

Signed pursuant to Section 351
of the Corporations Act 2001



Ronni Chalmers
Director of the Company

CBG Capital Limited

(ACN 168 936 249)

PROSPECTUS

This Prospectus is for the Offer of 50,000,000 Shares, each with an attaching Option

The Offer is not underwritten

Manager:

CBG Asset Management Limited
(ACN 098 327 809)

CBG ASSET
MANAGEMENT

Directory

Directors

Ronni Chalmers
Robert Swil
James Beecher

Company Secretary

James Beecher

Registered Office

Level 3, 7 Macquarie Place,
Sydney NSW 2000
Telephone: + 61 2 9268 3300

Manager

CBG Asset Management Ltd
Level 3, 8 – 10 Loftus Street,
Sydney NSW 2000
(Australian Financial Services
Licence Number: 246790)
Telephone: +61 2 8599 1160
Facsimile: +61 2 8069 3429

Issue Manager

Taylor Collison
Level 16, 211 Victoria Square
Adelaide SA 5000
(Australian Financial Services
Licence Number: 246790)
Telephone: +61 8 8217 3900
Facsimile: +61 8 8231 3506

Investigating Accountant

Hall Chadwick
Level 40, 2 Park Street
Sydney NSW 2000
Telephone: +61 2 9263 2600
Facsimile: +61 2 9263 2800

Share Registry

Boardroom Pty Limited
ACN 003 209 836
Level 7
207 Kent Street
Sydney NSW 2000
Telephone: 1300 737 760
Facsimile: +61 2 9279 0664

Solicitors to the Offer

Watson Mangioni Lawyers Pty
Ltd
Level 13, 50 Carrington Street
Sydney NSW 2000
Telephone: +61 2 9262 6666
Facsimile: +61 2 9262 2626

This replacement Prospectus is dated Wednesday, 24 September 2014 and was lodged with the Australian Securities Exchange (**ASX**) and the Australian Securities & Investments Commission (**ASIC**) on that date. It replaces the prospectus lodged with ASIC on 17 September 2014. No responsibility for the contents of this Prospectus is taken by ASIC and ASX or any of their officers.

This document is important and should be read in its entirety. You may wish to consult your professional adviser about its contents.

Indicative Timetable

Lodgement of replacement Prospectus with ASIC	Wednesday, 24 September 2014
Expiry of Exposure Period	Wednesday, 24 September 2014
Offer to open	Thursday, 25 September 2014
Broker Firm Offer expected to close	Wednesday, 5 November 2014
Offer expected to close	Friday, 7 November 2014
Date of allotment	Thursday, 13 November 2014
Expected date of despatch of holding statements	Monday, 17 November 2014
Trading of Shares and Options expected to commence on ASX	Thursday, 20 November 2014
Option Expiry Date	Friday, 30 September 2016

The above dates are indicative only and may vary. The Company reserves the right to amend this indicative timetable, including by closing the Offer early or extending the Closing Date, subject to the requirements of the Listing Rules and the Corporations Act.

Key Offer Statistics

Company	CBG Capital Limited (ACN 168 936 249)
Proposed ASX code	CBC
Securities offered	Fully paid Shares with 1 Option for every Share subscribed
Application Price	\$1.00
The minimum number of Shares and Options available under the Offer	16,000,000 Shares and Options
The number of Shares and Options issued under the Offer if it is fully subscribed	50,000,000 Shares and Options
Pro forma NTA backing per Share* if the minimum subscription amount is raised	\$0.984 (based on pro forma balance sheet set out in Section 5)
Pro forma NTA backing per Share* if the maximum subscription amount is raised	\$0.984 (based on pro forma balance sheet set out in Section 5)

Notes:

- * Notes: Based on the minimum and maximum NTA of \$15,736,001 and \$49,175,001 and the minimum and maximum shares on issue after completion of the Offer of 16,000,001 and 50,000,001.

IMPORTANT NOTICES

This replacement prospectus is dated 24 September 2014 and was lodged with ASX and ASIC on that date and replaces the prospectus lodged with ASIC on 17 September 2014 (**Prospectus**). It is issued by CBG Capital Limited (ACN 168 936 249) (**Company**) and is an invitation to apply for 50,000,000 Shares at an Application Price of \$1.00 per Share to raise up to \$50,000,000 together with an entitlement to 1 Option for every 1 Share subscribed for, with each Option exercisable at \$1.00 on or before 30 September 2016.

No responsibility for the contents of this Prospectus is taken by ASIC, ASX or any of their respective officers.

No Shares or Options (other than Shares to be issued on the exercise of Options) will be issued on the basis of this Prospectus later than the expiry date of this Prospectus being 13 months after the date of this Prospectus.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained or taken to be contained may not be relied on as having been authorised by the Company in connection with the Offer.

Glossary of Terms

Defined terms and abbreviations included in the text of this Prospectus are set out in the Glossary.

Exposure Period

The Corporations Act prohibits the issue of Securities in the period of 7 days after the date of lodgement of this Prospectus with ASIC. This period may be extended by ASIC by up to a further 7 days. This period is an Exposure Period to enable this Prospectus to be examined by market participants prior to the raising of funds. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on Applications received during the Exposure Period.

ASX

The Company will apply to ASX within 7 days after the date of this Prospectus, for the Company to be admitted to the Official List and the Shares (including all Shares currently on issue) and Options to be quoted on ASX.

No Shares or Options will be allotted until the minimum subscription has been received and permission has been granted by ASX for quotation of the Shares (including all Shares currently on issue) and Options unconditionally or on terms acceptable to the Directors.

The fact that ASX may list the Company is not to be taken as an indication of the merits of the Company or the Shares or Options.

Dealers to the Offer

Offers under this Prospectus will be made pursuant to an arrangement between the Company and licensed securities dealers or Australian Financial Services Licensees pursuant to Section 911A(2)(b) of the Corporations Act. The Company will only authorise dealers to make offers to people to arrange for the issue of Shares and Options by the Company under this Prospectus and the Company will only issue Shares and

Options in accordance with such offers if they are accepted.

Risks and your Investment Decision

All investing involves general investment risks and each investment exposes investors to risks specific to that investment. Applicants should read this Prospectus in its entirety before deciding to apply for Shares and Options. This Prospectus does not take into account your individual investment objectives, financial situation or any of your particular needs. You should seek independent legal, financial and taxation advice before making a decision whether to invest in the Company.

An investment in any listed entity carries risks. An outline of the significant risks that apply to an investment in the Company is set out in Section 4. Applicants are urged to consider this section of the Prospectus carefully before deciding to apply for Shares and Options.

Forward Looking Statements

This Prospectus contains forward looking statements. Forward looking statements are not based on historical facts, but are based on current expectations of future results or events. These forward looking statements are subject to risks, uncertainties and assumptions which could cause actual results or events to differ materially from the expectations described in such forward looking statements. While the Company believes that the expectations reflected in the forward looking statements in this Prospectus are reasonable, no assurance can be given that such expectations will prove to be correct. The risk factors set out in Section 4, as well as other matters as yet not known to the Company or not currently considered material by Company, may cause actual results or events to be materially different from those expressed, implied or projected in any forward looking statements. Any forward looking statement contained in this Prospectus is qualified by this cautionary statement.

Electronic Prospectus

An electronic version of this Prospectus can be downloaded from www.cbcapital.com.au. The Offer or invitation to which the Electronic Prospectus relates is only available to persons receiving the Electronic Prospectus in Australia.

The Company will send you a paper copy of the Prospectus and Application Form free of charge if requested by you during the application period.

If you download the Electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by a copy of the electronic Application Form. The Shares and Options to which the Electronic Prospectus relates will only be issued on receipt of the applicable Application Form.

How to Apply

An Application for Shares and Options under the General Offer can only be made by completing and lodging the General Offer Application Form attached at the back of this Prospectus. Participants in the Priority Allocation, should complete the Priority Allocation Application Form.

Detailed instructions on completing the Application Form can be found on the back of the Application Form.

Applicants under the Broker Firm Offer should contact their Broker. See Section 1.8 for details.

Applications must be for a minimum of 2,500 Shares and Options. A larger number of Shares may be applied for in multiples of 200 Shares.

Applications must be accompanied by payment of the Application Price in Australian currency of \$1.00 per Share.

No stamp duty is payable by Applicants.

Cheques should be made payable to "CBG Capital Limited – Share Offer" and crossed "Not Negotiable".

Completed Application Forms, together with Application Monies, should be sent to the following address:

CBG Capital Limited Share Offer
c/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Alternatively, Applicants can apply online at www.cbgcapiatal.com.au and pay your Application Price by BPAY.

When to Apply

Application Monies and completed Applications to participate in the General Offer or the Priority Allocation must be received by the Share Registry prior to 5.00 pm (Sydney time) on the Closing Date.

To participate in the Broker Firm Offer, Application Monies, Broker Firm Application Forms must be returned to your Broker prior to 5.00 pm (Sydney time) on Broker Firm Closing Date (expected to be 5 November 2014). See Section 1.8 for details.

The Directors may close the Offer at any time after expiry of the Exposure Period without prior notice or extend the Offer period in accordance with the Corporations Act. **Early lodgement of your Application is recommended as the Offer may be closed early.**

Priority and General Offer Allocation Policy

The Board has set aside 5,000,000 Shares and Options as a Priority Allocation for Eligible Participants. See Section 1.3 for further details.

The Directors reserve the right to allocate any lesser number of Shares and Options than those for which an Applicant has applied. Where the number of Shares and Options allotted is fewer than the number applied for, surplus Application Monies will be refunded without interest.

Allocation under the Broker Firm Offer

The allocation of Shares and Options to Brokers under the Broker Firm Offer will be determined by the Company and the Issue Manager.

The Company, the Share Registry and the Issue Manager take no responsibility for any acts or omissions by your Broker in connection with your Application, Application Form, Consent Letter and Application Monies (including, without limitation, failure to submit Application Forms by the close of the Broker Firm Offer).

Currency and rounding

References to dollars or \$ are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Prospectus are due to rounding.

Enquiries

Investors with questions on how to complete the Application Form or who require additional copies of the Prospectus should contact the Share Registry on 1300 737 760.

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17 September 2014

Dear Investor

On behalf of the Directors of CBG Capital Limited (ACN 168 936 249) (**Company**), I am pleased to present this Prospectus.

The Company is a newly established company, which was incorporated on 4 April 2014. The Company is seeking to raise a minimum of \$16,000,000 and a maximum of \$50,000,000 under the Offer (with free attaching Options on a one-for-one basis exercisable at \$1.00 any time before 30 September 2016) and to obtain a listing on ASX.

Purpose of the Offer

The Offer provides investors with the opportunity to invest in an actively managed listed investment company that aims to invest primarily in Australian listed securities.

The Company aims to achieve an attractive rate of return for Shareholders over the medium to long term (i.e. five to seven years), while minimising the risk of permanent capital loss. The Company aims to provide both capital growth and franked dividend income.

The Company intends to pay dividends out of the capital gains, dividends and interest received from the Company's investments (to the extent permitted by law and prudent business practice). Dividends will be franked to the maximum extent permitted by available imputation credits.

The Company aims to pay dividends twice annually and Shareholders will be entitled to participate in a dividend re-investment plan.

Investment Portfolio and associated risks

The Company will invest primarily in shares of listed companies included in the S&P/ASX 200 Index. It will also hold listed shares outside of the S&P/ASX 200 Index as well as some cash and listed interest rate securities (hybrids) (see Section 2.5). The Company also has the flexibility to invest up to 10% of the market value of the Portfolio in shares of listed international companies. See Sections 2.2 to 2.5 (inclusive) and Sections 2.7 to 2.11 (inclusive) for an outline of the investment techniques the Manager may use.

An investment in the Company is not without risk. Important risks for investors to consider include the Company's reliance on the Manager, the Manager's ability to select profitable investments and risks inherent in the proposed investment strategy. You should carefully consider these risks before investing in Shares and Options. Please refer to Section 4 for details.

The Manager, CBG Asset Management

The Company has appointed CBG Asset Management Limited (ACN 098 327 809) (Australian Financial Services Licence Number 246790) as its investment manager on the terms and conditions summarised in Section 8.1.

The Manager has significant experience and a strong track record, which are relevant to the management of the Portfolio for the Company. The Manager manages two existing unlisted funds. Both existing funds have outperformed their benchmark since inception. The first fund, CBG Australian Equities Fund (Wholesale) has a 12 year track record and the second fund, CBG Australian Equities

Fund, has an eight year track record. Further details on the performance of those two funds is detailed in Section 3.4.¹

My family personally holds substantial investments in these two existing funds and intends to participate in the upcoming IPO of CBG Capital.

CBG Asset Management was awarded the Sky News Business Golden Calf Award in 2013 for best boutique Australian equities manager.

The Manager has the benefit of a strong, stable team of investment professionals who collectively have more than 60 years of investment experience.

Offer Terms

The Offer comprises a Broker Firm Offer, a General Offer and a Priority Allocation. See Section 1.3 for details of the terms.

The Offer is expected to open on Thursday, 25 September 2014 and close on Friday, 7 November 2014. The Broker Firm Offer however, will close on Wednesday, 5 November 2014.

I encourage you to read this Prospectus carefully before making your investment decision, as it contains detailed information about the Company and the offer of Shares and Options.

I look forward to welcoming you as a shareholder of the Company.

Yours sincerely



Ronni Chalmers
Chairman



CBG Asset Management
Winner 2013
Golden Calf Award
Best Boutique Australian Equities Manager



¹ Details about the two funds currently managed by the Manager is provided for information purposes only. It is not indicative of the likely success of the Company.

Key Investment Highlights

Below is a summary of the key highlights of the Offer. This is a summary only and should be read in light of the other information in this Prospectus, particularly the risks that are summarised on the following pages and set out in detail in Section 4.

Question	Answer	More information
A. Key Investment highlights		
What is the purpose of the Offer?	The Company is seeking to raise up to \$50,000,000 (inclusive of Service Fees) to undertake investments consistent with the investment objectives and guidelines outlined in this Prospectus.	
What are the highlights of the Offer?	<ul style="list-style-type: none"> ➤ The Company will provide shareholders with access to a listed investment vehicle, which intends to primarily invest in Australian listed Securities. ➤ The Manager will seek to pay fully franked dividends on a regular basis subject to the profits of the Company and available imputation credits. See Dividend Policy in Section 2.10. ➤ The Portfolio will be managed by an experienced Investment Manager with a strong performance track record. The Manager has two existing unlisted funds which are managed using substantially the same strategy as will be used by the Company. Both existing funds have outperformed their benchmark since inception. The first fund, the CBG Australian Equities Fund (Wholesale), has a 12 year track record. The second fund, the CBG Australian Equities Fund, has an eight year track record.² ➤ The Chief Investment Officer, Ronni Chalmers, has over 30 years of investment management experience and the investment team has combined experience of over 60 years. ➤ The investment team of the Manager has been very stable, with no investment personnel leaving the team in the past nine years. ➤ The Manager will have the flexibility to invest outside the S&P/ASX 200 Index, which may provide attractive investment opportunities not available to managers with more restrictive mandates. 	
What are the key risks of the business model, the Shares and Options and the Offer?	<p>The key risks the Company faces are:</p> <ul style="list-style-type: none"> • <i>Reliance on the Manager</i> - the success and profitability of the Company will largely depend upon the ability of the Manager to invest in Securities and other instruments which have the ability to generate a return for the Company. The Company is exposed to the risk that the Manager may cease to manage the Portfolio. It follows also that the Company is exposed to the risk the Manager may fail to make investments that generate a return or indeed may make investments that lose money. • <i>Key man risk</i> - there is a risk that the Chief Investment Officer, Ronni Chalmers, may leave the Manager or be unable to continue in this role. This risk is significantly mitigated by the fact that Mr Chalmers is the 100% owner of the Manager. In the event that Mr Chalmers is unable to continue in his role, the portfolio manager, Robert Gregory, is well qualified to manage the Portfolio with the support of the current investment team. • <i>No operating or performance history</i> - the Company has no relevant performance history. The Company was incorporated on 4 April 2014 and is yet to commence trading. There is a risk 	Section 4

² Details about the two funds currently managed by the Manager is provided for information purposes only. It is not indicative of the likely success of the Company.

