

ANGAS SECURITIES LIMITED ABN 50 091 942 728
AUSTRALIAN FINANCIAL SERVICES LICENCE NO. 232 479

3 April 2013

ANGAS SECURITIES LIMITED: PROSPECTUS 14

Prospectus 14 was lodged with the Australian Securities and Investments Commission ("ASIC") on 21 December, 2012. Angas is not accepting investments under Prospectus 14.

Currently, Angas is only accepting investments from existing investors per section 708(14) of the *Corporations Act*. No Prospectus is required.

EDWINA STARCK

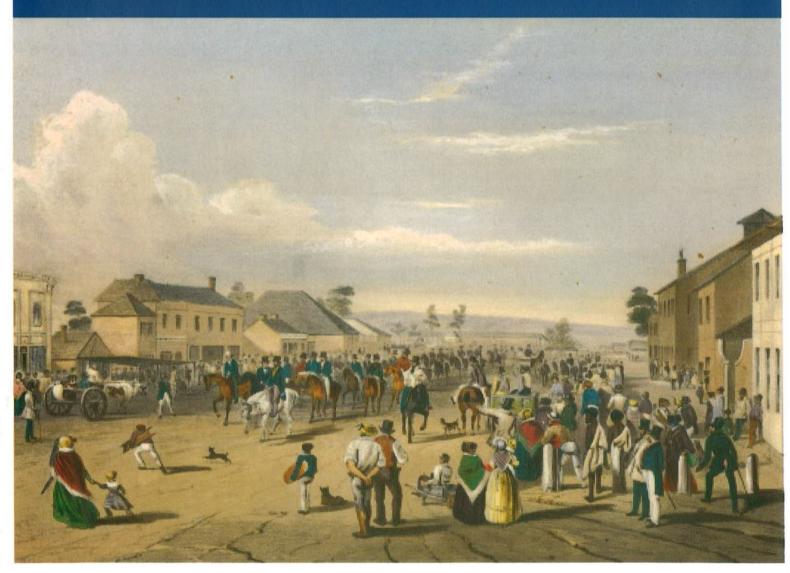
COMPANY SECRETARY

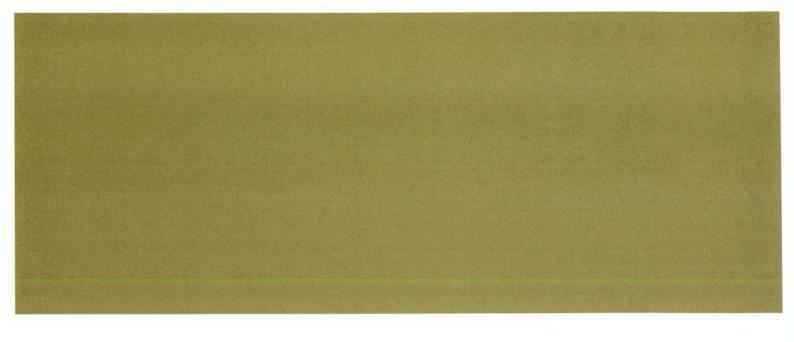
GOLD COAST



FIXED INTEREST SECURITIES PROSPECTUS NUMBER 14

ANGAS SECURITIES LIMITED ABN 50 091 942 728 AFS Lic No 232 479





IMPORTANT NOTICE

This Prospectus is issued by Angas. It is dated 21st December 2012 which is the date on which it was lodged with ASIC. A number of words and terms used in this Prospectus have defined meanings. These appear in the Glossary on page 36 of this Prospectus. No securities may be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus. However, the Directors reserve the right to close the Prospectus at an earlier date. Investments will only be accepted on the Application Form attached to this Prospectus.

ASIC and its officers take no responsibility as to the contents of this Prospectus. Angas is not authorised under the Banking Act 1959 and the depositor protection provisions of that Act will not cover any investment in the securities issued by Angas. The Australian Prudential Regulation Authority does not supervise Angas and fixed interest investments are not bank deposits. There is a risk that an investor in securities issued by Angas may lose the whole or part of that investment.

The Trustee takes no responsibility for this Prospectus and has not authorised or caused its issue. The fixed interest securities offered by this Prospectus are to be listed on the NSXA. The fact that the NSXA may list the securities is not to be taken in any way as an indication of the merits of Angas or the listed securities. The NSXA takes no responsibility for the contents of this Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this Prospectus.

Previous prospectuses have referred to the issue of debentures by Angas. That term is no longer used by Angas to describe the first ranking securities that are issued to investors. See page 19 for more information.

The information in this Prospectus has been prepared without taking into account your investment objectives, financial situation or particular needs (including financial and taxation issues). Before deciding to invest in the securities, potential investors should read the entire Prospectus and should consider the risk factors that could affect the financial performance of Angas including the risk of loss of principal. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). Investors should seek professional advice from an accountant, lawyer or licensed financial product adviser before deciding whether to invest.

Angas does not give financial product advice nor is it licensed to do so. No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Angas in connection with the Offer.

The Offer contained in this Prospectus is made to Australian residents only. No action has been taken to register or qualify the securities or the Offer, or otherwise to permit a public offering of the securities, in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions.



COVER IMAGE

FIXED INTEREST SECURITIES

PROSPECTUS NUMBER 14

PROSPECTUS FOR THE OFFER OF 350 MILLION FIRST RANKING SECURITIES AT AN ISSUE PRICE OF \$1.00 EACH PAYABLE IN FULL ON APPLICATION

INTEREST PAID MONTHLY OR REINVESTED LISTED ON THE NATIONAL STOCK EXCHANGE

INVESTOR SERVICE LINE 1800 010 800



CORPORATE DIRECTORY

AUDITOR

Deloitte Touche Tohmatsu Level 17, 11 Waymouth Stree Adelaide SA 5000

RATING AGENCY

Standard & Poor's Rating Services Level 41, 120 Collins Street Melbourne VIC 3000

TRUSTEE

The Trust Company (Nominees) Limited Level 3, 530 Collins Street Melbourne VIC 3000

STOCK EXCHANGE

National Stock Exchange of Australia Level 2, 117 Scott Street Newcastle NSW 2300

NOMINATED ADVISER

RBS Morgans Limited Level 1, 70 Hindmarsh Square Adelaide SA 5000

DISPUTE RESOLUTION

Credit Ombudsman Service Limited Level 7, 287 Elizabeth Street Sydney NSW 2000

ANGAS SECURITIES OFFICES

ADEL AIDE

evel 14, 26 Flinders Street

GPO Box 2948 Adelaide SA 5001

Ph (08) 8410 4343 Fax (08) 8410 4355 SYDNEY

Level 10, 19-31 Pitt Street

PO Box R1835 Royal Exchange NSW 2000

Fax (02) 9259 0788

PERTH

Suite 12, 448 Roberts Road Subjaco WA 6008

PO Box 1602 Subiaco WA 6904 Ph (08) 9380 4983 GOLD COAST

Suite 54, 1 Arbour Avenue Robina OLD 4226

PO Box 5116 Robina Town Centre QLD 4230 Ph (07) 5578 9311 Fay (07) 5593 2422

KEY RISKS THAT INTENDING INVESTORS SHOULD CONSIDER

Some of the key risks of this investment are:

- Investors may not be able to recover all or part of the principal funds invested in the Issue or any fixed interest attaching to these.
- Risks specific to any company which issues listed securities.
- Fall in value of properties owned by Angas could result in loss.
- That as Angas Commercial Property Trust holds assets that are partly funded with first mortgage bank debt, any loss would be magnified should there be a fall in the value of these properties when sold
- Inability of Angas to recover full repayment of loans in default due to insufficient security in a declining property market which could lead to substantial losses, impact adversely on solvency and cause investors to lose some or all of their investment.
- That Angas is permitted to make a single loan or multiple loans to associated borrowers of up to ten per cent of first ranking funds. This can exceed \$25 million on the current balance.
- That Angas has made a loan advancing \$25.25 million of first ranking investment funds as detailed on page 23.
- That Angas has made a number of other large loans which together comprise a significant portion of the Loan Portfolio as compared to the Issuer's capital. The risk of a default in one or more large loans could expose Angas to significant losses.
- That by virtue of a Put & Call option over the Wayville property (as described on page 15), Angas has an equity interest in a substantial property which is subject to two large loans made by Angas. There is a risk of loss by Angas both as equity investor and lender should there be insufficient money obtained from the sale of the Wayville property.
- Failure of mortgagors to meet their contractual obligations could cause substantial losses to Angas if there are extended delays in recovering funds in a declining property market.
- · Redemption of first mortgages prior to the expiry of the loan term.
- That as fixed interest investments provide the principal funding capacity of Angas, there is a risk that equity capital may be insufficient to sustain all trading losses with secured investor funds having to meet any shortfall.
- Movement in market interest rates after securities have been issued.
- Credit, economic and political factors beyond the control of Angas.

THE ABOVE IS ONLY A SHORT SUMMARY OF THE KEY RISKS. INTENDING INVESTORS SHOULD CONSIDER THIS PROSPECTUS IN ITS ENTIRETY.



ANGAS MANAGES FIXED INCOME INVESTMENTS, PROVIDES NON-BANK LENDING AND HOLDS INTERESTS IN REAL PROPERTY.

Angas was established in 2000 and has raised over a quarter of a billion dollars on its own Balance Sheet. This comprises ordinary shares, preference shares, fixed interest securities and retained earnings. Angas has the ability to raise funds from the public by the issue of fixed interest securities. These funds are applied towards short term commercial property loans secured by registered first mortgage with some equipment finance and direct property investments. The balance is held in cash or equivalents.

The first ranking securities are secured by a security interest granted to the trustee over mortgages and all other assets of Angas. This first ranking security interest provides security to the Trustee for repayment. All loans have real property secured by registered first mortgages. The property is valued by independent valuers. Angas has never defaulted on the payment of capital or fixed interest to its investors.

There are several features of Angas which support the track record of consistent performance. Angas has an experienced Board of Directors with legal, banking and finance skills. Liquidity is maintained in accordance with Trust Deed requirements. Angas holds an AFS Licence issued by ASIC. Full Year and Half Year Accounts are published by Angas on the website. These Accounts are the subject of an annual audit and half year review by Deloitte Touche Tohmatsu. There is continuous disclosure of material information to NSXA. Angas has an external consultant to ARMCO which is the committee responsible for audit, risk management and compliance.

Angas has maintained consistent payment of ordinary dividends for the last seven years with the balance of profit being retained to fund ongoing operations.

Funds raised by Angas are invested to provide a return that will service investor distributions, meet all operating costs and generate a profit. There are restrictions on how first ranking funds may be invested as set out in the Trust Deed between Angas and the Trustee. Angas must retain a Liquidity Reserve of minimum funds held in cash or equivalents. The balance of first ranking funds may only be applied toward permitted investments as set out in the Trust Deed.

The principal activity of Angas is to provide short term loan finance fully secured by registered first mortgages over real property. Second or subsequent mortgages are not accepted or utilised by Angas as prime security when investing first ranking funds. There are limits on the loan sums advanced. Angas can invest first ranking funds in real property and equipment finance each up to a maximum of ten percent of the first ranking issue.

In addition to its own funds, Angas has established or acquired several entities to carry on lending activities to enhance its core business. Angas Prime Income Fund and Angas Contributory Mortgage Scheme have external investors. Angas Financial Services is a housing and commercial loan broker. Each of these entities generates income for Angas. AIF is a wholly owned subsidiary acquired by Angas in January 2012. Angas has invested \$2 million in the AIF loan book. The balance is funded externally by a bank.

KEY FEATURES OF THE ISSUE

ISSUER

Angas Securities Limited ABN 50 091 942 728.

SECURITY

Repayment of all investments and accrued interest is secured by a first ranking security interest over the whole of the assets and undertaking of Angas. This includes the mortgages held and other permitted investments made by Angas. The Trustee holds the security interest for the benefit of investors.

TRUST DEED

The fixed interest securities are issued pursuant to a Trust Deed which provides for the issue of these debt securities. Investors are entitled to the benefit of and have notice of the provisions of the Trust Deed. Details of some of these provisions are set out in this Prospectus.

TRUSTEE

The Trust Company (Nominees) Limited, a member of The Trust Company Group of Companies, is trustee of the trust established by the Trust Deed. The Trust Company Limited is the parent company of the Trust Company Group of Companies. It is a listed public company and is one of Australia's largest corporate trustees to cash, equity, property and fixed interest trusts. Neither has been involved in preparation of this Prospectus nor is responsible for any statement in this Prospectus.

The Trustee holds on trust:

- » the benefit of the Trust Deed for the investors
- » the security interest securing repayment of the securities
- » all other monies payable from time to time to or at the direction of the Trustee.

MAXIMUM CAPITAL RAISING

\$350 million.

SECURITIES TO BE ISSUED

Fixed interest securities listed on the NSXA.

APPLICATIONS

Can only be made on the Application Form contained in this Prospectus.

Minimum Application:

\$10,000

Maximum Application:

\$5 million unless otherwise

permitted by the Board

INTEREST RATE

The interest rate is fixed for the term of the investment and is specified on the Investment Confirmation as the Coupon Rate. Details of the Issue Rate can be obtained by contacting Angas.

PAYMENT OF FIXED INTEREST

Interest is paid at the end of month (as adjusted by reference in arrears to the date of investment and redemption). Interest is paid by direct credit to the investor's bank account.

Alternatively investors may elect to reinvest monthly interest to maturity of the fixed term at the reinvestment rate.

REINVESTMENT OF INTEREST

Rather than receive interest monthly, investors may elect to reinvest the interest with Angas each month. Reinvested interest will accrue interest on the balance of the account. Rates of interest on reinvestment accounts are not fixed and may vary from time to time as published by Angas. The rules for allocation of reinvested interest applicable to securities traded on the NSXA are set out in this Prospectus.

INVESTMENT TERMS

Securities will be issued for terms of 1 or 3 years.

The term is nominated by the investor but must be approved by Angas. All fixed term investments will terminate on the last day of the calendar month corresponding to the start of the investment. The maturity date of each investment is specified in the Investment Confirmation.

NO ENTRY FEES

There are no entry fees deducted from funds when invested.

EXIT FEES

There are no exit fees deducted from funds which remain invested for the full term of the investment. However, a fee will apply to an early redemption approved by Angas.

FEES AND CHARGES

Interest rates quoted are net to investors.

No management fees are charged. Fees will apply to early redemption or transfers of investments (if approved).

MATURITY

Angas will notify investors approximately one month prior to maturity. Investors may choose to redeem their investment or have their funds re-invested at maturity. For further information, refer to the section headed 'Listed Securities Issue Information'.

APPLICATION OF ISSUE PROCEEDS

The proceeds of this issue will primarily be invested in a range of first mortgages and property holdings with the balance of the funds being held in bank deposits or other permitted investments as more fully set out in the Trust Deed. Angas cannot depart from the investment criteria set out in this Prospectus.

LISTING ON NSXA

Angas will apply each month to list the fixed interest securities for trading of each series on the NSXA. Certain rules applying to listed securities are set out in this Prospectus. If the securities are not listed for any reason then the securities would be subject to certain disclosure requirements of ASIC. Angas would have to lodge a Supplementary Prospectus addressing those matters.

A copy of the Supplementary Prospectus would be provided to any investor who had invested in securities that were not listed. Angas would permit that investor to redeem that investment by giving notice to Angas within one month. Application money and all interest accrued to the date of redemption would be paid.

