

FolioMandateTM - Chimaera Australian Gold Miners Folio
A diversified, highly liquid, pure play exposure to ASX listed high
growth gold and precious metals explorers and producers.

PRODUCT DISCLOSURE STATEMENT PART 2 OF 2

(Dated 16 October 2014)



ABN 66 074 577 647 AFSL 246542

CHIMAERA AUSTRALIAN GOLD MINERS FOLIO

(This must be read in conjunction with Part I of this PDS)

The information contained in both parts of the PDS is general advice only and does not take into account your objectives, financial situation or needs. Before acting on this information, you should consider whether the information in the PDS is appropriate for you after taking into consideration your objectives, financial situation and needs. To obtain investment advice on the investments offered in the PDS you should consult your Financial Adviser. Your Financial Adviser may assist you to:

- decide whether FolioMandate will meet your needs; and
- compare FolioMandate to others you may be considering.

You must read Part 1 and Part 2 (with accompanying Application Form) carefully before making a decision to invest in the Chimaera Australian Gold Miners Folio. If you have not received both parts, please contact the Client Services Group on (03) 8614 8400.

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What is FolioMandate?

FolioMandate is a unique Individual Managed Account (IMA) service structured in the form of a registered managed investment scheme. An appointed manager will constantly assess and determine the investments to be made on your account.

Unlike managed funds, the assets within an IMA are not pooled with those of other investors and then valued periodically to calculate the price of an investor's allotment of units in that fund. Instead, particular assets are selected according to the terms and conditions of your chosen Model Folio and then bought, sold or held directly on your behalf. In this way, you may assess at any time the value of assets held on your account, rather than awaiting the episodic repricing of units you hold in a fund.

This distinction provides you with an individualised cost base for tax purposes and the ability to customise the investment features of your Account to better reflect your individual preferences.

IMAs combine the benefits of securing professional money management with the flexibility, portability, controls and potential tax advantages of direct entitlements in respect of individual securities.

What are the Key Risks of FolioMandate

The risks of investing in FolioMandate are set out in Part 1 of the PDS (See Section 2). These risks are summarised below:

Market Based Risk

- · Security specific risk
- Interest rate risk
- · Liquidity risk

Transaction and Counterparty Risk

- Stock selection risk
- Counterparty risk
- Derivative risk
- Leverage risk (including margin call risk)
- Short selling risk

Regulatory Risk

Market risk

Scheme Risk

- Key personnel risk
- Scheme risk
- Transfer of title

What are the Key Attributes of FolioMandate?

The principal attributes of investing in FolioMandate, and therefore also the benefits of utilising Chimaera Capital's expertise in the management of your FolioMandate investment, are set out below.

Customisation

- Portfolio may be customised based on your specific financial goals and targets
- Significant choice available to you including selection of a particular security, industry or sector
- Choice of investment objective or Model Folio

Facilitates Tax Planning

- Securities can be traded consistently according to your individual tax planning strategy
- Capital gain realisations can be managed and losses harvested
- Maximisation of franking credits through our targeted franked dividend acquisition strategies

Market Entry and Exit Management

- · Selection of security purchase and sale points
- Management of timing of profit and losses

Diversification

- Investments may be allocated across asset classes
- Broad exposure that mitigates value fluctuations over the course of market cycles

Transparency

- · Total fee disclosure
- Reporting of all transactions and account movements
- Comprehensive tax reporting
- Secure and direct online access to all account details and forms

Investment Flows

• Investment flows are controlled by you

Personal and Social Preference Consideration

 You are able to request and establish screening that allows the portfolio to be constructed according to your social and personal preferences

CHIMAERA AUSTRALIAN GOLD MINERS FOLIO (This must be read in conjunction with Part 1 of this PDS)

