



OFFER DOCUMENT

This is a Small Scale Offer to issue Securities in the form of Ordinary Shares in Sunland Australia RV Limited ACN 125 798 727 Opening Date: 1st day of February 2010



Sunland Australia RV Limited
ACN: 125 798 727

**SUNLAND AUSTRALIA RV LIMITED LTD INTENDS TO
RAISE \$500,000 THROUGH THIS OFFER DOCUMENT:**

ROUND 1

6,250,000 @ \$0.04 cents per Ordinary Share in return for the capital contribution of \$250,000

ROUND 2

3,125,000 @ \$0.08 cents per Ordinary Share in return for the capital contribution of \$250,000

Note: Both Rounds 1 and 2 are being offered consecutively as each Application is received.

ADDITIONAL ROUNDS

Any additional Rounds of capital raising will be wholly contingent upon the Company's Round 1 and Round 2 capital raising being fully subscribed. The Company may elect, at its sole discretion, to offer Securities for Round 3 (or more) to remaining concessions covered by s708(1) of the Corporations Act 2001 (Cth) (hereinafter 'the Act') or to any sophisticated, professional or other excluded investors pursuant to section 708 of the Act. Any such Offer may be made through a Supplementary Offer Document or an Investment Memorandum. Should there not be any sophisticated, professional investors or remaining concessions, an additional Round/s may be made under full disclosure.

DISCLAIMERS & WARNINGS

In any stage of capital raising being undertaken, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of the securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

ASIC CLASS ORDER 02/273 INVESTOR WARNING

- (a) Investment in new business carries high risks. It is highly speculative and before investing in any project about which information is given, prospective investors are strongly advised to take appropriate professional advice;
- (b) The information contained in this publication has been prepared by or on behalf of the Company. Neither ASSOB Pty Ltd ACN 114 772 020 (hereinafter 'ASSOB') nor its

- associates or agents have undertaken an independent review of the information contained in this publication;
- (c) The information contained in this publication about the proposed business opportunity and the securities or scheme interests is not intended to be the only information on which the investment decision is made and is not a substitute for a disclosure document, Product Disclosure Statement or any other notice that may be required under the Corporations Act, as the Act may apply to the investment. Detailed information may be needed to make an investment decision, for Sunland Australia RV Limited: financial statements; a business plan; information about ownership of intellectual or industrial property; or expert opinions including valuations or auditors' reports;
- (d) Prospective investors should be aware that no established market exists for the trading of any securities or scheme interests that may be offered; and
- (e) This Publication is subject to Australian Securities and Investment Commission (ASIC) Class Order 02/273.

ASIC CLASS ORDER 02/273 PROMINENT STATEMENTS

The information contained in the Publication about the proposed business opportunity and the securities or scheme interests is not intended to be the only information on which the investment decision is made and is not a substitute for a disclosure document, Product Disclosure Statement or any other notice that may be required under the Act, as that Act may apply to the investment. Detailed information may be needed to make an investment decision, for Sunland Australia RV Limited: financial statements; a business plan; information about ownership of intellectual or industrial property; or expert opinions including valuations or auditors' reports.

A prospective investor is strongly advised to take appropriate professional advice before accepting an offer for issue or sale of any securities or scheme interests. A prospective investor is strongly advised to take appropriate professional advice before accepting an offer for issue or sale of any securities or scheme interests.

FUTURE STATEMENTS

Except for historical information, there may be matters in this publication that are forward-looking statements. Such statements are only predictions and are subject to inherent risks and uncertainty. Forward-looking statements, which are based on assumptions and estimates and describe the Company's future plans, strategies, and expectations are generally identifiable by the use of the words 'anticipate', 'will', 'believe', 'estimate', 'plan', 'expect', 'intend', 'seek', or similar expressions. Investors are cautioned not to place undue reliance on forward-looking statements. By its nature, forward-looking information involves numerous

assumptions, inherent risks and uncertainties both general and specific that contribute to the possibility that predictions, forecasts, projections and other forward-looking statements will not occur. Those risks and uncertainties include factors and risks specific to the industry in which the Company operates as well as general economic conditions and prevailing exchange rates and interest rates. Actual performance or events may be materially different from those expressed or implied in those statements.

All forward-looking statements attributable to the Company or persons acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements in

this section. Except as expressly required by the Act, the Company undertakes no obligation to publicly update or revise any forward-looking statements provided in this publication whether as a result of new information, future events or otherwise, or the risks affecting this information. None of the Company, its officers or any person named in this publication with their consent, or any person involved in the preparation of this publication, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfillment of any forward-looking statement except to the extent required by law. The forward-looking statements reflect the views held only as at the date of this Offer Document.

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1. EXECUTIVE SUMMARY



Sunland are an established caravan design and manufacture company with a strong sales arm and an ever increasing number of registered dealers and dealerships. The company has a qualified manufacturing team and a highly experienced group of company directors that have taken Sunland from a small suburban operation to a highly reputable company with an eye to expand nationally.

Buying a caravan is a fairly significant investment for most people, and Sunland have a range of models to suit the wide variety of budgets and feature needs that both experienced and novice buyers may have. The company only employs qualified tradespeople to work on their caravans, and as such has maintained very high manufacturing standards that have seen customers return to purchase caravans from the company again.

Sunland are seeking capital in order to expand their network of dealerships and to establish more dedicated dealerships of their own. Capital will also be used to expand the company's manufacturing capacity in order to facilitate present demand, and the future demand that will be created by Sunland's increased number of sales outlets. With the consolidation of the caravan industry, Sunland is in an excellent position to increase the market share that these companies once had, which will then allow Sunland to grow to becoming a truly national supplier of caravans that will rival the likes of locals like Jayco and internationals such as Winnebago.



2. COMPANY BACKGROUND

Sunland Caravans commenced operations in 2003, manufacturing and selling caravans from its site in Morayfield, Queensland. In order to grow the business from its humble beginnings the company enlisted the aid of experienced business and tradesman Roy Wyss who, a short time later became a partner and then Sunland's CEO. In January 2006, business/ financial strategist Murray Seymour joined the management team in order to further the company's growth. Corporate Advisor Cameron Fancourt joined Sunland in 2009 and brings his wealth of entrepreneurial and manufacturing experience to the company. In the past 6 years Sunland outgrew its original facilities at Morayfield and has since relocated to larger premises in Caboolture on the Sunshine Coast. In April 2009, the company commenced a refocus of its sales and distribution channels, establishing its first dealership in Brisbane – the first of what is to be a long line of dedicated Sunland dealerships.





