



ACN 142 375 522

ASX: MPX

PROSPECTUS

Non-Renounceable Rights Issue

Rights Offer

For a non-renounceable pro-rata rights offer to Eligible Shareholders of three (3) Shares (**New Shares**) for every ten (10) Shares held at the Record Date, at an issue price of \$0.25 per New Share, together with one (1) free-attaching unquoted New Option for every two (2) New Shares subscribed for and issued, to raise up to \$8,716,967 before costs (**Rights Offer**). The New Options will be exercisable at \$0.30 each on or before the date that is two (2) years from date of issue.

Shortfall Offer

For an offer of the Shortfall to the Rights Offer at an issue price of \$0.25 per New Share, together with 1 free-attaching New Option for every 2 New Shares subscribed for and issued.

Offer Period

The Offers open on Tuesday, 22 June 2021 and close at 5:00pm (WST) on Tuesday, 13 July 2021, unless it is extended. Subject to the Corporations Act and ASX Listing Rules, the Company reserves the right to extend the Closing Date of the Offers.

IMPORTANT NOTICE

This document is a transaction-specific prospectus for an offer of continuously quoted securities and options to acquire continuously quoted securities prepared in accordance with section 713 of the Corporations Act. It should be read in its entirety. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, consideration has been given to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult. If you have any questions about the securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. The securities offered under this Prospectus should be considered speculative.

This Prospectus has been prepared for use in Australia and is not for release, publication, or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus does not constitute an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Corporate Directory

Directors

Nicholas Zborowski – Executive Director
Anthony Ho – Non-Executive Director
Jack Spencer-Cotton – Non-Executive Director

Company Secretary

Joan Dabon

Registered Office

15 McCabe Street,
North Fremantle, WA 6159

Telephone: +61 8 9386 7069
Website: <https://www.mustera.com.au>

Share Registry*

Advanced Share Registry Limited

110 Stirling Highway,
Nedlands, WA 6009

Telephone: +61 8 9389 8033
Facsimile: +61 8 6370 4203

Auditor*

BDO Audit (WA) Pty Ltd

38 Station Street,
Subiaco, WA 6008

Lead Manager

Townshend Capital Pty Ltd (ACN 099 900 188)
AFSL No. 219326

15 McCabe Street,
North Fremantle, WA 6159

Australian Legal Advisers

Blackwall Legal LLP
Level 26, 140 St Georges Terrace,
Perth, WA 6000

ASX Code: MPX

*Included for information purposes only. These entities have not been involved in the preparation of this Prospectus.

Important Information

This Prospectus is dated Thursday, 10 June 2021 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No New Shares or New Options (**New Securities**) will be allotted or issued pursuant to this Prospectus any later than 10 July 2022, being thirteen (13) months after the date of this Prospectus.

Before deciding to invest in Mustera Property Group Ltd (ACN 142 375 522) (**Mustera** or **Company**), you should read and understand the entire Prospectus and, in particular, in considering the Company's prospects, you should consider the risk factors that could affect the Company's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. The key risks relating to an investment in the Offers, are identified in Section 5 of the Prospectus.

Nature of this Prospectus

The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of the New Securities on the Company and the rights attaching to those Securities. It is not necessary to include general information in relation to the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Jurisdictional restrictions

Mustera has not taken any action to register or qualify New Securities or the Offers, or otherwise to permit a public offering of the New Securities, in any jurisdiction outside Australia and New Zealand.

The distribution of this Prospectus (including in electronic form) in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons outside Australia who obtain this Prospectus should seek advice on, and observe, any

such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. the Company disclaims all liabilities to such persons.

This Prospectus does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

By applying or paying for New Securities, an Eligible Shareholder represents and warrants that there has not been any breach of such laws.

Shareholders outside Australia or New Zealand should refer to Section 2.10 of this Prospectus for how your Entitlement will be dealt with.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website: <https://www.mustera.com.au>, or by contacting the Company Secretary on +61 8 6389 2688 or the Share Registry on +61 8 9389 8033. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Acceptance Form which accompanies this Prospectus or by making payment using BPAY[®] (refer to Section 4 of this Prospectus for further information).

Not investment or financial product advice

The information in this Prospectus does not constitute investment or financial product advice and does not take into account the investment objectives, financial situation, taxation impact or particular needs of individual Eligible Shareholders. The potential tax effects of the Offers will vary between Eligible Shareholders. Eligible Shareholders should contact their stockbroker, accountant or other professional adviser if they have any questions regarding the Offers and investing in the Company.

Publicly available information

This Prospectus should be read in conjunction with the public announcements made by the Company which are available on the Company's website: <https://www.mustera.com.au> as well as the ASX market announcements platform using Mustera's ASX code 'MPX'.

These announcements do not contain all of the information that would be included in a prospectus, but still contain important information about the Company. Eligible Shareholders are encouraged to

have regard to such announcements before making a decision whether or not to participate in an Offer. These announcements (and the contents of any websites on which they may be found) do not form part of this Prospectus.

Mustera may release further announcements after the Prospectus Date and throughout the Offer Period, which may be relevant to Eligible Shareholders' consideration of the Offers. Eligible Shareholders are encouraged to check whether any new announcements have been released by the Company after the Prospectus Date before deciding on whether or not to participate in an Offer.

Disclaimer of representations

Mustera has not authorised any person to give any information, or to make any representation, in relation to the Offers that is not contained in this Prospectus, and any such information or representation may not be relied on. Except and to the extent required by law, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on investment made pursuant to this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements have been prepared with all reasonable care and attention, based on an evaluation of current economic, financial and operating conditions, as well as assumptions regarding future events. These events are, as at the Prospectus Date, expected to take place, but there cannot be any guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control. They may be affected by matters such as those outlined in Section 5. This may result in the actual circumstances being materially different to those anticipated. Eligible Shareholders are cautioned not to place undue reliance on any forward-looking statements.

Mustera and its Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur as and when stated. Except to the extent required by law (including the ASX Listing Rules), the Company does not give any undertaking to update or revise any forward-looking statements after the Prospectus Date to reflect any changes in expectations in relation to forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

Eligible Shareholders should note that past performance (including past share price performance) cannot be relied on as an indicator of, and does not provide any guidance as to, future performance, including future share price performance.

Privacy

Eligible Shareholders who apply for New Securities will provide 'personal information' (within the meaning given to that term in the Privacy Act) to the Company and the Share Registry. By applying for New Securities under an Offer, an Eligible Shareholder will be taken to have consented to the Company and the Share Registry collecting, holding and using the Eligible Shareholder's personal information in order to assess their Acceptance, process the Acceptance, service their needs as a Shareholder, provide facilities and services that the Eligible Shareholders request, and carry out appropriate administrative functions. Corporate and taxation laws require the Company to collect some personal information. Eligible Shareholders who do not provide the information requested may not have their Acceptances processed efficiently, or at all.

Photographs and diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown endorses the Prospectus or its content. Diagrams are illustrative only and may not be drawn to scale. The people and assets depicted in photographs in this Prospectus are not employees or assets of the Company unless specifically stated.

Governing law

This Prospectus and the accompanying Acceptance Form are governed by the laws of the State of Western Australia. Eligible Shareholders who apply for New Securities under an Offer submit to the non-exclusive jurisdiction of the courts of the State of Western Australia.

Meaning of terms

Capitalised terms and certain other terms used and not otherwise defined in this Prospectus have the meaning given to them in the Glossary in Section 9.

References to "our", "us" and "we" are references to the Company.

References to "I", "you" and "your" are references to an Eligible Shareholder.

Currency

References to "\$" or "dollar" are references to Australian currency, unless otherwise stated.

Time

References to time relate to the time in Perth, Western Australia, unless otherwise stated.

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Key Information

Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC and ASX Announcement of Offers and lodgement of Appendix 3B	Thursday, 10 June 2021
Despatch of Letter to Ineligible Shareholders	Friday, 11 June 2021
“Ex” date	Wednesday, 16 June 2021
Record Date (5:00pm WST)	Thursday, 17 June 2021
Despatch of Prospectus and Acceptance Form to Eligible Shareholders, and announcement of despatch to ASX Opening Date	Tuesday, 22 June 2021
Last day to extend the Offer Period	Thursday, 8 July 2021
Closing Date for all acceptances (5:00pm WST)	Tuesday, 13 July 2021
New Shares quoted on a deferred settlement basis (if approved by the ASX)	Wednesday, 14 July 2021
Announcement of Offer results to ASX, including notification of Shortfall	Friday, 16 July 2021
Issue of New Securities/ New Securities entered into Shareholders’ security holdings Lodgement of Appendix 2A and Appendix 3G (before 12:00pm Sydney time)	Tuesday, 20 July 2021
Normal trading of New Shares to commence on ASX	Wednesday, 21 July 2021

Note: These dates are indicative only and subject to change. Subject to the ASX Listing Rules and the Corporations Act, the Company may vary these dates without notice, including whether to close an Offer early, extend an Offer, or accept late Acceptances, either generally or in particular cases, without notification.

Key Rights Offer Details

Offer	Detail
Eligibility	Shareholders registered on the Record Date with an address in Australia and New Zealand
Ratio of New Shares offer under this Prospectus	3 New Shares for every 10 Shares held at Record Date
Ratio of New Options offer under this Prospectus	1 free-attaching New Option for every 2 New Shares subscribed for and issued
Price per New Share	\$0.25
Number of New Shares offered	34,867,866
Number of New Options offered	17,433,933
Cash proceeds (before costs)	Up to \$8,716,967

Key Shortfall Offer Details

Offer	Detail
Eligibility	Eligible Shareholders to the Rights Offer
Price per New Share	\$0.25
Number of New Shares offered	That number of Entitlements not taken up under the Rights Offer and any New Shares to which Ineligible Shareholders would have been entitled to if they were Eligible Shareholders
Number of New Options offered	1 free-attaching New Option for every 2 New Shares subscribed for and issued

Potential Delay in Delivery – COVID-19 Pandemic

Eligible Shareholders should be aware that the COVID-19 pandemic may cause material delays in the delivery of the Prospectus and Acceptance Form by post, as well as the return of completed Acceptance Forms by Eligible Shareholders wishing to participate in the Offers.

Eligible Shareholders who wish to participate in the Offers are therefore encouraged to provide their email address to the Share Registry to permit electronic delivery of their personalised Acceptance Forms. Contact details for the Share Registry are set out in the Corporate Directory section.

Eligible Shareholders who have not provided their email address to the Share Registry, or who are unsure, should contact the Company Secretary using the contact details below prior to the Closing Date.

General Enquiries

For enquiries, please contact the Company Secretary on +61 8 6389 2688 or the Share Registry on +61 8 9389 8033 at any time between 9:00am and 5:00pm (WST) Monday to Friday until the Closing Date. Alternatively, please consult your stockbroker, accountant or other professional advisor.

Letter from the Executive Director

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to participate in this non-renounceable pro-rata Rights Offer.

Under the Rights Offer, Eligible Shareholders can apply for 3 New Shares for every 10 Shares held at 5:00pm (WST) on the Record Date at an issue price of \$0.25 per New Share, together with 1 free-attaching New Option for every 2 New Shares issued to raise up to \$8,716,967 (before costs). You can also apply under the Shortfall Offer for New Securities comprising the Shortfall to the Rights Offer at the same issue price.