Question	Answer	More information
	<p>that the Company's investment objectives will not be achieved.</p> <ul style="list-style-type: none"> • <i>Strategy risk</i> - the performance of the Company is reliant on the success of the strategy developed by the Manager. There is no guarantee that any aspect of this strategy will be successful. • <i>Legal risk</i> - there is a possibility that the actions of the Company may lead to litigation or other enforcement action. This can be costly and very time consuming. • <i>Limited diversification</i> - the Portfolio may be less diversified than other listed investment companies. The Company has flexibility to take significant positions in individual investments and the performance of individual investments may be correlated. This may reduce the diversity of the Portfolio. • <i>Liquidity risk</i> - the Company will be a listed entity therefore the ability to sell Shares and Options will be a function of the liquidity of the Company's Shares and Options at the time of sale. Liquidity itself is a function of the size of the Company and also the cumulative investment intentions of all current and possible investors in the Company at any one point in time. In addition, there is no guarantee that the Company's investments will be liquid. • <i>Economic risk</i> - investment returns are influenced by market factors, including changes in the economic conditions (e.g. changes in interest rates and economic activity), changes to the legislative and political environment, as well as changes in investor sentiment. In addition, exogenous shocks, natural disasters, acts of terrorism and financial market turmoil (such as the global financial crisis) can (and sometimes do) add to equity market volatility as well as impact directly on individual entities. • <i>Market risk</i> - there is a risk that investments that form part of the Company's Portfolio may fall in value over short or extended periods of time. Investors in the Company are exposed to market risk both through their holding in Shares and Options as well as through the Company's Portfolio of investments. 	
B. Key Information about the Company		
What is the financial position of the Company?	The Company was incorporated on 4 April 2014. A pro-forma balance sheet is set out in Section 5. The Company has no performance history. The Company will use the Company's investment strategy as summarised at Section 2.	Section 5 and Section 2
Who are our Directors?	<p>The Company has an experienced Board. The Directors are:</p> <ul style="list-style-type: none"> • Ronni Chalmers – executive Chairman • Robert Swil – non-executive director • James Beecher – non-executive director <p>See Section 7 for further details regarding the background of the Directors.</p>	Sections 3.1 and 7
Who will manage investments?	The Manager is CBG Asset Management Limited (Australian Financial Services Licence Number: 246 790).	Section 3
What will the Company invest in?	The Company intends to primarily invest in shares of listed companies included in the S&P/ASX 200 Index. It will also invest in listed shares outside of the S&P/ASX 200 Index and may acquire shares in IPOs on the ASX, as well as some cash and listed interest rate securities (hybrids) (see Section 2.5). The Company may invest up to 10% of the market value of the Portfolio in international shares.	Section 2
What is the investment term?	The Company aims to achieve its investment objective over the medium to long term i.e. five to seven years.	Section 1.1
Does the Board approve	The Portfolio will be managed by the Investment Manager in line with the investment strategy as set out in Section 2. The Manager is permitted to undertake investments on behalf of the Company without	Sections 2 and 8.1

Question	Answer	More information
investments?	prior Board approval. Any material variation from the investment strategy must be reviewed and approved by the Board prior to implementation.	
What are the Directors paid?	The Directors will receive the following remuneration payments (inclusive of superannuation) per annum: <ul style="list-style-type: none"> • Ronni Chalmers – \$0 • Robert Swil – \$20,000 • James Beecher –\$25,000 	Sections 7.4 and 9.10
What are the key terms of the Management Agreement?	The term of the Management Agreement is currently five years, with automatic five year extensions, unless terminated earlier, in accordance with the Management Agreement. However, the Company has applied to ASX for a waiver to extend this initial term to ten years. If the waiver application is refused, the initial term of the Management Agreement will remain five years. The Manager will be responsible for the provision of the financial services under the Management Agreement, and managing the Portfolio according to the strategy set out in Section 2 of this Prospectus. The Company can terminate the Management Agreement if the Manager experiences an insolvency event or breaches its obligations under the agreement and does not remedy the breach within 30 days.	Section 8.1
What fees will the Manager receive?	<i>Management Fee</i> – in return for the performance of its duties as Manager of the Company, the Manager is entitled to be paid by the Company a management fee of 1.0% p.a. (exclusive of GST) of the NTA of the Portfolio before all taxes. <i>Performance Fee</i> – the Manager is also entitled to be paid by the Company a Performance Fee of 20.0% (exclusive of GST) of the Portfolio Performance in excess of the Benchmark, subject to the Portfolio Performance being positive and subject to a High Water Mark. For a description of what the Benchmark and Portfolio Performance is please see the Glossary. For a description of what the High Water Mark is please see Section 8.1 and the Glossary.	Section 8.1
What is NTA and what is it used for?	NTA means the net tangible assets of the Company, being the value of all the assets of the Company less liabilities. NTA is calculated monthly in accordance with the Listing Rules. NTA is used in calculating the value of the Management Fee and the Performance Fee (if any).	Section 8.1 and Glossary
Do any related parties have any significant interests in the Company or connected to the Offer?	Ronni Chalmers is the sole shareholder and 100% owner of the Company and the Manager. Ronni Chalmers' interest in the Company will be significantly diluted by the Offer. All three Directors currently intend to participate in the Offer. Accordingly, at completion of the Offer, each Director will either directly or through entities associated with them, own Shares and Options. Ronni Chalmers (either personally or through associated entities) intends to invest \$500,000 in the Offer, with the other Directors intending to invest at least \$50,000 in total. All Directors are also directors of the Manager. The Manager will receive a Management Fee and may receive a Performance Fee for managing the Portfolio. Details of the Management Agreement and all fees payable to the Manager are set out in Section 8.1.	Sections 3, 8.1 and 9.10
Will the Company pay dividends?	<ul style="list-style-type: none"> ➤ The Manager will seek to pay fully franked dividends on a regular basis. The payment of dividends will be subject to the profits of the Company and available imputation credits, as detailed in the Dividend Policy in Section 2.10. ➤ The Company will pay dividends out of the capital gains, 	Section 9.7

Question	Answer	More information
	<p>dividends and interest received from the Company's investments to the extent permitted by law and prudent business practice.</p> <p>➤ Shareholders will be entitled to participate in a dividend re-investment plan.</p>	
What is the Company's forex hedging policy?	The Company intends to invest primarily in ASX listed companies. It may invest up to 10% of the market value of the Portfolio in international shares. It is not the Company's current intention to hedge the foreign exchange risk arising from these or any international investments, while the Company retains the flexibility to do so.	Section 2.8
Can the Company hold cash?	The Company may hold up to 50% of the market value of the Portfolio in cash. The Company will only hold up to that value of the Portfolio in cash where it cannot identify other suitable investments at that point in time.	Section 2.5
C. Key highlights about the Offer		
Who is the issuer of the Shares and this Prospectus?	CBG Capital Limited (ACN 168 936 249).	Section 2
What is the Offer?	<p>The Offer is an offer for subscription of up to 50,000,000 Shares with 1 Option for every Share subscribed for, at an exercise price of \$1.00.</p> <p>Of the 50,000,000 Shares and Options available under the Offer, 5,000,000 Shares and Options are available under the Priority Allocation.</p> <p>The Offer also includes the Broker Firm Offer. Both Institutional Applicants and Retail Applicants can participate in the Broker Firm Offer.</p>	Sections 1.2 and 1.3
Is the Offer underwritten?	No.	Section 1.5
Is there a Minimum Subscription?	Yes, the Company must receive valid Applications for 16,000,000 Shares and Options in order for the Offer to proceed.	
Who can participate in the Offer?	Individuals that have a registered address in Australia can participate in the Offer.	Section 1.3
Who can participate in the Broker Firm Offer?	The Broker Firm Offer is open to persons who have received a firm allocation from their Broker and who have a registered address in Australia.	Section 1.3
Who can participate in the Priority Allocation?	A Priority Allocation of 5,000,000 Shares is available for Eligible Participants.	Section 1.3
How to participate in the Offer?	The procedures for making an investment in the Company are described in Section 1.	Section 1
How to participate in the Priority Allocation?	Eligible Participants should refer to Sections 1.3 and 1.6 for details of how to participate in the Priority Allocation.	Sections 1.3 and 1.6
How to participate in the Broker Firm Offer?	If you are applying for Shares under the Broker Firm Offer, you should arrange for your Broker Firm Application Form to be lodged with the Broker from whom you received your firm allocation. Broker Firm Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Broker Firm Application Form. Applicants under the Broker Firm Offer must not send their Broker Firm Application Forms to the Company or Registry.	Sections 1.3 and 1.8
Is there a minimum number of Shares	Yes. Each Applicant must subscribe for a minimum of 2,500 Shares under the Offer.	Section 1

Question	Answer	More information
and Options Applicants must apply for?		
What is the Applicant Price payable by Applicants under the Offer?	All Applicants under the Offer will pay an Application Price of \$1.00 per Share. Applicants do not have to pay to subscribe for Options under the Offer.	Section 1
What does the Application Price represent for Applicants under the General Offer and the Priority Allocations?	For Applicants under the General Offer or the Priority Allocation, the Application Price solely represents the Subscription Price of \$1.00 per Share.	Sections 1.2 and 1.3
What does the Application Price represent for Applicants under the Broker Firm Offer?	For Institutional Applicants under the Broker Firm Offer, the Application Price comprises a Subscription Price (payable to the Company) and a Service Fee (payable to the Applicant's Broker). For Consenting Retail Applicants under the Broker Firm Offer, the Application Price comprises a Subscription Price (payable to the Company) and a Service Fee (payable to the Applicants' Broker). For Non-Consenting Retail Applicants under the Broker Firm Offer, the Application Price is equal to the Subscription Price of \$1.00 per Share.	Sections 1.8 and 1.9
How is the payment of the Service Fee authorised?	Institutional Applicants who apply under the Broker Firm Offer give their consent to and authorise the payment of the Service Fee by the Company to their Broker. Retail Applicants under the Broker Firm Offer can consent to, and authorise, the payment of this Service Fee to their Broker using the Broker Firm Application Form.	Sections 1.8 and 1.9
How much is the Service Fee?	The Service Fee is equal to \$0.03 (plus applicable GST).	Sections 1.8 and 1.9
When is the Service Fee paid under the Broker Firm Offer?	Institutional Applicants and Consenting Retail Applicants under the Broker Firm Offer will pay their Subscription Price and Service Fee at the same time. The Company will collect the Service Fee on behalf of Brokers and hold the Service Fee together with the Subscription Price in the Company's trust account for Application Monies in relation to the Offer until the Allotment Date. The Service Fee component of the Application Price will be held on trust following the Allotment Date. The Company will direct that the Service Fees be paid to Brokers after the Allotment. The Company will retain any interest earned on the Service Fee.	Sections 1.8 and 1.9
What are the fees and costs of the Offer?	The Manager will pay to the Issue Manager a fee of \$25,000 (exclusive of GST). The Application Price payable by Institutional Applicants and Consenting Retail Applicants under the Broker Firm Offer is \$1.00 per Share comprising the Subscription Price (payable to the Company) and the Service Fee (payable to the Applicant's Broker). This Service Fee does not apply to, and is not payable by, Applicants under the General Offer, the Priority Allocation, or Non-Consenting Retail Applicants. In addition to the above fees paid by Applicants, the Manager will pay certain costs in relation to the Offer (see Section 9.12).	Sections 1.4 and 9.12
What are the significant tax implications of investing in the	Investors should seek tax advice based on their own specific circumstances prior to making a decision to invest in the Company.	

Question	Answer	More information
Company?		
How can further information be obtained?	<p>Investors with questions on how to complete the Application Form or who require additional copies of the Prospectus should contact the Share Registry 1300 737 760 (Australia).</p> <p>If you are uncertain as to whether an investment in the Company is suitable for you, please contact your stockbroker, financial adviser, accountant, lawyer or other professional adviser.</p>	

1. Information for Investors

1.1. Objective

The objective of the Company is to achieve an attractive rate of return for Shareholders over the medium to long term i.e. five to seven years, while minimising the risk of permanent capital loss. The Company aims to provide both capital growth and franked dividend income.

See Section 2 for details of the investment strategy to be applied by the Manager on behalf of the Company.

1.2. Details of the Offer

The Company will offer up to 50,000,000 Shares, to raise up to \$50,000,000 (together with 1 free attaching Option for each Share) Each Option will have an exercise price of \$1.00 per and be exercisable at any time before 5:00 pm (AEST) on 30 September 2016.

The minimum subscription for the Offer is \$16,000,000, being receipt of valid Applications for not less than 16,000,000 Shares and 16,000,000 attaching Options.

If Applications for the minimum subscription are not received by the Company before the end of three months after the date of this Prospectus (or such longer period permitted by the Corporations Act with the consent of ASIC), all Application Monies received pursuant to the Prospectus will be refunded in full, without interest to Applicants, within the time prescribed by the Corporations Act.

As the Options will be issued for free, no funds will be raised by the grant of the Options. If 50,000,000 Options are issued under this Prospectus and are all subsequently exercised, the Company will raise a further \$50,000,000.

The rights attaching to the Shares are set out in Section 9.5 and the terms of the Options are set out in Section 9.6.

The Offer is made up of the General Offer and the Priority Allocation and the Broker Firm Offer (detailed in Section 1.3).

To participate in the General Offer or the Priority Allocation, your Application Form must be received by the Share Registry by 5:00pm (Sydney time) on the Closing Date. To participate in the Broker Firm Offer, the closing date is 5:00pm 5 November 2014.

Applications will be processed, and Shares and Options issued, on a first-come-first-served basis, subject to the Priority Allocations (outlined in Section 1.3). Early lodgement of your Application is recommended as the Offer may be closed early at the Directors' discretion.

The Offer will only be made to investors who have a registered address in Australia.

1.3. Parts to the Offer - The General Offer, the Priority Allocation and the Broker Firm Offer

There are three parts to the Offer:

- The General Offer, which is open to investors with a registered address in Australia;
- A Priority Allocation of 5,000,000 Shares, which is open to Eligible Participants; and
- The Broker Firm Offer is open to persons who have received a firm allocation from their Broker and who have a registered address in Australia. Applicants who have been offered a firm allocation by a Broker will be treated as an Applicant under the Broker Firm Offer in respect of that allocation. The maximum number of Shares available under the Broker Firm Offer is 25,000,000.

Applications which exceed the Priority Allocation and the Shares available under the Broker Firm Offer will be treated as applications under the General Offer.

Details of how to apply for Shares and Option under the Offer are set out in Sections 1.6 and 1.8.

1.4. Dealers to the Offer

Offers under this Prospectus will be made pursuant to an arrangement between the Company and dealers pursuant to Section 911A(2)(b) of the Corporations Act. The Company will only authorise dealers to make offers to people to arrange for the issue of Shares and Options by the Company under the Prospectus and the Company will only issue Shares and Options in accordance with such offers if they are accepted. The Company has such an agreement with the Issue Manager, Taylor Collison. The Manager has agreed to pay Taylor Collison a fee of \$25,000 (exclusive of GST) in relation to that arrangement.

1.5. Offer not Underwritten

The Offer is not underwritten.