Longreach



Winton



Emerald

3. COMPANY PRODUCT/S OR SERVICES

The Blue Heeler is a true 'Off Road' caravan, with an incredibly tough exterior and a comfortable living space inside. Outside, the caravan has a galvanised bottom frame with Cruise Master independent suspension to facilitate cross country driving. A battery pack and solar system give the Blue Heeler the ability to be sufficiently powered, even when straying from the well worn track. Inside, the caravan has a double bed, kitchen, lounge dinette, and a separate toilet and shower.

Longreach

The Longreach was the first caravan created by Sunland five years ago, and as such is now in its third series of development. The Longreach was built to withstand the harsh conditions associated with travelling through the outback, and features a hot dipped galvanised chassis and independent Cruise Master Suspension.

This is our Dirt Road Expert model which allows holidayers a truly outdoor experience, and features as standard external TV and gas points, as well as external speakers and a full length shade sail awning.

Winton

The Winton is the top model of the Sunland range, and is about as close to having a home on wheels as one could possibly get. This caravan features a fully function kitchen with an oven, a satellite TV, separate kitchen and toilet, and polished timberwork. There is a wardrobe next to the double bed, and the dinette features comfortable leather lounges. Despite being the most feature packed model of the Sunland range, the Winton is has a warranty covering full off road usage, making this the ultimate in cross-country luxury.

Emerald

Whilst built to the same high standards as the other models in our range, the Emerald is our tourer. It is esigned for the black top without compromise, lighter for towing with the family vehicle without loosing the full package value of all included. Sunland are constantly updating and perfecting the existing range, and new models are always in the design and development stage to provide customers with quality products that are ahead of market trends.

Customer Service

Purchasing a caravan can be a big investment – something Sunland are well aware of. In order to ensure that their customers are able to get the best out of their products, Sunland have a full service and repair team that can perform both in-and-out of warranty repairs.

4. COMPANY STRATEGY

Sunland will continue to increase its revenue and public brand recognition via targeted marketing and PR initiatives, as well as direct marketing through its national dealership network. They will continue to push an image as a quality manufacturer that achieves a balance between luxury features and affordability.

Currently, the number of caravan manufacturers in Australia is reducing due to a consolidation of the industry giving Sunland extra space to expand its profile in the marketplace. This reduction in competitors will allow Sunland the ability to have a greater brand visibility - a fact that the company will capitalise on by expanding its current sales and distribution channels throughout Australia.

Sunland has identified various acquisition opportunities that will expand the company's present product range, as well as assisting with sales nationally. This kind of expansion will become a self-perpetuating cycle, where an increased product range and visibility will increase the company's revenue, allowing Sunland to look for further acquisitions in the future.

The company will consider various exit strategies during years 3 to 5, wherein likely target exit strategies would be achieved either through a trade sale or an MBO. . The company will continue to re-invest its profits to further grow the brand throughout Australia. (Refer to Section 25)

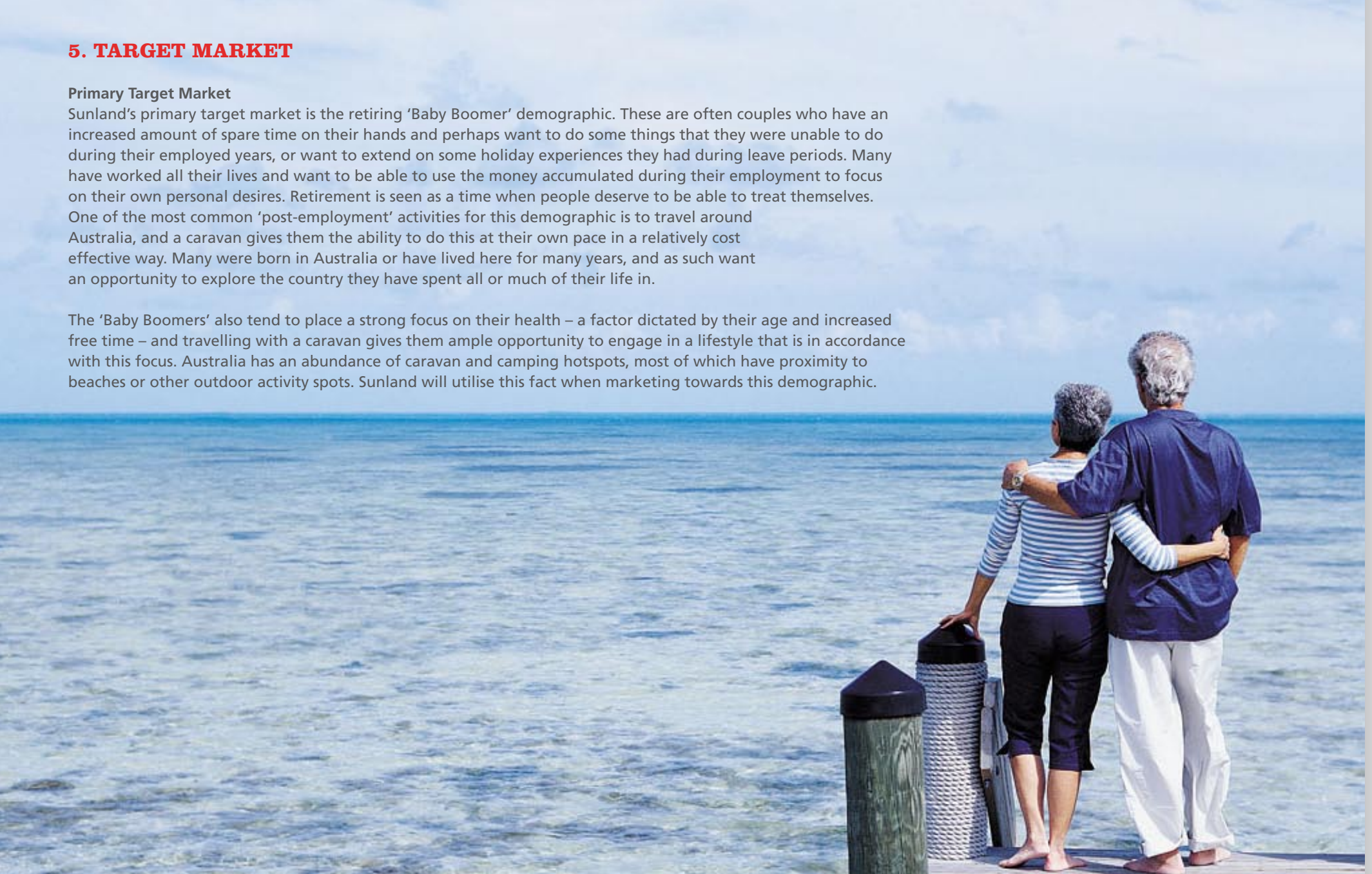
“They will continue to push an image as a quality manufacturer that achieves a balance between luxury features and affordability.”

