

## ACCOUNTANT'S CERTIFICATE

If you are investing less than \$500,000 you will need to qualify as a Wholesale Client, either as a Sophisticated investor or a Professional Investor. If you are a Sophisticated investor, an Accountant's Certificate is required. The below template can be used. Professional Investors please complete Section 10.

### 9.2. Certificate, Pursuant to Section 761G(7)(C) of the Corporations Act 2001

Full name of accountant

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of

Name of firm

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Address of firm

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Telephone number

Email

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am a Qualified Accountant<sup>1</sup> for the purposes of section 761G(7)<sup>2</sup> of the Corporations Act.

I am a member of:

Name of professional body

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Membership number

Membership designation

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I comply with this professional body's continuing professional development requirements.

I acknowledge that:

- a) this Certificate is given to trustee of Belay Capital Opportunities Fund B Trust I and the trustee of Belay Capital Opportunities Fund B Trust II to determine whether they are able to make offers of units in the Belay Capital Opportunities Fund B in compliance with the Corporations Act 2001 (Cth) to:  

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- b) offers of units in Belay Opportunities Fund B Trust I and Belay Capital Opportunities Fund B Trust II made to the investor by Belay Capital Pty Ltd may be made on the basis of this Certificate; and
- c) Belay Capital Pty Ltd is authorised to send the renewal certificate to me on the investor's behalf.

I certify that the investor (or someone who the investor controls<sup>3</sup> or the person who controls the investor where that investor is a company or trust<sup>4</sup>) has:

- net assets of at least A\$2.5 million, or
- gross income for each of the last two financial years of at least A\$250,000 per year

Signature

Date (must not be more than 24 months old)

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<sup>1</sup>ASIC has declared that members of the following Australian accounting bodies as qualified accountants for the purpose of certifying an investor's assets or income:- The Institute of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants and the National Institute of Accountants along with a number of eligible foreign professional bodies who can be confirmed on request.

<sup>2</sup> s 761G(7) provides that financial products and a financial service which is not, or is not related to a general insurance product, a superannuation product or an RSA product, can be provided to an investor as a wholesale client if this Certificate, not more than 2 years old, is provided. Under the Corporations Act, wholesale clients are not required to be provided with a financial service guide, a statement of advice, a warning when providing general securities advice or confirmation of transactions and, the financial services provider is not required to have a reasonable basis of advice, keep a record of advice when further personal advice is given, to make available internal disputes resolution procedures and provide an external disputes resolution scheme.

<sup>3</sup> In calculating the net assets of \$2,500,000 or gross income of \$250,000, the investor may include the net assets or gross income (as relevant) of any company or trust the investor controls [see Corporations Regulation 7.6.02AC].

<sup>4</sup> Where the investor is a company or trust controlled by someone who has a certificate from a qualified accountant, the investor may be considered wholesale [see Corporations Regulation 7.6.02AB].