1.6. Applications for Shares and Options under the General Offer or Priority Allocation

Applications for Shares and Options must be made and will only be accepted on an Application Form.

The Application Form marked "Priority Allocation" must be completed by Eligible Participants who wish to apply under the Priority Allocation.

The Application Form marked "General Offer" must be completed by Applicants that are not Eligible Participants and who are not participating in the Broker Firm Offer.

An Application Form must be completed in accordance with the instructions set out on the reverse side of the Application Form. Applications must be for a minimum of 2,500 Shares and 2,500 Options for a total of \$2,500.

A binding contract to issue Shares and Options will only be formed at the time Shares are allotted and Options granted to Applicants.

1.7. Payment of Application Monies under the General Offer or Priority Allocation

Applications under the General Offer and the Priority Allocation must be accompanied by payment of the Application Amount in Australian currency of \$1.00 for each Share applied for (no Application Monies are required to be paid with respect to the Options).

Application Monies payable with respect to the General Offer and the Priority Allocations may be provided by BPAY or cheque(s).

No stamp duty or Service Fees are payable by Applicants under the General Offer or the Priority Allocation.

Application Forms will be accepted at any time after the issue of this Prospectus and prior to the close of business on the Closing Date.

Application Monies are payable with respect to the Broker Firm Offer in accordance with the directions of the Broker from whom you received a firm allocation. See Section 1.9 for details.

Payment by Cheque

Cheque(s) must be drawn on an Australian branch of a financial institution and made payable to "CBG Capital Limited - Share Offer" and crossed "Not Negotiable".

Payments by cheque will be deemed to have been made when the cheque is honoured by the bank on which it is drawn. Accordingly, Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s). If the amount of your cheque(s) for Application Monies is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to

have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

Completed Application Forms and accompanying cheques may be mailed to the Share Register as follows:

By Post:

CBG Capital Limited
C/ Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By Hand:

CBG Capital Limited
C/ Boardroom Pty Limited
Level 7, 207 Kent Street
SYDNEY NSW 2000

Payment by BPAY

You may apply for Shares and Options online and pay your Application Monies by BPAY. Applicants wishing to pay by BPAY should complete the online Application Form accompanying the electronic version of this Prospectus which is available at www.cbcapital.com.au and follow the instructions on the online Application Form (which includes the Biller Code and your unique Customer Reference Number (CRN)).

You should be aware that you will only be able to make a payment via BPAY if you are the holder of an account with an Australian financial institution which supports BPAY transactions.

When completing your BPAY payment, please make sure you use the specific Biller Code and your unique CRN provided on the online Application Form. If you do not use the correct CRN your Application will not be recognised as valid. It is your responsibility to ensure that payments are received by 5.00pm (Sydney time) on the Closing Date. Your bank, credit union or building society may impose a limit on the amount which you can transact on BPAY, and policies with respect to processing BPAY transactions may vary between banks, credit unions or building societies. The Company accepts no responsibility for any failure to receive Application Monies or payments by BPAY before the Closing Date arising as a result of, among other things, processing of payments by financial institutions.

1.8. Broker Firm Offer Applications and Payment

If you are applying for Shares under the Broker Firm Offer, you should arrange for your Broker Firm Application Form to be lodged with the Broker from whom you received your firm allocation. Broker Firm Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Broker Firm Application Form. Applicants under the Broker Firm Offer must not send their Broker Firm Application Forms to the Company or Registry.

Retail Applicants under the Broker Firm Offer can consent to and authorise the payment of a one off Service Fee to their Broker. Institutional Applicants under the Broker Firm Offer consent to and authorise by completing their Broker Firm Application Form. See Section 1.9 below for more information in relation to the Service Fee.

By making an Application, you declare that you were given access to this Prospectus, together with a Broker Firm Application Form. The Corporations Act prohibits any person from passing an application form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus.

The Broker Firm Offer is expected to close at 5.00pm (Sydney time) on Wednesday, 5 November 2014.

Applicants under the Broker Firm Offer must pay their Application Monies in accordance with instructions from their Broker. The allocation of Shares to Brokers will be determined by the Company. It will be a matter for the Brokers how they allocate Shares among their clients, and they (and not the Company) will be responsible for ensuring that clients who have received an allocation from them receive the relevant Shares and Options.

The Company and Registry take no responsibility for any acts or omissions by your Broker in connection with your Application, Broker Firm Application Form and Application Monies (including, without limitation, failure to submit Broker Firm Application Forms by the close of the Broker Firm Offer).

Please contact your Broker if you have any questions.

1.9. Service Fee

All Applicants to the Offer are required to pay an Application Price of \$1.00 per Share. Under the Broker Firm Offer, the Application Price paid by Consenting Retail Applicants and Institutional Applicants will be comprised of the Subscription Price (payable to the Company) and the Service Fee (payable to their Broker).

This Service Fee (of \$0.03 per Share plus applicable GST) is a one-off fee payable to the Applicant's Broker in respect of the services provided by their Broker (and any specified adviser or individual broker) in respect of the Offer.

Institutional Applicants and Consenting Retail Applicants under the Broker Firm Offer will pay their Subscription Price and their Service Fee at the same time. The Company will collect the Service Fee on behalf of Brokers and hold the Service Fee together with the Subscription Price in the Company's trust account for Application Monies in relation to the Offer until the Allotment Date.

Retail Applicants under the Broker Firm Offer can consent to, and authorise the payment of, this Service Fee to their Broker (as well as the transfer of the Service Fee on the Allotment Date and the subsequent on-payment of a percentage of that Service Fee to the specified adviser or individual broker providing advice or dealing services to them in respect of the Offer).

It is a term of this Offer that, by delivering their completed Broker Firm Application Form to their Broker, Institutional Applicants under the Broker Firm Offer consent to and authorise the payment of their Service Fee on the Allotment Date to their Broker.

1.10. ASX Listing

Application will be made to ASX within seven days after the date of this Prospectus for the Company to be listed on ASX and for quotation of the Shares and Options issued pursuant to this Prospectus and all other Shares on issue as at the date of such quotation. ASX quotation, if granted, will commence as soon as practicable after holding statements are dispatched.

The fact that ASX may list the Company is not to be taken as an indication of the merits of the Company or the Shares or Options.

The Directors do not intend to allot any Shares and Options unless and until ASX grants permission for the Shares and Options to be listed for quotation unconditionally or on terms acceptable to the Directors.

If permission is not granted for the Shares and Options to be listed for quotation before the end of three months after the date of this Prospectus (or such longer period permitted by the Corporations Act with the consent of ASIC) all Application Monies received pursuant to the Prospectus will be refunded in full without interest to Applicants, within the time prescribed by the Corporations Act.

1.11. Allotment

No allotment of Shares and Options will be made until the minimum subscription has been received and permission has been granted by ASX for quotation of the Shares and Options unconditionally or on terms acceptable to the Directors. It is expected that allotment of the Shares and Options will take place by 13 November 2014.

An Application constitutes an offer by the Applicant to subscribe for Shares and Options on the terms and subject to the conditions set out in this Prospectus.

The Board reserves the right to accept, reject or scale back any Application, in its absolute discretion. Where the number of Shares and Options allotted is less than the number applied for or where no allotment is made, the surplus Application Monies will be refunded without interest to Applicants, within the time prescribed by the Corporations Act.

1.12. **CHESS**

The Company will apply to ASX to participate in the securities Clearing House Electronic Subregister System known as CHESS. CHESS is operated by ASX Settlement Pty Ltd (a wholly owned subsidiary of the ASX) in accordance with ASX Listing Rules and the ASX Operating Rules. The Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the principal register of securities. Under CHESS, the Company will not be issuing certificates to successful investors following allotment, the Company will provide each Shareholder whose address is in Australia with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted and Options granted to each Shareholder pursuant to this Prospectus. If applicable, the holding statement will also advise Shareholders of their Holder Identification Number (HIN) or Sponsoring Issuer Number (SRN).

If a Shareholding changes during a month, the Shareholder will receive a statement at the end of that month. Shareholders may also request statements at any other time (although the Company may charge an administration fee). It is the responsibility of Applicants to determine their allocation prior to the trading of the Shares and Options. Applicants who sell Shares or Options before they receive notice of their allocation do so at their own risk.

1.13. **Overseas Shareholders**

The Offer is an offer to Australian investors with their registered address being in Australia as at the date of this Prospectus. The Offer does not constitute an offer in any place in which, or to any person to whom, it would be unlawful to make such an offer.

United States residents

The Securities being offered pursuant to this Prospectus have not been registered under the US Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the US Securities Act and applicable state securities laws. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful. In addition, any hedging transactions involving these securities may not be conducted unless in compliance with the US Securities Act.

1.14. **Privacy**

When you apply to invest in the Company, you acknowledge and agree that:

- (a) you are required to provide the Company with certain personal information to:
 - (i) facilitate the assessment of an Application;
 - (ii) enable the Company to assess the needs of Applicants and provide appropriate facilities and services for Applicants; and
 - (iii) carry out appropriate administration;
- (b) the Company may be required to disclose this information to:
 - (i) third parties who carry out functions on behalf of the Company, including marketing and administration functions, on a confidential basis; and
 - (ii) third parties if that disclosure is required by law; and

- (c) related bodies corporate (as that term is defined in the Corporations Act) which carry out functions on behalf of the Company.

Under the Privacy Act 1988 (as amended), Applicants may request access to their personal information held by (or on behalf of) the Company. Applicants may request access to personal information by telephoning or writing to the Manager.

1.15. Anti-Money Laundering / Counter-Terrorism Financing Act 2006

The Company, the Manager or Issue Manager may be required under the *Anti-Money Laundering / Counter-Terrorism Financing Act 2006* (Cth) or any other law to obtain identification information from Applicants. The Company reserves the right to reject any Application from an Applicant who fails to provide identification information upon request.

2. Information on the Company

2.1. Overview of the Company

CBG Capital Limited is a newly incorporated company that was established on 4 April 2014 to undertake investments consistent with the investment strategy outlined below.

The Company provides investors with an opportunity to invest in a listed vehicle which aims to primarily invest in Australian listed securities.

The Company has employed an experienced Manager with a strong track record to manage the Portfolio. The Manager, CBG Asset Management Limited, has two existing unlisted funds managed in substantially the same way proposed for the Company. Both existing funds have outperformed their benchmark since inception. The first fund, CBG Australian Equities Fund (Wholesale), has a 12 year track record and the second fund, CBG Australian Equities Fund, has an eight year track record. Further details on the performance of those two funds is set out in Section 3.4.³

2.2. Investment objective

The objective of the Company is to achieve an attractive rate of return for Shareholders over the medium to long term i.e. five to seven years, while minimising the risk of permanent capital loss. The Company aims to provide both capital growth and franked dividend income.

Following successful close of the Offer there will be sufficient working capital to carry out the Company's stated objectives.

2.3. Overview of investment strategy

- The Company believes that attractive long term investment returns can be achieved through a disciplined investment process, using fundamental analysis and with a focus on high quality companies.
- The Manager undertakes a detailed investigative process and seeks to understand the unique drivers of value for each company, then to identify opportunities where that value is not reflected in the current stock price.
- Investments are considered based on a time horizon of at least two to three years, enabling the Manager to benefit from the shorter term focus of most institutional investors.
- The Manager looks for a number of attributes that consistently apply to securities which produce attractive returns. In particular, a strong management team that is delivering on a robust strategy and returning value to Shareholders; solid free cash flow; a strong competitive position; a supportive industry structure; strong balance sheet and attractive earnings or cash flow multiples relative to earnings risks and growth prospects.
- The Company believes this approach to investing works because the market regularly displays pricing inefficiencies. Causes of market mispricing include: a focus on shorter investment timeframes by most institutional investors; crowding in the top 100 stocks by market capitalisation, with stocks outside the top 100 being less well researched, and emotional and cognitive biases of investors. For example, aversion to short term losses may lead investors to avoid stocks which have experienced short term volatility or to sell positions too early to avoid potentially giving up unrealised gains.

2.4. Overview of investment process

- The Manager undertakes a rigorous and disciplined approach to stock selection and portfolio management, as detailed below.

³ Details about the two funds currently managed by the Manager are provided for information purposes only. It is not indicative of the likely success of the Company.

- Ronni Chalmers, the Chief Investment Officer of the Manager, has responsibility for the construction of the Portfolio and is supported by an investment team with research responsibilities assigned for specific industry sectors.
- Investment decisions are driven by bottom-up stock analysis, overlaid with macro and industry level considerations. Bottom-up stock analysis is a process that begins with a focus on the investment merits of individual securities, rather than using macro-economic or industry level considerations as the driver of investment selection.
- Idea generation is a result of the continuous monitoring of stocks within each industry sector and screening the investment universe based on quantitative and qualitative attributes.
- The Manager seeks to understand the unique drivers of value for each company, for example, an attractive industry structure or competitive advantage. This enables the Manager to identify opportunities that would be missed by purely quantitative screening.
- The Manager also believes that it is important to understand the market assumptions underlying current stock prices, and to make an independent assessment of fair value given the Manager's longer investment horizon relative to most institutional managers.
- The Manager draws on a number of sources of information to assist this process, including regular meetings with company management and attendance at company presentations; analysis of company announcements; historical and forecast financial metrics for stocks in the investment universe; contact with a network of brokers; news media, industry publications, broker research and statistical data.
- When a stock is considered for investment, a detailed report is prepared including the analyst's financial forecasts, price target and investment recommendation. Integral to this process is meetings with senior management of the subject company, where possible.
- Investment recommendations are presented to and discussed by the investment team, with the Chief Investment Officer making final Portfolio decisions. Each of the policies set out in Sections 2.7 to 2.11 (inclusive) are relevant to decisions made on Portfolio investment.
- Stocks included in the Portfolio are then subject to ongoing monitoring, with the Manager producing timely internal research reports and maintaining regular contact with the company, where possible.
- If a stock reaches its price target or records a material share price decline, this triggers a review of the position.
- Risk is managed through the rigorous selection and monitoring process and avoiding or minimising exposure to companies and sectors that do not meet the Manager's criteria around valuation and quality. Stock and sector Portfolio weights are managed based on the Manager's analysis of the risk/return characteristics of the stock or sector and how it affects Portfolio risk. The Manager monitors historical and forecast Portfolio risk/return metrics and reviews attribution analysis of past performance.

2.5. **Overview of proposed Portfolio**

- The Company will invest primarily in shares of listed companies included in the S&P/ASX 200 Index. It will also invest in listed shares outside of the S&P/ASX 200 Index and may acquire shares in IPOs on the ASX, as well as some cash and listed interest rate securities (hybrids) (see table below). The Company also has the flexibility to invest up to 10% of the market value of the Portfolio in shares of listed international companies.
- The Portfolio will be well diversified by individual stocks and industry sectors.

Asset allocation ranges

Asset class	Minimum Holding	Maximum Holding
Australian listed shares	50%	100%
Overseas listed shares	0%	10%
Cash ⁽¹⁾	0%	50%
Listed interest rate securities (hybrids) ⁽²⁾	0%	10%

⁽¹⁾ The Company only intends to hold part of the Portfolio as cash where it cannot identify appropriate investments at that point in time.

⁽²⁾ Listed interest rate securities refer to hybrid securities which combine characteristics of both debt and equity. These securities typically involve a promise to pay a fixed or floating rate of return, but may also have equity-like features. For example, they may be convertible into ordinary shares and they usually rank below other creditors.

The Manager may use derivatives and other investment techniques as outlined in Sections 2.7 to 2.9 below.

2.6. Changes to the investment strategy

Any material change to the investment strategies outlined in Sections 2.2 to 2.5 (inclusive) and Sections 2.7 to 2.11 (inclusive) must first be reviewed and approved by the Board.

2.7. Derivatives Policy

The Company may use derivatives from time to time for the purpose of reducing risk in the Portfolio or adding value. However, this is not intended to be a focus.