Key Benefits	A comprehensive, pure play exposure to Australia's listed gold mining and precious
To position	metal exploration and producing companies.
	 Superior diversification within the gold sector provides opportunity to participate in the upside from the event driven successes of Australia's premier listed Gold explorers and producers.
	 Principally designed with a focus on mid and small cap securities
	 Modified market cap weighting methodology ensures the largest stocks by market capitalisation do not distort the performance and characteristics of the portfolio.
	 Liquidity filters and quarterly rebalancing ensure that existing constituents who fail to meet minimum liquidity levels are removed in a timely manner.
	 Ordinary shares only, no hybrid or derivative exposures, complex financial instruments, or long dated bond securities.
	Low transaction Costs
nvestment Objective	The Chimaera Australian Gold Miners Folio is designed to generate returns consistent with the broad based Australian Gold sector.
	Designed provide a diversified sector exposure focussed on high growth mid and small cap companies.
nvestment Strategy and Approach	The Chimaera Australian Gold Miners Folio consists of up to 40 ASX listed gold and precious metals explorers and producers which meet particular investment criteria.
	The Chimaera Australian Gold Miners Folio uses a modified market cap weighting system which limits the weightings of the largest stocks to 8% at each rebalance date. Liquidity filters and quarterly rebalancing ensure that existing constituents who fail to meet minimum liquidity levels are removed in a timely manner
Recommended Investment Timeframe	Not less than three years
Past Performance	Indicative performance for the Chimaera Australian Gold Miners Folio is available at www.chimaeracapital.com. Performance of your Folio may differ. Past performance is not indicative of future performance.
Fees and Costs	Management Costs: (calculated daily paid monthly)
	Folio Balance A\$50,000 and above 0.5% (or \$500 on \$100,000)
	Plus Audit and Reporting Fee \$240p.a. (\$20 deducted monthly)
Transaction Costs	0.3% per transaction plus GST.
	Charged to your account each time securities are bought or sold within your Model Folio
Benchmark	S&P / ASX All Ordinaries Gold Accumulation Index
Performance Fee	15% of the outperformance of the Benchmark
Leverage	Not Applicable
Short Selling	Not Applicable
Derivatives	Prohibited

Fees in this section are quoted inclusive of GST unless stated, and net of the reduced input tax credits (RITCs) applicable

Other fees and costs may apply (see section 'Fees and Other Costs' in Part I of the PDS)

[^]These fees may be negotiated by certain investors. For further information see heading 'Ability to Negotiate Fees - Wholesale Clients' in Part 1 of the PDS

^{*}For further details on Performance fees see section 'Additional Explanation of Fees and Other Costs' in Part 1 of the PDS.

Folio Manager Profile	
Folio Manager	Chimaera Private Limited
	Chimaera Private in Melbourne, in conjunction with Chimaera Capital Management based in Singapore, provides dedicated asset management services to the Chimaera Group. Since 1996, Chimaera has developed a unique position in serving the particular investment needs of institutions, medium sized enterprises and high net worth individuals. Its fund managers have extensive experience in managing a broad range of investments across debt and equity markets in multiple geographies. It also utilises the skill set provided by Chimaera Index Advisors which undertakes financial market research and maintains indices and models covering multiple market sectors.
Key Personnel	
Andrew Kemp	Andrew is the Director of Asset Management for Chimaera Capital Management Limited. Andrew has around 16 years experience in the Asset management industry gained from Singapore, Australia and the United Kingdom. Andrew has been focussed on managing funds and segregated mandates for clients with a global and Asian geographic focus, and has experience across multiple asset classes.
	Formally the Head of Fixed Income an Asset Allocation at DBS Asset Management in Singapore, Andrew was the investment manager of the award winning Shenton Income Fund which focused on yield enhancement strategies across Asia in both hard and local currencies. Prior to DBS, Andrew was a portfolio manager at Alliance Bernstein and affiliated companies in Melbourne for over a decade.
lan Pattison	lan is a co-founder and principal of the Chimaera Group and his responsibilities include leading the trading and dealing function. This function includes the execution and management of various strategies and mandates on behalf of the asset management group. Ian has approximately 15 years experience in portfolio construction and analytics.
	lan's expertise includes management of execution and dealing in a number of cash and derivative strategies in the global markets.
Sal Catalano	Sal has over 20 years experience in the finance industry. He is a co-founder of the Chimaera Group and has extensive experience in global asset management, the management of alternative investments and the application of overlay enhancements including leverage, derivatives and taxation.
	Sal was formally the Head of Donaldson, Lufkin and Jenrette in Australia, and the Asia Pacific Securities Financing Division of Paloma Partners. Following the acquisition of Donaldson, Lufkin and Jenrette by Credit Suisse First Boston he was appointed a Director of the Alternative Capital Group of Credit Suisse First Boston International, London.