5. TARGET MARKET

Primary Target Market

Sunland's primary target market is the retiring 'Baby Boomer' demographic. These are often couples who have an increased amount of spare time on their hands and perhaps want to do some things that they were unable to do during their employed years, or want to extend on some holiday experiences they had during leave periods. Many have worked all their lives and want to be able to use the money accumulated during their employment to focus on their own personal desires. Retirement is seen as a time when people deserve to be able to treat themselves. One of the most common 'post-employment' activities for this demographic is to travel around Australia, and a caravan gives them the ability to do this at their own pace in a relatively cost effective way. Many were born in Australia or have lived here for many years, and as such want an opportunity to explore the country they have spent all or much of their life in.

The 'Baby Boomers' also tend to place a strong focus on their health – a factor dictated by their age and increased free time – and travelling with a caravan gives them ample opportunity to engage in a lifestyle that is in accordance with this focus. Australia has an abundance of caravan and camping hotspots, most of which have proximity to beaches or other outdoor activity spots. Sunland will utilise this fact when marketing towards this demographic.



5. TARGET MARKET (CON'D)

Secondary Market

Holidaying families are Sunland's secondary market, and are largely constituted by dual income couples with more than one child. They want to be able share quality time together, and outdoors style holidaying gives them the opportunity to do this in a health-conscious, cost effective way.

A caravan is often bought by such families as an investment in their future; they want an option that will give them repeated opportunities to spend time together, as well as requiring little planning in order to be able to take a weekend away. Whilst they tend to have reasonable amounts of money due to dual incomes, they are conscious of how they spend it. Buying a caravan is often seen a significant step by this demographic, but generally viewed as a purchase that will pay for itself in cost effective holidays in the future.

Tertiary Market

Whilst Baby Boomers and holidaying families provide Sunland with considerable markets, the company is also investigating the lucrative hire market. For many, simply hiring a caravan presents an affordable option to enjoy a getaway with the spirit of camping and the creature comforts of a hotel room. Sunland will investigate negotiating supply deals with a range of holiday hire companies in order to further increase their customer base.

International Market

The Company has identified and is negotiating International opportunities to supply a number of the Sunland Models during the 2010 financial year. This will enable Sunland RV Limited a platform to promote the growth of further international markets over the coming years.



6. MARKETING STRATEGY

Sunland's approach to marketing and exposure has a three-pronged method: exposure and brand recognition through caravan and recreation dealerships, public visibility via camping and holiday expos and trade shows, and effective communication with target markets.

Sunland will continue to implement and develop its already strong dealership network. This network will enable the company to facilitate further manufacturing numbers in exchange for substantial revenue and profit growth. Whilst Sunland has its own sales team capable of providing the product directly to the public, it is vital that the company be involved with multiple brand caravan dealerships in order to give the company exposure to buyers who are interested in buying a caravan, but may be unaware of the range of brands on the market. Whilst this places Sunland in direct competition with big players in the business, it establishes the company's name in the minds of the public and places the Sunland products in a buying environment where they are on an even footing with other big brands.

Additionally, Sunland have placed strong emphasis on gaining exposure through relevant expos and trade shows. These platforms provide buyers with a 'pressure free' environment to see what's available on the market, and to start forming ideas as to what kind of products they may want to buy. Sunland's position at such events is essential – by their very nature they give potential buyers the ability to compare different company's products and to make a decision based upon their observations. By being involved in expos and trade shows, Sunland are effectively demonstrating a confidence that they are willing to have their products scrutinised against those of other companies, thus establishing Sunland's credibility in the marketplace.

On a grassroots level, Sunland are targeting the Baby Boomers and holidaying families demographics through specific advertising and PR strategies. Particularly, with the Baby Boomers there are a number of websites and publications specifically aimed at the demographic that suggest different options for activities during retirement. These publications and websites will form a good portion of Sunland's targets for marketing and media opportunities. As well as this, broader campaigns that encompass the family market will be engaged in across a wide variety of publications, which will also serve to project the company's image to other demographics and thus increase public brand recognition.

“Sunland will continue to implement and develop its already strong dealership network.”

7. COMPETITOR ANALYSIS

Whilst Sunland faces competition in the caravan market from other players in the field, the company have established their business with a set of standards and guidelines that set them apart from others in the market.

Top Quality Building Standards

Many companies employ a core set of staff that have relevant qualifications to guide the manufacturing process, and then supplement this with labourers who essentially do the assembly work. On the other hand, Sunland employs qualified plumbers, electricians and carpenters to work on the assembly line, ensuring that the finished product is always of the highest standard.

Excellent Base Models with Room to Move

Sunland has a series of caravan models, all of which have distinguishing features and a set of high quality, across the board standard inclusions. From here, customers may choose from a number of different sizes for their chosen model with a range of optional extras. Some other Australian caravan manufacturing companies don't offer such a range of models. Sunland have an advantage here, in that they are able to reinforce their brand recognition with a group of distinct products. Additionally, for first time buyers, or those that are inexperienced with caravans, Sunland Australia RV Limited enables clients to view the process and customise their end product as it is under construction. This process also makes it much easier to give customers realistic quotes.

We are currently building special need vans for wheel chair users and medical use vans. We stand unique in the market, able to build timber and aluminium frames and build the chassis in house with all of the furniture custom built in house.



8. OBJECTIVES / ACTION PLAN

Sunland has identified a set of immediate, short and medium term objectives in order to expand the company. These objectives are based upon the success story of Sunland Australia RV Limited, with over 7 years experience in the industry. With its core team of professionals established and production channels implemented, the company has demonstrated an ability to achieve its objectives. The following objectives are planned based on successful capital raising. the company is able to achieve its objectives.

Immediate – The company will be ramping production up from March 2010

The company will enhance its current operation by recruiting experienced staff from former employers under consolidation. At present Sunland are experiencing a high customer demand and this increase in staff will allow the company to not only keep up with this demand, but to also prepare for future expansion.