2.8. Forex Hedging Policy

The Company intends to invest primarily in ASX listed securities. Whilst the Manager does not currently intend to hedge the foreign exchange risk relating to the offshore earnings of these or any international investments, it retains the right to do so in appropriate circumstances.

2.9. Conflicts Policy

The Manager is also the investment manager of two unlisted managed investment schemes, CBG Australian Equities Fund and CBG Australian Equities Fund (Wholesale). The Company's investment strategy is proposed to be managed in substantially the same way as these schemes. Where the Manager is buying or selling shares for the Company and the other funds it manages, shares will be allocated pro-rata based on the market values of the respective portfolios, subject to any variance in the investment strategies.

2.10. Dividend Policy

- The Company will pay dividends out of the capital gains, dividends and interest received from the Company's investments to the extent permitted by law and prudent business practice.
- Dividends will be franked to the maximum extent permitted by available imputation credits.

- The Company aims to pay dividends twice annually.
- Shareholders will be entitled to participate in a dividend re-investment plan.

2.11. **Capital Management Policy**

- The Company may undertake on-market buybacks of its shares if they are trading at a discount to NTA.
- The Company may also consider the issue of additional securities, through bonus issues, rights issues or option issues.
- The Company intends to adopt a dividend re-investment plan – see Section 9.7.

2.12. **Reports to Shareholders**

To assist Shareholders in the Company to assess the value of Shares and Options and to comply with the Listing Rules, within 14 days after the end of each month the Company will report to ASX the net tangible asset backing of its Shares as at the end of the preceding month. The calculation of the net tangible asset backing of Shares will be made in accordance with the Listing Rules.

The Company will provide to holders of Shares and Options on request, free of charge, a copy of reports to ASX on net tangible asset backing of Shares from time to time.

3. Information on the Manager

3.1. Manager: background and business

- CBG Asset Management is an active, boutique Australian equities investment manager.
- It was formed in 2001 and is currently 100% owned by its founder, Ronni Chalmers. Mr Chalmers has over 30 years of Australian equities investment management experience.
- The Manager has a strong track record of outperforming its benchmark in the two existing funds which it manages. These funds have investment track records of eight years and twelve years respectively. The performance of the two CBG Australian equities funds is outlined in Section 3.4.⁴ The Company's investment strategy is proposed to be managed in substantially the same way as these funds.
- The investment team has combined investment experience of over 60 years.
- The Manager has incentive arrangements in place to align the interests of the Manager and staff with the interests of Shareholders.
- As a boutique manager, the size of the funds under management is modest compared to the investment universe, which may increase the ability of the Manager to outperform the benchmark. The business of the Manager is solely focused on investment management.

3.2. The Manager and the Company

The Manager will manage the Portfolio of the Company as outlined in Section 2 of this Prospectus.

3.3. Key personnel of the Manager

Ronni Chalmers is the Chief Investment Officer of CBG Asset Management. Mr Chalmers has over 30 years of Australian equities investment management experience. He began his career as a graduate at Bankers Trust Australia and rising to Associate Director during its rapid growth in the 1980s. After a decade at Bankers Trust he left and subsequently held senior Portfolio Manager / Investment Manager roles with several funds management and insurance companies before founding CBG Asset Management in 2001. Mr Chalmers has a Bachelor of Commerce from the University of New South Wales and is a Fellow of the Financial Services Institute of Australasia.

Robert Gregory is the Portfolio Manager at CBG Asset Management. Mr Gregory has 11 years of direct experience in equities markets, initially as an equity research analyst on the sell side, and more recently at CBG Asset Management. Mr Gregory has worked at CBG Asset Management for seven years. His experience prior to CBG Asset Management was at Linwar Securities and Aegis Equities Research (now Morningstar). Mr Gregory has a Bachelor of Commerce (Honours) from the University of Melbourne and a Graduate Diploma in applied finance and investment from FINSIA. He is responsible for the materials, energy, industrials and utilities sectors.

Vincent Cook is a Senior Equities Analyst at CBG Asset Management and is a holder of the Chartered Financial Analyst® designation. Mr Cook has nine years of experience in Australian equities investment management. He began his career with CBG Asset Management in 2005 after completing Bachelor of Laws and Bachelor of Arts conjoint degrees at the University of Auckland. He is responsible for the financials, health care, property and telecommunications sectors.

Jake Bowmer is an Equities Analyst at CBG Asset Management. Mr Bowmer has six years of experience in Australian equities investment management. He joined CBG Asset Management in 2008 and is responsible for the consumer staples and consumer discretionary sectors. He holds a Bachelor of Commerce (Finance and Economics) from Sydney University.

⁴ Details about the two funds currently managed by the Manager are provided for information purposes only. It is not indicative of the likely success of the Company.

3.4. Manager Performance History

- CBG Asset Management has been managing an Australian equities fund for wholesale investors since 9 April 2002 and a fund for retail investors since 24 March 2006. The wholesale fund is called the CBG Australian Equities Fund (Wholesale) and the retail fund is called the CBG Australian Equities Fund.
- The performance of these two existing funds as at 30 June 2014 is shown below relative to their benchmark, the S&P/ASX 200 Accumulation Index.⁵
- Performance is shown on an after fees basis.
- Note that there are some differences between the fee structures of the above funds compared to the Manager's fees for the Company. Prior to 1 January 2014, the CBG Australian Equities Fund charged a management fee of 1.3%, which compares to 1.0% for the Company. The CBG Australian Equities Fund management fee was reduced to 1.0% on 1 January 2014. The management fee for the CBG Australian Equities Fund (Wholesale) has been 1.0% since inception. These fees are all exclusive of GST. Additionally, the Performance Fee for the Company is subject to a High Water Mark, whereas the performance fees of the above funds are not. The performance fees of these funds are based on 20% of outperformance, in line with the Company.

CBG Australian Equities Fund

	Fund net	Benchmark	Value added after fees
1 year	22.2%	17.4%	4.8%
3 years annualised	11.2%	10.4%	0.8%
5 years annualised	13.7%	11.2%	2.5%
Since inception ⁽¹⁾ annualised	6.6%	5.3%	1.2%
Since inception ⁽¹⁾ total return	69.4%	53.9%	15.5%

⁽¹⁾ Inception date 24 March 2006

CBG Australian Equities Fund (Wholesale)

	Fund net	Benchmark	Value added after fees
1 year	22.2%	17.4%	4.7%
3 years annualised	10.5%	10.4%	0.2%
5 years annualised	12.8%	11.2%	1.6%
Since inception ⁽¹⁾ annualised	10.3%	8.6%	1.8%
Since inception ⁽¹⁾ total return	231.6%	172.6%	59.0%

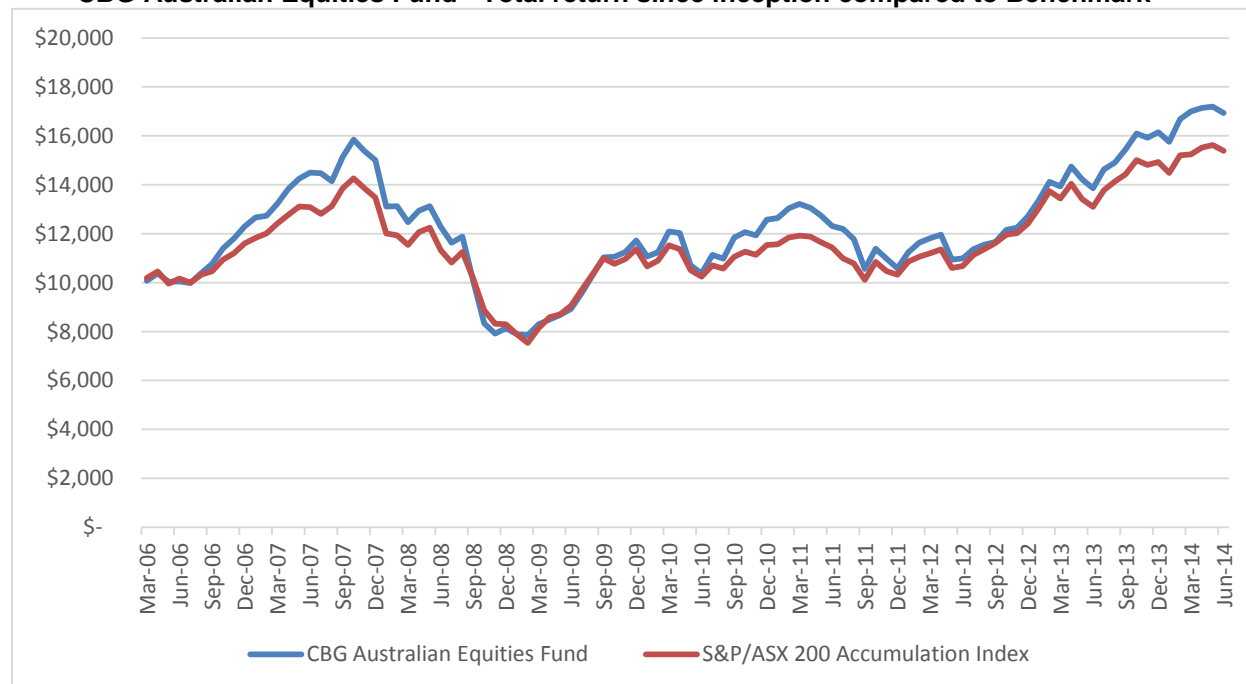
⁽¹⁾ Inception date 9 April 2002

Investors are reminded that past performance is no guarantee of future performance and that the investment strategy is not exactly the same as for the Company.

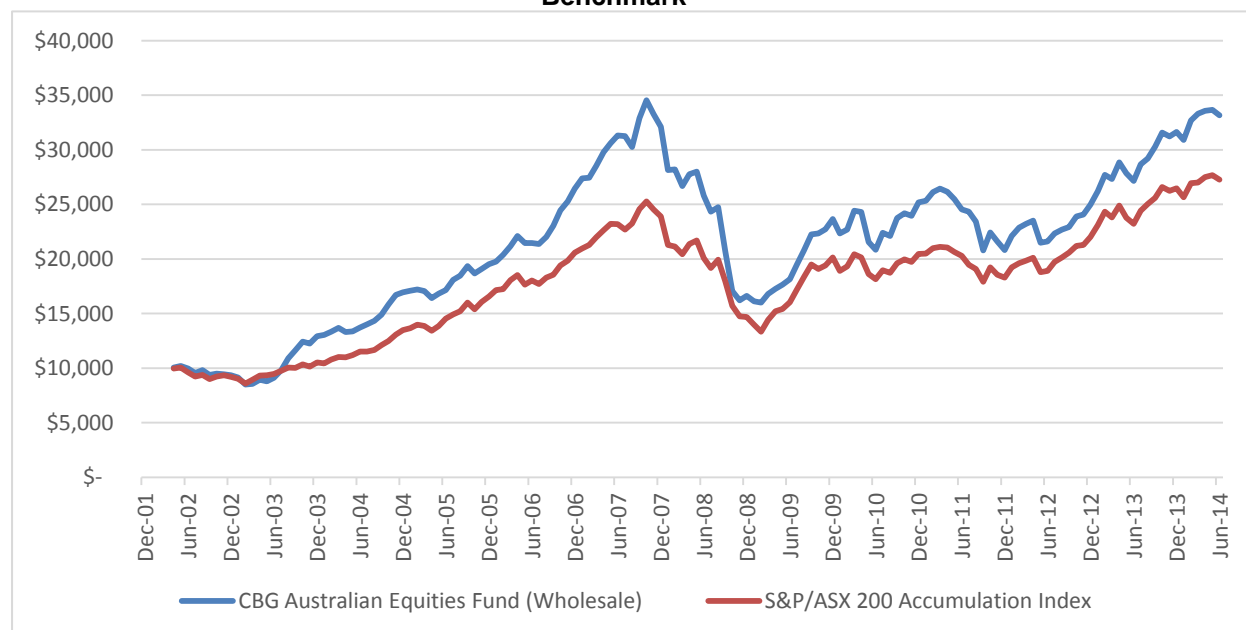
⁵ Details about the two funds currently managed by the Manager is provided for information purposes only. It is not indicative of the likely success of the Company.

The two tables below set out the CBG Australian Equities Fund and the CBG Australian Equities Fund (Wholesale) total returns net of fees since inception as compared to their benchmark (the S&P/ASX 200 Accumulation Index).⁶

CBG Australian Equities Fund - Total return since inception compared to Benchmark



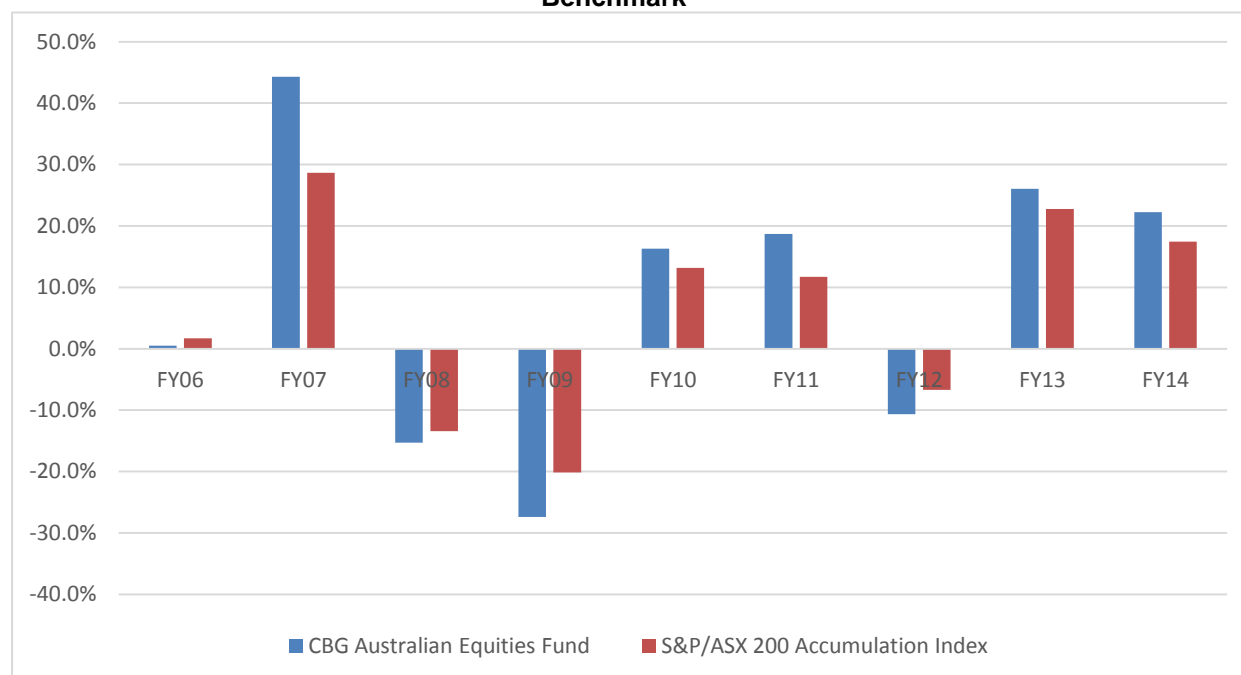
CBG Australian Equities Fund (Wholesale) - Total return since inception compared to Benchmark



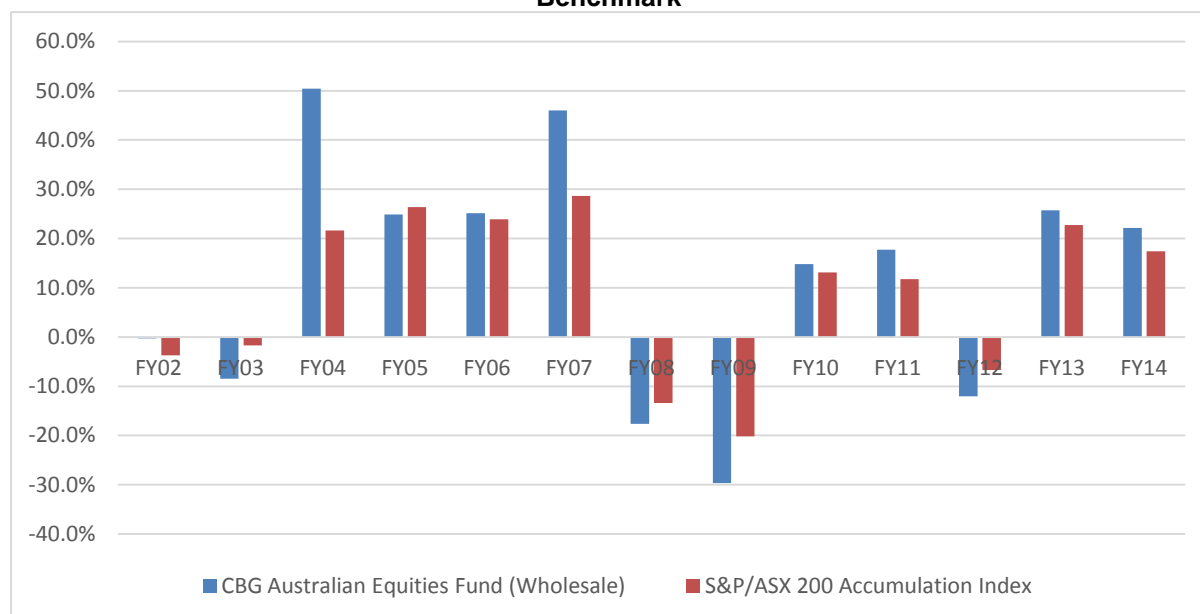
⁶ Details about the two funds currently managed by the Manager is provided for information purposes only. It is not indicative of the likely success of the Company.