CHESS

Listed securities issued by Angas will participate in CHESS. Holders of listed securities will be provided by Angas with details of HIN in the case of a holding on the CHESS subregister or SRN in the case of a holding on the issuer sponsored sub-register. Investors will be required to quote a HIN or SRN as applicable in all dealings with a stockbroker or the Registry. Details of stockbrokers who trade on the NSXA appear on the NSXA website.

SECURITIES REGISTRY

Angas operates the securities registry in-house.

REAL PROPERTY SECURITY

The primary security for any real property loan by Angas must be a first registered mortgage over freehold or leasehold property. Additional security is often sought as collateral. Angas will never accept a second or subsequent mortgage as its primary security. As an asset based lender, Angas places primary reliance on the real property security that is held. Angas may accept pre-paid interest for the term of any loan.

MAXIMUM LENDING RATIOS

First mortgage advances do not exceed maximum Loan to Valuation Ratios as follows:

Residential Land 70% Industrial Land 70% Commercial Land 70% Rural Land 50%

Construction Loans up to 70% of the "as is" value of the property under construction.

VALUATION

Angas obtains a current valuation from a licensed valuer to determine the maximum loan amount to be advanced. Where appropriate, a report from a quantity surveyor may be obtained (under instructions from Angas).

MORTGAGE INTEREST RATE POLICY

All loans are advanced by Angas to borrowers on a fixed term, fixed interest rate basis.

NO RELATED BODY CORPORATE LOANS

The Trust Deed precludes Angas from making an investment of first ranking funds in a Related Body Corporate.

PORTFOLIO BALANCE

A maximum single loan transaction will not exceed 10% of the total first ranking funds. Angas may make more than one advance to a borrower or to parties related to a borrower. Taken together, these will not constitute a single transaction for the purpose of the 10% limitation unless all of the supporting security that is held by Angas is precisely the same for each of the multiple advances.

CONSTRUCTION LOANS

Construction loans require additional security comprising:

- » deed of assignment of contractual rights in the project from the borrower;
- » side deed with the builder for performance of the project;
- » Directors' guarantee.

Construction loans will comprise no more than 5% of the total first ranking funds. Construction loans are funded up to 70% of the "as is" value of the development. The loan amounts may increase as construction that is carried out leads to an increase in the value of the property.

MORTGAGE TERM

In general, initial loan terms will not exceed one year but up to 20% of the loan book may be for loans of longer duration but for terms not exceeding three years. Loan terms may be extended with the consent of Angas.

EQUIPMENT FINANCE

Angas may lend up to 10% of the total first ranking funds on secure equipment finance transactions including commercial hire purchase and leasing.

LIQUIDITY RESERVE

Angas must retain a liquidity reserve which comprises a minimum 5% of all first ranking funds. The Liquidity Reserve is to be held on deposit with, or invested in, one or more of the following:

- » an ADI or subsidiary of an ADI
- » securities, promissory notes and bills of exchange which have a ready market
- » a building society or a credit union
- » a cash management trust
- » a cash common trust fund
- » government bonds, stocks or other securities
- » a public authority

OVERVIEW OF ANGAS ANGAS SECURITIES LIMITED INVESTMENTS FUNDED OTHER REVENUE STREAMS BY FIRST RANKING SECURITIES THE PARTY OF FIRST MORTGAGE LOANS ANGAS FINANCIAL SERVICES AFS ACTS AS A RESIDENTIAL AND COMMERCIAL FINANCIAL BROKER (AUSTRALIAN CREDIT LICENCE CHATTEL FINANCE NUMBER 232479). \$1,000,000 REAL PROPERTY ANGAS PRIME INCOME FUND APIF IS A MANAGED INVESTMENT SCHEME FOR WHICH ANGAS IS RESPONSIBLE ENTITY. CASH \$28,464,143 ANGAS CONTRIBUTORY MORTGAGE FUND ACMF IS A MANAGED INVESTMENT SCHEME FOR WHICH ANGAS IS RESPONSIBLE ENTITY. **INVESTMENTS FUNDED** BY RPS 1 + 3 ADVANCE INVESTMENT FINANCE No.2 PTY LTD INVESTMENT IN AIF LOAN BOOK ACN 003 881 267 REAL PROPERTY FIRST MORTGAGE LOANS TEMBER 2012

COMMERCIAL LENDING

THE PRINCIPAL BUSINESS CARRIED ON BY ANGAS IS AS A COMMERCIAL PROPERTY LENDER.

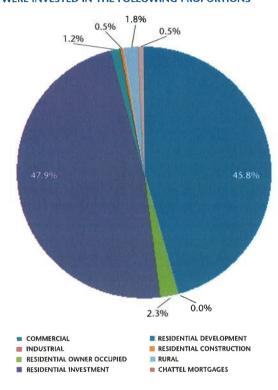
The primary security for any real property loan advanced by Angas must be a first registered mortgage over freehold or leasehold property. Second or subsequent mortgages will never be accepted as prime security for transactions written using first ranking investor funds.

Borrowers who take out secured loans from Angas are often those who do not deal with traditional lenders such as banks or who may not meet the lending criteria of such lenders. Business proprietors, self employed or investors in property that does not generate income are amongst the class of typical borrowers from Angas. Credit impairment will not necessarily be an impediment to Angas making a loan. As a specialist non-bank lender, Angas has the resources, expertise and lending criteria to deal with such borrowers.

Some of the features of the commercial property lending business conducted by Angas are:

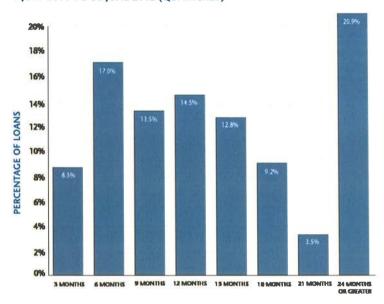
- as an asset based lender, Angas places primary reliance on the first mortgage security that is held. Angas can and does realise such security to obtain recovery of loan advances. This is done by Angas acting as mortgagee exercising power of sale or by the appointment of Receivers and Managers.
- there are limits on the loan sums advanced known as the maximum LVRs. As at 30 June 2012, the weighted LVR of the loan book was 61.92% (compared to maximum LVR of 70%).
- other credit support may sometimes be held by Angas in the form of collateral mortgages, guarantees and security interests. Such additional credit support is determined on a loan by loan basis.
- loans are typically advanced for shorter periods than traditional lenders and loan terms are generally for one year and never for longer than three years. Details of the spreads of active loans for the Angas loan book since 2000 are set out on the next page.
- the nature of borrowers who obtain loans from Angas and the short terms for which loans are advanced can lead to loan defaults at a higher rate than those of traditional lenders. The occurrence and management of such defaults are an ordinary part of the lending business carried on by Angas.
- loan defaults include failure by the borrower to pay interest when due, failure to repay the loan when the term expires or breach of loan covenants. Such defaults can lead to losses of loan principal or interest.
- construction loans are limited to no more than five per cent of the total first ranking investment funds. Angas may lend up to ten per cent of total first ranking investment funds on secure equipment financing transactions.
- in the top chart opposite, Commercial is any property used for income generation, Residential is split between Residential Owner Occupied, Residential Investment (comprising completed buildings), Residential Development (being land zoned for development) and Residential Construction (being construction for residential projects).

AS AT 30 JUNE 2012, THE LOAN ASSETS OF ANGAS WERE INVESTED IN THE FOLLOWING PROPORTIONS

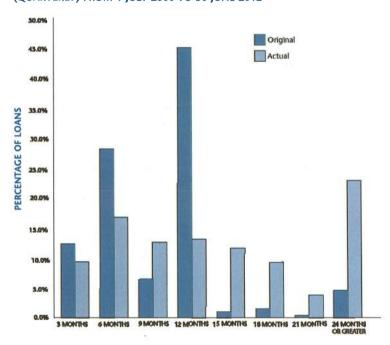


THE GRAPH ON THIS PAGE SETS OUT THE PERCENTAGE COMPOSITION OF THE LOAN BOOK BY CATEGORY AS AT 30 JUNE 2012.

ACTUAL PERIOD LOANS ARE ACTIVE FROM 1 JULY 2000 TO 30 JUNE 2012 (QUARTERLY)



ORIGINAL VS ACTUAL PERIOD LOANS ARE ACTIVE (QUARTERLY) FROM 1 JULY 2000 TO 30 JUNE 2012



The assessment of mortgage loan applications by Angas involves consideration of the real property that Angas will take as prime security together with any collateral security and an assessment of the credit worthiness of the borrower and any other transacting parties to the loan. Angas obtains current valuations, credit reference reports, undertakes general reference checking, reviews financial statements and assesses the impact of any other borrowings. This analysis is undertaken to determine the likelihood of recovering the loan advance that is to be made. The outcome of such analysis will determine whether or not Angas will make a loan at all, the amount of any such loan in terms of the maximum LVR, the length of the loan term and the necessary credit support such as collateral security. Associated with this analysis is a process of identity verification undertaken by Angas in accordance with statutory requirements.

Another important risk mitigant of Angas commercial lending operations is for loan terms to generally coincide with investment terms. This is important for maintaining liquidity. Loans will generally not exceed 1 year for the initial term but may be extended from time to time subject to formal Credit Committee approval. Even if loans expire and formal action is required, Angas will generally be able to recover the outstanding balance within a further period that conforms to the 1 and 3 year investment cycle of the first ranking investment terms. The charts on this page set out the actual period that commercial loans have been active during the period from 1 July 2000 to 30 June 2012.

THE MAXIMUM LVR APPLIED
BY ANGAS IS 70% OTHER THAN
FOR LOANS PRIMARILY SECURED
OVER RURAL LAND FOR WHICH
THE MAXIMUM LVR IS 50%. AS
AT 30 JUNE 2012 1.8% OF THE
LOAN BOOK COMPRISED LOANS
PRIMARILY SECURED OVER RURAL
LAND. AS AT 30 JUNE 2012 THE
WEIGHTED AVERAGE LVR FOR
THE LOAN BOOK WAS 61.92%.

ALTERNATIVE FUNDING SOURCES

In order to fully exploit the business opportunities available to Angas as a successful commercial property lender, Angas will investigate the placement of external funding sources in addition to the issue of listed securities. There has been a diminution in competition in recent years amongst commercial property leaders. This has been due to several factors associated with credit funding, capital markets and the global economy. Angas has witnessed solid growth in demand for commercial property finance within the qualitative credit parameters that Angas requires. That demand has exceeded the traditional capacity of Angas to fund loans and Angas has had to turn away good business. Furthermore, Angas considers it desirable to establish an alternative funding source for reasons of risk management by diversification. Any alternative funding that is sourced by Angas will be for the purpose of enhancing the principal business of Angas which is commercial property lending. Broadly similar lending criteria are expected to apply in terms of loan selection, LVRs and portfolio balance. The precise details will depend on the terms of any facility that is negotiated or established. Most likely, the role of Angas will be as an originator, servicer and manager of a portfolio of commercial property loans funded off Balance Sheet. Any facility of that nature will need to comply with all legal, regulatory, accounting and prudential requirements. The rights of investors as holders of first ranking security over the assets and undertaking of Angas will be preserved. Angas will ensure the legal structure of any alternative funding source will be subject to the first ranking security interest held by the Trustee for the benefit of investors. The requirements of the Trust Deed will continue to apply and be met by Angas. The increased capacity of Angas to fund commercial property loans from an alternative funding source in addition to listed securities is intended to enhance the competitiveness and profitability of Angas.

On 19 October 2010, ASIC licensed Angas to operate a managed investment scheme known as Prime Monthly Income Trust. That scheme has operated in one form or another continuously since 1984. Angas is now the Manager of the Prime Monthly Income Trust which is now known as Angas Prime Income Fund. As such, Angas will be able to generate management fee income from investing the assets of Angas Prime Income Fund in commercial property loans broadly in line with existing commercial lending business. Fee income is generated on the returns but the risk of any loss of capital from loan advances is borne by the unit holders in Angas Prime Income Fund. On 20 July 2011, ASIC approved a further AFS licence variation to permit Angas to be Responsible Entity of a managed investment scheme known as the Angas Contributory Mortgage Fund ("Angas CMF"). The purpose of this new vehicle is commercial mortgage lending. Angas CMF will generate fee income for Angas. There is no risk of loss of capital to Angas from acting as Manager of Angas CMF. Fee income is generated on the returns but the risk of any loss of capital is borne by investors in mortgages managed by Angas.

Consistent with this stated aim, on 18th January 2012, Angas acquired all of the issued share capital in Advance Investment Finance (No. 2) Pty Ltd ("AIF"). Secured funds were not used to acquire AIF. The asset forms part of the property the subject of the security interest in favour of the Trustee which it holds by way of a first ranking security interest for the benefit of

investors. Established in 1988, AIF is a Sydney based property financier with a mortgage portfolio of loans which broadly matches the business of Angas. The key difference is that the AIF portfolio is predominantly funded externally by a bank rather than by retail investors. Following due diligence, Angas acquired AIF with a loan book which was then \$12 million. This is guite small and represents less than five per cent of the assets of Angas Securities. The acquisition was a strategic one that was intended to develop the core business of Angas. It has increased the lending exposure of Angas to the Sydney property market. AIF provides Angas with market diversification, business diversification and an operating business which is externally funded. Angas from time to time utilises "non-fixed interest securities funds" to invest in related entities such as AIF. Whilst these funds are invested to yield an income for ASL and thus enhance its net asset base from revenue growth, investors should be aware that non performance of such investments could result in a deterioration of ASL's net asset position, which could ultimately also impact negatively on any repayment of fixed interest securities funds. Investors should be aware that in the normal course of business, fixed interest securities funds are invested in cash deposits, investment properties up to 10% of the fixed interest securities book and principally first mortgage securities. Hence, any repayment of fixed interest securities funds arises from, in the first instance, these investment classes.

The increased capacity of Angas to fund commercial property loans from an alternative funding source in addition to its own Balance Sheet resources is intended to enhance the competitiveness and profitability of Angas. Given the sustained demand for commercial property lending within its parameters, Angas will continue to investigate all potential future funding opportunities suited to the Angas business and will develop and refine the preferred capital and financing strategy.

RETAIL LENDING OPERATIONS

Angas operates a retail mortgage management business under the name Angas Financial Services. This is a successful retail lending business which manages a loan book as well as originating loans to external lenders such as banks. Angas established the retail business to diversify its product range and geographical reach, to enhance the ability to deal with competitors, to improve career paths and opportunities for employees and to improve financial returns. It is another means by which Angas can seek to write mortgage loans rather than turn away business due to lack of Balance Sheet capacity.

Initially the retail mortgage book was comprised of high quality business with low risk borrowers sourced predominantly from the public sector work force. This was a loan book acquired several years ago from API Home Loans. Going forward, Angas Financial Services will continue to target the same group but will seek to build stronger interstate connections by use of the Angas offices in several states. Angas has built a strong brand name at the top end of the market for commercial property loans and scope exists to leverage prime lending business via this source.

The home loans are funded externally. No fixed interest security funds are applied to the retail lending operations. The role of Angas Financial Services is that of manager or broker which earns a fee for its service.

MANAGEMENT OF THE INVESTMENT RISKS

INTENDING INVESTORS SHOULD READ THIS PROSPECTUS CAREFULLY AND DETERMINE WHETHER AN INVESTMENT IN THIS ISSUE IS SUITED TO THEIR OWN CIRCUMSTANCES AND OBJECTIVES.

