\text{Total Equity}}{\text{Total Liabilities} + \text{Total Equity}}$$
 - d) The issuer should disclose its comparative equity ratio from the prior year.
-

Central Victorian Investments Limited (CVI) does NOT comply with ASIC’s benchmark with regards to Equity Capital.

As at 31st March 2020 the Company’s Equity Ratio was 8.15%.

Explanation - Equity capital is the money invested by the shareholders of the company. It provides a “buffer” in the event of financial difficulties and it also provides management further incentive to operate prudently and responsibly.

As at 31st March 2020 the Company’s loans for property development including sub divisional land was \$12,248,020 which represents 12.90% of our notes issued totalling \$94,950,438. CVI’s unaudited management accounts show Equity Capital or Net Assets on 31st March 2020 was \$8,522,621 compared to \$7,263,376 at 31st March 2019. In percentage terms vs total liabilities plus total equities of the company it is 8.15% vs 7.29% last year.

This means that Secured Notes of the Company carry a higher risk than they would if the Company satisfied the benchmark of 20% equity ratio. The Company’s directors believe that as we do not lend to related parties (refer benchmark 6), and as its principal activity is to lend funds to borrowers on the security of real estate not exceeding 70% of the valuation, meaning the borrowers themselves are first injecting significant capital and equity into the same projects, our level of capital is sufficient.

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2. Benchmark Two – Liquidity

ASIC's benchmark is that all issuers should:

- a) Have cash flow estimates for the next three months; and
- b) Ensure that at all times they have cash or cash equivalents sufficient to meet their projected cash needs over the next three months.

All issuers should also disclose whether they would have cash on hand or cash equivalents sufficient to meet their projected cash needs if:

- a) The percentage of note funds to be rolled over during the next three months were 20% less than the percentage that was rolled over in the past three months; or
 - b) For note funds that are held on an "at call" basis – the amount of note funds retained during the next three months were 20% less than the amount that was retained during the past three months.
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CVI does comply with ASIC's benchmark with regards to liquidity.

Liquidity is the amount of cash or receivables that a company possesses to ensure it can readily meet any withdrawal of Secured Notes or fund the mortgage operations of the Company. As at 31st March 2020 the company held liquidity of \$27,267,832 or 28.72% of Secured Notes (this figure is variable over time). The Company maintains a minimum of 10% Liquidity and in the event that the Company's Liquidity nears 10% the Company will stop lending in order to increase the liquidity level.

The Company reviews its cash flows daily, incorporating any loan repayments, discharges or new advances and new Secured Notes or redemptions. In addition, as a condition of our Australian Financial Services Licence we also forecast over a three month period allowing for loan advances we believe will be done, any discharges we know to be coming in and Secured Notes we have been advised will not be renewing. We also make allowance for an additional five percent of rollovers not to renew based on previous history, all in attempt to ensure that sufficient liquidity will be on hand.

If the Company were to experience a 20% decrease in retaining at call funds compared to the previous three months (or the percentage of maturing Notes being rolled over in the next three months was 20% less than the percentage rolled over in the previous three months) the Company would have sufficient cash levels to meet its projected cash needs.

3. Benchmark Three – Rollovers

ASIC's benchmark is that issuers shall clearly disclose their approach to rollovers including:

- a) What process is followed at the end of the investment term; and
 - b) How they inform those rolling over or making further investments of any current Prospectus and continuous disclosure announcements.
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CVI does comply with ASIC's benchmark with regards to Rollovers.

The Company's policy is that approximately two to four weeks prior to the maturity of a Secured Note, the Company will notify the Secured Note holder in writing, of the rates and terms upon which the funds may be reinvested for a further period. This advice also states that the Company's current Prospectus, together with any other relevant ongoing disclosure documents, will be available on our website www.cvi.net.au. Investors who do not have access to the website may request a hard copy of these documents, free of charge, by contacting the Company's registered office directly.

If instructions are not received by the Company for a renewal of a Secured Note before its maturity date, the Secured Note shall upon maturity, be reinvested for a similar term at the current rate of interest payable.

4. Benchmark Four – Debt Maturity

ASIC's benchmark is that all issuers should disclose:

- a) An analysis of the maturity profile of interest bearing liabilities (including notes on issue) by term and value; and
 - b) The interest rates, or average interest rates, applicable to their debts.
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CVI does comply with ASIC's benchmark with regard to debt maturity and discloses. The table below details the total dollar value maturing within each period.

