

**OFFER UPDATE AND UPDATE FOR
PRODUCT DISCLOSURE STATEMENT DATED 16 April 2019
Issued by The Trust Company (RE Services) Limited ABN 45 003 278 831
AFS Licence Number 416 146**

This update should be read in conjunction with the Product Disclosure Statement dated 16 April 2019 (**PDS**) relating to the MCP Master Income Trust ARSN 620 465 090 (**Trust**) and announcements released to ASX in respect of the Trust (ticker code ASX:MXT) dated 29 May 2019 entitled:

- "MCP MASTER INCOME TRUST (ASX: MXT) - COMPLETION OF OFFER". Under that announcement the results of the Offer were announced; and
- "MCP MASTER INCOME TRUST (ASX: MXT) PLACEMENT OF UNITS". Under that announcement details of a proposed placement of units in the Trust were provided.

This update provides further details of the positive effect of the Offer and the proposed placement of units in the Trust in the context of the disclosures made in the PDS.

The Trust Company (RE Services) Limited (**Responsible Entity**) as responsible entity of the Trust advises of information that has changed since the PDS was issued.

The Responsible Entity believes that this update does not contain any materially adverse information. Investors should consider the PDS and all updates at the website www.metrics.com.au/MXT before deciding whether to acquire units in the Trust. Capitalised terms that are not defined in this document have the meaning given in the PDS.

PDS Section 1.1: About the Trust

The table on page 20 of the PDS adjacent to "What fees will the Manager and Responsible Entity receive?" is updated as follows:

Amount raised by the Offer	Pre-Offer (Current)	\$400 million (Maximum Capital Raise)	\$530 million (Maximum Capital Raise) plus Placement
Management fees	0.25%	0.23%	0.23%

The table of page 21 adjacent to "What fees will the Manager and Responsible Entity receive? continued" is updated as follows:

Amount raised by the Offer	Pre-Offer (Current)	\$400 million (Maximum Capital Raise)	\$530 million (Maximum Capital Raise) plus Placement
IEE	0.34%	0.31%	0.29%

The table on page 21 of the PDS adjacent to "What additional costs or fees will be borne by Unitholders" is updated as follows:

Amount raised by the	Pre-Offer (Current)	\$400 million	\$530 million
----------------------	---------------------	---------------	---------------

Offer		(Maximum Capital Raise)	(Maximum Capital Raise) plus Placement
Other ongoing expenses	0.16%	0.09%	0.08%

The table of page 22 of the PDS is updated as follows:

Amount raised by the Offer	Pre-Offer (Current)	\$400 million (Maximum Capital Raise)	\$530 million (Maximum Capital Raise) plus Placement
Total cost to Unitholders*	0.75%	0.63%	0.60%

On page 23, the fourth sentence in the paragraph adjacent to "Manager Loan" is replaced with the following text:

"At the conclusion of the Offer and the Placement (as defined below) the Manager Loan will in total be approximately \$30 million reflecting approximately 2.4% of the Trust's Net Asset Backing."

PDS 3.2 Capital structure

The first sentence of Section 3.2, page 35 of the PDS is updated as follows:
"The Trust currently has 364,125,142 Units on issue."

The following text is inserted immediately prior to the table on page 35:

"The Responsible Entity has proposed to issue 65,000,000 Units at \$2.00 each to certain wholesale investors (**Placement**). The Placement is not expected to have any impact on the Target Return or the ability to pay monthly distributions to Unitholders which is consistent with the Trust's Investment Objectives. ***The Target Return and the Investment Objectives are targets only and may not be achieved.***"

The table in section 3.2, page 35 of the PDS is updated as follows:

	Number of Units	Percentage of post-Entitlement Offer and Placement Units
Units on issue as at the date of this updated PDS	364,125,142	57.88%
Maximum number of Units to be issued pursuant to the Offer	200,000,000	31.79%
Units to be issued under the Placement	65,000,000	10.33%
Maximum total Units on issue immediately following completion of the Offer and the Placement	629,125,142	100.00%

PDS 3.3 Potential Impact of Offer on Control of the Trust

The text in Section 3.3, page 35 of the PDS is updated as follows:

"The maximum number of New Units which may be issued pursuant to the Offer is approximately 200 million. This equates to approximately 31.79% of all the issued Units in the Trust immediately following completion of the Offer and the Placement. Eligible Unitholders should note that if they do not take up all or part of their Entitlement, then their percentage voting interest in the Trust will be reduced as a result of their non-participation in the Entitlement Offer. The issue of Units under the Placement may also reduce the percentage voting interests in the Trust of those Unitholders who do not take part in the Placement. The Offer is not expected to have any significant impact on the control of the Trust."