Investments in fixed interest securities entail a degree of risk and are suitable for investors who fully understand the investment risk. There is no obligation on investors to pay more than their original investment. If Angas is ever wound up or becomes insolvent then the first ranking investors will be under no liability to pay any money to any person.

The Board determines the tolerance for risk of Angas, after taking into account the strategic objectives and other factors including investor expectations, financial and capital requirements, the legal structure of Angas as per the Trust Deed and its experience or demonstrated capacity in managing risks. The Board is responsible for ensuring material risks facing Angas have been identified and that appropriate and adequate control monitoring and reporting mechanisms are in place. Management is required to analyse the business risk in the context of Board expectations, specific business objectives and risk tolerance. ARMCO has responsibility and authority for the implementation of the risk management policy of Angas.

The principles which underlie the risk management method followed by Angas are:

- » hands on management by a Board with complementary skills, where each member is proficient in designated responsibilities and portfolios
- » an appropriate management structure composed of experienced personnel with appropriate skills
- » support being provided to management by way of extra resources sought from external consultants, to enable a strict focus on the core business of Angas to be maintained
- » minimisation of financial risk through a sound statement of financial position and appropriate operating controls
- » sound understanding of the legal and compliance environment in which Angas operates.

The principal business of Angas is commercial property lending. Angas takes account of portfolio balance in analysing a loan application. As such, a loan which might otherwise meet the lending criteria of Angas may be rejected if this would make the portfolio unbalanced in a particular category or geographical area. Loan applications are assessed on the capacity of the borrowers to service interest payments during the term of the loan. This sometimes causes Angas to impose a requirement that interest be paid in advance for some or all of the loan term. Adequacy of security being offered to Angas is another important factor that is assessed.

Angas minimises its lending risk by:

» investing in registered first mortgages and equipment finance

- » maintaining a spread of mortgage investments with conservative lending margins
- » making no loans to a Related Body Corporate
- » applying proven and prudent mortgage selection criteria
- » ensuring that every security property is valued by an independent licensed valuer prior to any loan being advanced
- » obtaining valuations of property on an 'as is' basis. Valuations of property 'as complete' are not acceptable
- » requiring building insurance (at replacement cost) to be provided by certificate of currency from an acceptable insurer, noting the interest of Angas as lender on each policy
- » weighting its portfolio to take account of geographic and investment balance
- » maintaining a Liquidity Reserve in accordance with the Trust Deed
- » lending to borrowers for short terms of generally 12 - 36 months.

In relation to construction loan facilities, where appropriate, settlement risk is often ameliorated by requiring pre-sales of the finished product at price levels which support the valuation obtained and help determine the assessed credit risk and exposure levels. Where appropriate, Angas will instruct a quantity surveyor to check and confirm that the cost to complete the construction project is within the cost and time parameters established for each project.

Where appropriate the quantity surveyor will also verify that the quality of the construction works are generally in line with the building plans and overall specifications and that they generally comply with the building codes and the approvals granted by regulatory bodies.

Angas Commercial Property Trust, an associated business conducted by Angas, involves direct or unit investments in real property. Angas manages those risks by having regard to the location of the property under consideration for acquisition, its specific characteristics, the terms of any existing lease covenants, the susceptibility of the property to prolonged vacancy and the ability of Angas to enhance the investment performance of the property. The investment by Angas in Angas Commercial Property Trust is a permitted investment in real property. Angas Property Fund Limited acts as trustee for Angas Commercial Property Trust. It is not a Related Body Corporate within the meaning of section 50 of the Corporations Act.

Investors should note that if Angas is wound up, investors may lose some or all of their principal.

REAL PROPERTY INVESTMENTS

ANGAS HAS GENERATED SOLID RETURNS FROM REAL PROPERTY INVESTMENTS WHICH FORM AN ADJUNCT TO THE PRINCIPAL BUSINESS OF ANGAS AS A LENDER.

Under the Trust Deed, up to ten percent of the first ranking funds may be invested by Angas in real property. This is done either direct or by unit investment. The considerations for property investment made by Angas are the location of the property, its specific characteristics, the terms of any existing lease covenants, the susceptibility to prolonged vacancy, the ability to enhance the investment performance of the property and determination of the appropriate structure and period for ownership of the property. A property should have strong investment fundamentals such as its location and physical attributes. The financial strength of lease covenants and taxation benefits such as depreciation can be relevant as well.

In selecting property investments, Angas has regard to the possible impact of market timing. This involves either lease terms of sufficient length to carry through cyclical market conditions or properties whose re-letting prospects are considered to be superior. Angas places considerable importance on an exit strategy. Criteria may include functionality and lettability of the property for alternative tenants or alternative uses, the underlying value of the land, the likelihood and potential magnitude of capital expenditure requirements and the fundamental characteristics which will influence specific sector demand. The chart below sets out the proportion of total first ranking funds that have been invested in real property by Angas over the last six financial years.

Four of the most substantial property investments are held in Angas Commercial Property Trust. This portfolio comprises three well located commercial properties which are fully let to single tenants with strong lease covenants including fixed rent increases. These are long term investments. The tenants are Officeworks Superstores Pty Ltd, Priestley's Gourmet Foods Pty Ltd and Simon George & Son Pty Ltd. The fourth property is vacant land subdivided from the Officeworks site. More details of these long term investments appear on the next page. Angas has invested \$8.9 million of its own funds in this portfolio and has borrowed the balance of the acquisition cost. As at 30 June 2012, Angas held 98.3% of the issued units in Angas Commercial Property Trust.

The other property investments are of a short to mid term duration. Some involve active property development (including construction) in order to generate a profit in the near term. Investments comprise a group of four executive residences at Junction Road, Wahroonga NSW, an interest in a commercial residential development at Goodwood Road, Wayville SA, an interest in Hindmarsh Precinct Development which owns commercial land adjacent to the Adelaide Entertainment Centre at Hindmarsh SA, residential land at Wannanup WA and two apartments at Fernleigh Gardens Estate SA. Angas is actively seeking to bring these short to mid term investments to market. Further details appear on page 15.



ANGAS COMMERCIAL PROPERTY TRUST PORTFOLIO



32 MURDOCH CIRCUIT, ACACIA RIDGE QLD LESSEE OFFICEWORKS SUPERSTORES PTY LTD

Acquired: \$6,000,000
Date Acquired: 16 December 2005
Land Area: 12,621 sqm
Net Lettable: 5,164 sqm
Annual Rental: \$526,372

Rent Review of 4.0% fixed annual increases.

The Property comprises a modern office/warehouse development with concrete hardstand for truck manoeuvring and extensive car parking. Fire services throughout the lettable space were upgraded to a high level to meet the lessee's requirements.



17 BREENE PLACE, MORNINGSIDE QLD LESSEE PRIESTLEY'S GOURMET FOODS PTY LTD

Acquired: \$8,500,000
Date Acquired: 15 February 2007
Land Area: 9,331 sqm
Net Lettable: 4,544 sqm
Annual Rental: \$755,558

Rent Review of 3.5% fixed annual increases.

The Property comprises a modern office/warehouse development specifically constructed for the food manufacturing occupational requirements of the current lessee. The property has been further upgraded and enhanced by the lessee to meet the demands of its prosperous national business.



107 REICHARDT ROAD, WINNELLIE NT LESSEE SIMON GEORGE AND SON PTY LTD

Acquired: \$4,040,000
Date Acquired: 17 December 2007
Land Area: 4,260 sqm
Net Lettable: 1,225 sqm
Annual Rental: \$ 309,514

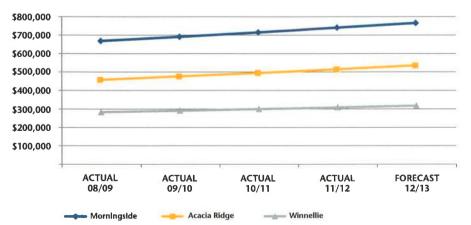
Rent Review of 3.0% fixed annual increases.

Improvements to the site comprise a modern industrial office/coldstore warehouse facility. The office component is situated over two levels. The coldstore component is separated into three main store areas of differing temperatures and also includes two ripening rooms and a pre-packing room. There is a separate plant room housing the electrical switchboards and air-conditioning plant.



PROPERTY INVESTMENT	STATE	DESCRIPTION	AMOUNT
Angas Commercial Property Trust 1. 26 Murdoch Circuit, Acacia Ridge 2. 32 Murdoch Circuit, Acacia Ridge 3. 17 Breene Place, Morningside 4. 107 Reichardt Road, Winnellie	QLD QLD QLD NT	Vacant Land excised from larger site. Modern office/warehouse let to Officeworks Superstores Pty Ltd. Modern office/warehouse let to Priestley's Gourmet Foods Pty Ltd. Modern office/warehouse with cold store let to Simon George & Son Ltd. Cash Investment held in unit trust.	\$8,900,000
Fernleigh Gardens Estate, Woodcroft	SA	Freestanding villa – Unit 41. Apartment (newly constructed) – Unit 307. Cash investment held in these assets.	\$307,000 \$268,000
"Thornton Grove" 53-55 Junction Road, Wahroonga	NSW	Four newly constructed executive residences in a boutique gated estate in Sydney's northern suburbs. Cash investment in freehold assets.	\$4,691,116
Mannum Unit Investment Trust	SA	Shopping centre opened in November 2012 with IGA Supermarket as co-investor and anchor tenant. Structured investment in unit trust (including an interest bearing loan). Funded by RPS.	\$2,500,000
Hindmarsh Precincts Development Trust Cnr of Port Road and Adam Street, Hindmarsh	SA	Development site for commercial office building and car park within Adelaide Entertainment Centre precinct. Joint investment with developer of adjacent Channel Seven building. Structured investment via an Angas subsidiary and unit trust.	\$740,080
Four Marina Sites at Mandurah	WA	These four superior sites are foreclosed properties with written down values for medium term hold. Cash Investment in freehold assets.	1. \$865,000 2. \$640,000 3. \$745,000 4. \$745,000
The Terraces Apartments 100 Rose Terrace, Wayville	SA	Equity is by way of Put & Call Option over a fully completed apartment complex on the fringe of Adelaide CBD. Angas also provides two mortgage loans on this property. These loans are cross collateralised and comprise 24 units in total. During the development stage, to generate an equity return, two Put and Call Options were put in place. The amounts outstanding include the profit from the investment. These options were structured to receive the benefit of a second mortgage. Cash Investment held in unit trust.	\$4,213,078
150 Coast Road, Dayton	WA	Development site zoned Local Neighbourhood Centre. Equity is by way of a Put & Call option.	\$1,000,000

GROSS RENTAL INCOME - ANGAS COMMERCIAL PROPERTY TRUST



The three leased properties held by Angas Commercial Property Trust (referred to on the previous page) comprise modern, well located commercial assets with strong lease covenants including annual rent increases. The chart opposite shows the gross annual income since FY08 and the contractual income for FY13.

From total rental of \$1,618,976 due from these properties in FY13, this Trust is projected to generate a return of \$492,714 after meeting bank interest and all operating expenses.

LISTED SECURITIES ISSUE INFORMATION

APPLICATIONS AND ALLOCATION

Application for investment must be made on the Application Form accompanying this Prospectus. Accompanying payment must be made by cheque or electronic funds transfer. Angas will not accept investments made in cash. Angas will issue securities as applications are received and will issue a Confirmation for each accepted application within 28 days of receiving it. This confirmation is an acknowledgment of the indebtedness of Angas to the investor for the amount invested. The confirmation will record the Coupon Rate and Term of the investment. No certificates will be issued to investors. Angas reserves the right at any time during the offer period to not accept any application that has been received.

MINIMUM AND MAXIMUM APPLICATIONS

Unless otherwise approved by the Board:

- » The minimum application amount is \$10,000; and
- » The maximum application amount is \$5,000,000.

Investments are to be made in whole multiples of \$1,000 subject to any investment being within the minimum and maximum guidelines.

INVESTMENT TERMS

Securities will be issued for either 1 year or 3 year terms. All securities will terminate on the last day of the month relevant to the nominated term being the unexpired days in the month of investment plus the nominated term.

By way of example, a 1 year investment made on 20 May 2013 will expire on 31 May 2014. A 3 year investment made on the same day will expire on 31 May 2016.

JOINT APPLICATIONS OR INCORPORATED BODIES

Investments made by organisations or jointly by two or more persons will be accepted. Angas will upon request issue an Authority to Act to permit a specified person to act on behalf of the organisation or joint investor to do acts including:

- » to instruct Angas to amend bank account details for the payment of interest.
- » to instruct Angas to amend contact, mailing, business and residential address details.
- » to make the investment by signing a cheque on behalf of the investor made payable to Angas.
- » to instruct Angas to redeem part or all of the investment
- » to instruct Angas to rollover the investment (whether for the original amount or an increased amount) on such terms as Angas may offer.
- » to request and receive from time to time information from Angas in relation to the investment.
- » to give Angas the Privacy Consent that may be required.

TRANSFERS AND TRADING

Securities may be traded on the NSXA. Any transfers must be registered with Angas and recorded on CHESS. Transfers need not be for the total amount of the securities stock held by the investor. Upon securities being traded, the new holder will be entitled to be paid the Issue Rate of interest for the balance of the investment irrespective of the Coupon Rate applicable to the transferor.

RANKING

All securities issued rank equally in priority of security and in proportion to their face value. The date or length of investment does not affect the ranking.

DIRECT PAYMENT TO INVESTOR BANK ACCOUNT

Angas pays interest and repays principal by direct credit to the bank account nominated by the investor. It is a requirement of this issue that a bank account is nominated for the payment of interest. No cheques will ordinarily be drawn by Angas to an investor. An Application will not be accepted by Angas from any investor who does not nominate a bank account for this purpose.

TAXATION

Interest paid to an investor by Angas will form part of the assessable income of that investor in the year in which it is paid. Interest which is re-invested will be treated for taxation purposes as interest payments. The taxation consequences of investing in this issue will differ depending on the personal circumstances of the investor. Investors should seek their own professional advice as to the taxation consequences of their investments in this issue. Non-resident investors will have withholding tax deducted from interest distributions.

On the basis of current legislation, there is no GST imposed on interest distributions. Interest entitlements that are re-invested are treated as interest payments for taxation purposes. This means that all taxable income that an investor becomes entitled to in a financial year (including re-invested amounts) will form part of that investor's assessable income, even though receipt of the actual interest may not occur until some time later.

SOCIAL SECURITY BENEFITS

An investment in this issue may affect an investor's entitlement to a social security benefit. Intending investors are encouraged to consult a financial advisor or Centrelink for advice or information about the effect of a proposed investment on that person's particular financial circumstances.

TAX FILE NUMBERS OR EXEMPTIONS

Angas will accept applications which do not specify the TFN of the applicant but Angas must deduct withholding tax from interest distributions unless a valid TFN exemption reason

is quoted. In the case of joint investors then the TFN or exemption status of both investors must be quoted to avoid tax being withheld from the interest payments. Intending investors who are unsure whether a TFN exemption is available should seek advice or contact the Australian Taxation Office. The collection of TFNs by Angas is authorised and use and disclosure is strictly regulated.

INTEREST RATE PAYABLE ON SECURITIES

The interest rate applying to the first ranking funds invested will be the rate applicable at the date on which Angas accepts the application. Investors should confirm the current interest rate with Angas prior to completing the Application. The interest rate is fixed for the full term of the investment once an Application has been accepted.