The two tables below set out the CBG Australian Equities Fund and the CBG Australian Equities Fund (Wholesale) annual returns net of fees since inception compared to the benchmark, (the S&P/ASX 200 Accumulation Index).⁷

CBG Australian Equities Fund - Financial year returns since inception compared to Benchmark

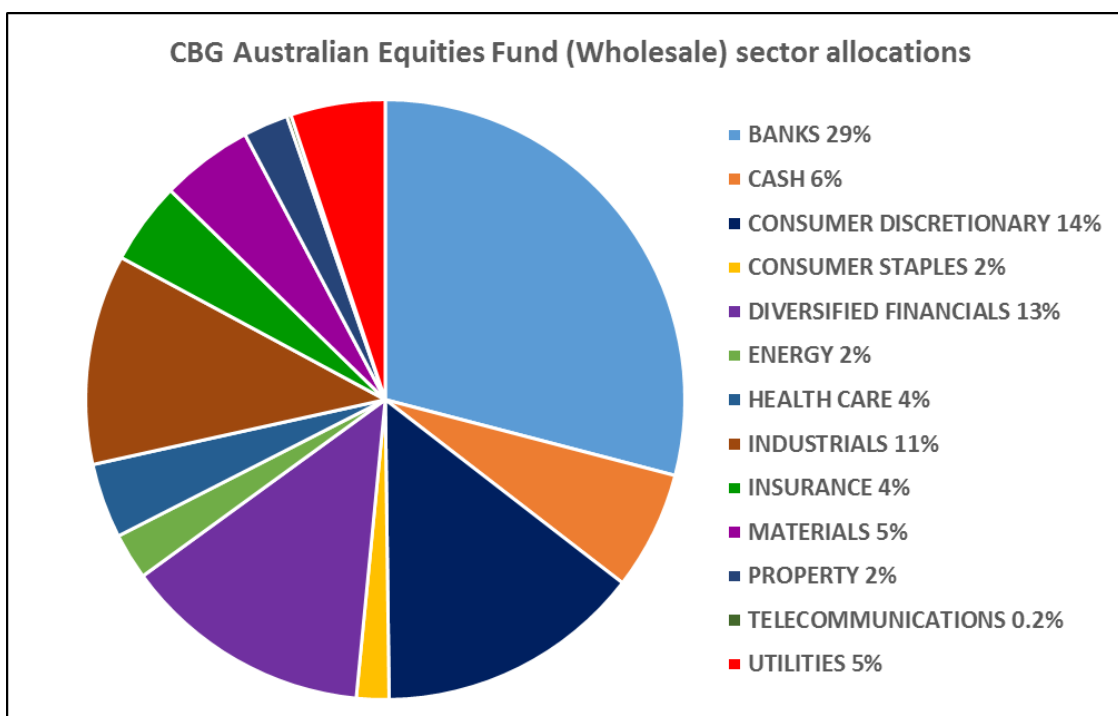
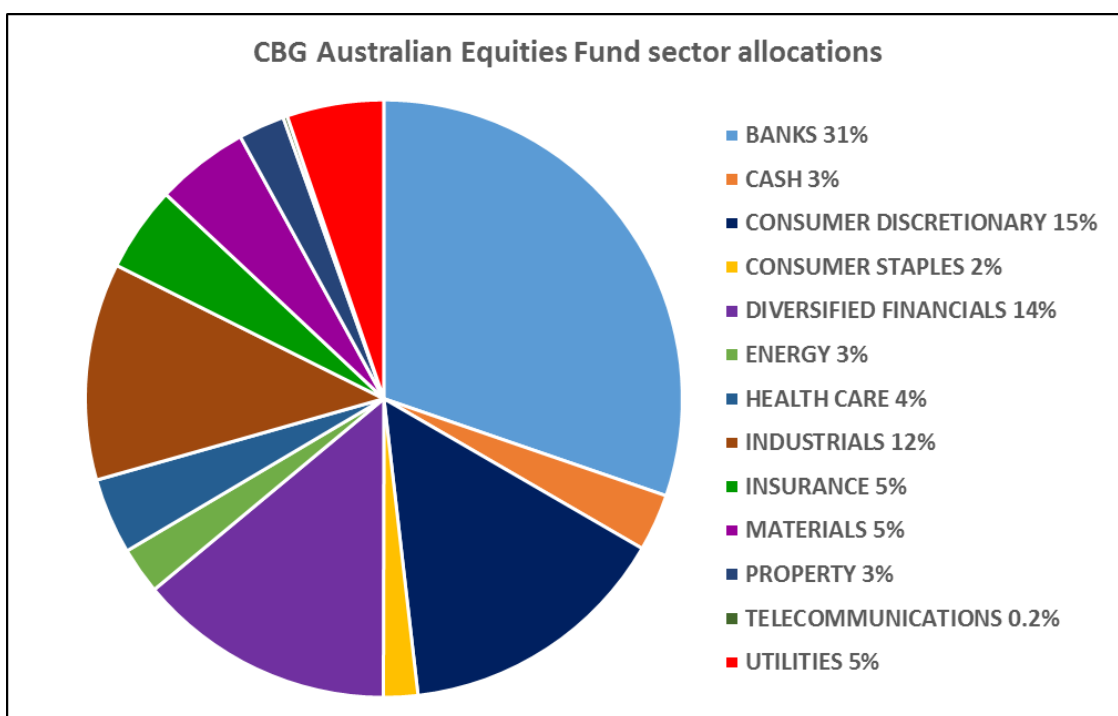


CBG Australian Equities Fund (Wholesale) Financial year returns since inception compared to Benchmark



⁷ Details about the two funds currently managed by the Manager is provided for information purposes only. It is not indicative of the likely success of the Company.

3.5. Sector allocations of the two existing funds as at 30 June 2014



Note: these allocations are provided as an illustration of the possible sector allocations. The Company's investments in various sectors will not necessarily be similar to this sector allocation and will change over time.

4. Risk Factors

4.1. General Risk Factors

The value of Securities listed on securities exchanges can change considerably over time and the value of your investment can increase and decrease with (or independently of) the value of the Portfolio. A listed investment company's shares may trade at a discount, premium or at par to its NTA (representative of the true value of the underlying Portfolio). The fluctuation in price is known as volatility and the level of volatility depends on the type of investment. Generally, in order of volatility of asset classes, shares are the most volatile, then fixed interest, then cash. As with most investments, performance is not guaranteed. These risks may result in loss of income and principal invested.

You can do some things to reduce the impact of risk. Firstly, get professional advice suited to your investment objectives, financial situation and particular needs. Nothing in this Prospectus can replace or offer that. Secondly, invest for at least the time frame recommend by your professional advisor.

The Company should not be seen as a predictable, low risk investment. The Company's investments will be concentrated in ASX listed Securities and the Company is therefore considered to have a higher risk profile than cash assets.

It is not possible to identify every risk associated with investing in the Company, however, the following provides a list of significant risks associated with the Company. There may be other risks associated with the Company.

4.2. Key Risks

(a) *Reliance on the Manager*

The success and profitability of the Company in part will depend upon the ability of the Manager to invest in Securities which have the ability to generate a return for the Company.

The Company is exposed to the risk that the Manager may cease to manage the Portfolio. The ability of the Manager to continue to manage the Portfolio in accordance with this Prospectus and the Corporations Act is dependent on the maintenance of the Manager's AFSL and its continued solvency. Maintenance of the AFSL depends, among other things, on the Manager continuing to comply with ASIC imposed licence conditions and the Corporations Act.

The Manager has the ability to transfer the management agreement to another manager as it sees fit, which may change the personnel responsible for managing the Portfolio. The Manager has no current intention to transfer the Management Agreement.

(b) *Key man risk*

There is a risk that the Chief Investment Officer, Ronni Chalmers, may leave the Manager or be unable to continue in this role. This risk is significantly mitigated by the fact that Mr Chalmers is the 100% owner of the Manager. In the event that Mr Chalmers is unable to continue in his role, the Portfolio Manager, Robert Gregory, is well qualified to manage the Portfolio with the support of the other members of the investment team (see Section 3.3 for details).

(c) *Potential conflict risk*

Ronni Chalmers is a Director of the Company and the sole shareholder of the Manager. The Company does not currently have any conflict policies in place. However, should a conflict of interest arise, Mr Chalmers is bound by the director duties contained in the Corporations Act and the Company has adopted corporate governance policies and procedures in accordance with the ASX Corporate Governance Principles and Recommendations. The Company's Corporate Governance Charter includes a procedure for dealing with conflicts. The Corporate Governance Charter is available on the Company's website at www.cbgcapiatal.com.au.

(d) Economic risk

Investment returns are influenced by market factors, including changes in economic conditions (e.g. changes in interest rates and economic activity), changes to the legislative and political environment, as well as changes in investor sentiment. In addition, exogenous shocks, natural disasters, acts of terrorism and financial market turmoil (such as the global financial crisis) can (and sometimes do) add to equity market volatility as well as impact directly on individual entities. As a result, no guarantee can be given in respect of the future earnings of the Company or the earnings and capital appreciation of the Company's investments or appreciation of the Company's share price.

(e) Industry risk

There are a number of industry risk factors that may affect the future operation or performance of the Company. These factors are outside the control of the Company. Such factors include increased regulatory and compliance costs and variations in legislation and government policies generally.

(f) Market risk

There is a risk that Securities will fall in value over short or extended periods of time. Financial markets tend to move in cycles, and individual Security prices may fluctuate and underperform other asset classes over extended periods of time. Investors in the Company are exposed to this risk both through their holding in Shares and Options as well as through the Company's Portfolio of investments.

(g) Interest rates

Any variation in short and long-term interest rates could materially affect the operating results of the Company.

(h) Financial market volatility

A fall in global equity markets, global bond markets or change in the value of the Australian dollar against other major currencies may discourage investors from moving money into or out of equity markets. This may have a negative effect on the price at which Shares trade.

(i) Performance of other asset classes

Good performance (or anticipated performance) of other assets classes can encourage individuals to divert money away from equity markets. This may have a negative impact on the price at which Shares trade on ASX.

(j) Liquidity risk

The Company will be a listed entity, therefore the ability to sell Shares and Options will be a function of the turnover of the Company's Shares and Options at the time of sale. Turnover itself is a function of the size of the Company and also the cumulative investment intentions of all current and possible investors in the Company at any one point in time. In addition, there is no guarantee that the Company's investments will be liquid.

(k) Derivatives risk

Risks associated with using derivatives include the value of the derivative failing to move in line with the underlying asset, potential illiquidity of the derivative, the Company or the Manager may not be able to meet payment obligations as they arise, regulatory risk and counterparty risk (this is where the counterparty to the derivative contract cannot meet its obligations under the contract). To the extent the Manager's AFSL does not include the authorisations required for the Manager to provide advice or deal in derivatives, the Manager will engage external advisors with the appropriate AFSL authorisations.

(l) Operational costs

Operational costs for the Company as a proportion of total assets will be affected by the level of total assets of the Company and by the level of acceptance of this Offer. Operational costs will represent a greater proportion of total assets and will reduce the operating results of the Company and accordingly the ability to make dividend payments if the Company only achieves the minimum subscription under this Offer than if it secures a greater level of acceptance.

(m) No relevant operating or performance history of the Company

The Company has no financial, operating or performance history. The information in this Prospectus about the investment objectives of the Company are not forecasts, projections or the result of any simulation of future performance. There is a risk that the Company's investment objectives will not be achieved.

(n) Taxation risk

Tax laws (including Australian tax laws) are in a continual state of change and reform which may affect the Company and Shareholders.

Investing in the Company may have a different tax outcome than investing directly. Tax liabilities incurred as a consequence of investing in the Company are the responsibility of each individual Shareholder. The Company is not responsible either for taxation or penalties incurred by Shareholders. Shareholders should consult their own taxation advisers to ascertain the tax implications of their investment.

(o) Regulatory risk

The Company is exposed to the risk of changes to applicable laws or their interpretation which have a negative effect on the Company, its investments or returns to Shareholders and the risk of non-compliance with reporting or other legal obligations.

(p) Credit or counterparty risk

The strategies of the Company rely on the successful performance of contracts with external counterparties, including securities brokers and issuers of Securities to which the Company may have investment exposure. There is a risk that these counterparties may not meet their responsibilities, including as a result of the insolvency, financial distress or liquidation of the counterparty.

(q) Forex/Foreign investment risk

The Company may invest in securities of listed international companies. Foreign investments held by the Company may be subject to restrictions on the ability of foreign-domiciled companies to make payments of principal, dividends or interest to investors located outside the country, due to blockage of foreign currency exchanges, changes to tax laws, changes to local regulations or otherwise which could cause the Company to lose money on these investments.

4.3. Risks associated with the Company's investment approach*(a) Strategy risk*

There is no guarantee that any aspect of the investment strategy will be successful.

(b) Legal risk

There is a possibility that the actions of the Company may lead to litigation or other enforcement action. For example, the Company, the investments or management may be targeted by other stakeholders such as regulators and ASX. This can be costly and very time consuming.

The Company may incur non-recurrent expenses. These expenses may include, but are not limited to, litigation, legal and other expert's fees, travel and accommodation costs, and other expenses

arising from managing the Company's engagement activities. The Company will be responsible for paying these additional costs associated with implementing its strategy.

The Manager will seek to ensure any such costs are appropriately managed but if they are material, then actual costs could be substantially higher than estimates of ongoing costs.

(c) Limited diversification

The Company may invest in securities whose returns are correlated due to common risk factors or the market prices of Australian equities as an asset class may be correlated. While the Manager seeks to diversify the Portfolio by securities and industries, there may be a concentration of exposure in individual securities or industries. The Company has flexibility to take significant positions in individual investments and the Portfolio may be less diversified than those of other managers.