Investor Code:

(This must be read in conjunction with Part I of this PDS)

Please complete this form using BLOCK LETTERS

Existing investor (Provide name below)*

Folio Mandate

This Application Form relates to the FolioMandate PDS dated 16 October 2014 which consists of Part 1 and this Part 2 Please ensure you have read both Parts 1 and 2 of the PDS before completing this Application Form

FolioMandate ARSN 122 844 679 Issuer is Chimaera Capital Limited ABN 66 074 577 647 AFSL 246542

New investor

	Name of investor: isting Investors are not required to complete Section E Individual / Joint / Sole Trader Please complete Sections A, B, C, D, E1 Partnership Please complete Sections A, B, C, D, E2 Trust Please complete Sections A, B, C, D, E3 Australian Company Please complete Sections A, B, C, D, E4 Foreign Company Please complete Sections A, B, C, D, E4 ction A - Declaration, Account Operating and Signatures claration and Applicant Signatures																															
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(This must be read in conjunction with Part I of this PDS)

Company seal (if applicable)
Name of Holder of Power of Attorney
Title: Surname:
Given Name(s):
Date of Birth (DD/MM/YYYY): / / Gender: Male Female Tax File Number:
Or if exempt state type:
If Non-Resident of Australia state country of residence:
If signed by holder of Power of Attorney (POA) the holder of the POA states that no notice of revocation of the POA has been received by the holder.
Signature:

Notes:

- $\ ^{*}$ **Joint Investors** must be signed by all investors.
- * Company must be signed a) under seal or b) by two directors or director and company secretary or c) sole director (where applicable)

 Please state role Director, Company Secretary, Sole Director.
- * If signed under **Power of Attorney**, the holder must attach certified copy of Power of Attorney.
- * If you invest in FolioMandate in the course of or furtherance of a business or enterprise carried on by you, you can supply your ABN instead of your TFN to us. You are not obliged to provide your TFN or ABN but if you provide neither and do not claim an exemption we are required to deduct tax from your distributions at the highest marginal tax rate, plus the Medicare levy, to meet Australian Tax Office requirements. Collection of TFNs is authorised and their use and disclosure is strictly regulated by tax laws and the Privacy Act. For further information about the use of TFNs please contact the Australian Tax Office.

Please send the completed form to: Client Services

Chimaera Capital Limited 349 Collins Street Melbourne VIC 3000 Australia

or

Fax to +61 3 8614 8410 (Australia) +852 2166 9510 (Hong Kong) +65 6594 3810 (Singapore)

or

Email signed form to clientservices@chimaeracapital.com

I. Account Operating
a) Individual / Joint / Sole Trader / Partnership / Trustee (s):
Either/Any One to Sign Any Two to Sign All to Sign Any Authorised Representative All Authorised Representatives
b) Company (including corporate Trustee or Partner):
Any Director to Sign Any Two Directors to Sign Any Authorised Representative All Authorised Representatives
Any Director and Secretary to Sign Sole Director or Secretary Power of Attorney (Please provide a certified copy with this application form)
If you select Authorised Representative(s) in 4 (a) or 4 (b) you must complete Section 5 or Section 6.
2. Account Operating - Authorised Representative(s) Schedule
If you are an entity that intends to operate your account pursuant to a Schedule of Authorised Representatives do not complete Section 6 but you must attach both the list of Authorised Representatives including sample signatures and contact information and the relevant entity authorisation/resolution (eg. for a corporation you must attach a copy of the shareholder resolution).
3. Account Operating - Authorised Representative Details - Do not complete this section if you have completed Section 5.
Title: Surname:
Given Name(s): Gender: Male Female
Signature: Date of Birth (DD/MM/YYYY): // //
If your details are included in Section 3 you need only complete this panel & you are not required to complete the address, phone & email contact details.
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	ection D - Direct ease debit my/our accoun							ical p	ayr	nent	t:																					
ls	this section applicable?			Арр	olicab	ole			No	ot Ap	opli	cabl	le -	Со	ntin	ue 1	io S	ect	ion	Ε												
١.,	Action To Be Taken																															
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2(b). Transfer To																															
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3.	Amend Existing Paymer	ıt																														
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N	ame of Bank/Institution:		I																											I		