Angas reserves the right during the currency of this Prospectus to increase or decrease all or any of the rates of interest prior to an Application being accepted. Any variation of interest rates will apply only to securities issued in respect of applications accepted on or after the date of such variation. Where Angas receives an Application selecting an interest rate or repayment term that is not current, Angas will either:

- 1. refund the application money to the applicant; or
- 2. issue securities at the then current interest rate or term and give the investor a notice that clearly explains the investor's rights under section 725A of the Corporations Act as stated in Class Order 174 (CO 00/174). Such notice will include the right to cancel the investment by written notification, which must be received by Angas within one month after Angas notifies the investor of the alternatives available; or
- 3. not issue the securities but give the investor the Notice referred to in section 725A of the Corporations Act as stated in Class Order 174 (CO 00/174), which clearly explains the error and gives the investor one month to withdraw the Application and be re-paid the amount tendered.

ISSUE RATE & COUPON RATE OF INTEREST

Angas issues securities at rates of interest fixed for the investment term. The retail lending rate for new issues will be set from the first date of each month. Details can be obtained from Angas and will appear on the website.

The retail rate will appear on the Confirmation as the "Issue Rate". Angas will remain entitled to negotiate rates with individual investors. A rate greater than the retail rate may be negotiated for the investment of a large monetary sum. Every Confirmation will list a "Coupon Rate".

This will be the same as the Issue Rate where the current retail terms apply. Wherever it varies from the Issue Rate then the Coupon Rate will prevail unless and until the securities are traded at which time the Issue Rate will apply. The following illustration sets out how the rule applies. Consider an investment of \$500,000 issued for one year on 20 May 2013. Assume that at this date, the prevailing retail interest rate is 7.5% pa for a one year term. This rate is noted on the Confirmation as the Issue Rate. However, the investor has negotiated a better rate on this investment of 7.45% pa.

This rate is noted on the Confirmation as the Coupon Rate. On 1 August 2013, Angas increases the prevailing retail interest rate to 8.0% pa for a one year term. This increase has no effect on the securities issued on 20 May 2013. Should the investor then choose to trade the securities on the NSXA, the purchaser would receive the Issue Rate of 7.5% as listed on the Confirmation and not the prevailing interest rate at the time of the trade. The prevailing interest rate of 8.0% in this example would only be applicable to new securities issued on or after 1 August 2013.

PAYMENT OF INTEREST

Interest will be paid in arrears on the last day (or next business day) of the month. If an application is accepted within 7 days before the end of the month then interest for those days may be paid in the next succeeding month. Interest is calculated on a daily basis and will accrue from the date of acceptance of the Application and will be calculated according to the rate applicable. Calculations are on a simple interest basis. By way of example, an investment made on 26 June 2013 will earn interest for 5 days to be paid on 30 June 2013. The next interest payment will be for 31 days and will be paid on 31 July 2013.

Alternatively, an investor may choose to reinvest the monthly interest earned. Reinvested interest will be held in a separate account and will accrue interest on the balance (except that no interest is paid on the interest transferred to the reinvestment account on the day of such transfer only). Rates of interest on reinvestment accounts may vary from time to time as published by Angas.

ANNUAL INVESTOR STATEMENTS

Following the conclusion of each financial year, Angas will issue a statement to each investor setting out details of the aggregate interest paid or reinvested during the year together with the amount and date of payment or reinvestment of such interest.

ENTITLEMENT TO INTEREST WHEN SECURITIES ARE TRADED

All sales of securities completed prior to the 15th day of the month will entitle the purchaser to the whole of the interest for that month. If a sale is completed on or after the 15th day of the month then the vendor will be entitled to the whole of the interest for that month.

RE-INVESTMENT OF INTEREST WHEN SECURITIES ARE TRADED

Securities traded on the NSXA will revert to interest payable monthly in the hands of the purchaser even if the vendor had chosen to re-invest the interest. By way of example, consider a securities trade on the NSXA which is completed on 20 May 2013. The vendor had accrued interest prior to the sale. As the trade was completed after the 15th day of month, the vendor would be entitled to receive all invested interest to 31 May 2013. The purchaser of the securities would be paid monthly as

from 1 June 2013. The purchaser of a traded investment may contact Angas and request that interest earned be re-invested. Angas will pay the accrued entitlement of re-invested interest to a vendor as soon as practicable after the entitlement but not more than 14 days from the end of the month in which the sale of the securities are completed.

SECURITY FOR INVESTORS

Angas has secured all of its tangible assets in favour of the Trustee to secure the punctual repayment of all money due to investors. The security interest is a first ranking security. There are no securities or other liabilities ranking in priority to or equally with this security interest. All monies received by Angas in respect of the Issue are invested in accordance with the Trust Deed. A summary of these Permitted Investments is set out in this Prospectus.

The principal assets of Angas covered by the security interest are its own property, freehold interests in land, the mortgages to be held by Angas for loans made and the unused funds. These funds may be invested in various forms of short-term liquid investments, for example bonds or cash deposits (being the Permitted Investments set out in the Trust Deed). These assets are sufficient and reasonably likely to be sufficient to meet the liability of Angas to pay all money due to investors.

This Prospectus sets out the statement of financial position of Angas as at 30 June 2012 with details of its assets and its liabilities. The tangible property that constitutes security for the security interest is sufficient and is reasonably likely to be sufficient to meet the liability for the repayment of all money owing by Angas to investors and all other liabilities. Angas considers that with the provisioning, liquidity, level of equity and with the loan management arrangements in place, there should be minimal adverse effects of its business operations and cash flow arising from a capital loss due to a loan default.

NO FINANCIAL PRODUCT ADVICE

Angas deals in one financial product which is the issue of securities. Angas does not provide financial product advice and is not licensed to do so. Investors should seek professional advice from an accountant, lawyer or licensed financial product adviser before deciding to invest.

REPAYMENT OF SECURITIES

Angas will notify each investor of a forthcoming maturity date before that date arrives and the interest rate applicable to the next term to enable the investor to decide whether or not to roll over the investment. Angas will, if requested by the investor, repay to each investor the amount of each investment together with any accrued interest (if applicable) within 30 days after the repayment date for the investment. Otherwise, on the maturity date of the investment the principal amount will be rolled over for the same repayment term (1 or 3 years) at the prevailing interest rate applicable to that term and on the same interest option (monthly or at maturity) as the previous investment. Any accrued interest will be credited to the investor's nominated bank account.

For security reasons, the repayment of investments will rarely be made by cheque and will ordinarily be made by Angas in favour of the investor by Electronic Funds Transfer to the investor's nominated account. A new Confirmation will be issued for each investment that is rolled over other than where multiple investments are consolidated by agreement between Angas and the investor

EARLY REDEMPTION OF SECURITIES

In normal circumstances, an investment is not available for repayment prior to expiry of the fixed term. Whilst not under any obligation to comply with an investor's request for early redemption, Angas will give due consideration to such requests, particularly in the case of hardship where Angas considers such redemption would not prejudice other investors. Requests for redemption must be in writing and lodged with Angas. Any approval for early redemption will usually attract the payment of a handling fee ordinarily equal to one per cent of the principal redeemed together with a further amount to compensate Angas for its losses resulting from the early redemption arising from movements in interest rates or like events.

Investors seeking liquidity have the option of trading the securities on the NSXA in order to realise the investment. Death of an investor does not trigger a redemption. The investment will be repaid to the deceased estate of the investor upon expiry of the fixed term. Angas reserves the right to redeem securities prior to the expiry of the investment term upon Angas giving 30 days notice of its intention to do so to the investor.

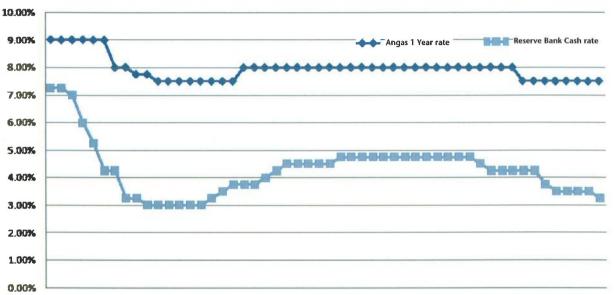
SETTING INTEREST RATES

The chart on the next page shows the retail rate for one year investments for the period from 1 July 2008 to 2 October 2012 compared to the Official Interest Rate set by the Reserve Bank of Australia for the corresponding period. This chart demonstrates that the movement in the Angas interest rate setting is quite independent of the Official Interest Rate as set by the Reserve Bank. Whilst the Angas rate does fluctuate in response to market conditions, the degree of variation was much less than that of the Reserve Bank.

The period covered by the Chart includes the time of severe market turbulence which followed the failure of Lehmann Bros and sometimes described as the Global Financial Crisis or GFC. The Reserve Bank responded to these conditions by a series of significant cuts in the Official Interest Rate. During the period covered in the chart, the Angas fixed rate varied between 9.0% (high) to 7.5% (low) being a range of 1.5%. The Reserve Bank's Official Interest Rate varied between 7.25% (high) compared to 3.0% (low) being a range of 4.25%. So the reduction in the Official Interest Rate was much greater than the reduction in the Angas rate. Conversely, once conditions improved, the Reserve Bank increased the Official Interest Rate to a greater extent. As it had cut more, it therefore had greater scope to restore the rate.

This analysis demonstrates several factors about how Angas sets interest rates. Angas does vary its monthly fixed interest rate in response to market conditions. However, the rate is generally quite stable. During a period of extreme volatility, the rate moved through a range of only 1.5%. The reason is the

COMPARISON RATES - IULY 2008 TO OCTOBER 2012



Jul-08 Oct-08 Jan-09 Apr-09 Jul-09 Oct-09 Jan-10 Apr-10 Jul-10 Oct-10 Jan-11 Apr-11 Jul-11 Oct-11 Jan-12 Apr-12 Jul-12 Oct-12

specialised area of the lending market in which Angas invests its funds. There is less sensitivity to movement in interest rates in this sector of the market.

COMPLAINTS PROCEDURE

Angas acknowledges the importance of ensuring that investors have a right to comment or complain. Likewise, Angas recognises the benefits to be derived through delivery of an improved quality of financial product and service. To assist this process Angas has in place a set of internal dispute resolution procedures to handle any complaints quickly, fairly and in strictest confidence. These procedures meet the requirements of the AFS Licence. Details of the complaints procedure can be obtained from the Angas website or by application to Angas. The object is to reach an early and satisfactory resolution of any complaint.

If the response is not satisfactory, an investor may refer the matter to the external dispute resolution scheme to obtain assistance. This external body has been established as an objective body to hear unresolved complaints. Contact can be made directly to the Credit Ombudsman Service Limited at Level 7, 287 Elizabeth Street, Sydney NSW 2000. Angas is a registered member of this service.

GENERAL DISCLOSURE MATTERS

Section 283BH(3) of the Corporations Act prescribes what may be described as a debenture. Section 283BH(3)(a) of the Corporations Act requires that security interest be created over the issuer's tangible assets. Details of the security interest granted by Angas to the Trustee are set out in this

Prospectus under the heading "Security for Investors". Regulatory guidance issued by ASIC now precludes Angas from describing its first ranking securities as debentures as had been the description in previous prospectuses.

Under ASIC Class Order 12/1482, debentures may be called, "secured notes" if:

- (a) the repayment of all money that has been, or may be, deposited or lent under the debentures has been secured by a first ranking security interest in favour of the trustee over the whole or any part of the property of the borrower or of any of the guarantors; and
- (b) the property that constitutes the security for the security interest is sufficient and is reasonably likely to be sufficient to meet the liability for the repayment of all such money and all other liabilities that:
 - i. have been or may be incurred; and
 - ii. rank in priority to, or equally with, that liability.

Refer to the section headed "Security for Investors", on the previous page, as to how Angas meets the above criteria.

Angas has nominated the term, "fixed interest securities" to describe its secured notes. Under ASIC Regulatory Guide 69.147, Angas is permitted to use this description provided the description is not false or misleading and the description does not result in an omission from the prospectus.

The interest rate for a fixed interest security offered under this Prospectus is fixed for the term of the investment and repayment of all investments and accrued interest is secured by a first ranking security interest over the whole of the assets and undertaking of Angas, hence the term "fixed interest securities" is not false or misleading and does not result in an omission from the prospectus.

FINANCIAL INFORMATION

STATEMENT OF FINANCIAL POSITION	2011	2012
	COMPANY	COMPANY
	\$	S
Assets		
Cash and cash equivalents	30,032,147	27,553,371
Trade and other receivables	12,419,538	17,823,699
Current tax asset	745,424	284,663
Property held for resale		3,420,558
Loans	164,099,121	192,653,274
Deferred tax assets	301,116	76,917
Other financial assets	13,241,650	14,609,773
Property, plant and equipment	498,478	535,303
Other assets	44,434	47,925
Inventory Property		2,940,000
Investment Property	5,458,473	2,845,558
Other intangible assets	45,023	163,864
Goodwill	592,184	592,184
Total assets	227,477,588	263,547,089
Liabilities		
Trade and other payables	576,230	776,517
Other financial liabilities	349,258	392,302
Interest bearing liabilities	217,038,487	248,295,016
Provisions	205,799	233,560
Total liabilities	218,169,774	249,697,395
Net assets	9,307,814	13,849,694
Equity		
Issued capital	898,476	5,920,921
Retained earnings	8,409,338	7,928,773
Total equity	9,307,814	13,849,694
STATEMENT OF COMPREHENSIVE INCOME		
Operating profit	2,381,657	2,127,724
Income Tax attributable to operating profit	(882,931)	(364,889)
Operating profit after income tax	1,498,726	1,762,835

A Financial Report of Angas has been prepared for the year ended 30 June 2012. The Financial Report comprises the Directors' Report, Independent Audit Report by the Auditors (Deloitte Touche Tohmatsu), Directors' Declaration, Statement of Financial Position as at 30 June 2012, Statement of Comprehensive Income, Statement of Cash Flows, Statement of Change in Equity for the year ended 30 June 2012 and notes to the financial statements. The Financial Report has been lodged with ASIC. A copy of the Financial Report is available free of charge to any person in receipt of the Prospectus by contacting Angas. The Independent Audit Report issued on 28 September 2012 was not prepared for the purposes of this Prospectus. The Independent Audit Report was prepared for the full year ended 30 June 2012 and the financial position of Angas has changed since this date.