4.4. Investor considerations

Before deciding to subscribe for Shares and Options, Applicants should consider whether Shares and Options are a suitable investment. There are general risks associated with any investment in the stock market. The value of Shares and Options listed on ASX may rise or fall depending on a range of factors beyond the control of the Company.

There may be tax implications arising from the application for Shares and Options, the receipt of dividends (both franked and unfranked) from the Company, participation in any dividend re-investment plan of the Company, participation in any on market share buy-back and on the disposal of Shares or Options. Applicants should carefully consider these tax implications and obtain advice from an accountant or other professional tax adviser in relation to the application of tax legislation.

Investors are strongly advised to regard any investment in the Company as a long term proposition and to be aware that, as with any equity investment, substantial fluctuations in the value of their investment may occur.

If you are in doubt as to whether you should subscribe for Shares and Options you should seek advice on the matters contained in this Prospectus from a stockbroker, solicitor, accountant or other professional adviser immediately.

5. Financial Information

5.1. Pro Forma Statement of Financial Position

The pro forma statements of financial position set out below have been prepared to illustrate the financial position of the Company following completion of the Offer. These pro forma statements of financial position are intended to be illustrative only and will not reflect the actual position and balances as at the date of this Prospectus or at the conclusion of the Offer.

The pro forma statements of financial position have been prepared in accordance with the accounting policies set out in Section 5.5 below.

The pro forma statements of financial position are prepared in summary form only and do not comply with the presentation and disclosure requirements of Australian Accounting Standards.

	Pro-Forma Statement of financial position	
	Minimum Subscription	Maximum Subscription
Assets		
Cash	15,736,001	49,175,001
Liabilities	-	-
Net Assets / Equity	15,736,001	49,175,001
Net asset value per Share	0.984	0.984

5.2. Assumptions

These pro forma statements of financial position, and the information in Section 5.3 have been prepared on the basis of the following assumptions:

- (a) Application of the proposed accounting policies and notes to the accounts set out in Section 5.5.
- (b) In the pro forma statement of financial position entitled "Minimum Subscription", the reference is to subscription of 16,000,000 Shares by Applicants under this Prospectus.
- (c) In the pro forma statement of financial position entitled "Maximum Subscription", the reference is to subscription of 50,000,000 Shares by Applicants under this Prospectus.
- (d) The expenses of the Offer will be paid by the Manager as detailed in Section 5.4. The Service Fee is payable by Applicants as detailed in Section 1.9 .
- (e) No deferred tax asset has been recognised on the pro forma statements of financial position as the Company has not yet generated taxable profits in order to utilise the tax credits associated with the initial expenses.
- (f) No interest is earned by the Company during the offer period.

5.3. Cash

(a) A reconciliation of the pro forma statements of financial position for cash is as follows:

	Pro-Forma Statement of financial position	
	Minimum Subscription	Maximum Subscription
Initial Subscriber Shares – at \$1.00 each	1	1
Proceeds of Prospectus Offer – at Application Price of \$1.00 each	16,000,000	50,000,000
Service Fee*	(264,000)	(825,000)
Estimated Net Cash Position	15,736,001	49,175,001

* With Institutional Applicants and Consenting Retail Applicants the Application Price includes a Service Fee (payable to the Applicant's Broker) equivalent to 3% plus GST as detailed at Section 1.9. It has been assumed that 50% of Applications will be subject to the Service Fee.

5.4. Expenses of the Offer

The offer costs are to be met by the Manager (not the Company) and include legal and investigating accountant fees, printing and initial ASX listing fees as detailed at Section 9.12.

Applicable applicants will pay the Service Fee.

5.5. Proposed significant accounting policies and notes to accounts

(a) Financial Instruments

(i) Classification

The Company's investments are categorised as at fair value through profit or loss. They comprise:

Financial instruments held for trading

Derivative financial instruments such as options are included under this classification. The Company does not designate any derivatives as hedges in a hedging relationship.

Financial instruments designated at fair value through profit or loss upon initial recognition

These include financial assets that are not held for trading purposes and which may be sold. These are investments in exchange traded equity instruments.

Financial assets and financial liabilities designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Company's documented investment strategy.

(ii) Recognition/derecognition

The Company recognises financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognises changes in the fair value of the financial assets and financial liabilities from this date.

Investments are derecognised when the right to receive cashflows from the investments have expired or the Company has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

Financial assets and liabilities held at fair value through profit or loss

Financial assets and liabilities held at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in the statement of comprehensive income.

(b) Fair value in an active market

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the reporting date without any deduction for estimated future selling costs. Financial assets are priced at closing prices, while financial liabilities are priced at current asking prices.

(c) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

(d) Investment Income

Interest income is recognised on a time proportionate basis taking into account the effective yield on the financial assets.

Dividend income is recognised on the ex-dividend date with the corresponding foreign withholding tax recorded as an expense.

Net gains/(losses) on financial instruments held at fair value through profit or loss arising on a change in fair value are calculated as the difference between the fair value at year end and the fair value at the previous valuation point. Net gains/(losses) do not include interest or dividend income.

(e) Expenses

All expenses, including Manager's fees, are recognised in the statement of comprehensive income on an accruals basis.

(f) Receivables

Receivables may include amounts for dividends, interest, trust distributions and amounts due from brokers.

Dividends and trust distributions are accrued when the right to receive payment is established. Interest is accrued at the reporting date from the time of last payment in accordance with the policy set out in Note (d) above.

Receivables include such items as Reduced Input Tax Credits (RITC).

(g) Payables

Payables include liabilities, amounts due to brokers and accrued expenses owing by the Company which are unpaid as at the end of the reporting period.

(h) Taxes

The income tax expense comprises current and deferred tax.

Current income tax expense is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Current and deferred tax expense (income) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(i) Share Capital

Ordinary shares are classified as equity. Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(j) Profits Reserve

A profits reserve has been created representing an amount allocated from retained earnings that is preserved for future dividend payments

5.6. Proceeds of the Offer

The proceeds of the Offer will be used for investment opportunities that meet the Company's investment objectives as set out in Section 2.

6. Investigating Accountant's Report

HALLCHADWICK 

Corporate Finance & Advisory Services

INVESTIGATING ACCOUNTANT'S REPORT

17 September 2014

The Directors
CBG Capital Limited
Level 3, 7 Macquarie Place
SYDNEY NSW 2000

Dear Sirs,

Investigating Accountant's Report and Financial Services Guide

We have prepared this Investigating Accountant's Report (report) at the request of the Directors of CBG Capital Limited ("the Company") for inclusion in a Prospectus relating to the proposed issue by the Company of up to 50,000,000 shares at an Application Price of \$1.00 each to raise up to \$50,000,000 before the costs of the Offer ("the Prospectus"). The minimum amount of the Offer under the Prospectus is \$16,000,000 which would comprise the issue of 16,000,000 shares at an Application Price of \$1.00 each.

For Institutional Applicants and Consenting Retail Applicants under the Broker Firm Offer, the Application Price of \$1.00 per share comprises a Subscription Price (payable to the Company) and a Service Fee (payable to the Applicant's Broker) equivalent to 3% plus GST as detailed at Section 1.9.

Expressions and capitalised terms defined in the Prospectus have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services License (No. 227902) under the *Corporations Act 2001*. Hall Chadwick Corporate (NSW) Limited holds the appropriate Australian Financial Services License.

Background

The Company has been established to provide shareholders with access to a listed investment vehicle, which intends to primarily invest in Australian listed securities.

The Company is seeking to raise up to \$50,000,000 (inclusive of Service Fees) to undertake investments consistent with the objectives and guidelines outlined in the Prospectus and paying the costs of the Offer.

Potential investors should read the Prospectus in full. We make no comments as to the value of the current and proposed activities of the Company.

Scope

You have requested Hall Chadwick Corporate (NSW) Ltd. to prepare an Investigating Accountant's Report covering the following pro forma financial information:

- The pro forma Statements of Financial Position of the Company on completion of the Offer as set out in Section 5 of the Prospectus (the "Pro forma Financial Information").

**HALL CHADWICK CORPORATE
(NSW) LIMITED**

ACN 080 462 488

SYDNEY

Level 40, 2 Park Street
Sydney NSW 2000 Australia

GPO Box 3555 Sydney NSW
2001

Ph: (612) 9263 2600

Fx: (612) 9263 2800

E: hcsydnfo@hallchadwick.com.au

www.hallchadwick.com.au

A member of AGN
International Ltd, a worldwide
association of separate and
independent accounting and
consulting firms

The Pro forma Financial Information has been prepared from the records of the Company after reflecting the pro forma assumptions as described in Section 5.2 of the Prospectus.

The Pro forma Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Pro forma Financial Information and the transactions to which the pro forma adjustments relate. Due to its nature, the Pro forma Financial Information does not represent the Company's prospective financial position.

Directors' responsibility

The directors of the Company are responsible for the preparation of the Pro forma Financial Information, including the determination of pro forma assumptions on which the pro forma Statements of Financial Position have been based.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusions

Pro forma Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro forma Financial Information is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in Section 5 of the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report or on the financial information to which it relates, for any purpose other than that for which it was prepared.

Consent

Hall Chadwick Corporate (NSW) Limited has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included.

Disclosure of Interest

Hall Chadwick Corporate (NSW) Limited does not have any interest in the outcome of the Prospectus other than the issue of this report for which normal professional fees will be received. Hall Chadwick Corporate (NSW) Limited does not hold nor have any interest in the ordinary shares of the Company.

Hall Chadwick Corporate (NSW) Limited was not involved in the preparation of any part of the Prospectus, and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Yours faithfully



Drew Townsend
Director
Hall Chadwick Corporate
(NSW) Limited



David Kenney
Director
Hall Chadwick Corporate
(NSW) Limited

FINANCIAL SERVICES GUIDE

Dated 17 September 2014

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Hall Chadwick Corporate (NSW) Limited ABN 28 080 462 488, Australian Financial Services Licence Number 227902 ("HCC").

This FSG includes information about:

- HCC and how they can be contacted;
- the services HCC is authorised to provide;
- how HCC are paid;
- any relevant associations or relationships of HCC;
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that HCC has in place.

This FSG forms part of an Investigating Accountant's Report ("Report") which has been prepared for inclusion in the Prospectus. The purpose of the Prospectus is to help you make an informed decision in relation to a financial product. The contents of the Prospectus, as relevant, will include details such as the risks, benefits and costs of acquiring the particular financial product.

Financial services that HCC is authorised to provide

HCC holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio services, to retail clients. We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

HCC's responsibility to you

HCC has been engaged by the Directors of CBG Capital Limited to prepare this Report for inclusion in a Prospectus in relation to the public offering of shares in CBG Capital Limited on the ASX ("Offer").

You have not engaged HCC directly but have received a copy of the Report because you have been provided with a copy of the Prospectus. HCC nor the employees of HCC are acting for any person other than CBG Capital Limited. HCC is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General advice

As HCC has been engaged by CBG Capital Limited, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Prospectus before making any decision in relation to the Offer.

Fees HCC may receive

HCC charges fees for preparing reports. These fees will usually be agreed with, and paid by, the CBG Capital Limited. Fees are agreed on either a fixed fee or a time cost basis. In this instance, CBG Capital Limited has agreed to pay HCC \$13,500 (excluding GST and out of pocket expenses) for preparing the Report. HCC and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

HCC officers and representatives receive a salary or a partnership distribution from Hall Chadwick Sydney professional advisory and accounting practice (the Hall Chadwick Sydney Partnership) and dividends from

associated companies. Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report. Further details may be provided on request.

Referrals

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr David Kenney and Mr Drew Townsend, directors of HCC and partners in the Hall Chadwick Sydney Partnership, have prepared this Report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities (HC entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, CBG Capital Limited or has any other material financial interest in the Offer.

Complaints resolution

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:

The Complaints Officer
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer, Drew Townsend, on (02) 9263 2600 and he will assist you in documenting your complaint. Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External complaints resolution process

If HCC cannot resolve the complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly at:

Financial Ombudsman Service Limited
GPO Box 3, Melbourne Victoria 3001
Telephone: 1300 78 08 06 Facsimile (03) 9613 6399 Email: info@fos.org.au

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact details

You may contact HCC at:
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001
Telephone: (02) 9263 2600 Facsimile: (02) 9263 2800

7. Directors

7.1. Board of Directors

The Board has a broad range of experience in investment management combined with financial and commercial expertise. The following Section provides information regarding the Directors, including their positions:

Board and Name	Position	Independence ¹
Ronni Chalmers	Executive Chairman	No
Robert Swil	Non-executive director	Yes
James Beecher	Non-executive director	Yes

Note:

(1) The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles.

7.2. Director experience and qualifications

Ronni Chalmers B.Com, FFINSIA

Mr Chalmers is the Chief Investment Officer of CBG Asset Management. Mr Chalmers has over 30 years of Australian equities investment management experience. He began his career as a graduate at Bankers Trust Australia and rising to Associate Director during its rapid growth in the 1980s. After a decade at Bankers Trust he left and subsequently held senior Portfolio Manager / Investment Manager roles with several funds management and insurance companies before founding CBG Asset Management in 2001. Mr Chalmers has a Bachelor of Commerce from the University of New South Wales and is a Fellow of the Financial Services Institute of Australasia.

Robert Swil B.Bsc, MBA, FIAA, FAICD

Mr Swil is currently also a Director of the Manager, Hannover Life Re of Australasia and the superannuation trustee to the Russell Investments Super Fund. Previously he has been the Managing Director of life insurers, Australian Casualty & Life and FAI Life, and of superannuation fund FSP Super; Executive Director of FSP Group and its subsidiaries FSP Funds Management and Financial Services Partners, and Chairman of PrefSure Life. He has held other executive roles in the area of actuarial consulting, and general management roles in superannuation and life insurance.

James Beecher B.Com, MBA, FCPA, FAICD

Mr Beecher has more than 30 years experience in senior finance, accounting and secretarial positions in resources, financial services and services companies. James has been Chief Financial Officer or Finance Director of NRMA Limited, Savage Resources Limited and Austen & Butta Limited. He held senior accounting positions with the Commonwealth Bank including Group Financial Controller and Group Chief Accountant. He is currently a Director of the Manager and a Director of ASX listed NuCoal Resources Ltd and U.S. Masters Holdings Ltd. He has been a Non-Executive Director of Findlay Securities Ltd and MIL Resources Ltd, the Company Secretary of Gloucester Coal Limited and a Compliance Committee Member of FSP Funds Management Ltd and Abacus Funds Management Ltd. He is currently Deputy Chair of the Australian Institute of Company Director's Reporting Committee.

7.3. Director disclosures

No Director has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last ten years which is relevant or material to the performance of their duties as a Director. No Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that they were an officer or within a 12 month period after they ceased to be an officer.

7.4. Remuneration

The maximum total remuneration of the Directors has been set at \$100,000 to be divided among the Directors as they see fit. The Board will seek Shareholder approval should it wish to increase this amount.

In the financial year ending 30 June 2015 the Directors will be paid the following full year remuneration (inclusive of superannuation):

Board and Name	Remuneration payable
Ronni Chalmers	\$0
Robert Swil	\$20,000
James Beecher	\$25,000

The remuneration for Directors will be reviewed by the Board on a periodic basis as the Company develops its business and, subject to the Listing Rules, may be increased.

7.5. Corporate Governance Policies

The Board has the responsibility of ensuring the Company is properly managed so as to protect and enhance Shareholders' interests in a manner that is consistent with the Company's responsibility to meet its obligations to all parties with which it interacts. To this end, the Board has adopted what it believes to be appropriate corporate governance policies and practices having regard to its size and the nature of activities.

