



ISSUER'S UNDERTAKING

Form of Issuer's Undertaking required to be entered into by an issuer in support of its application for a listing

TO: National Stock Exchange of Australia Limited
PO Box 283
Newcastle NSW 2300

FROM: APN FUNDS MANAGEMENT LTD ARC
APN REGIONAL PROPERTY FUND

Insert entity name

In consideration of the National Stock Exchange of Australia ("the *Exchange*") granting our application for *listing*,

1. We acknowledge that our *securities* shall remain *listed* only during the pleasure of the *Exchange*, and that we undertake and agree to comply with the *Listing Rules* in force from time to time as issued by the *Exchange* and in particular undertake and agree to comply with the continuing obligations as set out in of Section IIA of the *Listing Rules* of the *Exchange*.
2. We warrant to the *Exchange* that the issue of the *securities* to be quoted complies with the Act applicable to the issue, and was not for an illegal purpose and that there is no reason why the *securities* should not be *listed*.
3. We acknowledge that the *Exchange* is relying on the documents and information required by the *Listing Rules* to be supplied with this undertaking. We warrant that these documents and information are (or, if not yet supplied, will be) true and complete.
4. We indemnify and will continue to indemnify the *Exchange* to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected, with any breach of our warranty set out in paragraphs 2 and 3 above.



5. We acknowledge that any document given to the *Exchange* by us or on our behalf becomes the property of the *Exchange* and that the *Exchange* may deal with it as it wishes, including disseminating the document to the public.
6. We acknowledge that we seek delisting from SIM Venture Securities Exchange to coincide with listing on the *Exchange*.

Dated this 24 day of November, 2011

Executed in accordance of a resolution of Directors by:

Signature

Name HOWARD BRENNKE

Title DIRECTOR

Signature

Name JOHN FREEMANTLE

Title SECRETARY

* Proper execution - if the *issuer* has a seal, execution must be under seal.