The Offers under this Prospectus are scheduled to close at **5:00pm (WST) on Tuesday, 14 July 2021**. Eligible Shareholders wishing to participate in the Offers must apply for New Securities before this time in accordance with the instructions set out in Section 4 and on their personalised Acceptance Forms accompanying this Prospectus.

The Company's flagship development, Forbes Residences Project, commenced with its marketing and sales campaign earlier this year. Its unique design characteristics including large premium apartments set within landscaped gardens were well received by the public and generated a high level of interest and sales. At the date of this Prospectus, the Company has approximately \$32 million of sales under contract with over 50% of the apartments sold. This is an excellent result particularly as the marketing campaign only commenced in February 2021.

Given the level of presales the Project can now commence with further design development to achieve a building licence and commence construction. Mustera recently appointed PACT Construction Pty Ltd (**PACT**) as the builder after undertaking a competitive tender process with several builders. PACT demonstrated excellence across all criteria in both the technical and commercial assessment of the submissions. PACT is a WA owned and operated commercial construction company that has been in operation since 2004 and has successfully delivered numerous projects around Western Australia.

In parallel with progressing Mustera's flagship project we will also focus on progressing the Company's core assets, including East Perth and North Fremantle, through the design and council approvals in anticipation for launching a marketing campaign for both projects at a later point.

The proceeds of the Offers will be used to finance the development of the Forbes Residences Project. Funds raised will also ensure that the Company's working capital will enable it to advance the ongoing planning work for the other development assets in its portfolio.

Details of the Offers are set out in this Prospectus and I encourage you to read it in its entirety before making your investment decision. In particular, Eligible Shareholders should carefully consider the risks associated with investing in the Offers as set out in this Prospectus. If you have any questions about the Offers, you should consult your stockbroker or other independent professional adviser to evaluate whether or not to participate in the Offers.

The Company encourages participants in the Offers to apply for New Securities by BPAY® as a matter of public safety, to avoid the handling of paper Acceptance forms and to avoid potential mail delays in light of the ongoing COVID-19 pandemic.

On behalf of Board, I thank you for your continued support of the Company and encourage you to take your Entitlements under the Offers.

Yours sincerely,


Nick Zborowski
Executive Director

1. Investment Overview and Key Risk

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Securities.

Question	Response	Where to find more information
What is the Offer?	<p>A pro-rata non-renounceable offer of 3 New Shares for every 10 Shares held on the Record Date at an issue price of \$0.25, together with 1 free-attaching New Option for every 2 New Shares subscribed for and issued.</p> <p>The Offer seeks to raise up to \$8,716,967 (before costs) from the issue up to approximately 34,867,866 New Shares and 17,433,933 New Options if fully subscribed. No funds will be raised from the issue of the New Options unless and until they are exercised.</p> <p>The Company will not apply for quotation of the New Options.</p> <p>The Offer is not underwritten.</p>	Section 2.1
Who is the lead manager?	<p>The Company has appointed the Lead Manager, Townshend Capital Pty Ltd (AFSL No. 219326), as the lead manager to the Offers and nominee to Ineligible Shareholders.</p> <p>The Company has agreed to pay the Lead Manager a fee equal to 2% of the amount raised under the Offers plus GST (i.e. up to \$174,339 plus GST).</p>	Section 2.4
Is there a minimum subscription?	There is no minimum subscription requirement for the Offer.	Section 2.1(d)
Am I an Eligible Shareholder?	<p>The Offer is made to Eligible Shareholders, being Shareholders who:</p> <p>(a) are the registered holders of Shares as at 5:00 pm (WST) on the Record Date; and</p> <p>(b) have a registered address in Australia or New Zealand.</p>	Section 2.1(b)
How are Ineligible Shareholders Entitlements dealt with?	<p>The Company has appointed the Lead Manager to act as the sale nominee for the Ineligible Shareholders in relation to the Rights Offer in accordance with section 615 of the Corporations Act.</p> <p>In its capacity as sale nominee, the Lead Manager will sell the rights to subscribe for New Securities under the Rights Offer (i.e. the Entitlements) that would have been made available to Ineligible Shareholders had they been eligible to participate in the Rights Offer, and remit the net proceeds of the sale (if any) to those Ineligible Shareholders.</p>	Section 2.11

Question	Response	Where to find more information												
How will the proceeds of the Offer be used?	<table border="1"> <thead> <tr> <th data-bbox="502 318 997 421">Use of funds</th> <th data-bbox="997 318 1220 421">Full subscription (\$)</th> </tr> </thead> <tbody> <tr> <td data-bbox="502 421 997 488">Development of Forbes Residences</td> <td data-bbox="997 421 1220 488">7,000,000</td> </tr> <tr> <td data-bbox="502 488 997 555">Development of core assets</td> <td data-bbox="997 488 1220 555">750,000</td> </tr> <tr> <td data-bbox="502 555 997 622">General working capital¹</td> <td data-bbox="997 555 1220 622">738,767</td> </tr> <tr> <td data-bbox="502 622 997 689">Costs of the Offers²</td> <td data-bbox="997 622 1220 689">228,200</td> </tr> <tr> <td data-bbox="502 689 997 757">Total</td> <td data-bbox="997 689 1220 757">8,716,967</td> </tr> </tbody> </table> <p data-bbox="502 757 1220 801">Notes:</p> <ol data-bbox="502 801 1220 1048" style="list-style-type: none"> <li data-bbox="502 801 1220 969">Working capital includes but is not limited to corporate administration and overhead costs, and may be applied to other expenses such as legal, tax and audit fees, insurance and travel costs, share registry costs, Directors' fees, ASX fees and regulatory compliance costs and expenses. <li data-bbox="502 969 1220 1048">Costs of the Offers include the Lead Manager's fees and the other costs identified in Section 7.3. <p data-bbox="502 1048 1220 1191">The above table illustrates the proposed allocation of the funds raised through the Offers as at the date of this Prospectus. The Directors reserve the right to use the funds received as they see fit to meet the needs of the Company.</p>	Use of funds	Full subscription (\$)	Development of Forbes Residences	7,000,000	Development of core assets	750,000	General working capital ¹	738,767	Costs of the Offers ²	228,200	Total	8,716,967	Section 2.3
Use of funds	Full subscription (\$)													
Development of Forbes Residences	7,000,000													
Development of core assets	750,000													
General working capital ¹	738,767													
Costs of the Offers ²	228,200													
Total	8,716,967													
What are the key risks of a subscription under the Offer?	<p data-bbox="502 1191 1220 1348">The following are summaries of some of the key risks associated with investing in the Company. Any such risks eventuating could have a material adverse effect on its operations, financial position and/or reputation.</p> <p data-bbox="502 1348 1220 1393">1. Contract Risk</p> <p data-bbox="502 1393 1220 1505">On 1 June 2021, the Company announced that it had entered into a construction and building contract for the development of its Forbes Residences Project.</p> <p data-bbox="502 1505 1220 1930">As is the case for most construction contracts, there is a risk that the conditions precedent will not be met for whatever reason or that a deadline, milestone or deliverable is not met. In these circumstances, the project completion may be delayed which would affect the settlement date with purchasers or possibly result in the termination of the contract, if the delay extends beyond the sunset date in the sales contract. These factors may have a material adverse effect on the expected financial return of the Forbes Residences Project to the Company. There is also a risk that an event beyond the control of the parties may occur giving rise to either party's right to terminate the contract pursuant to its terms.</p> <p data-bbox="502 1930 1220 1975">2. Project Risk</p> <p data-bbox="502 1975 1220 2065">As with any construction project, there is a risk that the completion of the Forbes Residences Project may be</p>	Section 5												

Question	Response	Where to find more information
	<p>significantly impacted or delayed by the occurrence of an uncertain or unforeseeable event or circumstance, particularly where the event has a material effect on the achievement of one or more of the projects objectives. This could potentially result in financial losses or significantly impact the project's budget and timeframe to completion.</p>	
	<p>3. Coronavirus (COVID-19) pandemic</p> <p>The Australian and other economies across the world are currently affected by the COVID-19 pandemic and the government policies in response to it. COVID-19 has significantly affected the operations of governments and businesses as well as day-to-day activities of individuals in Australia and most other countries. Australia has fared better than most other countries. However, travel, trade, working arrangements, supply chain management, and availability of goods and services have all, to varying extents, been fundamentally impacted by the pandemic. Government policies, including quarantining and travel bans, have had a particular impact on business activities globally and domestically. Any further measures to limit the transmission of the virus, such as mandatory quarantining, may adversely impact the Company's operations.</p> <p>Given the extraordinary circumstances presented by the COVID-19 pandemic and uncertainty of the Company's operating environment, the impact of COVID-19 on the Company's business is difficult to predict at this stage.</p>	
	<p>4. Property valuations</p> <p>Valuations ascribed to property will be influenced by a number of ongoing factors.</p> <p>The value of, and returns from, properties owned by the Company may fluctuate depending on property market conditions. Demand for property may change as investor preferences for particular sectors and asset classes change over time and can be influenced by general economic factors such as interest rates, availability of finance and share market cycles. Further, downward changes to property valuations may result in the Company having to contribute additional capital to maintain its debt finance arrangements.</p>	
	<p>5. Re-leasing, vacancy and rental income</p> <p>Earnings made by Mustera will be partly dependent upon the rents received from its property portfolio, occupancy levels and the level of non-recoverable outgoings. Rental income may be adversely affected by a number of factors.</p> <p>There is a risk that Mustera may not be able to negotiate suitable lease extensions with existing tenants or replace outgoing tenants with new tenants on the same terms, if at all.</p>	

Question	Response	Where to find more information
	<p>6. Development risk</p> <p>Part of Mustera’s business is to identify, analyse and invest in real estate development projects which have a number of inherent risks in addition to those associated with real estate such as but not limited to project inception and pre-construction risks, planning approval risk, financing risk, sales and market risks. Although some of these risks can be mitigated, it is not possible to remove entirely the risks inherent in project development. All of the above factors may affect the earnings of the Company and the market price of the Company’s Shares.</p> <p>7. Funding</p> <p>Mustera relies on external funding sources (debt and equity funding) for maintaining, growing and expanding its property portfolio. The Company’s ability to raise capital from either debt or equity markets on favourable terms for future activities cannot be guaranteed and is dependent on a number of factors.</p> <p>In relation to debt funding of the development projects, the Company will be required to achieve a minimum level of committed sales as one of the conditions of the funding. In the event such a condition is not satisfied, the Company may not be able to source debt funding and the value in the development project may be impaired.</p> <p>Any additional equity funding will be dilutive to Shareholders, and debt financing, if available, may involve restrictions on financing and operating activities.</p> <p>8. Going concern</p> <p>In the Company’s half-year financial report lodged with ASX on 26 February 2021, the independent auditor’s review report contained an emphasis of matter in relation to going concern.</p> <p>The emphasis of matter draws attention to Note 1 of the financial report and states that the factors described in that going concern note to the financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern.</p> <p>9. Inability to complete disposal or acquisitions</p> <p>There is a risk that the Company will be unable to dispose of and/or acquire properties on appropriate terms, thereby potentially limiting the growth potential of the Company. The Company’s failure to deliver or effectively execute its stated strategy including its acquisition and/or disposal of properties or its failure to redefine its strategy to meet changing conditions could result in a decline in the price of the Company’s Shares. There can be no assurance that any future acquisitions and/or disposals will enhance the investment returns of Shareholders.</p>	

