

**Motoring Club Finance Limited**

ABN 56 167 246 899 Australian Credit Licence No. 452610

Carrying on business as RAA Finance

101 Richmond Road, Mile End, South Australia 5031

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ISSUER QUARTERLY REPORTING**Issuer:** Motoring Club Finance Limited**ACN/ABN:** 56 167 246 899**Note:** Secured Notes ("Notes")**Trustee:** Equity Trustees Limited**Trust Deed:** 16 October 2015**Period of Report:** 30 June 2019**Date of Report:** 22 July 2019

No.	Item	Confirmed? Y/N	Comments
Corporations Act 2001 – Chapter 2L			
1.	The Issuer and any guarantor has complied at all times with the terms of the Notes, the Trust Deed and Chapter 2L of the Corporations Act 2001 during the Period.	<input checked="" type="checkbox"/> Yes (complied) <input type="checkbox"/> No (please provide details)	
2.	No circumstances arose during the Period that has caused, or could cause, one or more of the following: (i) any amount deposited or lent under the Notes to become immediately payable; (ii) the Notes to become immediately enforceable; (iii) any other right or remedy under the terms of the Notes or provisions of the Trust Deed to become immediately enforceable.	<input checked="" type="checkbox"/> No circumstances arose <input type="checkbox"/> Circumstances arose (please provide details)	

No.	Item	Confirmed? Y/N	Comments
3.	No circumstances arose during the Period that materially prejudice: (i) the Issuer, any of its subsidiaries, or any of the guarantors; or (ii) any security or charge included in or created by the Notes or the Trust Deed.	<input checked="" type="checkbox"/> No circumstances arose <input type="checkbox"/> Circumstances arose (please provide details)	
4.	There has been no substantial change in the nature of the business of the Issuer, any of its subsidiaries, or any of the guarantors that has occurred during the Period.	<input checked="" type="checkbox"/> No substantial change <input type="checkbox"/> Change(s) occurred (please provide details)	As disclosed in the March 2017 quarterly report, MCFL determined to cease offering new Secured Note Investments or reinvestments from 7 January 2017. It has further decided to cease accepting loan applications from 1 April 2017.
5.	None of the following events happened during the Period: (i) the appointment of a guarantor; (ii) the cessation of liability of a guarantor body for the payment of the whole or part of the money for which it was liable under the guarantee; or (iii) a change of name of a guarantor (if this happens, the Issuer's quarterly report must also disclose the guarantor's new name).	<input checked="" type="checkbox"/> No event <input type="checkbox"/> Event(s) occurred (please provide details)	
6.	The net amount outstanding on any advances at the end of the Period if the Issuer has created a charge where: (i) the total amount to be advanced on the security of the charge is indeterminate; and (ii) the advances are merged in a current account with bankers, trade creditors or anyone else.	<input checked="" type="checkbox"/> N/A <input type="checkbox"/> If applies, equals: <div style="border: 1px solid black; padding: 2px; display: inline-block;">\$</div>	
7.	The Issuer is not aware of any other matters that may materially prejudice any security or the interests of the Note holders.	<input checked="" type="checkbox"/> Issuer is not aware <input type="checkbox"/> Other matters (please provide details)	

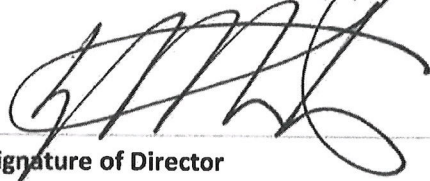
No.	Item	Confirmed? Y/N	Comments
8.	<p>[283BF(5)] If the borrower has deposited any money with, or lent money to, a related body corporate during the quarter, the report must also include details of:</p> <p>(i) the totals of money deposited with, or lent to, a related body corporate during the quarter; and</p> <p>(ii) the total amount of money owing to the borrower at the end of the quarter in relation to those loans</p>	<input checked="" type="checkbox"/> N/A <input type="checkbox"/> If applies: <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">\$</div> <div style="border: 1px solid black; padding: 2px;">\$</div>	
9.	<p>[283BF(6)] If the body corporate has assumed a liability of a related body corporate during the quarter, the report must include details of the liability assumed during the quarter and the extent of the liability as at the end of the quarter.</p>	<input checked="" type="checkbox"/> N/A <input type="checkbox"/> Yes. Details of liability.	
10.	<p>For the purposes of 283BF (5) & (6) above, the report:</p> <p>(i) must distinguish between deposits, loans and assumptions of liability that are secured and those that are unsecured; and</p> <p>(ii) may exclude any deposit, loan or assumption of liability on behalf of the related body corporate if it has:</p> <ul style="list-style-type: none"> – guaranteed the repayment of the debenture of the borrower; and – secured the guarantee by a charge over all of its property in favour of the trustee. 	<input checked="" type="checkbox"/> N/A <input type="checkbox"/> If applicable, please provide details	
Corporations Act 2001 – Financial Reports and Audit			
11.	<p>The Issuer has complied in all respects with its obligations under Chapter 2M (dealing with financial reports and audit) of the Corporations Act 2001.</p>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details)	

