

20 August 2019

Neil Tuffin  
C/O Maat Consulting Ltd  
PO Box 301848  
Albany  
AUCKLAND 0752

BY EMAIL: [ntuffin@maat.co.nz](mailto:ntuffin@maat.co.nz)

Dear Sirs

We have been asked to review the Taxation section of the Phoenix Drive Property Investments Limited Product Disclosure Statement ("PDS") and the Tax Advisory Disclosure, which will be included in the Disclose Register with a view to confirming the summary of the current income tax regime included in the PDS and the Tax Advisory Disclosure correctly reflects the provisions of the Income Tax Act 2007 ("Tax Act"). The information provided is intended as a general guide only and shareholders have been advised to seek their own advice.

Phoenix Drive Property Investments Limited (the "Company") intends to elect into the Portfolio Investment Entity ("PIE") regime. However, if it is unable to satisfy the eligibility requirements in order to register, or maintain its registration as a PIE, the distributions will be made outside the PIE regime.

The information provided includes a summary of the general taxation implications of investment in a PIE as well as advice of the requirement for investors to provide Maat Consulting Limited with a valid IRD number and prescribed investor rate ("PIR"). The criterion to meet each PIR is included.

#### **Opinion on the Taxation Notes**

In our opinion the taxation information set out on page 19 and page 23 of the PDS together with the information in the Tax Advisory Disclosure is in accordance with the provisions of the Tax Act with regard to the taxation of PIEs as set out in Schedule 6 and subpart HM of the Tax Act.

In addition, the taxation information set out on the Tax Advisory Disclosure, should the Company be ineligible to be a PIE, is in accordance with the relevant provisions of the Tax Act.

Our work was completed for the purposes of this report on 20 August 2019 and our opinion is expressed at that date.

Should you have any questions please do not hesitate to contact us.

Yours faithfully  
**Baker Tilly Staples Rodway Taranaki Limited**

  
**Chris Lynch**  
Director