Question	Response	Where to find more information
10. Major shareholder risk		
<p>The Company has two major Shareholders who between them separately control 28.51% and 27.32% of the Shares on issue (see Section 3.4). There is a risk that these major Shareholders may sell their Shares at some stage in the future which may cause the price of Shares to decline.</p>		
11. Finance facility risk		
<p>The Company and certain of its subsidiaries have procured debt finance facilities to fund the acquisition of properties and for working capital purposes, most of which are secured against the Group's real and personal property interests.</p>		
<p>These facilities are subject to various borrower covenants which must be complied with by the Company or its subsidiaries (as applicable), breach of which may result in default action against the Company or relevant subsidiary. Any such default action by a financier may have a material adverse financial impact on the Company.</p>		
<p>The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company.</p>		
<p>Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Securities.</p>		
<p>Please refer to the Company's 2020 Annual Report and 2021 Half-Year Report released to the ASX on 31 August 2020 and 26 February 2021, respectively for further information about the Company's operations.</p>		
Directors' Interests and Participation	Directors who are Shareholders may accept all or part of their Entitlements under the Rights Offer.	Section 2.5
Is the Offer subject to any conditions?	No, the Offer is not subject to any conditions.	Section 2.1(d)
Can I accept part of my Entitlement?	Yes. Eligible Shareholders may accept all or part of their Entitlements under the Offer.	Section 2.6
How will fractional entitlements be dealt with?	Fractional entitlements to New Securities will be rounded down to the nearest whole number.	Section 2.1(a)
Can I sell my Entitlements under the Offer?	No, the Entitlement to New Securities pursuant to the Rights Offer is non-renounceable. Accordingly, Entitlements may not be disposed of or traded in whole or in part.	Section 2.1(c)

Question	Response	Where to find more information
What happens if Eligible Shareholders don't accept their Entitlement?	Any Entitlement not subscribed for by Eligible Shareholders will form part of the Shortfall Offer.	Section 2.2
How will the Shortfall Securities be allocated?	<p>Any Entitlements not taken up by Eligible Shareholders will become available under the Shortfall Offer. The Directors reserve the right to place any Shortfall Securities at their absolute discretion within 3 months of the Closing Date.</p> <p>The Directors will endeavour to allot the Shortfall Securities to a spread of investors, in order to mitigate any control effects which may arise from issuing the Shortfall Securities to a single or small number of investors.</p> <p>No Shortfall Securities will be allocated to any of the Directors, or to any other parties mentioned in ASX Listing Rule 10.11 without prior shareholder approval.</p> <p>Further, no Shortfall Securities will be issued if it would result in any person acquiring voting power in the Company of 20% or more, or increasing existing voting power from a starting point that is above 20%, except as permitted by law.</p>	Section 2.2(c)
How can I obtain further advice?	If, after reading this Prospectus, you have any questions about the New Securities being offered or any other matter, then you should consult your professional advisers without delay.	
How can I obtain further information?	Investors can contact the Company Secretary on +61 6389 2688 at any time between 8:30 am and 5:00 pm (WST) Monday to Friday until the Closing Date.	

2. Details of the Offers

2.1 Rights Offer

(a) Offer

Under the Rights Offer, Eligible Shareholders are invited to participate in a pro-rata non-renounceable rights issue to raise up to \$8,716,967 (before costs) at an issue price of \$0.25 per New Share on the basis of three (3) New Shares for every ten (10) Shares held at the Record Date, together with 1 free-attaching New Option for every 2 New Shares issued. Fractional entitlements to New Securities will be rounded down to the nearest whole number.

All New Shares issued pursuant to the Rights Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue. Further details of the rights and liabilities attaching to the New Shares are set out in Section 6.2. The terms and conditions of the New Options are set out in Section 6.3.

Eligible Shareholders may apply for New Shares but are not required to do so.

Please refer to Section 4 for details on how to accept an Entitlement and apply for New Shares under the Rights Offer.

(b) Entitlement and eligibility

All Shareholders with a registered address in Australia or New Zealand and who are registered as the holder of Shares at the Record Date of **5:00pm (WST) on Thursday, 17 June 2021** are Eligible Shareholders. The Rights Offer is made to Eligible Shareholders only.

The Rights Offer is not extended to Shareholders who do not have a registered address in Australia and New Zealand (i.e. Ineligible Shareholders).

The number of New Shares to which Eligible Shareholders are entitled (i.e. their Entitlement) is shown on each Eligible Shareholder's personalised Acceptance Form accompanying this Prospectus.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded down to the nearest whole number.

An Eligible Shareholder's Entitlement to participate in the Rights Offer will lapse if not accepted by the Closing Date. Any New Shares not applied for will form part of the Shortfall.

The Company reserves the right (in its sole discretion) to:

- reject any Acceptance Form that it believes comes from a person who is not an Eligible Shareholder; and
- reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the Rights Offer proves to be false, exaggerated or unsubstantiated.

The Company also reserves the right to withdraw the Rights Offer at any time before the New Securities are issued pursuant to it. In that event, relevant Application Monies will be refunded without interest in accordance with the Corporations Act.

(c) **No rights trading**

The Rights Offer is non-renounceable. Eligible Shareholders may not sell or transfer their Entitlements under the Right Offer. If Eligible Shareholders do not take up their Entitlements under the Rights Offer by the Closing Date, their Entitlements will lapse.

(d) **Minimum subscription**

The Rights Offer is not subject to any minimum subscription condition or requirement.

(e) **Underwriting**

The Rights Offer is not underwritten.

2.2 **Shortfall Offer**

(a) **Shortfall**

Any Entitlement not taken up under the Rights Offer, and any New Securities to which Ineligible Shareholders would have been entitled to if they were Eligible Shareholders, will comprise the Shortfall.

(b) **Offer**

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open until the Closing Date. The issue price for each New Share to be issued under the Shortfall Offer is \$0.25 per New Share, being the price at which the New Shares are being offered under the Rights Offer (**Shortfall Offer**).

Under the Shortfall Offer, Eligible Shareholders can apply for New Securities by completing the appropriate section on the Acceptance Form. There is no guarantee that Eligible Shareholders will receive the number of New Securities they apply for under the Shortfall Offer.

Other investors who are not Eligible Shareholders may also apply for New Securities by requesting, completing and returning an application form from the Company.

All New Shares issued pursuant to the Shortfall Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue. Further details of the rights and liabilities attaching to the New Shares are set out Section 6.2. For further details of the terms and conditions of the New Options, refer to Section 6.3.

The Shortfall Offer is not underwritten.

The Company reserves the right to reject any Acceptance Form or to allocate any Eligible Shareholder fewer New Securities under the Shortfall than the number applied for.

The Company also reserves the right to withdraw the Shortfall Offer at any time before New Securities are issued pursuant to it.

Please refer to Section 4 for details on how to apply for New Securities under the Shortfall Offer.

(c) **Allocation policy and scale back**

In the event that applications for New Securities under the Shortfall Offer exceed the total amount of the Shortfall, the Directors will have discretion as to how to allocate the Shortfall. In exercising this discretion:

- the Directors propose to allocate the Shortfall to both new investors and Eligible Shareholders in a manner considered appropriate to applicants having regard to the best interests of the Company and the Company's desire to maximise the funds raised from the Offers;
- Eligible Shareholders are encouraged to apply for the Shortfall, but in allocating the Shortfall, preference will not necessarily be conferred on Eligible Shareholders;
- where the Directors consider it is in the best interests of the Company to allocate any portion of the Shortfall to a particular applicant or to particular applicants in order to maximise the total funds raised from the Offers, the Directors may do so. This may result in preference being given to an application from a new investor who is not an Eligible Shareholder;
- subject to the above, to the extent that applications for the Shortfall are made by Eligible Shareholders, as between those Eligible Shareholders, the Directors will generally endeavour to allocate the Shortfall in a manner which is considered fair to those applicants, having regard to their existing shareholding interests;
- the Directors will not allocate any portion of the Shortfall to an applicant who is a 'related party' of the Company (for the purposes of the ASX Listing Rules) in priority to, or to the exclusion of, any other applicant;
- the Company will not allocate New Shares under the Shortfall Offer to the extent that an applicant's voting power in the Company, together with that applicant's Associates, exceeds the takeover thresholds in the Corporations Act (i.e., acquiring voting power of 20% or more in the Company, or increasing an existing controlling voting power of more than 20%), subject to certain exceptions permitted by law; and
- the Directors will not otherwise exercise their discretion regarding allocation of the Shortfall in a manner likely to exacerbate a potential unacceptable control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of New Shares contrary to law or the ASX Listing Rules.

If an Eligible Shareholder does not receive any or all of the New Shares applied for under the Shortfall Offer, the excess Application Monies will be returned to them without interest.

2.3 Purpose of the Offers

The purpose of the Offers is to raise up to up to \$8,716,967 (before payment of costs) to fund the development of the Company's Forbes Residences Project in Applecross and for general working capital.

In addition, the funds will be used to further progress the Company's existing development portfolio with a view to realising the value of its assets. This includes further due diligence and design works to achieve planning approvals for the Company's core projects.

The following indicative table sets out the proposed use of funds raised under the Offers over the 12-month period following completion of the Offers:

Proceeds of the Offer	Full subscription \$	% of funds
Development of Forbes Residences	7,000,000	80.30
Development of core assets	750,000	8.60
General working capital ¹	738,767	8.48
Costs of the Offers ²	228,200	2.62
Total	8,716,967	100.00

Notes:

1. Working capital includes but is not limited to corporate administration and overhead costs, and may be applied to other expenses such as legal, tax and audit fees, insurance and travel costs, share registry costs, Directors' fees, ASX fees and regulatory compliance costs and expenses.
2. Costs of the Offers include the Lead Manager's fees and the other costs identified in Section 7.3.

The information set out in the above table is a statement of the Directors' present intentions as at the Prospectus Date. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. Accordingly, the Directors reserve the right to alter how the funds raised will be applied.

2.4 Lead Manager

On 4 June 2021, the Company entered into a mandate with Townshend Capital Pty Ltd ACN 099 900 188 (**Lead Manager**) pursuant to which the Lead Manager was appointed as lead manager to the Offers (**Lead Manager Mandate**).

The Company has agreed to pay the Lead Manager a fee equal to 2% of the amount raised under the Offers plus GST (i.e. up to \$174,339 plus GST).

A summary of the terms and conditions of Lead Manager Mandate, including the circumstances in which the Lead Manager may terminate the mandate, is set out in Section 7.2.

For further details of the possible effect of the Offers on control of the Company, refer to Section 3.4.

2.5 Directors' interest and participation

The table below sets out the Directors' relevant interest in the securities of the Company as at the Prospectus Date and their Entitlements (subject to rounding). The Directors may accept all or part of their Entitlements under the Rights Offer.