No.	Item	Confirmed? Y/N	Comments
12.	The Issuer has complied with all requirements and any recommendations in the Auditors benchmark report for RG 69 (PF223)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details)	
Corporations Act 2001 – Disclosure			
13.	The Issuer has complied at all times with the requirements of Chapter 6CA (dealing with continuous disclosure) of the Corporations Act 2001 and no circumstances arose during the Period that required the Issuer to issue a supplementary prospectus, replacement prospectus or issue a continuous disclosure notice. If so, advise what steps have been taken.	<input checked="" type="checkbox"/> Yes (complied and no circumstances arose) <input type="checkbox"/> No (please provide details of non-compliance)	
Regulatory Guide 69			
14.	The Issuer has made all necessary disclosures against the benchmarks in its disclosure documents and all disclosures remain true and correct.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details) <input type="checkbox"/> N/A (if debenture listed)	
15.	The Issuer continues to meet all benchmarks that the Issuer has stated in disclosure that it meets.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details) <input type="checkbox"/> N/A (if debenture listed)	
16.	Where the Issuer has disclosed that it does not meet the benchmarks on an "if not, why not" basis, the disclosure the Issuer has made continues to be correct and accurate in all material respects and is not misleading.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details) <input type="checkbox"/> N/A (if debenture listed)	Meeting all applicable benchmarks, ie. 1-5 inclusive. Benchmarks 6, 7 and 8 are not applicable.

No.	Item	Confirmed? Y/N	Comments
17.	The Issuer has provided full details to the Trustee in respect to related party dealings in compliance with RG69.102	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details)	Included in full year and half year audited accounts
18.	The Issuer <i>attaches</i> a schedule of the promises it has made in disclosure documents it has issued and confirms that it has complied with each of the promises it has made in its current prospectus.	www.raa.com.au/finance/investments Confirmed	Disclosures continue to be made regularly
Trust Deed			
19.	The Issuer has provided the Trustee with copies of all material notifications to ASIC or investors during the Quarter including regarding changes in its officers and charges.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details)	
20.	Compliance/reporting requirements <ul style="list-style-type: none"> – RG69 – Section 283BF of the <i>Corporations Act 2001</i> (Chapter 2L) – The Equity Ratio is greater than 8% as determined in accordance with the Company's half yearly audit reviewed financial reports and yearly audited financial reports 	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (please provide details)	Meeting all requirements

No.	Item	Confirmed? Y/N	Comments
21.	<p>The Issuer covenants or reports that:</p> <p>the amount stated of issued Notes as at the last date of the Period.</p> <p> <input checked="" type="checkbox"/> borrowing limitations as set out under the Trust Deed have not been exceeded: </p> <p> <u>Total Equity</u> Total Equity + Total Liabilities (>8%) </p> <p> <input checked="" type="checkbox"/> no other matters exist which may materially prejudice any security or the interest of the Note holders </p> <p> <input checked="" type="checkbox"/> no changes have occurred in relation to accounting or valuation methods and policies and that no circumstances have occurred which would lead to existing methods of valuation to be misleading or inappropriate. </p> <p> <input checked="" type="checkbox"/> assets held for resale in the relevant accounts appear at realisable value in the ordinary course of business </p> <p> <input checked="" type="checkbox"/> that Directors are not aware of any material change in the laws of any place which might affect the enforceability of guarantees and charges given to or in favour of the Trustee. </p>	<div style="border: 1px solid black; padding: 5px; margin-bottom: 10px;">\$949,882</div> <p> <input checked="" type="checkbox"/> Not exceeded </p> <p> <input type="checkbox"/> Exceeded (please provide details) </p> <p> <input checked="" type="checkbox"/> No matters </p> <p> <input type="checkbox"/> Matters exist (please provide details) </p> <p> <input checked="" type="checkbox"/> None </p> <p> <input type="checkbox"/> Changes occurred (please provide details) </p> <p> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> N/A <input type="checkbox"/> No (please provide details) </p> <p> <input checked="" type="checkbox"/> Yes (not aware) </p> <p> <input type="checkbox"/> Changes (please provide details) </p>	<p style="text-align: right;">\$6,090,655</p> <hr/> <p style="text-align: right;">\$6,090,655 + \$5,052,721 = 54.66%</p>
Anti-Money Laundering			
22.	<p>The Issuer has complied in all respects with its obligations under the <i>Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)</i></p>	<p> <input checked="" type="checkbox"/> Yes (complied) </p> <p> <input type="checkbox"/> No (please provide details) </p>	

On the basis of the above, the undersigned certify that they are of the view that the financial position and performance of the Issuer is such that the property of the Issuer (and of each guarantor, if relevant) will be sufficient to repay the amount of each Note when it becomes due and payable.