Short Term

The increase in demand enables Sunland Australia RV Limited the opportunity to capitalise on its growing market nationally

Sunland will introduce its new dealerships in Queensland the first half of 2010. Dealers will be appointed in the other states during the second half of 2010 through to 2011 as production increases during 2010. These dealerships provide the platform to fast track sales once production growth commences. The company will be required to upgrade its current manufacturing facility to undertake such growth and has identified space. With the implementation of the company corporate and PR marketing launch, the company anticipates strong brand growth and recognition within the market place.

Medium Term

These acquisitions, coupled by the growth of Sunland manufacturing and dealership network will provide the company an opportunity to consider other markets internationally. As part of Sunland's medium term growth plans, the company looks to increase its service and parts departments, enabling more efficient turnaround for caravans in for routine service. It will also enable the company greater opportunity to grow its second hand market. This will also enhance the growth opportunities for the new vehicle market for the companies loyal repeat customers.

With capital raised, the company will implement its acquisition strategy and look to acquire other likeminded operations that will provide Sunland the platform to achieve aggressive sales and profit growth during the coming three to five years.

The Directors consider that the funds to be raised in Rounds 1 and 2 will provide the Company with sufficient working capital to fulfil the objectives stated above. However, the Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds and it may consider undertaking a further Round/s of capital raising in order to sufficiently develop its business operations.

Long Term – Beyond 2011

The company intends to grow into the largest caravan producer in Queensland over the following two years with plans to move into the lucrative 5th Wheeler market by 2012. Sunland will also look for like minded companies that it may partner with to further grow its brand nationally.

The Board will continuously look for ways to increase and enhance Shareholder value and wealth. This will not only focus on operational efficiency and profitability, but on matters such as expansion by product or service range, acquisition or merger, or through various exit considerations, such as trade sale, IPO here or overseas, backdoor or compliance listing, LBO or MBO. These opportunities will be considered by the Board as the Company develops.

9. FINANCIAL PROJECTIONS

Summary of Financial Projections

2008 – 2009	2009 – 2010	2010 – 2011	2011 – 2012	2012 - 2013
Earnings before Interest & Tax (EBIT) \$139,265 profit	Earnings before Interest & Tax (EBIT) \$ 359,962	Earnings before Interest & Tax (EBIT) \$ 1,238,460	Earnings before Interest & Tax (EBIT) \$ 1,409,284	Earnings before Interest & Tax (EBIT) \$ 2,710,984

The EBIT forecast will be achieved by the growth of the company's manufacturing division and dealership network. The Directors believe that these figures are conservative based on the previous trading history and that there is significant opportunity to expand the service and used market which would add to the overall forecast results.

The financial projections provided above have been prepared by management with review from the company's accountant, based upon the following assumptions:

- 2008/2009 Year End Results
- Current Operating EBIT Year to Date
- Expected production and Growth opportunities
- Organic growth of 10-12%
- Based on expected capital raising, it will allow for at least 100% increase in production

We have examined the management accounts of Sunland Australia RV Limited and can confirm and support the profit figures given above which are derived from these accounts. Due to competitive reasons we realise that it is not appropriate for Sunland to discuss its sales numbers. Once the investment from this capital raising is exercised Sunland is confident of its ability to double production in 2010 - 2011 and again in 2012 – 2013.

Lisa Burns CPA

Strategies 4 U Accountants, Caboolture, Qld.

10. BOARD OF DIRECTORS AND MANAGEMENT



Roy Wyss – CEO: Dip Management

With a long history of entrepreneurial endeavours, Roy has managed a number of successful business and has over thirty years of experience in management. Roy has been heavily involved in the mechanical engineering trade as well as sales and marketing, and holds a Diploma in Business and is a Certificate 4 workplace trainer. Roy has been with Sunland Caravans for seven years and brings to the company a wealth of practical trade knowledge to the business, as well as a great deal of business experience.



Murray Seymour - Director

BCom FPNA FTIA Dip FS (FP) MFAA

Murray has been working in the financial planning/accounting industry since 1986, and has worked with Sunland in a financial planning capacity since 2006. Murray attained a Bachelors degree in Accounting and Law in Administration from Griffith University, and is a Fellow of Professional National Accountants. He is a Fellow of the Taxation

Institute of Australia and has also completed a Diploma of Financial Services in Financial Planning. After many years in private practice Murray understands the pressures small businesses experience during growth periods, and has been able to utilise his knowledge to help Sunland expand effectively.



Cameron Fancourt – Non Executive Director

Cameron Fancourt can be described as a true entrepreneur with a history of creating successful businesses that have provided wealth and employment for many people. Prior to entering the Corporate Services arena, Cameron built, owned and operated significant businesses within the service industry and manufacturing sectors.

Cameron has been involved in many areas of business creation,

development, problem solving, merger and acquisitions as well as sales since 1997.

In 2003, Cameron developed one of Australia's largest privately owned day spa companies, franchising the brand throughout Australia, Hong Kong and China. Prior to this, he has owned and established one of Queensland's larger cleaning and waste management companies employing over 300 staff, as well as manufacturing and distribution of an environmentally friendly cleaning product.

Consulting to clients in the private and public sectors, Cameron's focus is on advisory services to mid-sized companies employing 30-300 staff or businesses wishing to develop their platforms to expand their businesses to the next level of growth and profitability. Through many years of developing relationships nationally and internationally, Cameron has successfully raised millions for many successful companies. These relationships with high net worth investors, brokering groups and institutional investors span throughout Australia and Asia– a factor that will help Sunland in their coming period of capital raising and business expansion.

Strategies 4 U - Accountants

Strategies 4U has been helping families and business over the past 20 years in areas such as Accounting, Taxation, Financial Planning and Wealth Creation. Our services have expanded to now include Home and Vehicle Finance, Property Acquisitions and Sales, Wealth Protection and Property Management.

Stepping Stone Corporate – Business and Strategic Planning

Stepping Stone Corporate provides an array of business and advisory solutions to assist individuals, businesses and corporate groups establish, grow or enhance their businesses.

Tanya Curtis – Admin and Financial Controller

Tanya has over 10 years experience in both the administration and account's fields.

Mathias Hahl - Design and Production

Mathais has over 25 years computer and CNC experience as well as being an auto cad designer.

Bruce McDade – Sales Manager

Bruce has over 25 years sales and marketing experience within the caravan industry.