Name	Existing Shares	Existing Options	Existing Performance Rights ⁴	Entitlement to New Shares	Entitlement to New Options	Amount (\$)
Nicholas Zborowski ¹	1,633,450	2,000,000	1,000,000	490,035	245,017	122,509
Anthony Ho ²	2,096,394	1,000,000	500,000	628,917	314,458	157,229
Jack Spencer-Cotton ³	1,409,401	1,000,000	500,000	422,820	211,410	105,705

Notes:

1. Mr Zborowski's current holdings are as follows:
 - (a) 1,543,450 Shares held directly by Mr Zborowski;
 - (b) 90,000 Shares held indirectly by Mr Zborowski through the N and A Z Superfund Account;
 - (c) 1,000,000 unquoted Options exercisable at \$0.37 each on or before 30 September 2021, held directly by Mr Zborowski;
 - (d) 1,000,000 unquoted Options exercisable at \$0.46 each on or before 30 November 2023, held indirectly by Mr Zborowski through the N & A Trust Account; and
 - (e) 1,000,000 Performance Rights subject to various vesting conditions held directly by Mr Zborowski.
2. Mr Ho's current holdings are as follows:
 - (a) 2,096,394 Shares held indirectly by Mr Ho through Hox5 Pty Ltd <A & K Ho Superannuation Fund>;
 - (b) 500,000 unquoted Options exercisable at \$0.37 each on or before 30 September 2021, held indirectly by Mr Ho through Sherkath Pty Ltd <Forrest Investment Trust>;
 - (c) 500,000 unquoted Options exercisable at \$0.46 each on or before 30 November 2023, held indirectly by Mr Ho through Sherkath Pty Ltd <Forrest Investment Trust>; and
 - (d) 500,000 Performance Rights subject to various vesting conditions held directly by Mr Ho.
3. Mr Spencer-Cotton's current holdings are as follows:
 - (a) 1,166,666 Shares held directly by Mr Spencer-Cotton;
 - (b) 242,735 Shares held indirectly by Mr Spencer-Cotton as a trustee on behalf of his children;
 - (c) 500,000 unquoted Options exercisable at \$0.37 each on or before 30 September 2021, directly by Mr Spencer-Cotton;
 - (d) 500,000 unquoted Options exercisable at \$0.46 each on or before 30 November 2023, held directly by Mr Spencer-Cotton; and
 - (e) 500,000 Performance Rights subject to various vesting conditions held directly by Mr Spencer-Cotton.
4. A total of 2,000,000 Performance Rights granted to Directors have vested in accordance with the terms of their issue following the achievement of the applicable performance milestones. Please refer to the Company's project update released to the ASX on 1 June 2021. These Performance Rights may be exercised at the election of the Directors. The Directors have indicated they will defer the exercise of their Performance Rights until further notice.

2.6 Acceptances

The Rights Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offers early.

2.7 **No cooling-off rights**

Cooling-off rights do not apply to an investment in New Securities. An Eligible Shareholder cannot, in most circumstances, withdraw acceptance of their Entitlement.

2.8 **Timetable**

The indicative timetable for the Offers is set out in the Key Information section on page 1.

2.9 **New Zealand resident Shareholders**

The Rights Offer is made to Eligible Shareholders with an address in New Zealand, in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

The New Securities are not being offered or sold to the public within New Zealand other than to such Eligible Shareholders.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority.

This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

2.10 **Ineligible Shareholders**

The Offers are not made to Shareholders who on the Record Date have a registered address outside Australia or New Zealand (**Ineligible Shareholders**).

Neither the Prospectus nor the Acceptance Form constitutes 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.

In making the decision to not extend the Offers to Ineligible Shareholders, the Company has taken into account:

- the small number Shareholders outside Australia and New Zealand;
- the number and value of New Shares that would be offered to Shareholders outside Australia and New Zealand; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

2.11 **Appointment of sale nominee for Ineligible Shareholders**

Following ASIC approval pursuant to section 615 of the Corporations Act, the Company has appointed the Lead Manager to act as the nominee in respect of Ineligible Shareholders, to arrange for the sale of the Entitlements which would have been offered to them had they been eligible to participate in the Offer. The following process will be followed with respect to those Ineligible Shareholders:

- The Company will grant to the Lead Manager the rights to subscribe for the New Securities that Ineligible Shareholders would otherwise have been entitled to apply for had they been entitled to participate in the Rights Offer.
- The Lead Manager, in its capacity as sale nominee, is permitted to sell the Entitlements in such a manner and at such time as it sees fit, with the objective of achieving the best price for those Entitlements that could reasonably be obtained at the time of the relevant sale. However, the Lead

Manager is not responsible for achieving any particular price for the Entitlements or achieving the sale in any particular timeframe.

- The Lead Manager will remit the net proceeds (i.e. sale proceeds less the issued value of the New Shares less brokerage costs and applicable GST), if any, to either the share registry or the Company for ultimate pro-rata distribution in proportion to each Ineligible Shareholder's Entitlements at the Record Date.

The Lead Manager will have absolute and sole discretion to determine the price for which the Entitlements of Ineligible Shareholders may be sold so that a premium over the expenses of their sale can be made, as well as the timing and manner of such sale.

The distribution of this Prospectus and accompanying Acceptance Form (including electronic copies) outside Australia or New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

2.12 **Nominees, custodians and trustees**

The Offers are made to all Eligible Shareholders. The Company is not required to determine whether or not any registered Eligible Shareholder holds Shares on behalf of persons who are residents outside Australia or New Zealand (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares.

Any Eligible Shareholders who hold Shares on behalf of persons who are residents outside Australia and New Zealand are responsible for ensuring that any dealing with New Shares issued under the Rights Offer do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Prospectus or the Acceptance Form.

Persons acting as nominees, trustees, or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Offers to, any person in any jurisdiction where it is unlawful to do so, or to any person that is acting for the account or benefit of a person in any jurisdiction where it is unlawful to do so. By applying for New Shares under this Prospectus, including by submitting an Acceptance Form or making a payment using BPAY®, a nominee, trustee or custodian represents and warrants this is the case.

The Company is not required to determine whether or not a registered holder or investor is acting as a nominee, trustee or custodian or the identity or residence of any beneficial holder of Shares.

Where any person is acting as a nominee, trustee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in an Offer by the beneficiary complies with applicable laws.

2.13 **Option Holders**

Under the terms of the Options on issue, there is no entitlement to participate in either Offer unless Option Holders exercise their Options and are entered into the register as an Eligible shareholder on or before the Record Date.

If an Option Holder wishes to participate in an Offer, it will be necessary for the Option Holder to exercise all or part of their Options in accordance with the terms and conditions of those Options, and the Shares in respect of those Options must have been issued on or before the Record Date.

2.14 **Allotment and Application monies**

New Securities will be issued only after all Application Monies have been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Securities will be issued on Tuesday,

20 July 2021 and normal trading of the New Shares on ASX is expected to commence on Wednesday, 21 July 2021.

All Application Monies will be deposited into a separate bank account of the Company and held in trust for applicants until the Shares are issued or Application Monies returned. Any interest that accrues will be retained by the Company and will not be paid to applicants.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Securities are dispatched.

3. Effect of the Offers

3.1 Effect on capital structure

The table below sets out the potential effect of the Offers on Mustera's capital structure, assuming no further Shares are issued (including on the exercise of Options or vested Performance Rights) prior to the close of the Offers, assuming scenarios for half and full subscription under the Offers.

Security type	Number on 50% Subscription	Percentage of total %	Number Full Subscription	Percentage of total %
Shares				
Shares currently on issue	116,226,221	86.96	116,226,221	76.92
Maximum New Shares offered under Offers	17,433,933	13.04	34,867,866	23.08
Total Shares after completion of the Offers	133,660,154	100.00	151,094,087	100.00
Options				
Options currently on issue	5,500,000 ¹	86.32	5,500,000 ¹	23.98
Option offered under Offers	8,716,967	13.68	17,433,933	76.02
Total Options after completion of the Offers	14,216,967	100.00	22,933,933	100.00
Performance Rights				
Performance Rights currently on issue	2,000,000 ²	100.00	2,000,000 ²	100.00
Performance rights offered under Offers	N/A	N/A	N/A	N/A
Total Performance Rights after completion of the Offers	2,000,000	100.00	2,000,000	100.00

Notes:

- Unquoted options comprising of 3,000,000 Options exercisable at \$0.37 each on or before 30 September 2021 and 2,500,000 Options exercisable at \$0.46 each on or before 30 November 2023. The terms and conditions of these classes of Options can be found in the Notices of Annual General Meeting announced on 19 September 2016 and 26 October 2018.
- A total of 2,000,000 Performance Rights were issued on 10 December 2020 following receipt of shareholder approval at the Company's Annual General Meeting held on 30 November 2020. The terms and conditions of the Performance Rights can be found in the Notice of Annual General Meeting announced on 30 October 2020. These Performance Rights have vested in accordance with the terms of their issue following the achievement of their applicable performance milestones. Please refer to the Company's project update released to the ASX on 1 June 2021. These Performance Rights may be exercised at the election of the Directors. The Directors have indicated they will defer the exercise of their Performance Rights until further notice.

3.2 Details of Substantial Shareholders

(a) Existing substantial Shareholders

Based on publicly available information as at Prospectus Date, those persons who, together with their Associates, have a voting power of 5% or more of the Shares on issue are set out below.

Name	Existing Shares	Current voting power %
Wonder Holdings Pty Ltd	33,130,464	28.51
Anrinza Future Pty Ltd	31,758,197	27.32
QP & Co Pty Ltd	9,265,667	7.97

Note: None of the above substantial Shareholders currently holds any Options.

(b) Potential holdings after the Offers

The table below shows the maximum potential holdings of the substantial Shareholders if they take up their Entitlements in full, as well as their potential voting powers in scenarios where all other Eligible Shareholders take up all, half and none their Entitlements. The Directors consider it extremely unlikely that no other Eligible Shareholder would participate in the Offers.

Name	Maximum potential holding after Offers		Potential voting power		
	Shares	Options	Full subscription by other Eligible Shareholders	Half subscription by other Eligible Shareholders	Nil subscription by other Eligible Shareholders
Wonder Holdings Pty Ltd	43,069,602	4,969,569	28.51%	29.75%	31.10%
Anrinza Future Pty Ltd	41,285,654	4,763,728	27.32%	28.52%	29.82%
QP & Co Pty Ltd	12,045,365	1,389,849	7.97%	8.32%	8.70%

Notes:

- The maximum potential holding of Shares and voting power in the table above are estimates only based on the Directors' allocation policy in Section 2.2(c) and having regard to the restrictions on increasing voting power under section 606 of the Corporations Act.
- The substantial Shareholders that have a voting power above 20% are restricted from participating in the Shortfall Offer by section 606 of the Corporations Act to the extent that their respective voting power increases.
- Other than as disclosed in substantial holder notices by the substantial Shareholders, the Directors are not aware of any substantial Shareholders being associates of each other for the purposes of the Corporations Act.

The table above demonstrates that, in the event that all Entitlements are accepted by all Eligible Shareholders, there will be no change to the relevant interests of the substantial Shareholders on completion of the Rights Offer.

The Directors do not propose to accept any applications under the Shortfall Offer by substantial Shareholders that have a voting power above 20% but reserve the right to do so to the extent permitted by the Corporations Act. In any event, such Shareholders are subject to certain restrictions under section 606 of the Corporations Act which would limit their ability to participate in the Shortfall Offer.

At the Prospectus Date, the Directors are not aware of any substantial Shareholder's intention to participate in either Offer.

3.3 Dilution

Eligible Shareholders should note that if they do not participate in the Rights Offer, their holdings may be diluted from the issue of New Shares by up to approximately 23.08% as a result of the Offers compared to their holdings and number of Shares on issue as at the Prospectus Date.