Signature of Director

Name Geoff Mather

Dated 23/7/2019



Signature of Director

Name Tom Griffiths

Dated 26/7/2019

Motoring Club Finance Limited
ASIC Benchmark Update as at 30 June 2019

Annexure A

ASIC Benchmarks	Prospectus No. 1 (7 Dec 15) / Supplementary Prospectuses (21 Dec 15 and 23 Dec 16) Content Addressing the Benchmark	Update as at 30 June 19																											
<p>1 Equity Ratio <i>An issuer should maintain a minimum equity ratio of 8% where only a minor part of its activities is property development or lending funds directly or indirectly for property development. The equity ratio is calculated as: total equity / (total liabilities + total equity)</i></p> <p><i>MCFL does not lend to developers for property development purposes and is not involved in property mortgage financing.</i></p>	<p>Motoring Club Finance Limited (MCFL) satisfies benchmark 1 and discloses the following:</p> <p>As at 30 June 2015, MCFL's equity ratio was 55.61% and is defined as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%;"><i>Total Equity</i></td><td style="width: 20%; text-align: right;">\$6.412m</td><td style="width: 45%; text-align: right;">= 55.61%</td></tr> <tr> <td colspan="3"><hr/></td> </tr> <tr> <td colspan="3"><i>Total Liabilities \$5.118m + Total Equity \$6.412m</i></td> </tr> </table> <p>As at 31 October 2015 (supplementary prospectus):</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%;"><i>Total Equity</i></td><td style="width: 20%; text-align: right;">\$6.269m</td><td style="width: 45%; text-align: right;">= 55.27%</td></tr> <tr> <td colspan="3"><hr/></td> </tr> <tr> <td colspan="3"><i>Total Liabilities \$5.074m + Total Equity \$6.269m</i></td> </tr> </table>	<i>Total Equity</i>	\$6.412m	= 55.61%	<hr/>			<i>Total Liabilities \$5.118m + Total Equity \$6.412m</i>			<i>Total Equity</i>	\$6.269m	= 55.27%	<hr/>			<i>Total Liabilities \$5.074m + Total Equity \$6.269m</i>			<p>The equity ratio as at the date of this report is 54.66%</p> <p>As at 30 June 2019:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%;"><i>Total Equity</i></td><td style="width: 20%; text-align: right;">\$6.091m</td><td style="width: 45%; text-align: right;">= 54.66%</td></tr> <tr> <td colspan="3"><hr/></td> </tr> <tr> <td colspan="3"><i>Total Liabilities \$5.053m + Total Equity \$6.091m</i></td> </tr> </table>	<i>Total Equity</i>	\$6.091m	= 54.66%	<hr/>			<i>Total Liabilities \$5.053m + Total Equity \$6.091m</i>		
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<p>2 Liquidity <i>An issuer should:</i> (a) <i>have cash flow estimates for the next three months; and</i> (b) <i>ensure that at all times it has cash or cash equivalents sufficient to meet its projected cash needs over the next three months.</i></p>	<p>Benchmark 2 is satisfied. MCFL ensures that at all times it holds cash or cash equivalents sufficient to meet its projected cash needs over the next three months.</p> <p>MCFL projects its cash flow for the next three months at each month end as part of its ongoing compliance management processes. The material assumptions underlying these projections include analysis of recent actual investment and loan movements, likely investment rollovers (but assuming no new investment funds), investment repayments including interest payments and loan transactions including contractual loan repayments.</p> <p>MCFL does not have a policy of directly matching investment and loan maturities. MCFL considers that its maturity profile is reasonably matched. The majority of the investment funds are invested for a term of one year or less. Whilst the majority of the loans have been for terms of one to five years.</p>	<p>This benchmark is satisfied.</p> <p>MCFL has repaid \$5.000m of shareholders loans (\$2.500m each both RAA Finance and RACWA Holdings Pty Ltd) in the current financial year and will continue to repay shareholders loans, subject to obligations to repay investment notes and sufficient cash available.</p>																											