PDS 7.2 Fees and other costs

Given the effect of the Offer and the Placement is to reduce overall management costs, table 4 on page 62-63 of the PDS is updated as follows:

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the managed investment product		
Establishment fee The fee to open your investment.	Nil	Not Applicable
Contribution fee The fee on each amount contributed to your investment.	Nil	Not Applicable
Withdrawal fee The fee on each amount you take out of your investment.	Nil	Not Applicable
Exit fee The fee to close your investment.	Nil	Not Applicable
Management costs¹		
The fees and costs for managing your investment.	0.61% - 0.62% per annum of the Trust's NAV, depending on the amount raised under the Placement plus Performance Related Fees of 0.10% per annum of the Trust's NAV ⁴	Management costs are comprised of: <ul style="list-style-type: none"> • Responsible Entity fee – 0.02% per annum of the Trust's NAV calculated and accrued daily and paid monthly in arrears from the Trust's assets. • Expenses and Manager IEE² – 0.33%-0.35% per annum of the Trust's NAV paid out of

		<p>the Trust's assets once the cost is incurred. If the Manager's appointment is terminated, it is entitled to be paid the unpaid IEE for the remainder of the term of appointment (had the Manager not been terminated) calculated from the date of termination and based on the NAV of the Trust at termination, and any costs incurred, as outlined in section 13.1 of this PDS. If the Manager retires, the unpaid IEE is not payable.</p> <ul style="list-style-type: none"> • Indirect costs³ – 0.25% per annum paid by the Wholesale Funds once the cost is incurred, excluding Performance Fees. • Performance Related Fees⁴ – 0.10% per annum paid by the Wholesale Funds once the cost is incurred.
Service fees		
Switching fee The fee for changing investment options.	Nil	Not applicable

PDS Section 7.2

The second sentences of footnote 1 and 2 to the table on page 63 of the PDS are each updated to read as follows:

"A range has been included assuming a raise of \$400 million under the Offer to \$400 million under the Offer plus the Placement."

PDS Section 7.3 Example of Annual Fees and Costs for the Trust

The table of page 64 of the PDS is updated as follows:

Example - MCP Master Income Trust	Amount	Balance of \$50,000 with a contribution of \$5,000 during the year ¹
Contribution fees	Nil	For every additional \$5,000 you put in you will be charged \$0.
PLUS Management costs	0.73% per annum of the Trust's NAV	And , for every \$50,000 you have in the Trust, you will be charged \$365 each year.
EQUALS Cost of Trust		<p>If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of:</p> <p>\$365</p> <p>What it costs you will depend on the fees you negotiate.</p>

PDS Section 7.3

Footnote 1 beneath table 5 on page 64 of the PDS is updated so that it reads as follows: "This example assumes the \$5,000 contribution occurs at the end of the year, therefore management costs are calculated using the \$50,000 balance only. The figure used for the management costs in the example above is based on the current Trust size plus the Maximum Capital Raise under the Offer and is the Responsible Entity's reasonable estimate (inclusive of GST less RITCs) of the typical ongoing amounts for the current financial year."

PDS Section 7.4 Additional Explanation of Fees and Costs

The third paragraph underneath "*Management fees in respect of the Sub-Trust and Wholesale Funds*" on page 65 is updated as follows:

"At the date of this PDS the management fees of the Sub-Trust and Wholesale Funds that will apply for the current financial year are estimated to be 0.25% per annum of the Trust's NAV. This assumes a raise of the Maximum Capital Raise plus the Placement and excludes performance related fees. This estimate of management fees in the Sub-Trust and Wholesale Funds has been included in the management costs disclosed in table 4."