Further, if the Offers close fully subscribed, and all New Options which are issued are subsequently exercised, the holdings of Shareholders may be diluted by a further 7.96%, such that total dilutive effect of the Offers would be 31.03%.

The dilutive effect of the Offers will ultimately depend upon the level of subscription.

3.4 Effect of the Offers on control of the Company

(a) General

The maximum total number of New Shares proposed to be issued under the Offers is 34,876,866 which will constitute 23.08% of the Shares on issue following completion of the Offers (assuming no other Shares are issued prior to the Record Date).

The potential effect of the Offers on the control of the Company, and the consequences of that effect, will depend on number of factors, including investor demand and Existing Shareholdings.

Having regard to the composition of the Company's share register, the information contained in the substantial shareholder notices released to ASX and the terms of Offer, the potential effects that the Offers may have on the control of the Company are summarised below:

- If all Eligible Shareholders take up their Entitlements, each Eligible Shareholder's percentage in the total issued Shares of the Company will not be diluted and will remain the same. In such instance, control of the Company would not be affected.
- In the more likely event that not all Eligible Shareholders subscribe for their full Entitlements (i.e. there is a Shortfall), those Eligible Shareholders who do not subscribe for their full Entitlements under the Rights Offer and Ineligible Shareholders unable to participate in the Rights Offer will be diluted, whereas the voting power of those Shareholders who subscribe for some or all of their Entitlements will increase.
- The proportional interests of Ineligible Shareholders will be diluted because they not entitled to participate in either Offer.
- Shareholders who accept their Entitlement in full and also apply under the Shortfall Offer may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who failed to accept their Entitlements in full and those who failed to apply for additional New Shares.

Other than as outlined in Section 3.4(b), the Directors do not consider that the Offers will have any material impact on the control of the Company. Other than the information set out in Section 3.2, no person would increase their voting power above 20% as a result of acceptance of an Entitlement. In respect of any Shortfall, New Securities will only be issued to an applicant where the Directors are satisfied that the issue of the New Shares will not result in a person's and their Associates' voting power increasing above 20% or increasing from a starting point which is already above 20%. Notwithstanding, the Directors reserve the right to rely on any relevant exception to the takeover threshold in the Corporations Act.

(b) Substantial Shareholders

The substantial Shareholders of the Company and their respective voting powers are noted in Section 3.2.

At the Prospectus Date, the Directors are not aware of any substantial Shareholder's intention to participate in either Offer.

If either of the two largest Shareholders participates in the Rights Offer, and the Offers do not close fully subscribed, their voting power will increase by approximately 2% (see Section 3.2). These Shareholders currently have voting powers of 28.51% and 27.32% respectively. While the Board does not consider either Shareholder has effective control of the Company, their shareholdings are material in relation to the outcome of voting on resolutions at general meetings of the Company. Further, either of these Shareholders could prevent a special resolution (which requires at least 75% of the votes cast by members present and entitled to vote on the resolution) on a matter being passed.

Importantly, the Directors do not propose to accept any applications by any of these substantial Shareholders under the Shortfall Offer.

(c) Rights issue exception to takeover prohibition

Section 606 of the Corporations Act prohibits a person from acquiring a 'relevant interest' in the issued voting shares of a company where, because of a transaction in relation to securities of that company, a person's voting power in the company increases from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.

A 'relevant interest' focuses on a person's capacity to exercise a degree of influence over securities of a public company, whether through legally enforceable or other means. It is not limited to ownership of securities and considers arrangements which given rise to power or control over the voting or disposal of securities.

Section 611 of the Corporations Act sets out certain exceptions to the general prohibition on exceeding the takeover threshold. One of these exceptions is item 10 of section 611 provides an exception for an acquisition pursuant to a rights issue, provided that the following conditions are satisfied:

- the issuer offers the securities to every person who holds securities in a particular class on a pro-rata basis;
- all of those persons have a reasonable opportunity to accept the offer made to them;
- agreements to issue are not entered into until the closing date of the offer; and
- the terms of all offer are the same.

If the issuer does not propose to make the rights issue offer to foreign security holders, it may still rely on the exception in item 10 if it appoints sale nominee approved by ASIC under section

615 of the Corporations Act, to sell the securities or entitlements to subscribe for the securities which would otherwise have been offered to such foreign security holders on their behalf.

As noted in Sections 3.2 and 3.4(b), the Company's two largest Shareholders have existing voting power and relevant interests of above 20%. Taking up their Entitlements may result in these Shareholders further increasing their voting power and relevant interests from a starting point that is above 20% and below 90%.

As the Company has appointed the Lead Manager as sale nominee for the Ineligible Shareholders, it is anticipated that the exception in item 10 of section 611 of the Corporations Act will apply.

3.5 Effect on financial position

The principal effect of the Offers will be to increase the Company's cash at hand by up to \$8,716,967 (before costs of the Offers).

To illustrate the effect of the Offers on the financial position of the Company, set out below is the unaudited Statement of Financial Position of the Company and the unaudited Pro-forma Statement of Financial Position, both as at 31 December 2020. Each has been prepared on the basis of the accounting policies normally adopted by the Company.

	Reviewed	Full Subscription		Unaudited
	31 Dec 2020	Offer	Costs	Proforma
				31 Dec 2020
CURRENT ASSETS				
Cash and cash equivalents	232,641	8,716,967	(228,200)	8,721,408
Trade and other receivables	276,581			276,581
Inventories	1,189,419			1,189,419
Intercompany Tax	-			-
Other current assets	125,517			125,517
Total Current Assets	1,824,158	8,716,967	(228,200)	10,312,925
NON-CURRENT ASSETS				
Trade and other receivables	2,500			2,500
Inventories	24,715,691			24,715,691
Investment property	17,359,827			17,359,827
Property, plant & equipment	193,517			193,517
Right of use assets	34,474			34,474
Deferred tax assets	158,320			158,320
Total Non-Current Assets	42,464,329	-	-	42,464,329
TOTAL ASSETS	44,288,487	8,716,967	(228,200)	52,777,254
CURRENT LIABILITIES				
Trade and other payables	1,532,996			1,532,996
Income tax payable	82,468			82,468
Employee benefits	17,066			17,066
Borrowings	18,184,546			18,184,546
Lease liabilities	19,405			19,405
Net assets attributable to property fund unitholders	4,140,637			4,140,637
Total Current Liabilities	23,977,118	-	-	23,977,118
NON-CURRENT LIABILITIES				
Other payables	2,500			2,500
Deferred tax liabilities	-			-
Lease liabilities	15,266			15,266
Borrowings	5,831,000			5,831,000
Total non-Current Liabilities	5,848,766	-	-	5,848,766
TOTAL liabilities	29,825,884	-	-	29,825,884
NET assets	14,462,603	8,716,967	(228,200)	22,951,370
EQUITY				
Contributed equity	16,131,071	8,716,967		24,848,038
Other reserves	122,637			122,637
Retained earnings	(2,004,451)		(228,200)	(2,232,651)
Non-controlling interest	213,346			213,346
TOTAL EQUITY	14,462,603	8,716,967	(228,200)	22,951,370

In addition, the unaudited Pro-Forma Statement of Financial Position has been prepared on the basis of the following assumptions:

- as if the Offers were in effect on 31 December 2020;
- no further Shares are issued other than all New Shares under this Prospectus or as set out in this section;
- the Rights Offer is fully subscribed; and
- costs of the Offers will be \$228,200.

3.6 Effects of the Offers on activities

The issue of New Shares under the Offers will provide funds for the purposes set out in Section 2.3.

Following the Offers, the Company intends to continue to operate and develop its business activities and the Forbes Residences Project as described in Section 2.3.

3.7 Market prices of existing Shares on ASX

The highest and lowest market sale price of Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding the lodgement of this Prospectus with ASIC, and the last market sale price of the Shares on ASX prior to the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price (\$)	0.29	0.28	0.29
Date	1 June 2021	11 May 2021	10 June 2021

4. Accepting the Offers

4.1 Action in relation to the Offers

The number of New Securities to which each Eligible Shareholder is entitled is shown on the personalised Acceptance Form accompanying this Prospectus.

An Eligible Shareholder may do any of the following:

- accept their Entitlement in full;
- accept their Entitlement in full and apply for New Securities under the Shortfall Offer;
- accept part of their Entitlement and allow the balance to lapse; or
- allow all of their Entitlement to lapse.

4.2 Accepting Entitlements in full or in part

To accept Entitlement in full or in part, an Eligible Shareholder may either:

- complete the Acceptance Form for the number of New Securities that the Eligible Shareholder wishes to apply for in accordance with the instructions on the form, and return the completed form together with a cheque or money order for the Application Monies to the Share Registry; or
- make a payment through the BPAY® facility for the number of New Securities that the Eligible Shareholder wishes to apply for in accordance with the instructions on the Acceptance.

Importantly, due to the COVID-19 pandemic, the Company encourages Eligible Shareholders to use BPAY® to enable contactless payments and processing of applications.

4.3 Accepting Entitlements in full and applying for New Securities under the Shortfall Offer

Eligible Shareholders who wish to accept their Entitlement in full and apply for New Securities under the Shortfall Offer may either:

- complete the Acceptance Form for all of their Entitlement **AND** specify on that form the number of New Securities that the Eligible Shareholder wishes to apply for under the Shortfall Offer in accordance with the instructions on the form, and return the completed form together with a cheque or money order for the Application Monies to the Share Registry – see Section 4.6); or
- make a payment through the BPAY® facility for all of their Entitlement and the number of New Securities that the Eligible Shareholder wishes to apply for in accordance with the instructions on the Acceptance Form – see Section 4.5.

The allocation and issue of New Securities under the Shortfall Offer will be determined by the Directors in their discretion. The allocation policy in relation to the Shortfall Offer is set out in Section 2.2(c).

4.4 Entitlements not taken up

Eligible Shareholders who do not wish to accept any of their Entitlement are not required to take any action.

If an Eligible Shareholder does not accept all of their Entitlement, then:

- the balance of those Entitlement will lapse and the New Shares that are not subscribed for will form part of the Shortfall; and

- their percentage shareholding in the Company will be diluted and reduced.

4.5 Acceptance by BPAY®

Eligible Shareholders who wish to accept their Entitlement, or accept their full Entitlement and apply for New Securities under the Shortfall, using BPAY® should follow the instructions on the Acceptance Form which includes the ‘Biller Code’ and the Eligible Shareholder’s individual ‘Customer Reference Number’. Eligible Shareholders do not need to return the Acceptance Form if they pay using BPAY®.

Eligible Shareholders can only make payment using BPAY® if they have an account with an Australian financial institution that supports such transactions.

Eligible Shareholders must ensure to use the specific ‘Biller Code’ and ‘Customer Reference Number’ on their individual Acceptance Form. A form may not be accepted if these details are incorrect. The ‘Customer Reference Number’ is used to identify each Eligible Shareholder’s holding.

Eligible Shareholders with more than one holding of Shares may receive multiple ‘Customer Reference Numbers’. Such Eligible Shareholders can apply under one or more of their holdings using their unique reference number applicable to that holding.

Payments must be made in Australian dollars for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the Offer Price (i.e. \$0.25 per New Share).