ASIC Benchmarks		Prospectus No. 1 (7 Dec 15) / Supplementary Prospectuses (21 Dec 15 and 23 Dec 16) Content Addressing the Benchmark	Update as at 30 June 19																								
3	Rollovers/Maturities (including overdue maturities) <i>An issuer should clearly disclose its approach to rollovers, including</i> <i>(a) what process is followed at the end of the investment term; and</i> <i>(b) how it informs those rolling over or making further investments of any current prospectus and continuous disclosure announcements.</i>	<p>Benchmark 3 is satisfied by MCFL disclosing its policy in relation to rollovers/re-investments. MCFL issues a notice of approaching maturity at least one week before the maturity date.</p> <p>At maturity, an investor can re-invest, add funds or redeem all or part of the maturity value. On the maturity date, if no other instruction has been received, MCFL will automatically reinvest the maturing principal for the same term and interest payment option as the maturing investment, at the interest rate applicable at the date of maturity.</p> <p>If an investor advises after the maturity date that they do not wish to reinvest, then no interest is payable for that interim period after maturity.</p>	<p>As disclosed in the March 2017 quarterly report, MCFL determined to cease offering new Secured Note Investments or reinvestments from 7 January 2017. Existing investments will be repaid on their maturity date and interest on those investments will continue to be paid (until maturity).</p>																								
4	Debt Maturity <i>An issuer should disclose:</i> <i>(a) an analysis of the maturity profile of interest-bearing liabilities (including notes on issue) by term and value; and</i> <i>(b) the interest rates, or average interest rates, applicable to its debts.</i>	<p>Benchmark 4 is satisfied by MCFL disclosing the following analysis of its debt maturity profile as at 30 June 2015:</p> <table><tr><th>Term</th><th>Amount</th></tr><tr><td>Within 3 months</td><td>\$ 0.000m</td></tr><tr><td>Between 3 months and 1 year</td><td>\$ 0.000m</td></tr><tr><td>Between 1 year and 5 years *</td><td>\$ 5.000m</td></tr><tr><td>Total</td><td>\$ 5.000m</td></tr><tr><td>Weighted average effective interest rate **</td><td>1.90% pa</td></tr></table> <p>* This represents shareholders’ loans</p> <p>** Represents the interest paid on shareholder loans for the period ending 30 Jun 15</p>	Term	Amount	Within 3 months	\$ 0.000m	Between 3 months and 1 year	\$ 0.000m	Between 1 year and 5 years *	\$ 5.000m	Total	\$ 5.000m	Weighted average effective interest rate **	1.90% pa	<p>Analysis of debt maturity profile as at 30 Jun 2019:</p> <table><tr><th>Term</th><th>Amount</th></tr><tr><td>Within 3 months *</td><td>\$ 1.010m</td></tr><tr><td>Between 3 months and 1 year *</td><td>\$ 2.436m</td></tr><tr><td>Between 1 year and 5 years *</td><td>\$ 1.504m</td></tr><tr><td>Total</td><td>\$ 4.950m</td></tr><tr><td>Weighted average effective interest rate **</td><td>2.94% pa</td></tr></table> <p>* Includes shareholders’ loans of \$4m, split between the terms</p> <p>** Includes the interest rate on shareholders’ loans for the period ending 30 Jun 19</p> <p>In September and November 2018; and January, March & May 2019, \$1.000m of the shareholder loans were repaid in each of those months.</p>	Term	Amount	Within 3 months *	\$ 1.010m	Between 3 months and 1 year *	\$ 2.436m	Between 1 year and 5 years *	\$ 1.504m	Total	\$ 4.950m	Weighted average effective interest rate **	2.94% pa
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ASIC Benchmarks		Prospectus No. 1 (7 Dec 15) / Supplementary Prospectuses (21 Dec 15 and 23 Dec 16) Content Addressing the Benchmark					Update as at 30 June 19		
5	Loan Portfolio <i>An issuer who directly on-lends funds, or indirectly on-lends funds through a related party, should disclose certain specified details of the current nature of its (or the related party's) loan portfolio.</i>	MCFL satisfies Benchmark 5 and discloses the following:					No material change to the current nature of the loan portfolio		