11. CORPORATE GOVERNANCE/ CONTINUOUS DISCLOSURE

The Company has adopted sound practices of corporate governance. A process of continuous disclosure has been adopted relevant to keeping Directors, management, Shareholders and potential investors informed. In all the Company does, it is cognisant of subsequent requirements for due diligence in the event of a future merger, trade sale, takeover or listing.

Investors in Sunland Australia RV Limited Ltd are invited to undertake their own due diligence of the Company, its management and the Company's products or services, subject to signing a Confidentiality Agreement. Enquiries should be made to the Company directly.

12. FINANCIAL REPORTING TO SHAREHOLDERS

Sunland Australia RV Limited Ltd will ensure that in accordance with its duties under the Act, quarterly financial information will be made readily available to the Board and its Shareholders. The Company will produce an annual investor report incorporating Profit & Loss, Balance sheet, Cash Flow and Operations Report in accordance with International Financial Reporting Standards (IFRS). The Company's quarterly report will also be made available on the Company's 'Issuer Page' of the ASSOB website at www.assob.com.au/sal.

13. COMPANY INCORPORATION

On 26/11/2009, the Company lodged an Application with the Australian Securities and Investments Commission (ASIC) to convert the Company from a privately held entity (Pty Ltd) to an unlisted public company (Limited) and the Company is waiting for formal registration of this change in entity.

14. PURPOSE OF CAPITAL RAISING

The Company is seeking to raise an amount of \$500,000 through an issue of Ordinary Shares for the principal purpose of expanding the company's manufacturing capacity in order to facilitate present and future demand. The capital raising is being undertaken through this Offer Document in accordance with the capital raising provisions pursuant to section 708 of the Act.

When all of the Shares on offer are taken up, the \$500,000 would represent an equity stake in the Company of approximately 18%.

15. MINIMUM SUBSCRIPTION REQUIREMENT

No Shares will be issued pursuant to this Offer Document until Minimum Subscription has been reached. The minimum amount sufficient to commence the implementation of the immediate business planning objectives of the Company pursuant to this Small Scale Offering is \$50,000 which will enable the company to increase the level of raw materials and increase the level of marketing activity.

Once Minimum Subscription has been reached, Shares allotted pursuant to this Offer will be issued and monies held in Trust will be allocated and released for the benefit of the Company. It will take up to ten (10) business days to process Share Application Forms ("Applications") and Application Monies through the Trust Account and thereafter the Company will issue certificates or holding statements to Shareholders which set out the number of Shares issued to each Shareholder pursuant to this Offer Document.

In the event the Minimum Subscription amount is not met within four (4) months of the Opening Date, then any monies so far subscribed will be refunded to Investors in full and without interest and this Offer will be withdrawn from the Australian Small Scale Offerings Board, pending further action from the Company.



16. THE OFFER

Two Rounds of funding have been anticipated in this Small Scale Offering.

The Company will offer for sale a total of 9,375,000 Ordinary Shares at an issue price of \$0.04 cents in Round 1 and \$0.08 cents in Round 2 which, when sold is intended to provide the required \$500,000.

The raising is expected to provide investors with a maximum amount of 18% equity in the Company.

However, before making any investment, investors are advised to take their own independent accounting, taxation, legal and any other advice they or their circumstances may require in considering an investment in Sunland Australia RV Limited Ltd. No person mentioned in this Offer Document will offer, or may be construed as offering advice to any potential investor in Sunland Australia RV Limited Ltd.

Any additional capital raising will be wholly contingent upon the Company's Round 1 and Round 2 capital raising being fully subscribed. The Company may elect, at its sole discretion, to offer additional Securities to remaining concessions covered by s708(1) of the Act or to any sophisticated, professional or other excluded investors pursuant to section 708 of the Act. Any such Offer may be made through a Supplementary Offer Document or an Investment Memorandum. Should there not be any sophisticated, professional investors or remaining concessions, any additional Round/s may be made under full disclosure.

Please note that at any stage of the capital raising process, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of securities on offer. Prospective investors must make their own assessment about whether the price of the securities on offer represents fair value.

17. IMPLIED CAPITALISATION

Upon completion of the Company's capital raising objectives, at the close of Round 2, Sunland Australia RV Limited Ltd would have a conservative implied capitalisation of approximately \$4,166,700

18. USE OF PROCEEDS

The following is a summary of the proposed use of funds. The amounts in the table may be subject to variation.

Round 1 Funding		
	Purchase of Equipment	\$ 50,000
	Purchase of Materials	\$ 30,000
	Salary and Wages	\$ 50,000
	Marketing	\$25,000
	Legal Costs	\$ 10,000
	Operating Working Capital	\$ 25,000
	Cost of Raising Funds	\$ 50,000
	Total	\$250,000
Round 2 Funding		
	Marketing and Research	\$ 25,000
	Salary and Wages/Consultants	\$ 50,000
	Purchase of Equipment	\$ 20,000
	Acquisition Opportunities	\$ 50,000
	Working Capital	\$ 80,000
	Cost of Raising Funds	\$ 25,000
	Total	\$250,000
Total Funding Rounds 1 and 2		\$500,000

19. HOW TO APPLY FOR SHARES

An Application to subscribe for Shares pursuant to this Offer may not legally be included in this Offer Document and any interested investors are to request an Application from the person whose name and contact details appear at the end of this Offer Document at Section 36.

The Offer made pursuant to this Offer Document is made only to the addressee of the Offer and only the addressee may complete the Application and subscribe for the Shares offered pursuant to this Offer. To that extent, neither the Offer Document nor the Application may be handed to any member of the public.

Applications should be for an average minimum parcel of 625,000 shares or \$25,000 in Round 1 and 312,500 shares or \$25,000 for Round 2. A completed Application must be accompanied by a single payment in the full amount as per instructions on the Application form.

For Overseas Investors, a completed Application must be accompanied by a telegraphic transfer (TT) receipt or electronic funds transfer (EFT) receipt, made payable to the Trust Account nominated on the Application. All funds sent from overseas, when converted to Australian dollars, must be the same Australian dollar amount inserted in the Application – clear of bank fees. Funds must arrive as a single deposit for the full amount with the three letter ASSOB Code reference, plus the investor name and date of transfer.

Application Monies for Shares offered pursuant to this Offer Document will be held in trust until allotment of those shares (subject to reaching the prescribed Minimum Subscription requirement).