Note: Funds will be debited on the day you requested. Please allow two business days for bank transfer time.

CHIMAERA CAPITAL LIMITED // 13

(This must be read in conjunction with Part I of this PDS)

5. Declaration and Applicant Signatures

I/We request to participate in the Chimaera Capital Limited Regular Savings Plan and I/we understand the "Participating Institution" accepts this order.

I/We request you, until further notice in writing to debit the nominated account(s) with any amount Chimaera Capital Limited ABN 66 074 577 647 AFSL 246542, may debit or charge me/us in connection with my/our "Participating Institution" Cash Management Account, through BECS (Bulk Electronic Clearing System). I/We have completed all relevant sections of this form.

I/We understand and acknowledge that:

- (a) IMy/Our nominated financial institution(s) may in its absolute discretion decide the order of priority of payment by it or any monies pursuant to this request or any authority or mandate.
- (b) The financial institution(s) may, in its discretion, at any time by notice in writing to me/us, terminate this request as to future debits.
- (c) Chimaera Capital Limited may, by prior notice in writing to me/us within 7 days, vary the timing of future debits.
- (d) Investment(s) will be deducted on, or close to the specified time of the last business day. When I/we are uncertain whether sufficient funds will be available to meet the direct debit, I/we will contact the financial institution(s) directly and ensure that sufficient cleared funds are available.
- (e) I/We understand to allow 2 working days for the funds to be cleared when received into my/our "Participating Institution" Cash Management Account.
- (f) I/We can modify or defer my/our Regular Savings Plan at any time by giving Chimaera Capital Limited days notice in writing. I/We need to do this in time for the change that I am/we requesting to take effect.
- (g) I/We can stop my/our Regular Savings Plan at any time by giving Chimaera Capital Limited or my financial institution 7 days notice in writing. I/We need to do this in time for the cancellation to take effect. Alternatively, I/we can cancel my/our Regular Savings Plan by taking all of my/our money out of the fund.

Name of Investor Sole Director / Secretary Dir	rector / Secretary Trustee Partner Secretary
Title: Surname:	
Given Name(s):	
Signature:	Date (DD/MM/YYYY)://
Name of Investor Director Trustee Par	rtner
Title: Surname:	
Given Name(s):	
Signature:	Date (DD/MM/YYYY): // // //
Company seal (if applicable)	
OFFICE USE ONLY	_
Signature verified:	Authorised: Date processed (DD/MM/YYYY):