Motoring Club Finance Limited
ASIC Benchmark Update as at 30 June 2019

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ASIC Benchmarks	Prospectus No. 1 (7 Dec 15) / Supplementary Prospectuses (21 Dec 15 and 23 Dec 16) Content Addressing the Benchmark	Update as at 30 June 19																														
	<p>Where a loan is to be used to purchase property, a motor vehicle or other significant assets, these loans will predominantly be secured by way of a registered encumbrance, mortgage or charge. All lending is currently in South Australia and Broken Hill.</p> <p>MCFL has a robust credit risk management framework which is regularly reviewed. MCFL considers a loan to be in default/arrears when a payment is 30 days overdue. This does not mean that MCFL takes no action prior to this point.</p> <p>Loans in arrears are managed on an individual basis. There is a legal requirement to give the debtor 30 days’ prior notice of enforcement. Impaired loans are suspended and provisioned where there is doubt of full recovery.</p> <p>MCFL also discloses the following analysis of its loan maturity profile as at 30 June and 31 October 2015:</p> <table><tr><th>Term</th><th>Amount 30/6/15</th><th>Amount 31/10/15</th></tr><tr><td>Within 3 months</td><td>\$ 0.150m</td><td>\$0.203m</td></tr><tr><td>Between 3 months and 1 year</td><td>\$ 0.514m</td><td>\$0.677m</td></tr><tr><td>Between 1 year and 5 years</td><td>\$ 0.985m</td><td>\$4.731m</td></tr><tr><td>Total</td><td>\$ 1.649m</td><td>\$5.611m</td></tr><tr><td>Weighted average effective interest rate</td><td>8.79% pa</td><td>7.83% pa</td></tr></table>	Term	Amount 30/6/15	Amount 31/10/15	Within 3 months	\$ 0.150m	\$0.203m	Between 3 months and 1 year	\$ 0.514m	\$0.677m	Between 1 year and 5 years	\$ 0.985m	\$4.731m	Total	\$ 1.649m	\$5.611m	Weighted average effective interest rate	8.79% pa	7.83% pa	<p>Analysis of loan maturity profile as at 30 June 19:</p> <table><tr><th>Term</th><th>Amount 30 Jun 19</th></tr><tr><td>Within 3 months</td><td>\$ 0.628m</td></tr><tr><td>Between 3 months and 1 year</td><td>\$ 2.257m</td></tr><tr><td>Between 1 year and 5 years</td><td>\$5.751m</td></tr><tr><td>Total</td><td>\$8.636m</td></tr><tr><td>Weighted average effective interest rate</td><td>7.08% pa</td></tr></table>	Term	Amount 30 Jun 19	Within 3 months	\$ 0.628m	Between 3 months and 1 year	\$ 2.257m	Between 1 year and 5 years	\$5.751m	Total	\$8.636m	Weighted average effective interest rate	7.08% pa
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Motoring Club Finance Limited
ASIC Benchmark Update as at 30 June 2019

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ASIC Benchmarks	Prospectus No. 1 (7 Dec 15) / Supplementary Prospectuses (21 Dec 15 and 23 Dec 16) Content Addressing the Benchmark	Update as at 30 June 19
6 Related Party Transactions <i>An issuer who on-lends funds should disclose its approach to related party transactions, including:</i> <i>(a) how many loans it has made to related parties;</i> <i>(b) the value of those loans;</i> <i>(c) the value of those loans as a percentage of total assets; and</i> <i>(d) the assessment and approval process it follows with related party loans when loans are advanced, varied or extended.</i>	<p>Benchmark 6 is not applicable for MCFL.</p>	<p>N/A</p>
7 Valuations <i>Where the issuer is involved in or (directly or indirectly) lends money for property-related activities, it should take a specified approach to obtaining and relying on valuations.</i>	<p>Benchmark 7 is not applicable for MCFL.</p> <p>MCFL does not lend to developers for property development purposes and is not involved in property mortgage financing.</p>	<p>N/A</p>

Motoring Club Finance Limited
ASIC Benchmark Update as at 30 June 2019

Annexure A

ASIC Benchmarks	Prospectus No. 1 (7 Dec 15) / Supplementary Prospectuses (21 Dec 15 and 23 Dec 16) Content Addressing the Benchmark	Update as at 30 June 19
8 Lending principles – Loan to Valuation Ratios <i>Where an issuer (directly or indirectly) on-lends money in relation to property-related activities, it should maintain the following loan-to-valuation ratios:</i> <i>(a) where the loan relates to property development – 70% on the basis of the latest complying valuation; and</i> <i>(b) in all other cases – 80% on the basis of the latest complying valuation.</i>	<p>Benchmark 8 is not applicable for MCFL.</p> <p>MCFL does not lend to developers for property development purposes and is not involved in property mortgage financing.</p>	<p align="center">N/A</p>

Signature of Director

Name

Geoff Mather

Dated

23/7/2019

Signature of Director

Name

Tom Griffith

Dated

26/7/2019