For sophisticated investors who, pursuant to s708(8)(c) of the Act, are able to provide a certificate from a qualified accountant and for offers not received in Australia, there is no minimum or maximum investment amount.

The Directors reserve the right to accept any Application in full, accept any lesser number of Shares, or decline any Application. Applicants must not assume that the Shares they apply for, or any number of Shares, will be issued to them in response to their Application and before dealing in any Shares, Applicants must satisfy themselves as to their actual holding of Shares.

In the event any Application is rejected, in whole or in part, the relevant Application Monies will be refunded to the investor in full without interest. Where the number of Shares issued is less than the number applied for by the Applicant, the surplus Application Monies will be refunded by cheque within thirty (30) days after the Closing Date. Where no Shares are issued, Application Monies will be refunded to the investor in full by cheque within thirty (30) days of the Closing Date.

The Company will issue certificates to Shareholders once Minimum Subscription has been reached and Shares have been allotted, which sets out the number of Shares allocated to each Shareholder pursuant to this Small Scale Offering. Should there be any change to an Applicant's holdings, a new certificate will be provided upon delivery to the Company of the original certificate for cancellation.

20. OPENING AND CLOSING DATES

The Opening Date of this Small Scale Offering is 1st February 2010 at 9am ESDT and the Closing Date will be 31st January 2011 at 5pm ESDT, unless fully subscribed earlier. The above date is indicative and subject to change. Sunland Australia RV Limited reserves the right to change the dates and times of the Offer without notice, whether fully subscribed or not. Sunland Australia RV Limited also reserves the right to extend the closing date for Applications without prior notice. Prospective investors are encouraged to submit an Application for Shares as early as possible.

21. AVERAGE INVESTMENT PER INVESTOR

The average investment per investor is \$25,000* in Round 1 and \$25,000* in Round 2.

**Investors' Note:*

In any round of capital raising being undertaken, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties.

22. AVERAGE SHAREHOLDING PER INVESTOR

The average parcel of shares available per investor is 625,000 Ordinary Shares at \$0.04* cents in Round 1 at \$25,000 per investor and 312,500 Ordinary Shares at \$0.08* cents in Round 2 for \$25,000 per investor.

**Investors' Note:*

In any round of capital raising being undertaken, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties.



23. LIMITED LIABILITY

In accordance with the Act, the liability of shareholders is limited to the fully paid value of the shares held. If partly paid shares are held and a call is made, the holder is liable to pay the call. An investor taking up shares in a company knows from the outset the extent of their individual liability and should seek appropriate professional advice to determine in the investment is suitable.

Sunland Australia RV Limited Ltd does not intend to issue any partly paid Shares.

24. OWNERSHIP STRUCTURE

The Directors, present owners and existing shareholders have invested considerable money, time and effort in research, development, intellectual property, contracts, processes and systems of the business to achieve this stage of the Company's development. For this contribution they will retain 82% of Sunland Australia RV Limited from the outset.

25. DIVIDEND POLICY

The initial objective of Sunland Australia RV Limited Ltd is to obtain sufficient working capital to enable it to fully develop its strategic business plan. The ability of Sunland Australia RV Limited Ltd to pay and the amount of any dividend in the future is dependent on many factors, including its future capital and research and development requirements and the financial position generally of Sunland Australia RV Limited Ltd at the time. Many of the factors that affect the ability of the Company and the timing of those dividends will be outside the control of Sunland Australia RV Limited Ltd and its Directors. The Directors cannot give any assurance regarding payment of dividends in the future.

26. EXIT STRATEGY – AM I ABLE TO SELL MY SHARES?

The Shares in Sunland Australia RV Limited Ltd are freely transferable and as an unlisted public company, can be traded through the company's share register (subject to any pre-emptive rights agreement or escrow restriction agreement). A shareholder may transfer by proper transfer or by an instrument in writing in any form authorised by the Act or in any other form that the directors may approve. The directors may only decline to register any transfer in circumstances where the transfer is not in a registrable form or where the Act provides or would require that the registration be refused. All share transfers and documentation relating to the transfer of shares must be documented in the company's share register and lodged at the company's registered office.

The Company has applied to and been approved by the Australian Small Scale Offerings Board (ASSOB) to list its offer to issue securities on the ASSOB platform at www.assob.com.au

Once the offer contained herein has closed, keeping the Company listed on the ASSOB platform provides the Company's new shareholders with access to ASSOB's restricted secondary sale platform where they can offer* to transfer some or all of their holding.

*Subject to ASIC Class Order [02/273] "Third Exemption": Provided that, in each offer, share transfers are restricted to no more than 20 new investors in 12 months and not exceeding \$5 million in total.

Users of ASSOB's Secondary Sale platform should be aware at the outset that ASSOB is not an established market for the sale or purchase of securities but merely provides a mechanism to identify potential investments or investors. To that extent, the market for ordinary shares must be considered to be illiquid and likely to remain illiquid until such time, if at all, the Company lists on a stock exchange or is taken over by a company listed on a stock exchange.



27. ESCROW PROVISION

The original founding shareholders have entered into a voluntary restriction agreement with Sunland Australia RV Limited Ltd whereby the existing nominated shareholders agree that they will not transfer, sell or otherwise dispose of any more than 10% of each founder's shareholding for a period of twelve (12) months from the date on which the Company obtains any new investors onto its share register resulting from this Offer. A copy of the Voluntary Escrow Restriction Agreement is available to any interested party upon request to the Company.

28. CREATION AND ISSUE OF FURTHER SHARES

The issue of Shares is under the control of the Directors of Sunland Australia RV Limited Ltd. Subject to restrictions on the allotment of Securities to Directors or their associates contained in the Act, the Directors may allot or dispose of other Shares on such terms and conditions as they see fit. To obtain a definitive assessment of rights and liabilities which attach to this Offer, Shareholders should obtain a copy of the Company's Constitution and seek their own independent legal and accounting advice.