If BPAY® is used, an Acceptance Form **does not** need to be submitted to the Company. However, by paying Application Monies, the Eligible Shareholder will be taken to have made the declarations on the Acceptance Form. If payment is not received for the full Entitlement, an Eligible Shareholder will be deemed to have taken up their Entitlement in respect of such whole number of New Shares that is covered by their Application Monies.

BPAY® payments of Application Monies must be received before **5:00pm (WST) on the Closing Date**.

Eligible Shareholders should take into account, when applying for New Shares, that their individual financial institutions may implement earlier cut-off times for BPAY® payments. It is an Eligible Shareholder’s responsibility to ensure that the Application Monies are received before the Closing Date.

4.6 Lodging your Acceptance Form in person or by post

Unless payment is made using BPAY® as outlined above, a completed Acceptance Form must be accompanied by a personal cheque or money order, payable in Australian dollars, for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the Offer Price, being \$0.25 per New Share.

Cheques or money orders must be made payable to “Mustera Property Group Ltd” and should be marked “Not Negotiable”.

Completed Acceptance Forms and accompanying cheques or money orders must be received by the Company before **5:00pm (WST) on the Closing Date** at either of the following addresses:

Delivery	Post
Mustera Property Group Ltd c/-Advanced Share Registry Limited 110 Stirling Highway Nedlands WA 6009	Mustera Property Group Ltd c/-Advanced Share Registry Limited PO Box 1156 Nedlands WA 6909

An Acceptance Form does not need to be signed to be a binding acceptance of New Shares.

If the Acceptance Form is not completed correctly it may still be treated as valid. The Company's decision as to whether to treat a form as valid and how to construe, amend or complete the form is final.

4.7 Applications under Shortfall Offer by investors other than Eligible Shareholders

Persons who are not Eligible Shareholders may apply for New Securities under the Shortfall Offer by invitation from the Lead Manager or the Company, or by contacting the Company to request an application form and submitting the form in accordance with the instructions provided by the Lead Manager or the Company.

4.8 Application Monies to be held on trust

Application Monies will be held by the Company in trust in accordance with the requirements of the Corporations Act until the New Shares to which the Application Monies pertain are issued under an Offer, or a refund of Application Monies occurs in the circumstances described in this Prospectus.

The Company will retain any interest earned on Application Monies, including in the event of any refund of Application Monies.

4.9 ASX quotation of New Shares

Application for official quotation by ASX of the New Shares offered pursuant to this Prospectus will be made.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

4.10 No brokerage

Brokerage or transfer/stamp duty is not payable in relation to the Offers.

4.11 CHESS

Mustera participates in CHESS operated by ASX Settlement (a wholly owned subsidiary of ASX), in accordance with the ASX Listing Rules and ASX Settlement Rules. The Company operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of Securities.

Under CHESS, the Company will not issue certificates to Eligible Shareholder who accept their Entitlement. Instead, the Company will provide the Eligible Shareholders with Holding Statements (similar to a bank account statement) that set out the number of New Securities allotted to them under this Prospectus.

This statement also advises Shareholders of either their Holder Identification Number (**HIN**) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (**SRN**) in the case of a holding on the issuer sponsored sub-register.

A statement will be routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time. However, a charge may be incurred for additional statements.

5. Risk Factors

5.1 Introduction

Investors wishing to subscribe for New Securities should read this Prospectus in its entirety in order to make an informed assessment of the effect of the issue of New Securities on the Company and the rights and liabilities attaching to New Shares and New Options.

Investors should carefully consider whether New Securities in the Company are an appropriate investment for them and should appreciate that the price of the Company's Securities can fall as well as rise.

New Securities offered by this Prospectus should be viewed as speculative and, whilst the Directors commend the Offers, investors should be aware of, and take into account, the risk factors involved.

This Section 5 is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether or not to subscribe for New Securities, nor all of the risk factors to which the Company is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they are in any doubt as to any aspect of this Prospectus, the Offers or any other matter relating to an investment in the Company.

5.2 Company and industry specific risks

The following risks have been identified as being key risks specific to an investment in the Company and the industry in which it operates. These risks have the potential to have a significant adverse impact on Mustera and may affect the Company's financial position, prospects and price of its quoted Securities.

(a) Contract risk

On 1 June 2021, the Company announced that it had entered into a design and construct contract for its Forbes Residences project. The contract contains the entire agreement and understanding between the Company and contractor, including the allocation of responsibilities to the party who is in the best position to control that aspect of the project.

There is a risk that the conditions precedent will not be satisfied for whatever reason or that a deadline, milestone or deliverable is not met. In these circumstances, the project completion may be delayed which would affect the settlement date with purchasers or possible termination, if the delay extends beyond the sunset date in the sales contract. These factors may have a material adverse effect on the expected financial return of the Forbes Residences Project to the Company. There is also a risk that an event beyond the control of the parties may occur giving rise to either party's right to terminate the agreement pursuant to the terms of the contract.

(b) Project risk

As with any construction project, there is a risk that the completion of the Forbes Residences Project will be significantly impacted or delayed by unforeseen or uncertain events, including unexpected weather conditions and natural disasters, government measures in response to COVID-19 outbreaks, operational problems, inadequate plans or specifications, errors in cost estimating or scheduling, faulty materials or workmanship.

The occurrence of an uncertain event or set of unknown circumstances will have a material effect on the achievement of one or more of the projects objectives and could potentially result in financial losses or significantly impact the project's budget and timeframe to completion.

(c) Coronavirus (COVID-19) pandemic

The COVID-19 pandemic continues to have a material impact on the global business climate, primarily due to various government policies implemented to manage the health crisis, such as border lockdowns and movement control orders. COVID-19 has significantly affected operations of governments and businesses as well as day-to-day activities of individuals in Australia and other countries across the world. Australia has fared better than most other countries, however travel, trade, working arrangements, supply chain management, and availability of goods and services have all, to varying extents, been fundamentally impacted by the pandemic.

The economic impact of the pandemic has also resulted in uncertainty and volatility across financial, commodity and other markets. The pandemic has had and may continue to have a significant impact on capital markets and share prices. The Company's Share price may be adversely affected by the economic uncertainty caused by COVID-19.

The situation is ongoing and is also dependent on the efficiency of the vaccine roll-out and efficacy and long-term performance of the COVID-19 vaccines. Any further measures to limit the transmission of the virus, such as mandatory quarantining, may adversely impact the Company's operations.

Given the extraordinary circumstances presented by the COVID-19 pandemic and uncertainty of the Company's operating environment, the impact of COVID-19 on the Company's business is difficult to predict at this stage.

(d) Property valuations

Valuations ascribed to property will be influenced by a number of ongoing factors including:

- changes in market rental rates;
- fluctuating occupancy levels;
- a downturn in the property market in general;
- pricing of any competing properties;
- tenants defaulting;
- increased competition from new or existing properties;
- volatile increases in supply or falls in demand for property, exacerbated by the ongoing COVID-19 pandemic; and
- general economic conditions, such as interest rates and capitalisation rates.

The value of, and returns from, properties owned by the Company may fluctuate depending on property market conditions. Demand for property may change as investor preferences for particular sectors and asset classes change over time and can be influenced by general economic factors such as interest rates, availability of finance and share market cycles.

Property values may fall, and they may fall quickly, if the underlying assumptions on which the property valuations are based differ in the future. As changes in valuations of the properties are recorded in the Company's income statement, any decreases in value will have a negative impact on the income statement.

Further, falls in the value of the Company's property portfolio may materially impact the Company's compliance with its obligations under debt finance arrangements. This may result in the Company having to contribute additional capital to comply with its loan covenants.

Any property valuation reflects the valuer's assessment of the value of the property as at the date of valuation. The valuation is subject to a number of assumptions which may not be accurate. Valuations may differ depending on the valuer appointed. A valuation may not reflect the actual price that would be realised if a property were to be sold.

(e) **Rental income**

Earnings made by Mustera will be partly dependent upon the rents received from its property portfolio, occupancy levels and the level of non-recoverable outgoings. Rental income may be adversely affected by a number of factors, including:

- overall macroeconomic conditions which may give rise to fluctuations in property market conditions;
- local real estate conditions;
- competition from other property owners;
- the financial condition of tenants;
- rental arrears and vacancy periods;
- incentives offered to attract prospective tenants;
- expenses associated with re-leasing tenancies; and
- external factors including significant security incidents, acts of God or a major world event.

All of the above factors may affect the earnings of the Company and the market price of the Company's Shares.

(f) **Development risk**

Part of Mustera's business is to identify, analyse and invest in development projects which have a number of inherent risks in addition to those associated with real estate generally, including:

- a risk that appropriate planning consents are not obtained or, if obtained, are not properly adhered to;
- a risk that development costs escalate beyond those originally anticipated;
- a risk of project delays due to factors beyond the control of Mustera;
- a risk that any property development manager and/or subcontractor appointed to implement a development project does not perform their role to a satisfactory standard or acts or fails to act in breach of contract;
- a risk that competing property development projects adversely affect the overall return achieved by a property development project undertaken by Mustera because they provide competitive alternatives for potential purchasers and potential lessees;
- a risk that warranty claims arise subsequent to a development that the Company may be liable for;
- a risk that the property does not sell; and
- a risk that market conditions change during any development.

Although some of these risks can be mitigated, it is not possible to remove entirely the risks inherent in project development. All of the above factors may affect the earnings of the Company and the market price of the Company's Shares.

(g) **Re-leasing and vacancy**

There is a risk that Mustera may not be able to negotiate suitable lease extensions with existing tenants or replace outgoing tenants with new tenants on the same terms, if at all.

The Company's rental income may also be negatively impacted by any increases in amounts not recoverable from tenants that might be incurred by the Company.

(h) **Funding**

Mustera relies on external funding sources (debt and equity funding) for its property portfolio. The Company's ability to raise capital from either debt or equity markets on favourable terms for future activities cannot be guaranteed and is dependent on a number of factors, including:

- the general economic climate;
- the state of debt and equity capital markets; and
- the performance, reputation and financial strength of the Company.

In relation to debt funding of the development projects, the Company will be required to achieve a minimum level of committed sales as one of the conditions of the funding. In the event such a condition is not satisfied, the Company may not be able to source debt funding and the value in the development project may be impaired.

Any additional equity funding will be dilutive to shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities or may not be available on suitable terms.

(i) **Going concern**

In the Company's financial report for the half-year ended 31 December 2020 lodged with ASX on 26 February 2021 (**Financial Report**), the independent auditor's review report contained an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1 of the Financial Report and states that the factors described in that note indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. These factors include the Group's ability to:

- secure additional funding for future activities;
- successfully renew banking facilities which are due for repayment within the next 12 months;
- successfully develop and/or sell its inventory assets; and
- raise funds by way of equity placements or rights issues.

In Note 1 of the Financial Report, the Directors confirmed their belief that the factors described in that note demonstrate that the Group will be able to pay its debts as and when they become due and payable and continue as a going concern.

As outlined in the independent auditor's review report, it was the Directors opinion that there are reasonable grounds to believe that the Group will be able to continue as a going concern after consideration of the following factors:

- the Group continues to general rental income from several of its properties;
- the quality of the Group's diverse development portfolio is such that it will attract appropriate equity and debt financing for its successful development;
- the Group is able to divest its property inventory as and when required to augment its working capital;
- the Group is able to divest its units held in the Mustera Property Fund for liquidity; and
- the Group anticipates being able to refinance existing loan facilities as and when the loan facilities mature and secure funding for future development opportunities.