The Board will conduct itself in accordance with the ASX Corporate Governance Principles and Recommendations, 3rd Edition (2014) (**ASX Principles**) as issued by the ASX Corporate Governance Council, to the extent that such principles and recommendations are applicable to an entity of the size and structure of the Company.

The Company has formulated its own corporate governance policies and practices using the ASX Principles as a guide. These are available on the Company's website, at www.cbcapital.com.au.

The Company will provide an explanation of any recommendation of the ASX Principles that it considers not appropriate to its particular circumstances in its future annual reports.

The Board will review the corporate governance policies and structures that the Company has in place on an ongoing basis to ensure that these are appropriate for the size of the Company and nature of its activities, and that these policies and structures continue to meet the corporate governance standards to which the Board is committed.

8. Material Contracts

The Directors consider that the material contracts described below are the contracts which an investor would reasonably regard as material and which investors and their professional advisers would reasonably expect to find described in this Prospectus for the purpose of making an informed assessment of the Offer.

This Section only contains a summary of the material contracts and their substantive terms.

8.1. Management Agreement

Parties

The Company and the Manager.

Appointment

The Company has appointed the Manager to manage the Portfolio of the Company and will manage and supervise all investments for the term.

Permitted Investments

Under the Management Agreement, the Manager is permitted to undertake investments on behalf of the Company without Board approval. However, if the proposed investment is not in accordance with the approved investment strategies, Board approval for the investment is required. The Board may approve changes to the approved investment strategies from time to time.

To the extent the Manager's AFSL does not include the authorisations required for the Manager to provide advice or deal in certain investments, the Manager will engage external advisors with the appropriate AFSL authorisations.

Powers of Manager

Subject to the Corporations Act, the Listing Rules and any written guidelines issued by the Company from time to time, the Manager will from time to time, on behalf of the Company, invest money constituted in or available to the Portfolio in making, holding, realising and disposing of investments.

The Manager has absolute and unfettered discretion to manage the Portfolio and to do all things considered necessary or desirable in relation to the Portfolio, including, without limitation:

- (a) investigation of, negotiation for, acquisition of, or disposal of every investment;
- (b) to sell, realise or deal with all or any of the investments or to vary, convert, exchange or add other investments in lieu of those investments;
- (c) if any investments are redeemed or the capital paid on it is wholly or partly repaid by the entity by which that investment was created or issued, to convert that investment into some other investment or accept repayment of the capital paid or advanced on the investment and any other monies payable in connection with that redemption or repayment and to invest any of those monies in other investments;
- (d) retain or sell any shares, debentures or other property received by the Company by way of bonus, or in lieu of, or in satisfaction of, a dividend in respect of any investments or from the amalgamation or reconstruction of any entity; and
- (e) to sell all or some of the rights to subscribe for new Securities in an investment, to use all or part of the proceeds of sale of such rights for the subscription for Securities or to subscribe for Securities pursuant to those rights.

Monthly Valuations

The Manager must arrange for calculation of the value of the Portfolio at least monthly. All costs incurred by the Manager in arranging this calculation are to be paid by the Company.

Management Fee

In return for the performance of its duties as Manager of the Company, the Manager is entitled to be paid a monthly management fee equal to 1.0 % per annum (exclusive of GST) of the NTA of the Portfolio before all taxes (calculated on the last business day of each month). NTA means the net tangible assets of the Company, being the value of all the assets of the Company less liabilities.

Performance Fee

The Manager is also entitled to be paid by the Company a Performance Fee of 20.0% (exclusive of GST) of the Portfolio's outperformance calculated using the following formula and subject to both the Portfolio Performance being positive and the High Water Mark.

$$\text{Performance Fee} = ((CV - PV) - (BI \times PV)) \times 0.2$$

where

CV is the NTA before all taxes and current performance fee accrual of the Company calculated on the last Business Day of the relevant Performance Fee Period;

PV is the NTA before all taxes and current performance fee accrual of the Company calculated on the last Business Day of the immediately preceding Performance Fee Period or, in the case of the first Performance Fee Period, the NTA before all taxes at listing; and

BI is the increase in the Benchmark over the Performance Fee Period expressed as a percentage.

The Manager will only be entitled to receive a performance fee where the NTA before all taxes at the end of the performance calculation period is above the High Water Mark.

The High Water Mark is calculated as the NTA before all taxes as at the end of the last Performance Fee Period for which the Manager was entitled to a Performance Fee, adjusted for any dividends paid or any capital changes (such as the issue of securities or share buy-backs) since that time. The Manager will only be entitled to receive a Performance Fee where the NTA before all taxes at the end of the Performance Fee Period is above the High Water Mark.

If the amount calculated using the formula above is a negative number, no performance fee is payable in respect of that performance calculation period.

In calculating the performance fee for the performance calculation period, changes in the value of the Portfolio as a result of the issue of Securities by the Company, capital reductions undertaken by the Company, share buy-backs undertaken by the Company, dividend distributions undertaken by the Company and tax payments or refunds made by the Company will be adjusted in a manner determined by the auditor of the Company at the conclusion of that performance calculation period.

The Performance Fee will be accrued monthly but payable half yearly.

Performance Fee example

Assuming that:

- a) the Portfolio Performance for a Performance Fee Period is 6%;
- b) the Benchmark return is 4% over the same Performance Fee Period; and
- c) the NTA value of your shareholding at the start of the Performance Fee Period is \$50,000.

In these circumstances, the Portfolio's outperformance of the Benchmark is 2% (6% - 4%). The Performance Fee referable to your shareholding for that Performance Fee Period will be \$200 excluding GST (that is, 20% x 2% x \$50,000).

If the Portfolio Performance is below the Benchmark, no Performance Fee is payable.

If the NTA before all taxes at the end of the Performance Fee Period is below the High Water Mark, no Performance Fee will be payable.

Also, if the Portfolio Performance is negative, no Performance Fee is payable, even if the Portfolio outperforms the Benchmark.

Please note that this example is provided for illustrative purposes only. It does not reflect that the Performance Fee is calculated and accrued monthly and does not forecast the future performance of the Portfolio.

Expenses

The Company is liable for and must pay out of the Portfolio or reimburse the Manager the following fees, costs and expenses when properly incurred in connection with the investment and management of the Portfolio or the acquisition, disposal or maintenance of any investment:

- (a) fees payable to any licensed market, ASIC or other regulatory body;
- (b) all costs, stamp duties, financial institutions duties, bank account debits tax and legal fees and other duties, taxes, fees, disbursements and expenses, commissions and brokerage incurred by the Company or the Manager in connection with:
 - (i) the acquisition and negotiation of any investment or proposed investment;
 - (ii) any sale or proposed sale, transfer, exchange, replacement or other dealing or proposed dealing with or disposal or proposed disposal of any investment;
 - (iii) the receipt of income or other entitlements from the Portfolio; or
 - (iv) the engagement of a custodian to hold any investment on behalf of the Company; and
- (c) outgoings in relation to the Portfolio such as rates, levies, duties, taxes and insurance premiums.

Notwithstanding the above, the Manager is solely responsible for payment of the fees of any investment manager engaged by the Manager to assist it in undertaking its duties under the Management Agreement

Term and Termination

The term of the Management Agreement is currently five years, with automatic five year extensions, unless terminated earlier in accordance with the Management Agreement. However, the Company has applied to ASX for a waiver to extend this initial term to ten years. If the waiver application is refused, the initial term of the Management Agreement will remain five years.

The Management Agreement gives the Company certain termination rights including if the Manager becomes insolvent or breaches its obligations under the Management Agreement in a material respect and such breach cannot be rectified or is not remedied within 30 days after receiving notice of that breach. The Company may also terminate the Management Agreement following the initial term on three months' notice if Shareholders pass an ordinary resolution directing the Company to terminate the Manager's appointment.

The Manager is entitled to terminate the Management Agreement on six months' notice at any time after five years from the date the Company is listed on ASX.

Removal of Manager

The Company may remove the Manager by not less than three months' notice on the occurrence of any one of the following events:

- (a) the Manager persistently fails to ensure that Investments made on behalf of the Company are consistent with the investment strategy applicable at the time the Investment is made;
- (b) the Manager is in default or breach of its obligations under the Management Agreement in a material respect, such default or breach is rectifiable and is not rectified within 30 days after the Company has notified the Manager in writing to rectify the default or breach; or
- (c) the Manager's AFSL is suspended for a period of no less than three month or cancelled at any time in accordance with Subdivision C, Division 4 of Part 7.6 of the Corporations Act.

If the Manager is so removed the Manager may appoint a replacement manager provided such appointment takes place within the three month notice period referred to above whereupon the Manager must assign all its rights, title and interest in and to the Management Agreement to the replacement manager provided the replacement manager holds a valid and current AFSL, undertakes to the Company to comply with all the obligations imposed on the Manager under this Agreement and if appointed as a result of a breach by the Manager, rectifies the breach or default within the 30 day notice period.

The effect of this assignment is the novation of the Management Agreement for the benefit of the replacement manager and the Company is deemed to have consented to that assignment. The Company may terminate the Management Agreement if a replacement manager has not been appointed within the three month notice period referred to above.

If the replacement manager, having been so appointed is itself removed in the circumstances outlined above, it has no right to in turn appoint a replacement manager and the Company terminate the Management Agreement at the expiry of the three month notice period referred to above.

Company Indemnity

The Company must indemnify the Manager against any losses or liabilities reasonably incurred by the Manager arising out of, or in connection with, and any costs, charges and expenses incurred in connection with the Manager or any of its officers, employees or agents acting under the Management Agreement or on account of any bona fide investment decision made by the Manager or its officers or agents except insofar as any loss, liability, cost, charge or expense is caused by the negligence, default, fraud or dishonesty of the Manager or its officers or employees. This obligation continues after the termination of the Management Agreement.

Manager Indemnity

The Manager must indemnify the Company against any losses or liabilities reasonably incurred by the Company arising out of, or in connection with, and any costs, charges and expenses incurred in connection with, any negligence, default, fraud or dishonesty of the Manager or its officers or supervised agents. This obligation continues after the termination of the Management Agreement.

Assignment

The Manager may assign all right, title and interest in the Management Agreement to a third party with the prior written consent of the Company which may not be unreasonably withheld or delayed. Consent must not be withheld if:

- (a) the replacement manager holds all authorisations necessary to perform its obligations under the Management Agreement;
- (b) the replacement manager utilises the investment strategy as set out in Section 2; and
- (c) the Manager is not in default of its obligations under the Management Agreement.

Termination Payments

If the Management Agreement is terminated after the initial term for any reason except for cause, the Manager will be entitled to a termination payment at the termination date equal to 5%, reduced by one sixtieth (1/60) for each whole calendar month that has elapsed between the commencement of the extended term and the termination date, of the net tangible assets backing of each share in each class of shares in the Company as calculated under the Listing Rules multiplied by the number of shares on issue in that class of shares as at the termination date.

The Manager will also be entitled to receive a termination payment if the Management Agreement is terminated other than in accordance with its terms following a change in control. In these circumstances, the Manager will be paid Management Fees and the Performance Fee (if any) for the 12 months prior to the termination date.

8.2. Director Protection Deeds

The Company has agreed to provide access to board papers and minutes to current and former Directors of the Company while they are Directors and for a period of seven years from when they cease to be Directors.

The Company has agreed to indemnify, to the extent permitted by the Corporations Act, each Director in respect of certain liabilities, which the Director may incur as a result of, or by reason of (whether solely or in part), being or acting as a Director of the Company. The Company has also agreed to maintain in favour of each Director a directors' and officers' policy of insurance for the period that he or she is a Director and for a period of seven years after the officer ceases to be a Director.

9. Additional Information

9.1. Incorporation

The Company was incorporated on 4 April 2014.

9.2. Balance Date and Company Tax Status

The accounts for the Company will be made up to 30 June annually.

The Company will be taxed as a public company.

9.3. Capital structure

As at the date of this Prospectus, the Company has one Share and no options on issue. The one Share is held by Ronni Chalmers. Mr Chalmers' interest will be diluted as a result of the Offer.

9.4. Impact of the Offer on the capital structure

The below table sets out the issued capital of the Company on the Allotment Date:

Securities	Capital Structure	
	Example 1 (Minimum)	Example 2 (Maximum)
Shares	16,000,001	50,000,001
Options	16,000,000	50,000,000
Total Shares on fully diluted basis	32,000,001	100,000,001

9.5. Rights Attaching to the Shares

Immediately after issue and allotment, the Shares will be fully paid Shares. There will be no liability on the part of shareholders for any calls and the Shares will rank pari passu with the Share currently on issue.

Detailed provisions relating to the rights attaching to the Shares are set out in the Company's constitution and the Corporations Act. A copy of the constitution can be inspected during office hours at the registered office of the Company.

The detailed provisions relating to the rights attaching to Shares under the constitution and the Corporations Act are summarised below:

Each Share will confer on its holder:

- (a) the right to vote at a general meeting of shareholders (whether present in person or by any representative, proxy or attorney) on a show of hands (one vote per shareholder) and on a poll (one vote per Share) subject to the rights and restrictions on voting which may attach to or be imposed on Shares (at present there are none);
- (b) the right to receive dividends; and
- (c) the right to receive, in kind, the whole or any part of the Company's property in a winding up, subject to the rights of a liquidator of the Company (with consent of members by special resolution).

Subject to the Corporations Act and the Listing Rules, Shares are fully transferable.

The rights attaching to Shares may be varied with the approval of shareholders in a general meeting by special resolution.

9.6. Rights Attaching to the Options

The terms and conditions of the Options are as follows:

Register

The Company will maintain a register of holders of Options in accordance with Section 168(1)(b) of the Corporations Act.

Transfer/Transmission

An Option may be transferred or transmitted in any manner approved by ASX.

Exercise

An Option may be exercised by delivery to the Company of a duly completed Notice of Exercise of Options, signed by the registered holder of the Option, together with payment to the Company of \$1.00 per Option being exercised and the relevant option certificate.

An Option may be exercised on any business day from the date of grant to 5pm on 30 September 2016, (inclusive) but not thereafter.

A Notice of Exercise of Options is only effective when the Company has received the full amount of the exercise price in cash or cleared funds.

Dividend Entitlement

Options do not carry any dividend entitlement until they are exercised. Shares issued on exercise of Options rank equally with other issued Shares of the Company on and from issue.

Participating rights

For determining entitlements to the issue, an Option holder may only participate in new issues of securities to holders of Shares in the Company if the Option has been exercised and Shares allotted in respect of the Option before the record date. The Company must give at least six Business Days' notice to Option holders of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules of ASX.

If between the date of issue and the date of exercise of an Option the Company makes 1 or more rights issues (being a pro rata issue of Shares in the capital of the Company that is not a bonus issue), the exercise price of Options on issue will be reduced in respect of each rights issue according to the following formula:

$$NE = OE - \frac{E[P-(S + D)]}{(N + 1)}$$

where:

NE is the new exercise price of the Option;

OE is the old exercise price of the Option;

E is the number of underlying Shares into which one Option is exercisable;

P is the average closing sale price per Share (weighted by reference to volume) during the five trading days ending on the day before the ex rights date or ex entitlements date (excluding special crossings and overnight sales);

S is the subscription price for a Share under the rights issue;

D is the dividend due but not yet paid on each Share at the relevant time; and

N is the number of Shares that must be held to entitle holders to receive a new Share in the rights issue.

If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

Reconstructions and Alteration of Capital

Any adjustment to the number of outstanding Options and the exercise price under a re-organisation of the Company's share capital must be made in accordance with the Listing Rules.

ASX Listing

The Company must make application for quotation of Shares issued on exercise of the Options on ASX in accordance with the Listing Rules. Shares so issued will rank equally with other issued Shares of the Company.