29. OTHER COMPANY INFORMATION

29.1 Patents, Trademarks, Intellectual Property

- Trademark renewals are currently being undertaken. The company holds trademark to its brand and has incorporated relevant IP companies and payroll company for asset protection. In line with this, Sunland Australia RV Limited under this new change of incorporation has moved all accounting procedures under the one roof as opposed to the previous Pty Ltd company that had separate accounting procedures and divisions.
- Sunland Caravans Australia (BN19698227) is a business name registered to Sunland Australia RV Limited; not in use at this time

29.2 Material Contracts

- Constitution – the Constitution limits the liability of the Company's Shareholders. It also contains the internal rules of the Company and defines matters such as the rights, duties and powers of directors and shareholders. In subscribing for Shares you will be bound by the Constitution of Sunland Australia RV Limited Ltd, a copy of which will be provided (free of charge) to any interested party upon request to the Company.
- Registered Charges – The Company wishes to advise it has a fixed and floating charges as follows:
 - Fixed and Floating charge registered to Westpac for the company Overdraft Facility
 - Fixed and Floating charge registered to GE Finance for Caravan Lease Plan
 - Fixed charge over one of the company motor vehicles

These facilities have been guaranteed by the founding director and shareholders personally.

29.3 Website

- The Company has set up a web site at (www.sunlandcaravans.com.au) for the marketing and promotion of its products or services and is continually adding to and updating the site as the business develops.

29.4 Litigation

- The Company is not engaged in any litigation.

29.5 Risk factors

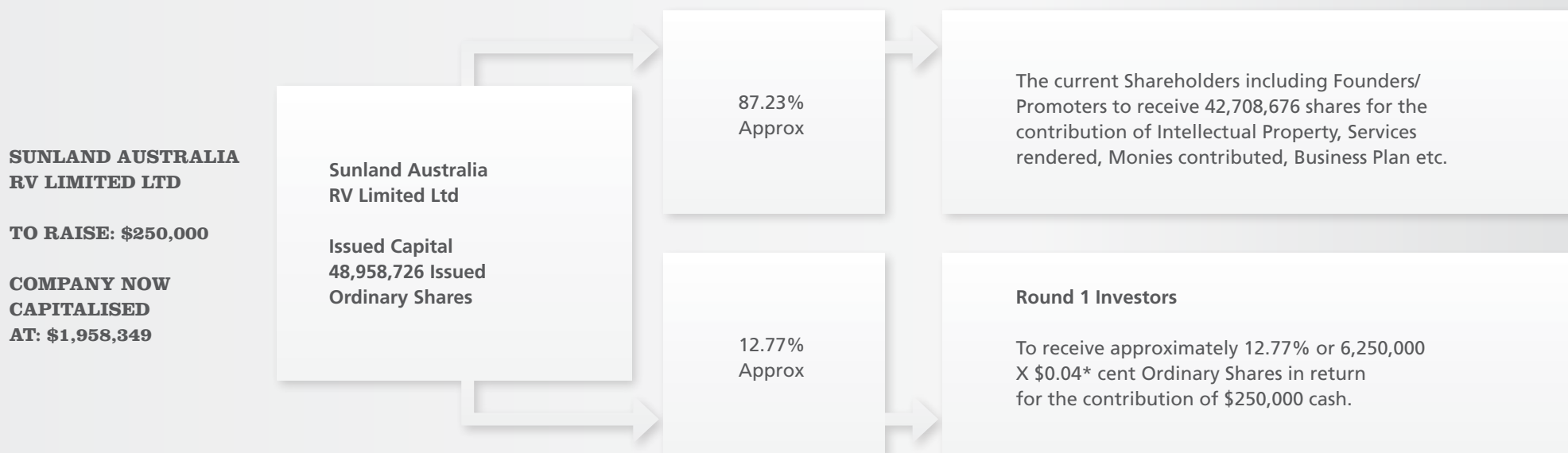
- Investors are invited to investigate the quality of the Company's products or services and its market share and its history of delivering those to its customers. The Directors are quietly confident that the additional funds being sought will enable the Company to capitalise a new phase of activity.
- Some of the general risks faced by the Company include the unexpected development of radical new technologies, managerial and human resource problems, unexpected litigation and general economic fluctuations. Risk reduction strategies will be implemented where possible. Prospective investors should consider whether unlisted shares are an appropriate investment and, if in any doubt, should contact their accountant, financial planner, solicitor or other professional advisor.

30. RISK ANALYSIS

RISK	MITIGATION
COMPETITION	Provide quality and affordable products and continue to keep Sunland overheads low
ECONOMIC ISSUES	Price competitive and quality products
COMPANY UNSUCCESSFUL AT RAISING FUNDS	The company is already profitable and would continue in its current form and grow organically should capital raising not be successful
STAFF ISSUES	The company employs sufficient key personnel that are multi-tasking, therefore with any shortfalls workload can still continue.

There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. Accordingly, an investment in the Company should be regarded as highly speculative. This information does not purport to be a comprehensive statement of all risks; an investor should seek and obtain professional advice prior to deciding whether or not to invest in Sunland Australia RV Limited Ltd.

31. ROUND 1 – STRATEGIC GROWTH PLAN (SGP)



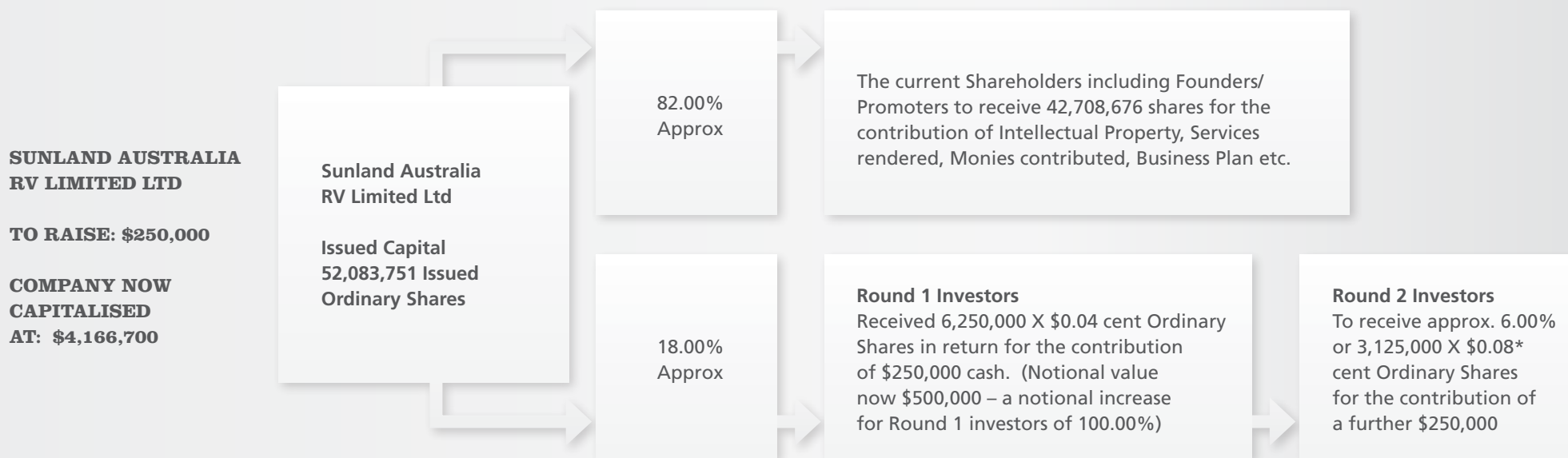
Share Pricing - Round 1:

Ordinary Shares on offer:	6,250,000
Pricing:	\$0.04
Price to Investors:	\$0.04
Total Proceeds to the Company:	\$250,000

Investor Notes:

1. The stated capitalised value should not be construed as being a valuation of the Company. This figure is solely obtained by multiplying the quantity of Shares on issue by the current Offer price of this Round, i.e. Total Amount of Issued Capital x Share Price.
2. In any Round of capital raising being undertaken, the pricing of the Securities provides investors with a guide only and the price paid for Securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of the securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

32. ROUND 2 – STRATEGIC GROWTH PLAN (SGP)



Share Pricing - Round 2:

Ordinary Shares on offer:	3,125,000
Pricing:	\$0.08
Price to Investors:	\$0.08
Total Proceeds to Company:	\$250,000

- Investor Notes:**
1. The stated capitalised value should not be construed as being a valuation of the Company. This figure is solely obtained by multiplying the quantity of Shares on issue by the current Offer price of this Round, i.e. Total Amount of Issued Capital x Share Price.
 2. In any Round of capital raising being undertaken, the pricing of the Securities provides investors with a guide only and the price paid for Securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of the securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

33. COOLING OFF PERIOD

Please note that if an investor enters into a contract to purchase shares from the Company within five (5) business days from attending an Investor Meeting, the investor can cancel (i.e. void) the contract without penalty or forfeiture. In the event the investor exercises this right, written notice must be provided to the Company within ten (10) business days from the date of the Meeting.

34. LEGAL JURISDICTION

This Offer Document does not constitute an Offer of Securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Offer Document or make the Offer. It is the responsibility of any Applicant outside Australia to ensure compliance with any laws relevant to their Application. Any such Applicant should consult professional advisers as to whether any government or other consents are required or whether any formalities need to be observed to enable them to apply for and be allotted any Securities. No action has been taken to register or qualify the Securities or the Offer or to otherwise permit a public Offering of the Securities on offer in any jurisdiction outside Australia.



35. GLOSSARY OF TERMS

This glossary of terms is provided to assist persons in understanding some of the expressions used in this Offer Document

\$ means Australian dollars

APPLICANT is used interchangeably with **INVESTOR** and means a person who applies for Shares in accordance with this Offer Document

APPLICATION means a valid application to subscribe for Shares offered under this Offer Document

APPLICATION MONIES means monies received from an Application in respect of an Application

ASIC means Australian Securities & Investment Commission

AUSTRALIAN SMALL SCALE OFFERINGS BOARD means the Internet-based bulletin board for small scale offerings operated by Australian Small Scale Offerings Board Limited (ABN: 109 469 383) at www.assob.com.au

BOARD means the board of directors of the Company duly appointed in accordance with the Company's Constitution

CLASS ORDER means the Class Order 02/273 Business Introduction or Matching Services as prescribed by ASIC

CAPITALISED VALUE means the quantity of shares on issue by the current offer price of the round

CLOSING DATE means twelve months from the Opening Date of the Offer Document

COMPANY means the entity as shown on the front cover of the Offer Document

CONSTITUTION means the constitution of the Company and all the amendments thereto

CORPORATIONS ACT or the **ACT** means Corporations Act 2001(Cth) including the Corporations Regulation 2001 (Cth) as amended from time to time

DIRECTORS mean the directors of the Company

OFFER DOCUMENT means this document dated 1st February 2010 as modified or varied by a Supplementary or Replacement Offer Document made by the Company

ISSUER PAGE means the Company's profile page as displayed on the ASSOB website

INVESTOR MEETING means a meeting between the Company and potential investors which is organised for the purpose of investing in an Offer listed with ASSOB and conducted by the Company and ASSOB or its accredited Sponsor and not held at premises of any potential investor

MINIMUM INVESTMENT means the average minimum parcel of shares available to an investor pursuant to this Offer Document

MINIMUM SUBSCRIPTION means the minimum amount sufficient to commence the implementation of the immediate business objectives of the Company as described in this Offer Document

NEW ISSUE means Shares to be newly issued pursuant to this Offer Document

OPENING DATE means the opening date of the Offer as shown on the front cover of the Offer Document

ORDINARY SHARES means ordinary fully paid shares in the capital of the Company

OVERSEAS INVESTOR is an investor that is domiciled overseas

SOPHISTICATED AND PROFESSIONAL INVESTORS means those terms ascribed under Sections 708(8) and (11) of the Act

SECONDARY SALE OFFER means a transfer of securities by individual Shareholders in the Company

SMALL SCALE OFFERING means offers to issue or sell securities or scheme interests made under Section 708 of the Act 2001

36. WHO TO CONTACT

If after reading this publication you wish to undertake further investigations or receive an Application to subscribe to the Offer, please contact::



Terry Richards
Chief Executive Officer

m: 0408 123 401 • e: terry@steppingstoneequity.com.au • w: www.steppingstoneequity.com.au

37. DIRECTORS' DECLARATION

The Directors of Sunland Australia RV Limited Ltd have made reasonable enquiries to ensure that there is no material statement in this Offer Document which is false or misleading. They have also made reasonable enquiries to ensure that there is no material omission from the Offer Document.

The Directors report that, as of the date of signing, after due enquiry by them, they have not become aware of any circumstances that in their opinion materially affects or will materially affect the assets and liabilities, financial position, profits and losses or prospects of Sunland Australia RV Limited Ltd other than those set out in the Offer Document.

The issue of this Offer Document was authorised by a resolution of the Directors.

DISCLAIMER

The Issuer has supplied the content (text, pictorials, diagrams and photographs) contained in this Offer Document. Australian Small Scale Offerings Board Limited ACN 109 469 383 and its related subsidiaries present the Offer Document on its website in good faith believing the content to be true, but makes no representations as to its accuracy. Prospective investors are urged to make further enquiry about this investment, as well as seek appropriate professional advice before investing.