Now holding Deposit Total \$94,950,438 @ average rate applicable of 3.384%

Maturing in	No	Amount
30 – 59 days	253	\$26,619,131
60 – 89 days	58	\$ 6,642,123
90 – 179 days	175	\$24,960,099
180 – 364 days	248	\$26,647,381
1 – 5 years	88	\$10,081,704

5. Benchmark Five – Loan Portfolio

ASIC's benchmark is that issuers who directly on-lend funds, or indirectly on-lend funds through a related party, should disclose the current nature of their (or the related party's) loan portfolio, including:

- a) How many loans they have and the value of those loans;
 - b) An analysis of the maturity profile of interest bearing assets (including loan portfolio) by term and value;
 - c) The interest rates, or average interest rates, applicable to the assets;
 - d) By number and value, the loans they have by class of activity and geographical region;
 - e) An analysis (number of loans, value of loans, value of principal and/or interest) of those loans more than 30 days past due and renegotiated loans;
 - f) By number and value, what proportion of the total loan money is lent on a "secured" basis and what is the nature of the security;
 - g) By number and value, what proportion of the total loan money they have lent to their largest borrower and their ten largest borrowers; and
 - h) By number, value and percentage, what loans are subject to legal proceedings.
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CVI does comply with ASIC's benchmark with regard to Loan Portfolio.

All loans are advanced by the Company on a 'secured' basis by a registered first mortgage over real property.

Figures as at the 31st March 2020 show we now have 168 loans totalling \$74,366,156 @ average rate of 7.052%

As at the 31st March 2020 the Company's largest loan was at \$2,999,942 representing 4.03% of our loan book & 3.16% of notes issued.

Our ten largest loans total \$19,688,998 representing 26.48% of our loan book & 20.74% of notes issued.

All loans are in fact callable within 30 days and the following is an analysis of our maturities based on notional terms:

Term to Maturity	Loans	Total Loans
0-12 months	62	\$27,359,526
13-24 months	66	\$31,602,489
25-60 months	29	\$13,419,199
60 + months	11	\$ 1,984,942

Loans by Class and LVR Percentages – (as at 31st March 2020)

Class	Loans	Amount by Class	LVR%
Industrial	8	\$3,562,252	49.86%
Commercial	12	\$7,065,991	53.99%
Construction/ Development	8	\$7,518,393	59.01%
Rural	14	\$3,718,416	26.30%
Sub-Divisional	4	\$4,729,627	44.45%
Specialised Accommodation	12	\$3,848,409	50.34%
Residential	110	\$43,923,068	47.13%
Total	168	\$74,366,156	46.89%

Loans by Region – (as at 31st March 2020)

Region	Loans in Region	Amount in Region
Ballarat and District	81	\$37,142,580
Geelong and District	40	\$23,064,385
Melbourne and Surrounds	21	\$ 7,618,105
Horsham and District	5	\$ 1,359,793
Maryborough and District	7	\$ 1,483,130
Other Victoria	14	\$ 3,698,163
Total	168	\$74,366,156

Loans in Arrears – (as at 31st March 2020)

As at the 31st March 2020 Central Victorian Investments had no loans in arrears excess of 30 days.

Loan No.	Loan Balance \$	No. of days in arrears > 30 days	Amount of Arrears in excess \$1,000	Value of Security \$	Current Valuation Date	LVR %
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As at the 31st March 2020 Central Victorian Investments had no loans which were subject to legal proceedings.

*In response to APRA's suggested handling of Borrowers experiencing hardship as a result of material changes to business incomes as a result of COVID-19, CVI is prepared to consider requests for some interest capitalisation & will look to approve these on a case by case basis, but as at this reporting date 31 March, 2020 there were no formal approvals provided, but future approvals will be monitored & reported as part of this ongoing report.

6. Benchmark Six – Related Party Transactions

ASIC'S benchmark is that issuers who on-lend funds should disclose their approach to related party transaction, including:

- a) How many loans they have made to related parties;
 - b) The value of those loans;
 - c) The value of loans as a percentage of total assets; and
 - d) The assessment and approval process they follow with related party loans when loans are advanced, varied or extended (e.g. are they subject to the approval of the Trustee?)
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CVI does comply with ASIC's benchmark with regards to related party transactions.

As detailed in Section 5.7 'Security and Risk Assessment of the CVI Prospectus, the Company does not permit loans to Directors, Managers, Secretaries or Shareholders of the Company. Any loans made by the company to staff members, and as at 31st March 2020 there were none, would be made on ordinary arm's-length terms.