Notwithstanding the emphasis of matter in relation to the going concern paragraph included in the Financial Report, the Directors believe that upon the successful completion of the Offers, the Company will have sufficient funds to adequately meet the Company's current expenditure commitments and short-term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long-term working capital costs of the Company.

(j) Inability to complete disposal or acquisitions

There is a risk that the Company will be unable to dispose of and/or acquire properties on appropriate terms, thereby potentially limiting the growth potential of the Company. The Company's failure to deliver or effectively execute its stated strategy including its acquisition and/or disposal of properties or its failure to redefine its strategy to meet changing conditions could result in a decline in the price of the Company's Shares. Mustera will endeavour to do all reasonable and necessary due diligence on properties it is intending to acquire, however there is a risk that potential issues are uncovered subsequent to due diligence and that these risks cannot be fully mitigated by the warranties and indemnities in the sale and purchase agreements for those acquisitions. If an unforeseen liability arises in respect of which the purchaser is not able to be indemnified, this may adversely impact the Company. There can be no assurance that any future acquisitions and/or disposals will enhance the investment returns of Shareholders.

(k) Capital expenditure requirements

While the Company intends to undertake reasonable due diligence investigations prior to acquiring properties, there can be no assurance that any properties acquired will not have defects or deficiencies, or that unforeseen capital expenditure or other costs will not arise. An increase in capital expenditure may require additional funding, or sales of existing properties or assets, which may impact future performance.

(l) Environmental issues and contaminations

As with any property, there is a risk that a property may be contaminated now or in the future. Government environmental authorities may require such contamination to be remedied. There is always a residual risk that Mustera may be required to undertake any such remediation at its own cost. Such an event would adversely impact Mustera's financial performance.

In addition, environmental laws impose penalties for environmental damage and contamination, which can be material in size. Exposure to hazardous substance at a property could result in personal injury claims. Such a claim could prove greater than the value of the contaminated property.

Due to the time period in which some of the Company's existing investment properties were originally constructed, there is the chance that hazardous materials such as asbestos may be contained within certain areas. There is a risk that these materials will need to be removed in the future as opposed to being monitored and contained. This may increase the capital

expenditure requirements of Mustera and potentially adversely affect the Company's financial performance. An environmental issue may also result in interruptions to the operations of any property owned by the Company, including loss as a result of closure. Any consequential loss of rental income may not be recoverable.

Mustera and the operations of tenants in the Company's properties are subject to government environmental legislation. While environmental issues are continually monitored, there is no assurance that the Company's operations or those of a tenant will not be affected by an environmental incident or subject to environmental liabilities.

(m) **Occupational health and safety**

There is a risk that liability arising from occupational health and safety matters at a property owned by the Company may be attributable to Mustera as the landlord instead of, or as well as, the tenant. To the extent that any liabilities may be borne by Mustera, this may impact the financial position and performance of Mustera (to the extent not covered by insurance). In addition, penalties may be imposed upon Mustera, which may have an adverse impact on Mustera.

(n) **Major shareholder risk**

The Company's two largest Shareholders hold 28.51% and 27.32% of the Shares on issue respectively (see Section 3.4). If these Shareholders or if any other substantial Shareholders decide to sell their holdings in the future, there is a risk that it may cause the price of Shares to decline.

(o) **Finance facility risk**

The Group has procured debt finance facilities to fund the acquisition of properties and for working capital purposes, most of which are secured against the Group's real and personal property interests. The Board periodically reviews options to refinance, roll-over (i.e. extend) or pay-out the facilities where it is in the interests of the Company to do so. Details of these facilities are set out in the Company's financial reports which can be viewed on the Company's website, <https://www.mustera.com.au/financial-reports/>.

The facilities are subject to various borrower covenants with which the Group must comply. Certain covenants may be impacted due to factors outside of the Company's control (for example, breach of a minimum loan to valuation ratio covenant due to a general decline in a property values).

Failure to comply with the borrower covenants or other loan terms may cause a financier to take default action against the Group, depending on the severity of the non-compliance and whether it is remedied. Such action may result in the financier requiring a partial or full repayment of the facility, and as well as enforcement of security. It may also cause default on unrelated facilities with the same or other financiers.

Any default action by a financier, whether due to delay in repayment or breach of other facility terms, may have a material adverse financial impact on the Company, including its ability to procure future debt finance.

The Group has complied with its borrower covenants in all material respects. The Board is confident that the Group will be able to continue servicing the facility commitments, but there cannot be any guarantee that intervening events will not arise which may impede this. Further, the Group may not be able to refinance or roll-over certain facilities. This would result in the Group having to renegotiate or repay a facility, which may require the sale of assets to meet financial obligations.

5.3 General investment risks

The business activities of the Company are subject to various general economic and investment risks that may impact on the future performance of the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. There are a number of general economic and investment risk factors that apply to companies generally and may include economic, financial, market or regulatory conditions. These risk factors include, but are not limited to, the following:

(a) **Future capital requirements**

The Company's ongoing activities are likely to require substantial further financing in the future for its business activities, in addition to amounts raised pursuant to the Offers. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the Offer Prices or may involve restrictive covenants which limit the Company's operations and business strategy.

Although the Directors believe that additional capital can be obtained, there cannot be any assurance that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and which may result in a material adverse effect on the Company's activities and its ability to continue as a going concern.

(b) **Liquidity & volatility**

There is a risk that, particularly in times of security market turbulence or negative investor sentiment, there will not be a highly liquid market for the Company's Shares or that the price of the Company's Shares may decrease considerably. There may be relatively few buyers or sellers of Securities on ASX at any given time and the market price may be highly volatile.

This may result in holders wishing to sell their Shares in the Company in circumstances where they may receive considerably less than the price paid under an Offer (where applicable).

(c) **General economic conditions**

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and Securities prices can be affected by these factors, all of which are beyond the control of the Company and its Directors.

(d) **Equity market conditions**

Shares quoted on a securities market, and in particular shares of small companies at any early stage of commercial development, can experience extreme price and volume fluctuations that are often been unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These security market conditions may affect the value of Shares regardless of the Company's operating performance.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(e) **General changes in government policy & legislation**

Any material adverse changes in relevant government policies or legislation of Australia or internationally may affect the viability and profitability of the Company, and consequent returns to investors.

(f) **Investment risk**

The New Shares offered pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. There cannot be any assurance as to payment of dividends, return of capital or the market value of New Shares. In particular, the price at which an investor may be able to trade New Shares may be above or below the price paid for those New Shares.

Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate having regard to their own particular circumstances.

(g) **Dilution**

Investors may be diluted by future capital raisings by Mustera. Shares may be issued to finance future acquisitions, supplement working capital or pay down debt which may, under certain circumstances, dilute the value of Shareholders' interests. Where possible, Mustera will endeavour to ensure when raising equity that the benefit to investors of acquiring the relevant assets or reducing gearing is greater than the impact caused by the dilution associated with a capital raising.

(h) **Insurance**

Mustera maintains insurance which it believes to be consistent with industry practice and adequate having regard to its business strategy. However, no assurance can be given that Mustera will be able to obtain such insurance coverage in the future at reasonable rates or that any coverage it arranges will be adequate. Insurance in relation to Mustera's assets may not cover all events or all claims made. Further, appropriate cover for terrorism and other uninsurable risks may not be available, or the cover that is available may not be adequate or commercially viable.

(i) **Other**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

6. Rights and Liabilities Attaching to New Securities

6.1 Overview

A summary of the more significant rights and liabilities attaching to New Securities is set out below. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of Shareholders. This Prospectus only contains the information that investors and professional advisers would reasonably require to make an informed assessment of the rights and liabilities attaching to the New Securities to the extent to which it is reasonable for investors and their professional advisers to expect to find such information in this Prospectus.

Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of the Company and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules and the common law. The Constitution is available for inspection free of charge at the Company's registered office.

6.2 New Shares

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares:

- (a) **Share capital:** All issued Shares rank equally in all respects.
- (b) **Voting rights:** At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for each Share held, and for every contributing share (i.e. partly paid) held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing share. Where there is an equality of votes, the chairperson has a casting vote.
- (c) **Dividend rights:** Subject to the Corporations Act, the ASX Listing Rules and any rights of persons entitled to shares with special rights to dividends (at present there are none), all dividends as declared by the Directors are to be payable on all such shares in proportion to the amount of capital paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividends is paid, unless the share is issued on terms providing to the contrary.
- (d) **Payment of dividends:** Dividends are payable out of the profits of the Company in accordance with section 254T of the Corporations Act and as determined by the Directors, which shall be conclusive. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other Securities of the Company.
- (e) **Rights on winding-up:** Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of Shares, the liquidator may on winding-up of the Company, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.
- (f) **Transfer of Shares:** Subject to the Constitution and the Corporations Act, Shares in the Company may be transferred by an instrument in writing in any usual or common form or in any other form that the Directors, in their absolute discretion, approve from time to time.
- (g) **Refusal to transfer Shares:** The Directors may refuse to register a transfer of Shares only where:
 - (i) the law permits it;
 - (ii) the law requires it; or

- (iii) the transfer is a transfer of restricted securities (as defined in ASX Listing Rule 19.12) which is, or might be, in breach of the ASX Listing Rules or any escrow agreement entered into by the Company in respect of those restricted securities.
- (h) **Further increases in capital:** Subject to the Constitution, the Corporations Act and the ASX Listing Rules:
 - (i) Shares in the Company are under the control of the Directors, who may allot or dispose of all or any of the Shares to such persons, and on such terms, as the Directors determine; and
 - (ii) the Directors have the right to grant options to subscribe for Shares, to any person, for any consideration.
- (i) **Variation of rights attaching to shares:** The rights attaching to the shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of the holders of those shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued shares of that class.
- (j) **General meeting:** Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

6.3 New Options

(a) Entitlement

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) Exercise Price

The amount payable upon exercise of each New Option will be \$0.30 (**Exercise Price**).

(c) Expiry Date

Each New Option will expire at 5:00 pm (WST) 2 years from date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse after 5:00pm (WST) on the Expiry Date.

(d) Exercise Period

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

A New Option holder may exercise their Options by lodging with the Company, before the Expiry Date by notice in writing to the Company in the manner specified on the New Option Certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under the terms and conditions in respect of the number of New Options specified in the Exercise Notice.

The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.

(h) Shares issued on exercise

Shares issued on exercise of the New Options rank equally with the then-issued Shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a New Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(k) Change in exercise price

Other than as contemplated by paragraph (i), a New Option does not confer the right to a change in Exercise Price or a change in the number of underlying Securities over which the New Option can be exercised.

(l) Transferability

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) Quotation

The Company will not apply for quotation of the New Options on ASX.

(n) Dividends

Holders of New Options will not be entitled to dividends in respect those New Options prior to them being exercised.

7. Additional Information

7.1 Continuous disclosure obligations

The Company is a “disclosing entity” for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a company listed on ASX, the Company is subject to the Chapter 6CA of the Corporations Act and the ASX Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Eligible Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to subscribe for New Securities under this Prospectus.

Copies of documents lodged with ASX in relation to the Company (including its corporate governance policies) may be obtained from the Company’s website: <https://www.mustera.com.au/> or at the ASX market announcements platform using the Company’s ASX code ‘MPX’.