Section E1 - Chimaera is requ Please ensure tha application being	ired under t you com	the	Ant	ti-Mo	oney	Lau	ınde	ering	g an	id C	oui	nte	r-Te	rro	rism	Fina	ınc	ing ,	Ac	t tc	id												ur	
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b) Proof of Addre	ess																																	
Proof of res				_	,																			_			-	:able	9					
3. Please comple	ete if Indiv	/idu	al(s)) cai	rries	on	bus	sine	ss a	as T	rad	ler((s) (or I	nve	stor	(s)																	
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Section E2 - Partne I. Privacy	rshi	Р																													
	Please specify if you do not wish to be provided with information in relation to other products and services offered by Chimaera or other Chimaera related entities.																														
2. Required Documentation Please attach the following of a) In respect of at least ON	docum				you	r ap	plic	atio	n																						
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b) In respect of the Partne	rship,	any C	ONE	of t	he fo	ollo	wing	g:																							
Certified copy ¹ of Part OR Certified copy ¹ of Cert OR Certified copy ¹ of Minu	tificate	e of R	.egist	tratio		eting	D																								
c) If the Partnership is regu	lated	by a	pro	fessio	onal	asso	ocia	tion	:																						
An original current me	nbers	ship co	ertif	ìcate																											
3. Partnership Details																															
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																													\Box		
Full Business Name (if any):									_																						
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Country where established:	Щ	\perp	4									_																	\perp		
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4. Type of Partnership (sel									-tne	ersh	nip t	type	es a	and	pro	vid	e th	e ir	nfor	ma	tior	red	que	stec	d)						
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Section E3 - Trusts I. Privacy							
Please specify if you do not wish to be provided with information in relation to other products and services offered by Chimaera or other Chimaera related entities.							
2. Required Documentation Please attach the following documentation with your application a) If any of the Trustees is an Individual, then in respect of at least ONE of those Individuals:							
Certified copy ¹ of ID (e.g. Passport, Driver's Licence or State ID Card) AND Proof of residential address (e.g. Utility Bill, Bank Statement, Insurance Certificate, Tax Notice, Lease Agreement) Document must be original or certified copy ¹ and no more than 3 months old. Please note: P.O. Box addresses are not acceptable							
b) If any of the Trustees is an Australian Company, then in respect of the company:							
Certified copy ¹ of Certificate of Incorporation							
c) If any of the Trustees is a Foreign Company, then in respect of the company:							
Certified copy ¹ of Certificate of Registration (issued by the relevant foreign registration body) AND (if the company is registered with ASIC) Certified copy ¹ of Certificate of Incorporation							
d) In respect of the Trust:							
Certified copy ¹ of the Trust Deed AND A letter from a Solicitor or Qualified Accountant that confirms the existence of the Trust and the currency of the Trust Deed							
3. Trust Details							
Full name of Trust:							
Full Business Name (if any):							
Country where established:							
4. Type of Trust (select ★ only one of the following trust types and provide the information requested)							
Registered managed investment scheme Provide Australian Registered Scheme Number (ARSN):							
Registered trust (e.g. an SMSF) Provide name of regulator (e.g. ASIC, APRA, ATO):							
Provide the trust's ABN or registration / licensing details:							
Government superannuation fund Provide name of the legislation established the fund:							
Other trust type Trust description (e.g. Family, unit, charitable, estate):							

5. Beneficiary Details (or Do NOT complete if the t															trı	ust (eg S	MSF) or	gov	ern	mei	nt s	upe	ranr	nuat	ion	fun	d.
Do the terms of the trust identify the beneficiaries by reference to of a membership class?																													
Yes - Provide details of the membership class/es (e.g. unit holders, family members of named person, charitable purpose)																													
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Surname:																													Щ
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6.Type of Trustee																													
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Section E4 - Australian & Foreign Companies (including Companies acting as Trustee(s)) I. Privacy Please specify if you do not wish to be provided with information in relation to other products and services offered by Chimaera or other Chimaera related entities. 2. Required Documentation Please attach the following documentation with your application a) In respect of at least ONE of the Directors: Certified copy¹ of ID (e.g. Passport, Driver's Licence or State ID Card) Proof of residential address (e.g. Utility Bill, Bank Statement, Insurance Certificate, Tax Notice, Lease Agreement) Document must be original or certified copy¹ and no more than 3 months old. Please note: P.O. Box addresses are not acceptable b) If the company is an Australian Company, then in respect of the Company: Certified copy¹ of Certificate of Incorporation c) If the Company is a Foreign Company, then in respect of the Company: Certified copy¹ of Certificate of Registration (issued by the relevant foreign registration body) AND (if the company is registered with ASIC) Certified copy¹ of Certificate of Incorporation 3. Company Details Full Name of Company: Full Business Name (if any): Country where established: TFN*: ABN/ACN: *If you invest in the course of a business or enterprise, you may supply your ABN instead of your TFN to Chimaera. You are not obliged to provide your TFN or ABN but if you provide neither and do not claim an exemption, Chimaera is required to deduct tax from your distributions at the highest marginal tax rate, plus the Medicare levy, to meet Australian taxation laws requirements. Collection of TFNs is authorised under these laws which, together with the Privacy Act, strictly regulates the use and disclosure of TFNs. Registered Place of Business (This cannot be a PO Box) Address: State: Suburb: Country Postcode: (H) +(W) + Phone: (F) + (M) + Email:

Principal Place of	of Business (if any) (This	cannot	be a P	О Во	ox)																	
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Foreign Priv	vate Company (Comp	lete 4.2	2 Only	and	ensu	re th	at d	etails	of D	irec	tors i	n S	ectio	n A is	als	ю со	mpl	leted	1)			
Foreign Pub	blic Company (Comp	lete 4.	l Only	and	ensu	re th	at d	etails	of D	irec	tors i	n S	ectio	n A is	s als	о со	mpl	leted	d)			
4.1 Regulatory	/Listing Details (select 3	< the fo	llowing	g cate	gorie	s whi	ch a	pply t	o the	com	pany	anc	l prov	ide tl	ne ir	nform	natio	n red	ques	sted)		
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4.2. Shareholders (only needs to be completed for proprietary companies that are not regulated companies as selected in Section 3 and 4) Provide details of ALL individuals who are beneficial owners. Shareholder I: Surname: Title: Given Name(s): Residential Address (PO Box not acceptable) Address: Suburb: State: Country Postcode: Shareholder 2: Title: Surname: Given Name(s): Residential Address (PO Box not acceptable) Address: Suburb: State: Country Postcode: Shareholder 3: Title: Surname: Given Name(s): Residential Address (PO Box not acceptable) Address: Suburb: State: Country Postcode: Shareholder 4: Title: Surname: Given Name(s): Residential Address (PO Box not acceptable) Address: Suburb: State:

Country

Postcode:

Sha	ro	h۸	lder	ς.

Title:	Surname:
Given Name(s):	
Residential Addre	ess (PO Box not acceptable)
Address:	
Suburb:	State:
Country	Postcode:
	If there are more Shareholders, please provide details on a separate sheet

- A certified copy is a document that has been certified as a true copy of the original document by one of the following persons:
- a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described);
- a judge of a Court;
- a magistrate;
- $\bullet\,$ a chief executive officer of a Commonwealth court;
- $\bullet\,$ a registrar or deputy registrar of a court;
- a Justice of the Peace;
- a notary public (for the purposes of the Statutory Declarations Regulations 1993);
- · a police officer;
- $\bullet \ \text{an agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public;}\\$
- a permanent employee of the Australian Postal Corporation with 2 or more years continuous service who is employed in an office supplying postal services to the public;
- $\bullet \ \text{an Australian consular officer or an Australian diplomatic officer (within the meaning of the Consular Fees Act 1955)};\\$
- an officer with 2 or more continuous years of service with one or more financial institutions (for the purposes of the Statutory Declaration Regulations 1993);
- a finance company officer with 2 or more years of continuous service with one or more finance companies (for the purposes of the Statutory Declarations Regulations 1993);
- an officer with, or authorised representative of, a holder of an Australian Financial Services Licence, having 2 or more continuous years of service with one or more licenses; or
- a member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with 2 or more years of continuous membership.

DIRECTORY

If you need more information or have any questions you should contact Chimaera Client Services, your Financial Adviser or the Folio Manager.

Chimaera Client Services

Telephone

Telephone: +61 3 8614 8400 or 1300 799 459 8.30 am to 5.30 pm Monday to Friday (EST) Facsimile: +61 3 8614 8410

Internet

www.chimaeracapital.com

Australian Head Office

Chimaera Capital Limited 349 Collins Street Melbourne Victoria 3000 Australia

Email

clientservices@chimaeracapital.com

Mail

Chimaera Capital Limited GPO Box 214 Melbourne Victoria 3001 Australia