STATEMENT OF CASH FLOW	2011	2012
	COMPANY	COMPANY
	\$	\$
Cash flows from operating activities		
Receipts from customers	5,323,658	5,963,253
Payments to suppliers and employees	(7,352,313)	(7,358,058)
Interest received	20,511,545	24,103,952
Interest paid	(15,243,608)	(20,013,267)
Income tax received	÷	888,303
Income tax paid	(1,659,233)	(661,074)
Net cash provided by operating activities	1,580,049	2,923,109
Cash flows from investing activities		
Proceeds from repayment of mortgage loans	45,901,559	64,746,254
Payments for mortgage loans	(77,251,269)	(97,386,490)
Payment for property held for resale	*	(575,000)
Payment of units in trust		(900,000)
Proceeds from financial assets	3,996,202	3,700,000
Payments for financial assets	(662,153)	(4,387,605)
Amounts advanced to subsidiaries	(306,379)	(2,711,142)
Proceeds from sale of property, plant and equipment	3,909	240
Payment from property, plant and equipment	(159,480)	(397,817)
Proceeds for property held for resale	•	220,175
Payments for acquisition of investment properties	(600,000)	
Payment of building and development costs for investment properties	(2,420,787)	(435,510)
Net cash outflow on acquisition of subsidiaries	(740,082)	(1,000,300)
Net cash used in investing activities	(32,238,480)	(39,127,195)
Cash flows from financing activities		
Proceeds from borrowings	149,033	237,086
Repayments of borrowings	(184,295)	(137,949)
Proceeds from issue of equity securities	98,578	94,798
Payment for share buy back - member of parent entity		(1,150,000)
Proceeds from issue of first ranking securities	58,786,901	57,209,558
Repayment of first ranking securities	(15,618,034)	(27,189,250)
Proceeds from issue of redeemable preference shares	6,579,000	5,841,000
Repayment of debt issue costs	(63,040)	(14,180)
Dividends paid: members of parent equity	(1,000,000)	(1,165,753)
Net cash provided by financing activities	48,748,143	33,725,310
Net increase/(decrease) in cash and cash equivalents	18,089,712	(2,478,776)
Cash and cash equivalents at the beginning of the financial year	11,942,435	30,032,147
Cash and cash equivalents at the end of the financial year	30,032,147	27,553,371

This information is an extract only of the Financial Report. Deloitte Touche Tohmatsu has performed an audit of the Financial Report to form an opinion whether, in all material respects, the Financial Report is in accordance with the Corporations Act including giving a true and fair view of Angas' financial position and performance as at and for the year ended 30 June 2012 and complying with Australian Accounting Standards. The Independent Audit Report to the members of Angas was dated 28 September 2012. The audit has been conducted in accordance with Australian Auditing Standards to provide reasonable assurance whether the Financial Report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgement, selective testing, the inherent limitations of internal controls, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected. The Financial Report has been audited and the Independent Audit Report is without qualification.

The following information about the contents of the Financial Report is provided to enable a recipient of the Prospectus to decide whether to obtain a copy of the consolidated Financial Report:

- Subsequent to 30 June 2012 Angas declared and paid a dividend of \$1 million to its shareholders from profits fully franked generated during the financial year ended 30 June 2012. In addition, a fully franked dividend of \$249,315 was paid to Redeemable Preference Shareholders in Series 2. The balance of profits have been retained within Angas to fund operations going forward.
- It was a term of the loan acquisition referred to on page 23 that Angas grant a promissory note to the vendor for \$2.25 million. The note carries interest payable by Angas at 11% p.a. and must be repaid by Angas not later than 30 July 2013.
- 3. On 28 September 2012 the Directors of Angas declared that the consolidated Financial Statements and Notes thereto comply with Accounting Standards and the Corporations Act and gave a true and fair view of the financial position and performance of Angas as at 30 June 2012 and that in the opinion of the Directors, there are reasonable grounds to believe that Angas would be able to pay its debts as and when they become due and payable.

MORTGAGE LOAN BOOK/ARREAR & PAST DUE LOANS

AS AT	T: JUNE 30 2011 \$	JUNE 30 2012 \$	DEC 21 2012 \$
Loans and advances	168,589,503	191,251,312	229,443,790
Less: General provision for doubtful debt	s -3,641,766	-300,000	0
Net Loans and advances	164,947,737	190,951,312	229,443,790
Ageing of Past due loans			
Nil to 90 Days	35,237,193	23,481,348.32	2,032,778
91 > 180 Days	0	480,000.00	38,881,641
181 > 365 Days	350,000	22,131,337.44	480,000
> 365 Days	19,673,179	9,879,838	32,960,147
Total Past Due	55,260,372	55,972,524	74,354,566
% of Loan Book past due	33.50%	29.31%	32.41%
Number of past due loans:		8 4 7 5 5 6	
Total	37	15	20

PAST DUE LOANS AS AT 21 DECEMBER 2012

A loan is classified Past Due if a Borrower fails to make a payment when contractually due. Hence, a loan is classified Past Due if an interest rate arrear exists, even if the loan itself has not yet expired.

ARREAR DATES	CUSTOMER	LOAN AMOUNT	DATE OF DEFAULT	ARREARS (\$)	SECURITY VALUE*	LAST VALUATION DATE
	A	\$1,701,778.00	1/07/2012	\$188,195.58	\$6,520,000.00	17/03/2011
Nil to 30 Days	В	\$331,000.00	1/12/2012	S -	\$615,000.00	1/09/2012
	TOTAL	\$2,032,778.00				
	С	\$7,376,054.44	1/08/2012	\$931,188.31	\$12,125,000.00	1/09/2012
	D	\$5,530,000.00	1/02/2012	\$519,247.60	\$7,900,000.00	12/10/2011
	E	\$3,700,000.00	16/07/2012	\$737,677.72	\$5,809,789.00	23/09/2009
	F	\$2,000,000.00	16/07/2012	\$334,414.23	\$3,140,211.00	23/09/2009
	G	\$3,791,475.00	15/05/2012	\$878,498.79	\$5,535,000.00	7/10/2009
01 . 100 D	н	\$6,040,000.00	15/05/2012	\$1,161,790.67	\$11,800,000.00	7/10/2008
91 > 180 Days	1	\$1,250,000.00	15/05/2012	\$281,250.09	REFER ABOVE	REFER ABOVE
	1	\$4,036,486.50	15/05/2012	\$1,440,555.10	\$5,885,000.00	20/05/2011
	К	\$2,476,624.88	15/05/2012	\$703,941.26	\$5,120,000.00	20/05/2011
	L	\$1,330,000.00	1/07/2012	\$199,425.40	\$1,900,000.00	25/02/2010
	М	\$1,351,000.00	1/07/2012	\$148,609.98	\$1,930,000.00	13/10/2011
	TOTAL	\$38,881,640.82				
181 > 365 Days	N	\$480,000.00	15/05/2012	\$81,028.66	REFER ABOVE	REFER ABOVE
101 > 303 Days	TOTAL	\$480,000.00				
		\$8,926,337.44	20/06/2012	\$-	\$10,960,000.00	20/09/2012
		\$13,205,000.00		\$1,544,890.06	\$15,000,000.00	
	Q	\$ 3,851,808.50			\$5,670,000.00	20/09/2012
- 365 Days		\$4,878,000.00		\$83,462.50	\$5,250,000.00	4/03/2011
		\$1,000,000.00		\$605,504.66	\$1,002,000.00	
		\$1,099,001.41			\$1,300,000.00	
	TOTAL	\$32,960,147.35				

^{*}Shows only Primary Security. For some loans, collateral securities are also held.

TEN LARGEST LOANS AS AT 30 SEPTEMBER 2012*

CUSTOMER	LOAN AMOUNT	CATEGORY	ASSET STATE	ASSET VALUE	VALUATION DATE	INTEREST ARREARS
Α	\$13,205,000.00	Commercial	QLD	\$15,000,000.00**	27/09/2011	\$1,544,890.06
В.	\$8,926,337.44	Residential	SA	\$10,960,000.00	20/09/2012	\$-
С	\$7,591,951.09	Residential	QLD	\$13,625,000.00	1/09/2012	\$278,371.90
D	\$6,040,000.00	Residential	SA	\$11,800,000.00	7/10/2008	\$1,156,290.67
Total: Not In Order	\$35,763,288.53					
E	\$23,500,000.00	Residential	NSW	\$50,000,000.00	22/05/2012	\$-
F	\$10,411,908.00	Residential	WA	\$19,987,273.00	21/02/2012	\$-
G	\$10,370,463.00	Commercial	VIC	\$30,322,240.00	26/09/2012	\$-
Н	\$8,612,268.00	Commercial	SA	\$12,630,000.00	14/12/2010	\$-
1	\$6,349,933.05	Commercial	SA	\$10,463,000.00	9/11/2011	\$-
J***	\$6,275,000.00	Commercial	NSW	\$12,000,000.00	14/09/2012	S-
Total:	\$65,519,572.05			THE PERSON NAMED IN COLUMN		TWO CASES AND AND AND ADDRESS OF THE PARTY O

- * Shows only Prime security. For some loans, collateral securities are also held.
- ** Prime security only. A collateral security is under contract which should return an additional \$6,000,000 on settlement.
- *** \$800,000 of this loan principal is provided on a pair passu basis with a third party lender.

The largest loan in the Angas portfolio comprises \$25.25 million of first ranking funds, constituting a loan advance as permitted by the Trust Deed. This loan is paid up in terms of interest until December 31, 2012. Angas has syndicated some of the first mortgage on a pari passu basis and applied its own balance sheet funds for the remainder. Angas acquired this loan at a significant discount from another financier as this asset has latent development potential and comprises potentially 200 residential blocks. This is prime residential land in the heart of western Sydney. Rather than conducting a straight market sale which may not maximise value, Angas has entered into an agreement with a party that wishes to develop this asset. This approach brings benefits to Angas as fresh capital and development expertise will be introduced, there will be a new loan structure, and likely early repayment of existing loan proceeds and any arrears. Angas exposure is considerably less than the "as is" valuation completed in May 2012 by an independent licensed valuer. Angas is also selling down additional blocks that are not part of the development and have a market value in the order of \$5 million. The Angas Board is regularly monitoring this process.

DIFFERENT LOANS WITH RELATED BORROWERS AS AT 30 SEPTEMBER 2012

Angas is able to make multiple loans to the same borrower (or parties related to one another). Angas can make different loans to the same borrower, where the asset security for each loan is also different. However, to optimise security protection, these loans are usually cross collateralised. The chart below sets out details as at 30 September 2012. Note that the names of individual borrowers are not disclosed for reasons of commercial confidentiality.

CUSTOMER	TOTAL BALANCE OF LOAN	NO. OF LOANS	COMMENTARY
1	\$25,130,000.00	3	Primary asset is a prestigious rural/residential property, along with collateral security over harbourside apartments in Sydney.
2	\$21,442,879.84	18	Perth based builder and property developer, with a range of distinct residential, commercial and retail properties providing security.
3	\$18,074,586.38	6	Security comprises retirement villages in Adelaide.
4	\$13,572,738.00	2	Funding provided for development of retail site in Adelaide suburbs with a lease in place to a large retail company.
5	\$13,424,410.94	2	Completed apartment complex on the outskirts of Adelaide CBD.
6	\$11,063,243.88	2	Assets comprise prime commercial/retail and residential development land parcels in Melbourne. Significant asset cover is provided.
7	\$10,984,830.24	2	Prime beachfront residential/commercial and retail development in Perth.
8	\$10,125,000.00	3	Security comprises several residential townhouse and apartment developments in greater western Sydney.
9	\$8,581,133.05	2	Marina Berths and commercial property in Adelaide, supported by collateral securities.
10	\$5,700,000.00	2	Security is luxury residential assets In prime Perth suburbs.
11	\$2,681,000.00	2	SA based developer with well located commercial and retail assets in SA and WA.

MANAGING LIQUIDITY

ANGAS IS REQUIRED BY THE TRUST DEED TO MAINTAIN A MINIMUM LIQUIDITY RESERVE EQUIVALENT TO 5% OF TOTAL FIRST RANKING FUNDS.

This reserve together with effective cash flow control enables retail redemptions to be funded. In accordance with the conditions of the AFS Licence a reasonable estimate projection plus cash contingency budget is prepared each month by Angas in order to monitor cash flow. The AFS Licence has a base level financial requirement whereby Angas must be able to pay all its debts as and when they fall due, assets must be greater than liabilities and Angas must meet one of ASIC's specified projections. The following is a permitted methodology for this projection:

- the cash flows of Angas are projected over the next three months based on the reasonable estimate of what the Directors believe likely to happen over the term
- the calculations and assumptions of Angas are documented with a written description as to why the assumptions relied upon are the appropriate assumptions
- the projection of the cash flows are updated when those cash flows cease to cover the next three months or if the Board has reason to suspect that an updated projection would show that Angas was not meeting the requirements of the next paragraph
- there is a demonstration, based on the projection of the cash flows, that Angas will have access when needed to enough financial resources to meet its liabilities over the projected term of at least three months, including any additional liabilities Angas projects will be incurred during that term.

CASH FLOW PROJECTION AS AT 30 SEPTEMBER 2012 BASED ON REASONABLE ESTIMATES

	ACTUAL SEPTEMBER 2012	PROJECTED OCTOBER 2012	PROJECTED NOVEMBER 2012	PROJECTED DECEMBER 2012
Cash inflows	2,373,419	2,967,641	3,010,142	3,239,342
Cash outflows	-2,692,699	-2,594,318	-2,581,512	-2,702,628
Net cash flows	-319,280	373,323	428,630	536,714
Other cash flows	-5,944,252	2,760,653	-1,556,404	2,313,725
Closing bank balance	30,116,618	32,877,271	31,320,868	33,634,593
Less: cash held in liquidity reserve	12,625,206	13,163,953	13,335,481	13,605,764
Cash available for operations	17,491,413	19,713,318	17,985,387	20,028,829
Minimum cash required	7,696,301	7,696,301	7,696,301	7,696,301
Liquidity ratio (number must be greater than 1.0)	2.27	2.56	2.34	2.60

INTEREST BEARING INVESTMENTS MATURITY ANALYSIS (FACE VALUE)

TOTAL	217,038,487	248,295,016	254,642,111.03
Longer than 1 year and not longer than 3 years	48,757,106	67,521,811	57,401,984.40
Longer than 3 months and not longer than 12 months	119,501,765	131,100,805	139,800,229.13
Not longer than 3 months	48,779,616	49,672,400	57,439,897.50
(fixed interest securities only)	30 JUNE 2011 \$	30 JUNE 2012 \$	30 SEPT 2012 \$

The Cash Flow Projection on the previous page sets out the Liquidity Ratio based on the reasonable estimates adopted by the Directors as at 30 September 2012. As a ratio, the number must be 1.0 or greater. Angas meets this requirement. The numbers are set out in a graph below. Another tool for assessing liquidity is the Maturity Analysis for first ranking investments which is set out on the following page.

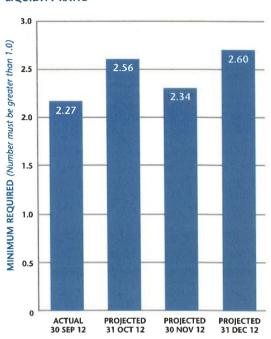
Angas has a Liquidity Policy to ensure that cashflow is properly managed in accordance with the requirements of the Trust Deed and AFS Licence. In accordance with these procedures, the Lending Department prepares a regular Liquidity Report which is distributed to every Director. The interval at which the Liquidity Report is prepared is determined by the Board but will be not less than monthly and will be more regular in periods when high level monitoring is required. The Head of Credit consults with the Finance Manager, the Investor Relations Manager and the Lending Department to gather information for the preparation of the Liquidity Report.

The following factors are addressed in the Liquidity Report:

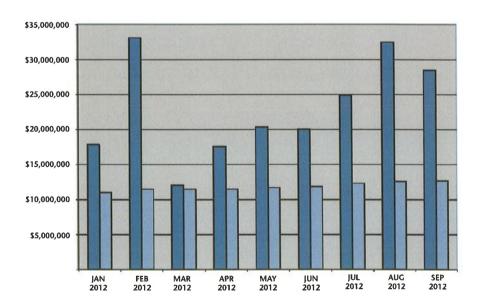
- available cash at bank
- · the prevailing first ranking security re-investment rate
- · known redemption requests
- reliable new investment indications
- loans due to expire which are not to be extended
- other flow backs such as notification of loans to be repaid early or other expected realisations or recoveries
- property investments receipts expected from sales and requirements for any new purchases
- · accepted LOOs and projected settlements for new lending
- new loan applications where no LOO issued or accepted

The Credit Committee will utilise the information set out in the Liquidity Report to regulate the number and quantum of LOOs that are issued by Angas. Because every Director receives the Liquidity Report, there is ample opportunity for dialogue between Directors to ensure that outflows of funds are monitored and regulated in accordance with the wider framework of the Liquidity Policy.