The Company has lodged the following announcements with ASX since its 2020 annual financial report was lodged with ASX on 31 August 2020.

Date	Description of Announcement
31 August 2020	Appendix 4E and Annual Report to Shareholders
31 August 2020	Corporate Governance Statement and Appendix 4G
10 September 2020	Offer Document
10 September 2020	Proposed issue of Securities – MPX
10 September 2020	Letter to Ineligible Shareholders
10 September 2020	Notice under Section 708AA(2)(f)
21 September 2020	Despatch of Offer Document
8 October 2020	Results of Non-Renounceable Rights Issue
12 October 2020	Completion of Rights Offer
12 October 2020	Date of AGM and Closing of Director Nominations
13 October 2020	Change in substantial holding
13 October 2020	Change of Director’s Interest Notice x2
30 October 2020	Notice of Annual General Meeting and Proxy Form
30 October 2020	Proposed issue of Securities – MPX
30 November 2020	2020 AGM Executive Director Address

Date	Description of Announcement
30 November 2020	Results of Meeting
10 December 2020	Issue of Performance Rights
11 December 2020	Change of Directors Interest Notice x3
26 February 2021	Half-Year Report and Appendix 4D
19 May 2021	Change of Company Secretary
1 June 2021	Builder Appointment for Forbes Residences
2 June 2021	Vesting of Performance Rights

7.2 Summary of Lead Manager Mandate

The Company and the Lead Manager have entered into the Lead Manager Mandate under which the Lead Manager was appointed to act as lead manager to the Offers and sale nominee for Ineligible Shareholders.

The material terms of the Lead Manager Mandate are as follows:

Subject	Provision
Management of the Offers	The Lead Manager is appointed as lead manager to the Offers and will facilitate the raising of funds under the Offer on a “best endeavours” basis.
Sale nominee	The Lead Manager is appointed as sale nominee for the Ineligible Shareholders in relation to the Rights Offer in accordance with section 615 of the Corporations Act, and will sell of the Entitlements that Ineligible Shareholders otherwise would have been entitled to, on a “best endeavours” basis.
Fees and reimbursement	The Company will pay the Lead Manager a fee equal to 2% of the total amount of the funds raised under the Offers plus GST. The Company will reimburse the Lead Manager for all reasonable out-of-pocket expenses incurred in the course of fulfilling its obligation under the mandate.
Termination of mandate	Either party may give written notice to the other to terminate the mandate on a 30-day prior notice to the other, unless one party is in material breach of the mandate, in which case the non-defaulting party may terminate immediately if such breach is not remedied within 10 business days of the defaulting party receiving written notice to do so.
Entitlement to fees on discontinuance of capital raising	No fees shall be payable to the Lead Manager in the event that the mandate is terminated before the Company issues the New Shares under the Offers. Out-of-pockets expenses incurred by the Lead Manager prior to the termination are still payable by the Company to the Lead Manager.
Indemnity	Each party indemnifies the other in relation to any negligent act or omission in respect of the mandate, any breach of the mandate, any

Subject	Provision
	material non-compliance with any law, any review of ASIC or ASX in relation to non-compliance with any law or regulation, or investigating, defending or settling an actual or potential claim in relation to the aforementioned matters.

The mandate otherwise contains terms and conditions considered standard for agreements of this nature.

7.3 Expenses of the Offers

The table below sets out the estimated expenses of the Offers (exclusive of any GST payable by the Company), assuming full subscription.

Expense	Amount (\$)
ASX fees	20,668
ASIC fees	6,693
Lead Manager's fees	174,339
Legal fees	10,000
Promotion, printing, distribution and registry expenses	1,500
Miscellaneous fees	15,000
TOTAL	228,200

7.4 Directors' Interests and Remuneration

(a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offers; or
- the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- to a Director or proposed Director, to induce him or her to become, or to qualify as, a Director; or
- for services provided by a Director or proposed Director, in connection with the formation or promotion of the Company or the Offers.

As at the date of this Prospectus, the Directors have relevant interests in the Shares of the Company as set out in Section 2.5. Interests include those held directly and indirectly. Each Director, who is an Eligible Shareholder, will be entitled to participate in the Rights Offer.

(b) **Remuneration of Directors**

The Company's Constitution provides that the Directors may be paid for their services as directors.

The Constitution also provides that non-executive Directors may collectively be paid, as remuneration for their services, a fixed sum not exceeding the aggregate maximum set by Shareholders in general meeting. As at the Prospectus Date, the aggregate maximum has been set at \$300,000 per annum.

A Director may be paid fees or other amounts as the Directors determine, where a Director performs duties or provides services outside the scope of their normal duties. A Director may also be reimbursed for out-of-pocket expenses incurred as a result of their directorship or any special duties.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct while acting in the capacity as Director of the Company.

Director/former Director	Remuneration for the year ended 30 June 2020 (\$)	Remuneration for the year ended 30 June 2019 (\$)
Nicholas Zborowski ¹	203,094	220,272 ³
Anthony Ho ²	20,000	30,547 ³
Jack Spencer-Cotton ¹	21,900	32,447 ³
Benjamin Young ⁴	21,900	32,447 ³

Notes:

1. Remuneration for Mr Zborowski and Mr Spencer-Cotton are inclusive of statutory superannuation.
2. Remuneration for Mr Ho is exclusive of statutory superannuation.
3. Remuneration includes share-based payments in the form of Options over Shares in the Company that were granted to the Directors as compensation during the reporting period.
4. Resigned 13 July 2020.

None of the Directors have a future entitlement to any further non-cash remuneration as at the Prospectus Date.

Further information on the remuneration and other benefits received by the Directors over the last two years is set out in the Company's 2020 and 2019 annual reports, copies of which are available from ASX website: www2.asx.com.au. The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a director of the Company.

7.5 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation

or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2-year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- the Offers.

Blackwall Legal LLP has acted as the Company’s Australian legal adviser. In respect of this work, the Company will pay approximately \$10,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates.

Townshend Capital Pty Ltd has acted as lead manager to the Offers and sale nominee for the Ineligible Shareholders. The Company estimates it will pay Townshend Capital the fees set out in Section 7.2 (excluding GST and disbursements) for these services.

7.6 Consents

Each of the persons referred to in this section:

- has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn, their written consent:
 - to be named in the Prospectus in the form and context which it is named; and
 - where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- has not caused or authorised the issue of this Prospectus;
- has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Blackwall Legal LLP	Australian Legal Adviser
Townshend Capital Pty Ltd	Lead Manager / Sale Nominee
BDO Audit (WA) Pty Ltd	Auditor

7.7 Legal proceedings

As at the Prospectus Date, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

8. Directors' Responsibility and Consent

This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

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

Signed for and on behalf of the Company pursuant to a resolution of the Board by:



.....
Nick Zborowski
Executive Director

Dated: 10 June 2021

9. Glossary

9.1 Defined terms

In this Prospectus, the following terms have the following meanings:

Acceptance	A valid acceptance of an Entitlement and application for New Securities by an Eligible Shareholder.
Acceptance Form	The entitlement and acceptance form accompanying this Prospectus.
Application Monies	The monies payable by Eligible Shareholders who apply for New Securities under one or more Offers.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term in sections 10 to 17 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691), including the financial market operated by it as the Australian Securities Exchange.
ASX Listing Rules	The listing rules of ASX.
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532).
ASX Settlement Rules	The ASX Settlement Operating Rules.
Board	The Company's Board of Directors.
Business Day	A day: (a) that is a business day as defined in the ASX Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
CHESS	Clearing House Electronic Sub-register System operated by ASX Settlement.
Closing Date	The closing date of the Offers, being 5:00pm (WST) on Tuesday, 13 July 2021.
Company	Mustera Property Group Ltd (ACN 142 375 522).
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company as at the Prospectus Date.
Eligible Jurisdictions	Australia and New Zealand.

Eligible Shareholder	A Shareholder who is: <ul style="list-style-type: none"> (a) a registered holder of Shares on the Record Date; (b) has a registered address in Australia or New Zealand as shown in the Share Registry; (c) not in the United States or a US Person or acting for the account of or benefit of a US Person; and (d) eligible under all applicable securities laws to receive an offer under the Offers.
Entitlement	The number of New Shares for which an Eligible Shareholder is entitled to apply under the Rights Offer, together with 1 free-attaching New Option for every 2 New Shares subscribed for and issued, as determined by the number of Shares held by that Shareholder at the Record Date.
Existing Option	An Option issued before the Prospectus Date.
Existing Performance Rights	A Performance Right issued before the Prospectus Date.
Existing Share	A Share issued before the Prospectus Date.
Existing Shareholder	A holder of an Existing Share.
Forbes Residences Project	The Forbes Residences mixed residential apartment and commercial premises development project being conducted by Mustera on the land at the corner of Forbes and Kishorn Roads in Applecross, Western Australia.
Group	The Company and its 'related bodies corporate' within the meaning of that term under the Corporations Act (or any of them, as the context requires).
GST	Goods and services tax levied under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth).
Holding Statement	A holding statement for Securities under CHESSE or Security Holder Reference Number.
Ineligible Shareholder	A Shareholder as at the Record Date whose registered address is not situated in an Eligible Jurisdiction.
Lead Manager	Townshend Capital Pty Ltd (ACN 099 900 188), AFSL No. 219326.
Lead Manager Mandate	The mandate dated 4 June 2021 between the Company and the Lead Manager.
New Shares	The Shares that may be issued under this Prospectus pursuant to an Offer.
New Options	The Options that may be issued under this Prospectus pursuant to an Offer.
New Securities	Means the New Shares and/or New Options offered pursuant to this Prospectus.
Performance Rights	Means a right to subscribe for a Share in the Company on achievement of a performance milestone.

Prospectus	This Prospectus dated 10 June 2021, including any electronic or online version.
Prospectus Date	The date of this Prospectus, being 10 June 2021.
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Offer Price	The price at which a New Share is offered to Eligible Shareholders under an Offer, being \$0.25 per New Share.
Offers	The Rights Offer and the Shortfall Offer, or either one of those offers as the context requires.
Opening Date	The opening date of the Offers, being Tuesday, 22 June 2021.
Option	An option to subscribe for a Share.
Privacy Act	The <i>Privacy Act 1988</i> (Cth).
Record Date	The date at which eligibility of Shareholders to participate in the Offers is determined, being 5:00pm (WST) on Thursday, 17 June 2021 or such other date as may be determined by the Directors, subject to the ASX Listing Rules.
Rights Offer	A non-renounceable pro-rata rights offer to Eligible Shareholders under this Prospectus to subscribe for 3 New Shares for every 10 Shares held at the Record Date, at an issue price of \$0.25 per New Share, together with 1 free-attaching New Option for every 2 New Shares issued, to raise up to \$8,716,967 (before costs).
Section	A section of this Prospectus.
Securities	Has the meaning given to that term in section 92(4) of the Corporations Act, including a Share and an Option.
Share	A fully paid ordinary share in the capital of the Company.
Share Registry	The Company's share registry, Advanced Share Registry Ltd (ACN 127 175 946).
Shareholder	The holder of a Share.
Shortfall	The New Shares offered under the Rights Offer for which valid Acceptances are not received from Eligible Shareholders before the Closing Date.
Shortfall Offer	An offer under this Prospectus to Eligible Shareholders to subscribe for the New Shares which comprise the Shortfall at an issue price of \$0.25 per New Share.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.