PDS Section 10.1

The table on page 77 of the PDS is updated as follows:

		Historical Statement of Financial Position	Pro Forma Historical Statement of Financial Position	
	Notes	As at 31 March 2019 (\$'000)	Maximum Subscription (\$400million) (\$'000)	Maximum Subscription plus Placement (\$530 million) (\$'000)
Assets				
Cash and cash equivalents	10.5	2,076	392,076	520,076
Receivables		4,660	4,660	4,660
Financial Assets	10.6	725,710	735,710	737,710
Total Assets		732,446	1,132,446	1,232,446
Liabilities				
Distribution Payable		4,159	4,159	4,159
Other Payables		254	254	254
Total liabilities		4,413	4,413	4,413
Net assets attributable to Unitholders - equity		728,033	1,128,033	1,258,033

PDS Section 10.3

The following text is inserted immediately following the final sentence on page 78 of the PDS as a sub-paragraph (g):

"g) the column headed 'Maximum Subscription plus Placement (\$530 million)' has been prepared on the basis of subscriptions of 200 million Units under the Offer at an issue price of \$2.00 per unit plus the Placement."

PDS Sections 10.4-10.6

The text on page 76 of the PDS is updated as follows:

10.4 Historical and Pro Forma Historical Capital structure

Set out below is the anticipated pro forma capital structure of the Trust on completion of the Offer under the different indicated subscription amounts.

	Historical	Pro Forma	
	Unaudited	Maximum	Maximum Subscription
	31 March	Subscription	plus Placement
	2019	(\$400 million)	(\$530 million)
	Accounts	(Units)	(Units)
	(Units)		
As at 31 March 2019 ('000)	363,940	363,940	363,940
Pro Forma Adjustment - Capital Raising ('000)	-	200,000	265,000
Pro Forma Balance ('000)	363,940	563,940	628,940
NTA per Unit¹	\$2.00	\$2.00	\$2.00

10.5 Historical and Pro Forma Historical Cash

Set out below is a reconciliation of the pro forma cash balance under the different indicated subscription amounts

	Unaudited	Maximum	Maximum Subscription
	31 March	Subscription	plus Placement
	2019	(\$400	(\$530 million)
	Accounts	million)	(\$'000)
	(\$'000)	(\$'000)	
As at 31 March 2019	2,076	2,076	2,076
Pro Forma Adjustment – Estimated Unit allotment from Offer	-	400,000	530,000
Pro Forma Adjustment – Loan drawdown	-	(10,000)	(12,000)
Pro Forma Balance	2,076	392,076	520,076

²³ NTA is calculated as the Trust's net assets position attributable to Unitholders in the Pro Forma Historical Financial Information in Section 10.1 divided by the corresponding indicated subscription amounts.

10.6 Historical and Pro Forma Financial Assets

The Manager will drawdown out of the Trust property an amount estimated below under the different indicated subscription amounts.

	Unaudited 31 March 2019 Accounts (\$'000)	Maximum Subscription (\$400 million) (\$'000)	Maximum Subscription plus Placement (\$530 million) (\$'000)
As at 31 March 2019			
Investment Manager Loan	17,429	27,429	29,429
MCP Wholesale Investments Trust	708,281	708,281	708,281
Pro Forma Balance	725,710	735,710	737,710

PDS Section 13.3

The fourth sentence of first paragraph of page 98 of the PDS is replaced with the following text:

" At the conclusion of the Offer and the Placement the Manager Loan will in total be approximately \$30 million, reflecting approximately 2.4% of the Trust's Net Asset Backing."

PDS Section 14.9 Interests of Experts and Advisers

The fifth sub-paragraph is updated so that it reads as follows:

"■ Pitcher Partners has acted as the Australian Investigating Accountant to the Offer and has prepared the Investigating Accountant's Report on the Historical and Pro-Forma Historical Financial Information in section 12. In respect of these services, the Manager will pay approximately \$45,000 (plus GST and disbursements) to Pitcher Partners."

The seventh sub-paragraph is updated so that it reads as follows:

"■ MinterEllison has acted as the Trust's legal advisers and in that capacity has been involved in undertaking due diligence enquiries for the preparation of this PDS and providing legal advice to the Trust in relation to the Offer. In respect of this work, the Manager will pay approximately \$400,000 (plus GST and disbursements) for services in relation to this PDS. Further amounts may be paid to MinterEllison for other services in accordance with its normal time-based charges."

PDS Appendix A

The following definition is inserted immediately after the definition of 'Pitcher Partners':

Placement the proposed issue of 65,000,000 Units at \$2.00 each to certain wholesale investors.