LIQUIDITY RATIO



CASH AT BANK (FIXED INTEREST SECURITIES) V MINIMUM 5% LIQUIDITY



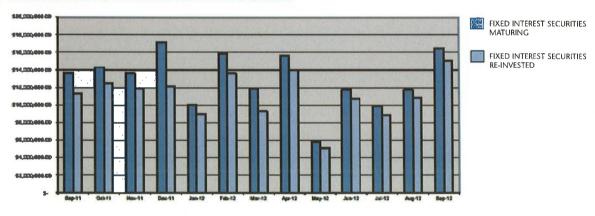


5% MINIMUM CASH REQUIRED UNDER THE TRUST DEED

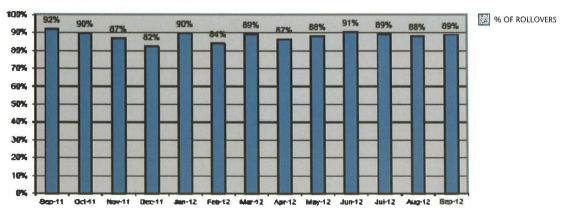
FIXED INTEREST SECURITIES MATURING V RE-INVESTED AND PERCENTAGE FY12

MONTH	SECURITIES MATURING	SECURITIES RE-INVESTED	PERCENTAGE \$ VALUE RE-INVESTED	NO. OF ROLLOVERS	% OF ROLLOVERS
SEP 11	\$13,681,917.83	\$11,350,917.83	83%	271	92%
OCT 11	\$14,298,100.01	\$12,480,100.01	87%	218	90%
NOV 11	\$13,625,000.00	\$11,940,000.00	88%	253	87%
DEC 11	\$17,168,500.00	\$12,174,500.00	71%	250	82%
JAN 12	\$10,018,909.03	\$8,963,909.03	89%	201	90%
FEB 12	\$15,927,000.00	\$13,606,000.00	85%	240	84%
MAR 12	\$11,864,000.00	\$9,296,000.00	78%	178	89%
APR 12	\$15,619,000.00	\$13,973,000.00	89%	213	87%
MAY 12	\$5,825,000.00	\$5,134,000.00	88%	127	88%
JUN 12	\$11,764,420.00	\$10,746,420.00	91%	183	91%
JUL 12	\$9,954,524.28	\$8,914,524.28	90%	206	89%
AUG 12	\$11,753,000.00	\$10,831,000.00	92%	215	88%
SEP 12	\$16,509,750.00	\$15,102,750.00	91%	275	89%

FIXED INTEREST SECURITIES MATURING V RE-INVESTED \$ VALUE



NO. OF ROLLOVERS - PERCENTAGE RE-INVESTED



PERMITTED INVESTMENTS

FIRST MORTGAGE LOANS

A loan on mortgage of real property compromising freehold or leasehold estates where:

- » Angas is named as a mortgagee in the mortgage (noting that joint mortgages are permitted)
- » in all cases other than a construction loan or a loan relating to rural land, the amount advanced under the mortgage does not exceed 70% of the value of the real property
- » in the case of a construction loan, the amount advanced under the mortgage does not exceed 70% of the "as is" land value prior to commencement of construction plus the amount of the construction work which is certified for payment by a Quantity Surveyor provided that:
 - a. the total amount advanced under the mortgage does not exceed 70% of the expected end value of the completed project
 - b. the Quantity Surveyor certifies that the undrawn commitment is sufficient to complete the works
 - c. Angas obtains a deed or assignment of contractual rights in the drawings, plans and building contract from the borrower and enters into a side deed where the builder agrees not to terminate the construction contract unless the builder gives Angas a minimum period of notice to rectify the default
 - d. at least one of the Directors of the borrower guarantees repayment of the loan to Angas
 - e. any loan made by Angas on any construction loan transaction will not exceed the greater of \$2 million or 10% of the total fixed interest security funds
- » in the case of a loan relating to rural land, the amount advanced under the mortgage does not exceed 50% of the value of the real property.

Only first mortgage lending is permissible as primary security.

REAL PROPERTY

Up to ten percent of the proceeds of the fixed interest security issue may be invested by Angas in real property.

MONEYS ON DEPOSIT

Moneys on deposit with, or invested in, one or more of the following:

- » an ADI or subsidiary of an ADI
- » securities, promissory notes and bills of exchange which have a ready market
- » a building society or a credit union
- » a cash management trust
- » a cash common trust fund
- » government bonds, stocks or other securities
- » a Public Authority.

PUBLIC AUTHORITY INVESTMENTS

Deposit with loan to, or purchase of bills of exchange, promissory notes, certificates of deposit or other negotiable instruments accepted, drawn or endorsed by a Public Authority.

LOANS SECURED BY SET OFF

A loan to any person where:

- » Angas will first have security rights or a right of contractual set-off in respect of fixed interest security stock issued to an investor ("security holder") for an amount equal to not less than 100% of the amount advanced under any such loan
- » if the borrower is not the Securing Holder, a Securing Holder will also guarantee and indemnify Angas in respect of the obligations and liabilities of the borrower under any such loan and before any such loan is made.

INVESTMENTS IN RATED ENTITIES

An investment in any person or a security which has:

- » a credit rating issued by Standard & Poor's (Australia) Pty Limited of "AA" or higher for long term securities or "A1" for short term securities or equivalent
- » a credit rating issued by Standard & Poor's (Australia) Pty Limited of "A-" for long term or "A2" for short term securities or equivalent provided that no more than 3% of fixed interest security funds may be invested in such an investment.

INVESTMENTS PERMITTED BY TRUSTEE ACT

Any investment in which a trustee may invest trust funds under Division 2 of Part 2 of the Trustee Act 1925. This permits Angas to invest funds in any form of investment that is not expressly forbidden. In exercising this investment power Angas must:

- » exercise the care, diligence and skill that a prudent person would exercise in managing the affairs of other persons
- » review the performance of such investments annually both individually and as a whole.

INVESTMENTS IN RELATED BODY CORPORATE ARE NOT PERMITTED

Angas may not make an investment of moneys by loan or otherwise to a Related Body Corporate. Section 50 of the Corporations Act provides that where a body corporate is:

- » a holding company of another body corporate or
- » a subsidiary of another body corporate or
- » a subsidiary of a holding company of another body corporate the first-mentioned body and the other body are related to each other.

There is no Related Body Corporate of Angas as so defined.

GENERAL INFORMATION

THE OPERATIONS OF THE COMPANY

The Board of Directors is responsible for the operations of Angas for the benefit of investors, borrowers and staff.

Key functions of the business of Angas are:

- » ongoing communication with investors in performance of the fixed interest security issue, including the due payment of fixed interest
- » analysing financial and market data for sourcing and selecting appropriate investment opportunities
- » assessing loan applications, including prudential credit analysis, obtaining reports from valuers and quantity surveyors (where appropriate) and inspecting properties as appropriate
- » maintaining market intelligence on relevant business trends and economic conditions
- » mortgage management, including settlement on loans, monitoring loan payments, taking recovery action (when required), liaising with solicitors and effecting discharges of security upon repayment
- » management of loan defaults to recover the money owed to Angas.

RISKS ASSOCIATED WITH INVESTING IN FIRST RANKING SECURITIES

Investors should be aware that there are risks associated with investing in this Issue.

Some of the key risks are set out on page 4.

Neither the Trustee nor the Directors of Angas guarantee the obligations of Angas. Subject to all duties imposed on it by law, the Trustee will exercise reasonable diligence to ascertain from Directors Certificates, Auditors reports and accounts made available to it in accordance with the Trust Deed whether or not Angas has committed any breach of the conditions of the fixed interest security issue or the Trust Deed.

MANAGEMENT OF LOAN DEFAULTS

There is a risk of borrowers defaulting on loans advanced by Angas. Difficulties may confront borrowers arising from a variety of unforeseen factors including the breakdown of a relationship, untimely death of a borrower, economic circumstances, adverse climate or bad management.

In the event of loan default, Angas will take steps to recover all of the money owed by the borrower. Loan recovery times reflect the nature and location of the security and the level of any obstruction or co-operation from the borrower. There is a risk that a loan default could result in a loss to Angas of part or all of the money due.

If the borrower is unwilling or unable to co-operate with Angas in recovering the loan, then it will take time for Angas to go through the formal procedures required to recover the amount due. The process of obtaining a court order for the possession

of a property and then selling that property as the mortgagee exercising its power of sale may take many months during which period Angas will incur costs but not be in receipt of income in respect of the loan. There is no certainty that all money will be recovered through such loan recovery processes.

Angas manages the risk of any losses by employing a Loans Administrator whose responsibility is to follow up borrowers in the event of late payment of interest, expiry of a loan term or any other event of default. If these matters are not addressed by the borrower then legal action is taken promptly by Angas to recover the loan due or to realise the security held to support the loan.

FIDELITY INSURANCE

Angas holds cover to protect against direct financial loss sustained at any time consequent upon a single act or series of acts of theft, fraud, dishonesty or criminal damage committed by an employee or theft or criminal damage committed by any other person.

REPORTING AND DISCLOSURE OBLIGATIONS

Angas is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. These obligations require the NSXA to be continuously notified of information about specific events and matters as they arise for the purpose of the NSXA making the information available to the Stock Market conducted by the NSXA. Angas has an obligation under the Listing Rules (subject to certain limited exceptions) to notify the NSXA immediately of any information concerning Angas of which it becomes aware, which a reasonable person would expect to have a material effect on the price or value of its securities. Angas is also required to prepare and lodge with ASIC yearly and half yearly financial statements accompanied by a Directors' statement and an Auditor's report. Copies of documents lodged with ASIC in relation to Angas may be obtained from, or inspected at, an office of ASIC.

AUSTRALIAN FINANCIAL SERVICES LICENCE

Angas holds AFS Licence 232479 issued by ASIC to deal in a financial product, namely, basic deposit products. In addition, Angas is licensed to apply for, acquire, vary or dispose of certain financial products on behalf of other persons, such products being interests in managed investment schemes (excluding investor directed portfolio services) and securities. Furthermore, Angas is licensed to operate Angas Prime Income Fund and Angas Contributory Mortgage Fund in its capacity as Responsible Entity. Each is a managed investment scheme which is authorised to hold mortgages as its property. Angas may carry on such financial services business to retail and wholesale clients.

STANDARD & POOR'S RATING

Angas is rated by Standard & Poor's. This rating is a continuous process with a formal annual review. The credit rating is an objective, independent assessment. Due to regulatory restrictions imposed on Standard & Poor's by ASIC, the Ratings Report of Angas is not available to retail investors. The Ratings Report can be supplied on request to wholesale investors (as defined in Chapter 7 of the Corporations Act).

NON-RESIDENT INVESTORS

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Intending investors resident outside Australia should first consult their professional advisers as to whether or not governmental or other consents are required, or whether formalities need to be observed to enable them to invest. Intending non-resident investors should also seek advice in respect of the taxation effect of an investment in Angas and interest that Angas may distribute in the future. The return of a duly completed Application will be taken to constitute a representation and warranty to Angas by the investor that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

FEES

Investors in fixed interest securities issued by Angas pay no entry fees, no exit fees, no management fees and no account keeping fees when investments are conducted to term. Fees will be payable by investors to Angas only in the event of an approved early redemption or transfer of a fixed interest security (other than a trade effected on the NSXA).

INVESTMENT DECISIONS

The contents of this Prospectus are for the information of persons who are interested in making an investment in the fixed interest securities issued by Angas. The information is not financial advice and does not take into account the investment objectives, financial situation or particular needs of individual investors. It is important that intending investors read the Prospectus in its entirety and consider the risks and benefits before lodging an Application for fixed interest securities with Angas.

ELECTRONIC PROSPECTUS

This Prospectus will be issued in paper form and as an electronic Prospectus which may be viewed at the website www.angassecurities.com. The investment Offer is available to persons receiving an electronic version of the Prospectus in Australia. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is appended to or accompanied by a complete and unaltered version of the Prospectus. Any person may obtain a hard copy of the Prospectus by contacting Angas.

LISTING OF FIXED INTEREST SECURITIES

Angas issues fixed interest securities in 1 year series and 3 year series. Each month Angas applies to list each series on the NSXA. Such listing relates only to securities issued after the application is granted and the securities are admitted to the NSXA. Admission to the listing requirements imposes continuous disclosure obligations on Angas and supervision by the NSXA. Holders of listed securities have ready access to a free market in which to trade their securities thus providing a level of liquidity for investors.

CHESS

The listed securities participate in CHESS. Holders of listed securities are provided by Angas with details of Holder Identification Number in the case of a holding on the CHESS sub-register or Shareholder Reference Number in the case of a holding on the issue sponsored sub-register. Investors will be required to quote a HIN or SRN as applicable in all dealings with a stockbroker or the Registry. Details of stockbrokers who trade on the NSXA appear on the NSXA website.

FIXED INTEREST SECURITIES REGISTRY

Angas operates the securities registry in-house. No securities certificates will be issued. Angas will issue Confirmations to investors upon acceptance of Applications or alternatively to investors who acquire fixed interest securities by means of trading on the NSXA. Investors with queries concerning their securities investments can contact Angas by calling the Investor Service Line 1800 010 800.

CONTINUOUS DISCLOSURE OBLIGATIONS

As an issuer of listed securities, Angas is subject to the continuous disclosure requirements of the Listing Rules. These obligations require Angas to notify the NSXA of any information of which it becomes aware that a reasonable person would expect to have a material effect on the price or value of the listed securities. Investors can access all Angas announcements online by visiting the NSXA website. There is a link provided from the Angas website.

NOMINATED ADVISOR

It is a requirement of the NSXA that a Nominated Advisor is appointed to assist Angas as issuer of listed securities with its ongoing compliance obligations under the Listing Rules. Only eligible firms of stockbrokers, lawyers and accountants approved by the NSXA may be appointed. RBS Morgans Limited is the Nominated Adviser to Angas. Its role is to help the Board of Angas by advising and guiding the Angas Directors on their responsibilities and obligations to ensure ongoing compliance with the NSXA Rules. The principles used by the NSXA to establish the eligibility criteria for Nominated Advisers are designed to preserve the reputation and integrity of the market, promote high professional standards, build a framework around established and reputable organisations and seek a balance between formal qualifications and experience.

TRUST DEED INFORMATION

THE TRUST DEED BETWEEN ANGAS AND THE TRUSTEE COMPRISES A DEED DATED 19 JULY 2000 TOGETHER WITH AMENDING DEEDS DATED 24 SEPTEMBER 2002, 28 AUGUST 2007 AND 18 MARCH 2008.