9.7. Dividend Re-Investment Plan

The Directors may elect to implement a dividend reinvestment plan (**Plan**) from time to time. The Plan terms are summarised below.

Eligible Members

Shareholders who may participate in the Plan comprise Shareholders:

- (a) whose address, as it appears in the register of members of the Company, is situated in Australia; or
- (b) whose address, as it appears in the register of members of the Company, is situated outside Australia and who have produced to the Company such evidence as the Company may require to satisfy the Company that any necessary approvals of any government or governmental authority in relation to participation in the Plan have been obtained and that such participation is not contrary to any applicable laws of Australia or any other relevant jurisdiction.

Application

Eligible Members may elect to participate in the Plan in respect of all or part of their Shares in the Company which will comprise that member's Plan Shares. The Directors may in their absolute discretion accept or refuse any application to participate.

Subscription Price

Shares allotted to participants will be allotted at a price per Share determined by the Directors from time to time in accordance with the Corporations Act and the Listing Rules.

Reinvestment of Dividends

In respect of each cash dividend from time to time due and payable to a participant in respect of the member's Plan Shares, the Directors will on behalf of and in the name of the participant subscribe for Shares being the maximum number of Shares which could be acquired by subscription by the application of that participant's entitlement to dividends in respect of the Plan Shares to the subscription for Shares at the subscription price.

Ranking of Shares

All Shares allotted and issued under the Plan will rank equally in all respects with existing Shares.

ASX Listing

The Company will make application promptly after each allotment of Shares for quotation of such Shares on the official list of ASX.

Variation or Termination of Participation

A participant may apply to increase or decrease the number of Plan Shares which the Company may in its absolute discretion approve or refuse. A participant may at any time terminate participation in the Plan by notice in writing to the Company.

9.8. Employee incentive schemes

The Company does not have any employee incentive schemes in place.

9.9. Matters Relevant to the Directors

The number of Shares held by or on behalf of each Director and their Associates, at the date of the Prospectus is as follows:

Director	Ordinary Shares	Options
Ronni Chalmers	1	nil
Robert Swil	nil	nil
James Beecher	nil	nil

Apart from those listed above, none of the Directors or an Associate of a Director holds any interest in any Option or other Security in the Company at the date of this Prospectus.

Each of the Directors intends to participate in the Offer. Accordingly, at completion of the Offer, each Director may either directly or through entities associated with them, own Shares. Ronni Chalmers intends to invest approximately \$500,000 in the Offer, with the other Directors intending to invest at least \$50,000 in total.

This will result in Mr Chalmers holding approximately 500,000 Shares and Options.

If the minimum subscription is reached this will give Mr Chalmers voting power of 3.1% (non diluted) or 1.6% (fully diluted). If the maximum subscription is reached, Mr Chalmers will have voting power of 1.0% (non diluted) or 0.5% (fully diluted).

9.10. Related Party arrangements

The Directors are entitled to receive the following benefits:

- (a) the remuneration described in Section 7.4; and
- (b) the Company has agreed to provide an indemnity to the Directors in limited circumstances. See Section 8.2 for details.

Each of the Directors currently intends to participate in the Offer as described in Section 9.9.

Ronni Chalmers currently holds the only Share on issue and holds all shares on issue in the Manager. All of the Directors are also directors of the Manager. The Manager and the Company have entered into the Management Agreement. The Manager has been appointed by the Company to manage the Portfolio on the terms and conditions set out in the Management Agreement. In consideration for

managing the Portfolio, the Manager will receive a monthly Management Fee and, subject to the Company's performance, a six monthly Performance Fee. Details of the Management Agreement and all fees payable to the Manager are set out in Section 8.1.

Except as set out in this Prospectus (including in Sections 9.8 and 9.10), there are no interests that exist at the date of this Prospectus and there were no interests that existed within two years before the date of this Prospectus that are or were, interests of a Director or a proposed Director in the promotion of the Company or in any property proposed to be acquired by the Company in connection with its formation or promotion.

Further, except as set out in this Prospectus, there have been no amounts paid or agreed to be paid to a Director in cash or Securities or otherwise by any persons either to induce him to become or qualify him as a Director or otherwise for services rendered by him in connection with the promotion or formation of the Company.

9.11. Legal Proceedings

The Company is not and has not been, during the 12 months preceding the date of this Prospectus, involved in any legal or arbitration proceedings which have had a significant effect on the financial position on the Company. As far as the Directors are aware, no such proceedings are threatened against the Company.

9.12. Offer expenses

The Manager will pay all of the costs associated with the Offer. If the Offer proceeds, the total estimated cash expenses (excluding GST) in connection with the Offer (including advisory, legal, accounting, tax, listing and administrative fees as well as printing, advertising and other expenses) are estimated to be approximately \$226,500 for the minimum subscription and \$271,500 for the maximum subscription. See Section 9.14 for details of experts' fees.

Offer Costs	MIN	MAX
Met by Manager		
Investigating Accountants	13,500	13,500
Legal / Professional Fees	65,000	65,000
Issue Manager Fee	25,000	25,000
Prospectus preparation etc	40,000	40,000
Listing Fees	83,000	128,000
Costs met by Manager	226,500	271,500

In addition to the costs above the Service Fee will be payable by some applicants – see Section 1.9.

9.13. Consents and Responsibility Statements

Watson Mangioni has given and before lodgement of the paper Prospectus with ASIC and the issue of the Electronic Prospectus has not withdrawn its written consent to be named as solicitors to the Offer in the form and context in which it is so named.

Watson Mangioni has only been involved in the preparation of that part of the Prospectus where they are named as solicitors to the Offer. Watson Mangioni specifically disclaims liability to any person in the event of any omission from, or any false or misleading statement included elsewhere in this Prospectus. While Watson Mangioni has provided advice to the Directors in relation to the issue of the Prospectus and the conduct of due diligence enquiries by the Company and the Directors, Watson Mangioni has not authorised or caused the issue of the Prospectus and takes no responsibility for its contents.

Hall Chadwick has given and before lodgement of the paper Prospectus with ASIC and the issue of the Electronic Prospectus has not withdrawn its written consent to being named in the Prospectus as investigating accountant for the Company in the form and context in which it so named.

Hall Chadwick has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus except for its investigating accountant's report. Hall Chadwick has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

CBG Asset Management Limited has given and before lodgement of the paper Prospectus with ASIC and the issue of the Electronic Prospectus has not withdrawn its written consent to being named in the Prospectus as Manager of the Company in the form and context in which it so named.

Taylor Collison has given and before lodgement of the paper Prospectus with ASIC and the issue of the Electronic Prospectus has not withdrawn its written consent to being named in the Prospectus as Issue Manager to the Offer in the form and context in which it so named.

Taylor Collison has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Taylor Collison has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

Boardroom has given and before lodgement of the paper Prospectus with ASIC and the issue of the Electronic Prospectus has not withdrawn its written consent to being named in the prospectus as share registrar for the Company in the form and context in which it so named.

Boardroom has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Boardroom has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

9.14. Interest of Experts

Other than as set out below, no expert nor any firm in which such expert is a partner or employee has any interest in the promotion of or any property proposed to be acquired by the Company.

Hall Chadwick has prepared the investigating accountant's report included in this Prospectus and have also performed work in relation to the due diligence enquiries on financial matters. In respect of this work, the Manager estimates that it will pay up to \$14,850 (including GST and disbursements) to Hall Chadwick.

Licensed dealers, including the Issue Manager, may receive a Service Fee of 3% (plus applicable GST) of Applications Monies raised under the Broker Firm Offer from Broker Firm Applications bearing their stamp. The Service Fees are not paid by the Company. Details of the Service Fee payable under the Broker Firm Offer are set out in Section 1.9.

The Issue Manager will be paid \$25,000 (exclusive of GST) in consideration for its services as the Issue Manager to the Offer.

Certain partners and employees of the above firms may subscribe for Shares and Options in the context of the Offer.

9.15. Share Trading and Return Risks

Before deciding to invest in Shares and Option, each potential investor should consider whether shares are a suitable investment. There are general risks associated with any investment in the stock market. The value of the Shares can go down or up due to circumstances affecting the stock market generally or a company in particular and are due to factors beyond the control of the Company. Similarly, the level of dividends paid in respect of the Shares can go down as well as up. Shares should generally not be considered a short term investment.

If you are in doubt as to the course you should follow, you should seek advice on the matters contained in this Prospectus from a stockbroker, solicitor, accountant or other professional adviser immediately.

9.16. Statement of Directors

Other than as set out in this Prospectus, the Directors report that after due enquiries by them there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Company, other than as disclosed in this Prospectus.

Each Director has authorised the issue of this Prospectus and has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Glossary

Terms and abbreviations used in this Prospectus have the following meaning:

Allotment Date	The date on which the Shares and Options are allotted under the Offer.
Applicant	A person who submits an Application and required Application Monies pursuant to this Prospectus.
Application	An application for Shares and Options pursuant to this Prospectus.
Application Form	The General Offer Application Form or the Priority Application Form or Broker Firm Application Form (as applicable) each in the form attached to this Prospectus.
Application Monies	Money submitted by applicants under the Offer representing the Application Amount for each Share applied for under the Offer.
Application Price	<p>\$1.00 for each Share applied for, comprising:</p> <ul style="list-style-type: none"> ➤ for Applicants under the General Offer, the Priority Allocation or by a Non-Consenting Retail Applicant under the Broker Firm Offer, the Subscription Price; and ➤ for Institutional Applicants and Consenting Applicants under the Broker Firm Offer, the Subscription Price and the Service Fee.
Arbitrage	Taking advantage of different prices of related securities. For example, buying a security at a low price and short selling the related security at a higher price to capture the pricing difference.
Associate	Has the meaning given by Division 2 of the Corporations Act.
ASIC	Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
Australian Financial Service Licence or AFSL	Has the same meaning set out in the Corporations Act.
Authorised Representative	Has the same meaning set out in the Corporations Act.
Benchmark	S&P/ASX 200 Accumulation Index.
Broker	Any ASX participating organisation selected by the Issue Manager in consultation with the Company to act as a broker to the Offer.
Broker Firm Offer	Has the meaning ascribed to that term in Sections 1.3 and 1.8.
Business Day	A day, other than a Saturday or Sunday, on which banks are open for general banking business in Sydney.

Cash	Cash investment that carries a relatively high degree of capital security which can be realised within a relatively short term. Examples include bank deposits, treasury notes with a term of less than one year and interests in cash management trusts.
Closing Date	The date that the Offer closes, being Friday, 7 November 2014.
Company or CBG Capital Limited	CBG Capital Limited (ACN 168 936 249).
Consenting Retail Applicant	A Retail Applicant under the Broker Firm Offer that consents to the payment of the Service Fee.
Directors or Board	The board of directors of the Company.
Eligible Participants	A person eligible to participate in the Priority Allocation, being a client of the Manager or an investor in either of the unlisted funds managed by the Manager with a registered address in Australia as at the date of this Prospectus.
Electronic Prospectus	The electronic version of this Prospectus which can be downloaded from the following website www.cbgcapiatal.com.au .
Exposure Period	The seven day period after the date of lodgement of the Prospectus with ASIC (as extended by ASIC (if applicable)).
General Offer	The offer of Shares and Options to investors who are not Eligible Participants and who are not participating in the Broker Firm Offer.
General Offer Application Form	The Application Form to be used by Applicants who are not participating in the Broker Firm Offer and who are not Eligible Participants and who are not applying for Shares under the Priority Allocation.
Hall Chadwick	Hall Chadwick Corporate (NSW) Limited (ACN 080 462 488), the Investigating Accountant to the Offer.
Hedging	Taking an offsetting position to reduce the risk of adverse price movements in an asset.
High Water Mark	The NTA before all taxes as at the end of the last Performance Fee Period for which the Manager was entitled to a Performance Fee, adjusted for any dividends paid or any capital changes (such as the issue of securities or share buy-backs) since that time. Prior to payment of the first Performance Fee, the High Water Mark is taken to be the NTA before all taxes at listing. The Manager will only be entitled to receive a Performance Fee where the NTA before all taxes at the end of the Performance Fee Period is above the High Water Mark.
Issue	The issue of Shares and Options in accordance with this Prospectus.
Institutional Applicant	An Applicant to whom offers or invitations in respect of Shares and Options can be made without the need for a lodged prospectus (or other formality, other than a formality which the Company is willing to comply with), including in Australia

persons to whom offers or invitations can be made without the need for a lodged prospectus under Section 708 of the Corporations Act (disregarding Section 708AA).

Listing Rules	The listing rules of ASX.
Manager or Investment Manager	CBG Asset Management Limited (ACN 098 327 809) (Australian Financial Services Licence Number 246790).
Management Agreement	The management agreement between the Company and the Manager dated 17 September 2014 and summarised in Section 8.1.
Management Fee	A fee the Manager is entitled to be paid in return for the performance of its duties as Manager of the Company, being 1% p.a. (exclusive of GST) of the NTA of the Portfolio before all taxes.
Non-Consenting Retail Applicant	A Retail Applicant under the Broker Firm Offer who does not consent to payment of the Service Fee.
NTA	Net tangible assets of the Company.
Offer	The offer of up to 50,000,000 Shares and up to 50,000,000 Options pursuant to and in accordance with this Prospectus.
Official List	The official list of ASX.
Opening Date	The date the Offer opens after expiry of the Exposure Period, expected to be Thursday, 25 September 2014.
Option	An option to acquire a Share at an exercise price of \$1.00 per Share exercisable at any time before 5pm on 30 September 2016 on the terms set out in Section 9.6.
Performance Fee	A fee the Manager is entitled to be paid by the Company under the Management Agreement, described in Section 8.1.
Performance Fee Period	Six monthly periods ending 30 June and 31 December each year (or part thereof for the first Performance Fee Period after listing).
Portfolio	The Portfolio of investments of the Company from time to time.
Portfolio Performance	The change in the NTA before all taxes of the Portfolio over a Performance Fee Period.
Priority Allocation	The allocation of up to 5,000,000 Shares and Options to Eligible Participants.
Priority Allocation Application Form	The Application Form to be used by Applicants who apply for Shares and Options under the Priority Allocation.
Prospectus	This replacement prospectus dated 24 September 2014, that replaces the prospectus issued by the Company on 17 September 2014 as modified or varied by any supplementary prospectus made by the Company and lodged with ASIC from time to time.

Relevant Interest	Has the meaning set out in the Corporations Act.
Retail Applicant	An Applicant who is not an Institutional Applicant.
Securities	Has the same meaning as in Section 92 of the Corporations Act.
Service Fee	A one-off fee of \$0.03 (plus applicable GST) per Share payable by Institutional Applicants and Consenting Retail Applicants under the Broker Firm Offer to the Applicant's Broker.
Short selling	Selling a Security the Company does not own. Generally, the investor will borrow the Security to sell in the market then purchase the Security at a subsequent date to "close out" the transaction.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.
Share Registry or Registry	Boardroom Pty Limited (ACN 003 209 836).
Subscription Price	<p>The amount payable by Applicants to the Company for the issue of Shares under the Offer being:</p> <ul style="list-style-type: none"> ➤ \$1.00 per Share under the General Offer and the Priority Allocation and by Non-Consenting Retail Applicants under the Broker Firm Offer; and ➤ \$0.967 per Share payable by Institutional Applicants and Consenting Retail Applicants under the Broker Firm Offer.
U.S. Person	Has the meaning given to it in Rule 902(k) under Regulation S of the United States Securities Act of 1933, as amended.
Watson Mangioni	Watson Mangioni Lawyers Pty Limited (ACN 120 091 394), the Solicitors to the Offer.

This Prospectus has been approved by unanimous resolution of the Directors of CBG Capital Limited.

Dated: 24 September 2014

Ronni Chalmers
Chairman