7. Benchmark Seven – Valuations

ASIC's benchmark is that where issuers (directly or indirectly) on-lend money in relation to property related activities, it should take the following approach to obtaining and relying upon valuation:

- a) Properties (i.e. real estate) should be valued on an "as is" and (for development property) an "as if complete" basis;
- b) Development properties should be re-valued at least every 12 months unless the funds are retained by the issuer and only released in stages to cover project completion costs;
- c) Issuers should have a clear policy on how often they obtain valuations including how recent a valuation has to be when they make a new loan;
- d) Issuers should establish a panel of valuers and ensure that no single valuer conducts more than one-third of the total number of valuations obtained; and
- e) The appointment of valuers should be with the Trustees' consent.

Issuers should also include information about the valuation of a particular property in the issuer's prospectus where:

- a) The property accounts for 5% or more of the total value of property assets of the issuer;
 - b) The property accounts for 5% or more of the total value of property assets of a related party through which the issuer has indirectly on-lent money;
 - c) A loan secured against the property accounts for 5% or more of the total value of the issuer's loan book; or
 - d) A loan secured against the property accounts for 5% or more of the total value of the loan book of a related party through which the issuer has indirectly on-lent money.
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CVI does comply with ASIC's benchmark with regard to valuations.

*Due to the swiftness of current Pandemic COVID-19 the impact on the real estate market & previous valuations cannot be accurately determined. Sales evidence from prior to the pandemic may not be a reliable indicator of how the market may respond in the short and medium term whilst the uncertainty continues. If the current health pandemic is resolved quickly the impact on market values maybe short lived as the economy returns to normal. CVI will continue to monitor & update values of security properties as deemed necessary.

The lending policies the Company has adopted to manage and control risk are contained in this Prospectus in Sections 5.7 'Security and Risk Assessment' & 5.8 'Permitted Investments'.

Annexure “B”

Investment Portfolio of Central Victorian Investments Limited

Quarter End 31/03/2020

1. The Balance Sheet of the Company is as follows:-

Assets	Current Quarter	%	Previous Quarter	%
Cash and deposits at call	10,257,832	9.81	2,165,441	2.05
Other Authorised Investments	17,010,000	16.27	27,010,000	25.59
Real Property #	2,289,540	2.19	2,289,540	2.17
Secured lending (excluding Prop. Dev.)	62,118,136	59.42	64,982,180	61.56
Subdivisional Land Development	4,729,627	4.52	2,927,338	2.77
Construction / Development	7,518,393	7.19	5,691,074	5.39
Other Assets	459,186	.44	302,178	.29
Intangible Assets	168,075	.16	189,975	.18
Total Assets	104,550,789	100	105,557,726	100
Liabilities				
Secured note noteholders	94,950,438		96,367,395	
Other liabilities	1,077,730		1,169,770	
Total Liabilities	96,028,168		97,537,165	
Net Assets	8,522,621		8,020,561	
Equity				
Contributed equity	3,207,192		2,872,211	
Accumulated profits/losses	5,315,429		5,148,350	
Total Equity	8,522,621		8,020,561	

limited to 10% of monies deposited

2. The Lending portfolio as at this quarter end is as follows:-

Number of loans	168
Average loan size	442,656
Number of loans that comprise more than 10% of the Principal Moneys to any one party or associated party.	NIL
Value of loans that comprise more than 10% of the Principal Moneys to any one party or associated party.	NIL
Longest term to loan maturity	30 days
Average term to loan maturity	30 days
Average interest rate charged to Borrowers	7.052%
Average loan to value ratio	46.89%
Average Rate of Return	2.08%

3. Total Secured Property/Loan Portfolio by State/Territory as at this quarter end is as follows:-

State / Territory	Loan Portfolio			Secured Property	
	No.	\$	%	\$	%
NSW					
QLD					
VIC	168	74,366,156	100	158,596,586	46.89
WA					
SA					
TAS					
ACT					
NT					
Total					

4. Financial Ratios

Ratio	This Quarter End	Previous Quarter End
Working capital (%)	107.51%	106.97%
Debt to Equity Ratio (%)	1149.41%	1245.59%
Interest cover (Interest revenue over interest expense) %	168.10%	166.62%
The amount Total Tangible Assets exceeds Total External Liabilities (Clause 8)	8,354,546	7,830,586
The amount Total Tangible Assets exceeds Total External Liabilities as a percent. (Clause 8)	8.70%	8.03%