These deeds taken together comprise the Trust Deed. A copy of the Trust Deed is available for inspection at the Angas offices. Alternatively, any person who invests in securities pursuant to this Prospectus is entitled to be supplied by Angas with a copy of the Trust Deed as a whole. In summary, the Trust Deed:

- Creates a security interest over all of the assets of Angas as security for the repayment of the principal, and interest payable to first ranking security holders and all other moneys payable from time to time to or at the direction of the Trustee pursuant to the Trust Deed;
- Imposes on Angas obligations as to the payment of principal and interest;
- Requires Angas to provide specified information and reports to the Trustee;
- Precludes Angas from creating security interests or other encumbrances which rank in priority to or pari passu with these investments without the consent of the Trustee;
- Empowers the Trustee to take action to enforce any provision
 of the Trust Deed. The Trustee has an absolute discretion
 whether to enforce any provision of the Trust Deed, exercise
 the option to cause the security interest granted by Angas to
 become enforceable or to exercise the option to cause the
 moneys owing to become immediately payable on an event
 of default by Angas, or enforce any other rights of the first
 ranking investors.
- Provides that the Trustee is indemnified out of the secured assets of Angas in relation to costs and expenses incurred by the Trustee in the performance of its duties pursuant to the Trust Deed;
- Contains specified limitations on the liability of the Trustee;
- Sets out the voting rights of security holders; and
- Requires Angas to maintain a Liquidity Reserve.

Pursuant to the Trust Deed, Angas promises the Trustee that it will:

- Strive to carry out its business in a proper and efficient manner;
- Keep proper books of account;
- Provide such information as is reasonably required by the Trustee in relation to its business, property, affairs, accounting records or other records;
- Comply with all of its obligations under the Trust Deed, the Corporations Act, the conditions of issue of the fixed interest

securities and any encumbrance over its assets;

- Convene a meeting of first ranking security holders to consider its financial statements if so required by those security holders holding not less than one tenth in nominal value of the fixed interest securities issued;
- Promptly give notice to the Trustee as soon as Angas becomes aware of any event of default under the Trust Deed; and
- Monitor and prepare monthly reports on the progress of all construction works undertaken by borrowers and development loans advanced to borrowers.

The Trustee ceases to be the Trustee for security holders if it ceases to be qualified to do so under the Corporations Act 2001, or if it is removed by special resolution of security holders, or if it retires by giving not less than 90 days' notice to Angas. Subject to the Corporations Act 2001, on a resignation or removal of the Trustee, Angas may appoint a new Trustee. The appointment does not require the approval of the security holders.

Angas must convene a meeting of security holders to consider its financial statements and to give directions to the Trustee concerning the exercise of the Trustee's powers if requested by security holders holding not less than one tenth of the face value of securities then on issue. Security holders may also meet for the purpose of approving any proposed amendment to the Trust Deed. At meetings of security holders, each security holder or proxy has one vote on a show of hands or, on a poll, one vote for each complete parcel of \$10,000 of securities held by that security holder.

Security holders may only enforce the obligations of Angas under the Trust Deed through the Trustee. If for any reason, the Trustee has not enforced any security granted by Angas or enforced the rights of the security holders or waived the default by Angas, then the security holders may sue Angas in respect of any default in the redemption or payment of moneys owing 14 days after such a default. Following the occurrence of an event of default, the trustee may require Angas to pay to it all money that is owing to security holders or which becomes due to security holders on repayment of those securities. The Trustee may also take action to enforce the security interest given by Angas in the Trust Deed either itself or by the appointment of a receiver.

ISSUE OF FIRST RANKING SECURITIES

Angas may determine the conditions of issue from time to time and may change those conditions at any time for future applications. These conditions may include the repayment

FIXED INTEREST SECURITY FUNDS MAY ONLY BE INVESTED BY ANGAS PURSUANT TO THE TRUST DEED IN THE PERMITTED INVESTMENTS SUMMARISED ON PAGE 27 OF THIS PROSPECTUS.

period, the interest rate and the minimum face value. Angas only recognises the holders whose details are recorded in its Register as the owner of the securities. Persons who invest in securities may inspect and receive a copy of the Securities Registry as required by the Corporations Act.

ENFORCEMENT OF SECURITY

Holders of first ranking securities may only enforce the obligations of Angas under the Trust Deed through the Trustee. If for any reason, the Trustee has not enforced any security granted by Angas or enforced the rights of the security holders or waived the default by Angas, then the security holders may sue Angas in respect of any default in the redemption or payment of moneys owing 14 days after such default. Following the occurrence of an event of default, the Trustee may require Angas to pay to it all money that is owing to security holders. The Trustee may also take action to enforce the security interest given by Angas in the Trust Deed either itself or by the appointment of a receiver.

MEETINGS OF FIRST RANKING SECURITY HOLDERS

Angas must convene a meeting of security holders to consider the Financial Statements of Angas and to give directions to the Trustee concerning the exercise of the Trustee's powers if requested by security holders holding not less than one tenth of the face value of securities then on issue. Security holders may also meet for the purpose of approving any proposed amendment to the Trust Deed. At meetings of security holders, each security holder or proxy has one vote on a show of hands or, on a poll, one vote for each complete parcel of \$10,000 of securities held by that security holder.

REPORTING TO THE TRUSTEE

To ensure that the Trustee is fully informed about the affairs of Angas and for the protection of the interests of the security holders, Angas is required to provide to the Trustee the following:

- » yearly and half-yearly financial statements
- » monthly report with details of first ranking funds raised and loan defaults
- » quarterly report with a certificate concerning the affairs and assets of Angas
- » annual certificate from the Auditor regarding compliance by Angas with certain terms of the Trust Deed.

TRUSTEE'S REMUNERATION AND EXPENSES

The Trustee has received a fee for accepting appointment as Trustee and is entitled to receive fees annually for acting as Trustee. The fee payable to the Trustee is \$18,750 per annum

for issued first ranking securities up to a face value of \$20 million plus \$187 per additional \$1 million (or part \$1 million) up to a face value of \$50 million plus \$156 per additional \$1 million (or part \$1 million) of face value of issued first ranking securities.

With the exception of the fee payable to the Trustee, no amount has, within the previous 2 years, been paid or agreed to be paid to the Trustee either to induce the Trustee to act as trustee or in any other capacity or for other services rendered by the Trustee in connection with the first ranking securities. Angas must also pay to the Trustee all costs and expenses incurred in connection with the Trustee carrying out its duties or powers under the Trust Deed including in connection with a breach of the Trust Deed by Angas and in connection with the convening and holding of any meeting of first ranking security holders.

ALTERATION OF THE TRUST DEED

Angas may amend the Trust Deed with the approval of the Trustee where the amendment:

- » in the opinion of the Trustee it is made to correct a manifest error or is of a formal, technical or administrative nature only, or it is required to comply with the Corporations Act or any other statute or
- » may be required by or as a consequence of any amendment to the Corporations Act or any other statute and in the opinion of the Trustee is not prejudicial to the interests of the first ranking security holders or
- » is first approved by an extraordinary resolution passed at a meeting of first ranking security holders convened to consider the amendment
- » applies only in respect of securities to be issued after the amendment is made and the amendment does not materially prejudice the rights of existing security holders.

The Trust Deed has been amended three times since it was initially executed on 19 July 2000.

CHANGE OF TRUSTEE

The Trustee ceases to be the Trustee for first ranking security holders if it ceases to be qualified to do so under the Corporations Act, or if it is removed by special resolution of first ranking security holders, or if it retires by giving not less than 90 days' notice to Angas. Subject to the Corporations Act, on a resignation or removal of the Trustee, Angas may appoint a new trustee. This appointment does not require the approval of first ranking security holders.

CORPORATE GOVERNANCE

THE BOARD OF DIRECTORS

Angas has a Board comprising Directors whose details are set out in this Prospectus. The membership of the Board, its activities and composition is subject to periodic review. The criteria for determining the identification and appointment of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the scope of activities of Angas, intellectual ability to contribute to the Board's duties and physical ability to undertake the Board's duties and responsibilities. The Board is committed to a policy of upholding the highest standards of ethical behaviour throughout the Company. Angas has adopted a Code of Conduct issued by the Australian Institute of Company Directors.

ROLE OF THE BOARD

The Board is responsible for the overall corporate governance of Angas including its strategic direction, establishing goals for management and monitoring the achievement of these goals. Management of the business of Angas on a day to day basis is delegated by the Board to the Managing Director. The Managing Director is responsible for managing within the corporate governance framework established by the Board.

INDEPENDENT PROFESSIONAL ADVICE

The Board has determined that individual Directors have the right, in connection with their duties and responsibilities as Directors, to seek independent professional advice at the expense of Angas. With the exception of expenses for legal advice in relation to the Directors' rights and duties, the engagement of an outside adviser is subject to prior approval of the Chairman. This approval will not be withheld unreasonably.

INDEMNIFICATION OF DIRECTORS

Angas has entered into a Deed with each Director indemnifying such Director out of the funds of Angas against liability to a third party incurred as a Director unless the liability:

- » arises out of conduct involving lack of good faith
- » arises from the commission of a criminal offence
- » comprises a pecuniary penalty or compensation order under the Corporations Act, or is a pecuniary penalty for a breach of the restrictive practice provisions of the Trade Practices Act.

CONTINUOUS DISCLOSURE

Angas has written policies and procedures concerning continuous disclosure of any information in accordance with the NSXA Listing Rules. Investors are given updates and direct communication from time to time by means of regular newsletters and up-dating of the Angas website.

DEALINGS BY DIRECTORS IN COMPANY SECURITIES

Directors and related parties are not entitled to subscribe for securities in Angas at a Coupon Rate above that available to other investors or otherwise on terms which are uncommercial or which confer an improper financial advantage. Directors and related parties are forbidden from creating a false market in the securities of Angas. No Director may pledge any shares owned in Angas as security for a loan without the prior consent of the Board and no such pledge has been made.

EXTERNAL OVERVIEW

An external consultant has been appointed as an independent member of ARMCO. Nicholas Corbett has held that external role since November 2006. Angas has appointed Deloitte Touche Tohmatsu to be the independent auditor. Deloitte Touche Tohmatsu has held this role since May 2000.

CONTINUOUS REVIEW OF CORPORATE GOVERNANCE

Directors consider on an ongoing basis how management information is presented to them and whether such information is sufficient to enable them to discharge their duties as Directors of Angas. Such information must be sufficient to enable the Directors to determine appropriate operating and financial strategies from time to time in light of changing circumstances and economic conditions.

The Directors recognise that operational strategies adopted by the Board should be directed towards improving or maintaining the net worth of Angas. As the activities of Angas develop in size, nature and scope, the size of the Board and the implementation of a formal corporate governance committee will be given further consideration.

Angas has appointed ARMCO with responsibilities which include oversight and supervision of compliance arrangements. These provide a structured and systematic process whereby Angas is able to comply with all its regulatory obligations under the Corporations Act and the AFS Licence. The arrangements provide investors with the confidence that the procedures and practices in place ensure that the services of Angas are provided in a fair, honest and efficient manner to protect their interests.

Angas conducts its business in a manner that will enhance the ability to generate value for investors and other stakeholders. The management of risk is a continual process and an integral part of business management, corporate governance and compliance arrangements. The approach of Angas is to define opportunities and avoid loss. At all times, Angas strives to ensure that the compliance regime and risk management strategy contribute to its corporate goals and objectives.

APPLICATION FOR FIRST RANKING SECURITIES

HOW TO APPLY

To apply for first ranking securities, investors must complete the Application Form attached to or accompanying this Prospectus. The correctly completed Application Form and payment must be returned to Angas at any of its offices. The addresses of the Angas offices are set out in this Prospectus. Application Forms and Application Monies will not be accepted at any other address or by any other means. Angas reserves the right to accept any Application despite any procedural omission. An Application which is lodged with Angas cannot be withdrawn.

APPLICATION AMOUNTS

Applications must be for a minimum of \$10,000, and thereafter in multiples of \$1,000. The maximum number of securities per application is \$5 million.

PAYMENT

Completed Application Forms must be accompanied by a cheque or money order in Australian dollars drawn on an Australian branch of a financial institution or by electronic funds transfer. Cheques should be crossed "not negotiable" and made payable to "Angas Securities Limited". Cash payments will not be accepted. No receipt will be issued unless specifically requested.

JOINT APPLICATIONS

Application made by organisations or jointly by two or more persons will be accepted. Angas will upon request issue an Authority to Act to permit a specified person to act on behalf of the organisation or joint investor to do acts including:

- » to instruct Angas to amend bank account details for the payment of interest
- » to instruct Angas to amend contract, mailing, business and residential address details
- » to make the Application by signing a cheque on behalf of the Applicant made payable to Angas
- » to request and receive from time to time information from Angas in relation to the securities
- » to give Angas the Privacy Consent contained in the Application.

ACCEPTANCE OF APPLICATIONS

Angas may reject an Application if the Application Form is not properly completed or where a remittance submitted with an Application is dishonoured.

BROKERAGE AND STAMP DUTY

No brokerage or stamp duty is payable on the allotment of securities. Under current law, stamp duty will not be payable on later transfers of securities. However, brokerage may be payable should securities be traded on the NSXA.

TAX FILE NUMBER

Investors do not have to provide a TFN or ABN. However, Angas may be required to withhold Australian tax at the maximum marginal tax rate (currently 46.5% including the Medicare levy) on the amount of any interest payment, if investors do not provide one of:

- » TFN
- » TFN exemption details (if applicable) or
- » ABN (if fixed interest securities are to be held in the name of an entity)

An application will not be affected if investors do not provide a TFN, exemption details or ABN.

CHESS

Angas will not be issuing certificates to Applicants in respect of fixed interest securities allotted. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold fixed interest securities allotted to you under this Prospectus on the CHESS Sub-Register of security holdings then you must enter your CHESS HIN in the space indicated in the Application Form. Otherwise, you should leave this section blank and on allotment you will be sponsored by Angas and allocated a Security Reference Number.

QUERIES

If you require assistance to complete the Application Form, or require additional copies of this Prospectus, you should contact Angas on the Investor Service Line 1800 010 800. If you are unclear in relation to any matter or are uncertain if this issue is are a suitable investment for you then you should contact your accountant, stockbroker, solicitor or other professional adviser.

Angas does not give financial product advice nor is it licensed to do so. Intending investors are encouraged to read the entire Prospectus before making a decision to invest in listed securities issued by Angas. Interest rates are fixed when the investment is made. For details of the latest interest rates, you should call Angas or go to www.angassecurities.com.

DISCLOSURE STATEMENTS

REMUNERATION OF DIRECTORS

As each Director performs a different role in Angas, an individual, independent review of remuneration is carried out annually in line with market rates. Directors are entitled to annual leave but not to long service leave.

NAME	ANNUAL SALARY
Matthew Hower	\$244,268 + 9% Super
Andrew Luckhurst-Smith	\$190,190 + 9% Super
Kimley Lyons	\$99,144 + 9% Super
Paul McCarthy	\$189,667 + 9% Super

DIRECTORS' INTEREST AND RELATED PARTY TRANSACTIONS

Other than as set out in this Prospectus, no Director holds, at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- · The formation or promotion of Angas;
- The Offer: or
- Any property acquired or proposed to be acquired by Angas in connection with its formation or promotion of the Offer.

Other than as set out in this Prospectus, at the time of lodgement of this Prospectus with ASIC or in the two years before lodgement of this Prospectus with ASIC, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit, to any Director or proposed Director to induce that person to become, or qualify as, a Director or for services provided by that person in connection with the formation or promotion of Angas or the Offer.

No Director of Angas and no firm in which a Director is a partner has or had an interest in the promotion of Angas or any property proposed to be acquired by Angas.

Other than as specified below, no amount has been paid or agreed to be paid to any such Director or to any firm of which he is a partner, to induce him to become or to qualify him as a director or otherwise for services rendered by him or by the firm in connection with the promotion of Angas or the issue of fixed interest securities:

- · All Directors are entitled to remuneration for their services.
- Andrew Luckhurst-Smith will act as lawyer to Angas from time to time. He will be entitled to be paid legal fees for doing so to be charged at ordinary commercial rates. These will include legal fees to be paid by mortgagors for the preparation of security documents in relation to loans made by Angas. For the year to 30 June 2012 these legal fees were \$70,534.
- Matthew Hower is Director of KWS Capital Pty Ltd, KWS Capital (No.2) Pty Ltd and Cardiff Capital Pty Ltd which may be entitled to receive remuneration from Angas and borrowers who obtain loans from Angas. All loan applications introduced by any of these entities are considered on their merits and any loans approved as a consequence are advanced by Angas on its usual terms, conditions, fees and rates of interest.
- Paul McCarthy is a Director of Barri Nominees Pty Ltd which
 is paid consultancy fees to assist with capital raising and a
 Director of Cardiff Capital Pty Ltd which may be entitled to
 receive remuneration from borrowers who obtain loans from
 Angas. For the year to 30 June 2012 the consultancy fees
 were \$95,187.
- The shareholders of Angas have established Barker
 Mortgages Pty Ltd which as trustee of Barker Performance
 Trusts No 1 and 2 may provide second mortgage loan
 funding by Angas. In all instances, any security taken by
 Barker Mortgages Pty Ltd will rank behind security taken
 by Angas.

The Directors of Angas own all of the total issued equity. As at 30 June 2012, Angas had 734,891 shares on issue.

Set out below is the beneficial interest of each of the Directors in Angas shares as at 30 June 2012:

ANGAS DIRECTORS	FULLY PAID ORDINARY SHARES	OPTIONS OVER ORDINARY SHARES	PARTLY PAID ORDINARY SHARES
Andrew Luckhurst-Smith	171,976	_	
Matthew Hower	424,176		
Kimley Lyons	97,124	_	
Paul McCarthy	9,740		31,875

Any sales or purchases of shares beneficially transacted by Directors after the date of this prospectus will be duly notified to NXSA by Angas.

CONSENTS

The Directors have given and have not, before the lodgment of this Prospectus with ASIC, withdrawn their written consent to the issue of this Prospectus with the information and references included in the form and context in which it appears. Deloitte Touche Tohmatsu has given and, at the time of lodging this Prospectus with ASIC, has not withdrawn its written consent to be named in this Prospectus as auditor to the Company. Deloitte Touche Tohmatsu:

- » does not make the offer of securities under this Prospectus
- » has not authorised or caused the issue of this Prospectus
- » does not make or purport to make, any statement in this Prospectus, and
- » to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the references to its name.

The Trustee has not been involved in the preparation of any part of the Prospectus and does not make any statements or representations or take any responsibility in relation to any part of the Prospectus.

DIRECTORS STATEMENT

Given reasonable economic conditions, and in the absence of unforeseen circumstances, the Directors expect Angas to be profitable during the term of this Prospectus. The Directors are of the opinion that Angas will be in a position to meet all principal and interest payments on fixed interest securities issued under this Prospectus as they fall due. Based on the conservative lending policies of Angas, the Directors consider this fixed interest securities issue to be a sound investment.

CORPORATIONS ACT STATEMENT

Angas states that:

- » the repayment of all money which may be invested with it pursuant to this Prospectus has been secured by a security interest in favour of the Trustee for the investors over its tangible property; and
- » the tangible property of Angas that constitutes the security for the security interest is sufficient and is reasonably likely to be sufficient to meet the liability for the repayment of all such money and all other liabilities ranking in priority to, or pari passu with, that liability that may have been or may be incurred.

GOVERNING LAW

This Prospectus, the Offer and the contracts formed by the acceptance of Applications under the Offer are governed by the laws in force in the State of South Australia. Angas and each Applicant submit to the non-exclusive jurisdiction of the courts of South Australia.

CONSENT

THE DIRECTORS AUTHORISED THE ISSUE OF THIS PROSPECTUS AND THEY ACCEPT RESPONSIBILITY FOR INFORMATION CONTAINED IN THIS PROSPECTUS. THE DIRECTORS STATE THAT THEY HAVE MADE ALL REASONABLE ENQUIRIES AND HAVE REASONABLE GROUNDS TO BELIEVE THAT ANY STATEMENTS BY THE DIRECTORS IN THIS PROSPECTUS ARE TRUE AND NOT MISLEADING. THIS PROSPECTUS HAS BEEN SIGNED PURSUANT TO SECTION 351 OF THE CORPORATIONS ACT FOR LODGEMENT WITH ASIC.

Matthew J Hower MANAGING DIRECTOR

GLOSSARY

ADI means Authorised Deposit-taking Institution.

AFS Law means Australian Financial Services Law.

AFS Licence means Australian Financial Services Licence No 232479 issued to Angas by ASIC.

ABN means Australian Business Number.

AIF means Advance Investment Finance No 2 Pty Ltd ACN 003 881 267

Angas means Angas Securities Limited ABN 50 091 942 728.

Angas Contributory Mortage Fund means Managed

Angas Prime Income Fund means Managed Investment Scheme ARSN 091 887 400.

Investment Scheme ARSN 151 979 645.

Applicant means a person who submits an Application.

Application means an application for fixed interest securities pursuant to this Prospectus made in accordance with the Application Form.

Application Form means the application form accompanying this Prospectus.

Application Monies means funds lodged by an Applicant together with an Application Form.

ARMCO means the Audit Risk Management and Compliance Committee of Angas.

ASIC means Australian Securities and Investments Commission. ASTC means ASX Settlement Pty Ltd ABN 49 008 504 532.

Auditor means Deloitte Touche Tohmatsu.

Board means the Board of Directors of Angas from time to time.

Business Day means a day on which NSXA trading is

Chairman means the Chairman of the Board

CHESS means Clearing House Electronic Sub-Register System operated by ASTC.

Company means Angas Securities Limited ABN 50 091 942 728.

Confirmation or Investment Confirmation means a written statement issued by Angas to a security holder setting out details of an investment but which is not a certificate of title.

Constitution means the Constitution of Angas as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth) as amended from time to time and includes the Corporations Regulations.

Coupon Rate means the rate specified on every fixed interest security Confirmation as the actual rate of fixed interest payable by Angas on the security for the term of the investment. If the fixed interest security is traded on the NSXA then the Issue Rate will apply.

Credit Committee means the body made up of Directors and senior lending staff that approves loan applications.

Director means a Director of Angas.

FY11 or FY2011 means the period commencing 1 July 2010 and concluding 30 June 2011.

FY12 or FY2012 means the period commencing 1 July 2011 and concluding 30 June 2012.

Financial Report means the Financial Report prepared for the year ended 30 June 2012 comprising the Report of Directors, Independent Audit Report, Declaration of Directors, statement of comprehensive income, statement of financial position, Cash Flow Statement and notes.

GST means goods and services tax imposed under A New Tax System (Goods and Services Tax) Act 1999 (Cth).

HIN means Holder Identification Number.

Investor means the holder of fixed interest securities issued by Angas.

Issue Rate means the retail investment rate of fixed interest applicable to the series at the time when the Application is received by Angas.

Issuer means Angas.

Liquidity Reserve means 5% of all Angas funds held in cash.

Listing Rules means the NSXA Listing Rules from time to time.

Lodgement Date means the date that Angas receives Application Monies from an Applicant.

LOO means Letter of Offer.

LVR means Loan to Valuation Ratio.

NSXA means National Stock Exchange of Australia Limited ABN 11 000 902 063.

Offer means the invitation to subscribe for securities made under this Prospectus.

Prospectus means this document including any electronic form of this document.

RPS means Redeemable Preference Shares issued by Angas in an offer to the public made under a Prospectus.

Register means the fixed interest securities Register maintained by Angas and includes any sub-register established and maintained under CHESS and Registry has the same meaning.

Related Body Corporate has the meaning set out in section 50 of the Corporations Act.

Reserve Bank and RBA means the Reserve Bank of Australia.

Rural Land means an agricultural holding of not less than 20 hectares.

Shares or Ordinary Shares means ordinary shares in the issued capital of Angas.

Shareholder means a holder of Shares.

Special Resolution has the meaning defined in the Constitution.

SRN means Security Reference Number.

TFN means Tax File Number.

Trust Deed means the Deed between Angas and the Trustee dated 19 July 2000 together with amending deeds dated 24 September 2002, 28 August 2007, 18 March 2008 and any amending deeds in the future.

Trustee means The Trust Company (Nominees) Limited ACN 00 154 441

APPLICATION FORM PROSPECTUS NUMBER 14

INVESTMENT DETA	ILS		
Each item in this section mus	t be completed before the application for	form will be accepted by Angas Securities Limited.	
Investment Amount*:	s	0 0 Interest rate: % per annum	
	(multiples of \$1,000.00 thereafter)		
Term of Investment:	1 Year 3 Years		
Interest Payable:	Monthly On Maturity (Note	e: Re-investment product is not available to Non-Residents of Australia)	
Resident of Australia:	Yes No		
INDIVIDUAL OR JOIN COMPANY / SUPERA	nt individuals annuation fund / trust	GO TO 1 (All investors must sign the application form) GO TO 2	
INVESTOR DETAILS			
NAME OF INVESTOR(S)			
INVESTOR 1:	GIVEN NAME(S)	SURNAME	
INVESTOR 2:	GIVEN NAME(S)	SURNAME	
COMPANY NAME	SUPERANNUATION FU		
NAME OF INVESTMENT			
ABN	ACN		
NAME OF TRUSTEE(S)/DIR	ECTORS		
TRUSTEE/DIRECTOR 1:	GIVEN NAME(S)	SURNAME	
TRUSTEE/DIRECTOR 2:	GIVEN NAME(S)	SURNAME	
CONTACT DETAILS	*COMPULSORY TO COMPLETE		
PHONE (W)	PHONE (H)	FAX	
MOBILE	EMAIL		
POSTAL ADDRESS	RESIDENTIAL (REGISTERED) ADDRESS (if different to postal)		
BANK ACCOUNT D	ETAILS *COMPULSORY TO COMPLETE		
IS SO POLICE WATER OF W	oe deposited to this Bank Account:		
NAME OF BANK		BRANCH	
ACCOUNT NAME			
BSB NUMBER		ACCOUNT NUMBER	
CHESS PARTICIPAN	T		
	TIFICATION NUMBER (HIN)	Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any securities issued will be held on the Issuer Sponsored subregister.	



NEED ASSISTANCE?

If you have any questions or queries in completing your application form please do not hesitate to call the Investor Service Line 1800 010 800 between 8.30am and 5.00pm Monday to Friday.

INCOME DISTRIBUTIONS

Please specify your banking details for payment into your nominated account.



APPLICATION FORM (CONTINUED)

TAX FILE NUMBER

TAX FILE NUMBER:

You are not required to provide your tax file number ("TFN"), but if you do not, or no exemption details are supplied, the Company is required to withhold tax from income distributions at the highest marginal tax rate plus the medicare levy. You can choose not to quote your TFN or claim an exemption; this is not an offence.

The Company is authorised to collect TFNs under tax law. For more information about TFNs, please contact your nearest tax office.

INVESTOR 1			
		INVESTOR 2	
OR EXEMPTION (if applicable)			eg. pensioner
PAYMENT			
Make your cheque for your application. Cash payment:		"Angas Securities Limited	". Cross it "Not Negotiable" and attach it to your
Where to send your comp	oleted Application For	m:	
Angas Securities A	Angas Securities	Angas Securities	Angas Securities
	GPO Box 2948	PO Box 5116	PO Box R1835
	Adelaide	Robina Town Centre	Royal Exchange
WA 6904	SA 5001	QLD 4230	NSW 2000
Or deliver in person to or Applications and cheques r			e Corporate Directory. ay after receipt. Cash payments will not be accepted.
DECLARATION &	SIGNATURE		
	,	•	d by the provisions of the Trust Deed dated 19 July 200 conditions of the Offer set out in the Prospectus.
I/We agree and understand	d the terms used in the	Application have the sam	ne meaning as in the Trust Deed.
If signed under power of a	ttorney I/we declare th	at I/we have no knowledg	ge of the revocation of that power of attorney.
If I/we received the Prospe the Prospectus in full accor			ans then I/we declare that I/we have personally received g this application.
SIGNATURE OF INVESTOR	1 / COMPANY REPRES	ENTATIVE SIGNATU	RE OF INVESTOR 2 / COMPANY REPRESENTATIVE
Date:/	/	Date:	//
,	,		, ,
This Application Form is p Limited Listed Fixed Intere			rest securities as described in the Angas Securities
No fixed interest securities	s will be issued pursuan	it to the Prospectus later t	han 13 months after the date of the Prospectus.
WARNING TO INVESTOR	RS		
www.angassecurities.com. advised that prospective in	The Electronic Prospectivestors read the Electronic access to the Application	ctus provides information onic Prospectus before ap	and may be viewed at the Angas website: about investing in the fixed interest securities. It is oplying for the fixed interest securities. Any person e time and by the same means give the other
	urrent, Angas or a finan		has provided a copy of the Electronic Prospectus
OFFICE USE			

BOARD OF DIRECTORS

MR ANDREW LUCKHURST-SMITH EXECUTIVE CHAIRMAN

Andrew Luckhurst-Smith is a lawyer who has practised for over 30 years, principally in the area of banking and finance. Prior to joining Angas, Andrew was Partner in Charge of the Adelaide Office of Hunt & Hunt, a national law firm, as well as being a member of its Board. He was formerly a director of ALR Corporation, a national mercantile agency. Andrew is a member of the Banking and Financial Services Law Association of Australia Limited. He was formerly National President of the Australian Anglican Schools Network and is currently a director of Anglican Funds SA, the Libraries Board of SA and Chairman of the South Adelaide Football Club. Andrew has been a director of Angas since 29 March 2000 and Executive Chairman since 17 November 2003.



MR MATTHEW HOWER MANAGING DIRECTOR

Matthew Hower worked with Day Cutten Stockbrokers, specialising in the management of funds for private investors, prior to establishing his own businesses which provided finance and funds management services. His finance experience has been with corporate structured finance transactions including commercial properties and developments, sub-divisions and rural funding. As Managing Director, Matthew is responsible for the day to day operations of the Company. Matthew has been a director of Angas since 29 March 2000 and Managing Director since 7 May 2004.



MR KIMLEY LYONS EXECUTIVE DIRECTOR

Kimley Lyons practised law for over 20 years in Perth, specialising in the area of banking and securities. He was formerly the Managing Partner of Jackson McDonald, a major Western Australian law firm. Kimley was formerly a director of ALR Corporation, a national mercantile agency, of which he was one of the founders. He managed the Western Australian operations of that company during its formative years as well as having national responsibility for the banking and administration functions. Kimley has been a director of Angas since 10 May 2002 and Chairman of Angas's Audit, Risk Management & Compliance Committee since 16 September 2005.



MR PAUL MCCARTHY EXECUTIVE DIRECTOR

Paul McCarthy joined Angas from ANZ Banking Group, where he was General Manager (SA & NT). Paul's background has predominantly been with institutional banking, corporate banking and structured finance. He holds tertiary qualifications from UK and USA universities and a Master of Business Administration from Deakin University in Melbourne. He is an Associate of the Chartered Institute of Bankers (City of London) and the Australian Institute of Company Directors. Paul has been a director since 4 August 2007 and Chairman of Angas's Credit Committee since 1 May 2008.





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