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REV.	DETAILS	DATE
1	FOR INFORMATION	28.02.2025
2	PLANNING APPLICATION - DRAFT	05.03.2025
3	PLANNING APPLICATION	12.03.2025
4	PLANNING APPLICATION	18.03.2025
5	PLANNING APPLICATION	01.04.2025
6	PLANNING APPLICATION	10.06.2025
7	PLANNING APPLICATION	12.09.2025
8	PLANNING APPLICATION UPDATE	12.12.2025
9	PLANNING AMENDMENT	13.05.2026

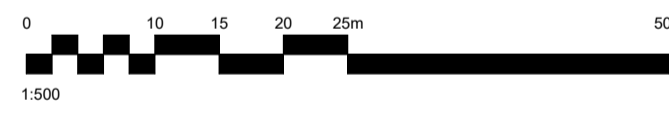
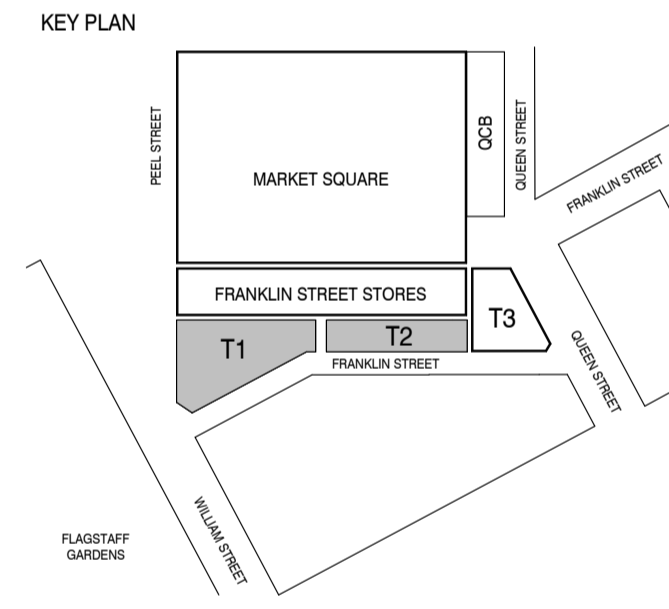
NOTE
FRANKLIN STREET STORES EXISTING FOOTING LOCATIONS ARE SUBJECT TO ON-SITE INVESTIGATION DURING CONSTRUCTION

NOTE:
DRAWINGS ARE TO BE READ IN CONJUNCTION WITH SERIES NHA-T1R-A, JCB-T1R-A, NHA-T2R-A AND OMC DRAWINGS.

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NH Architecture
Jackson Clements Burrows OPENWORK



DRAWN: JM, CHECKED: NB, SCALE: @A1, NORTH: [North Arrow]

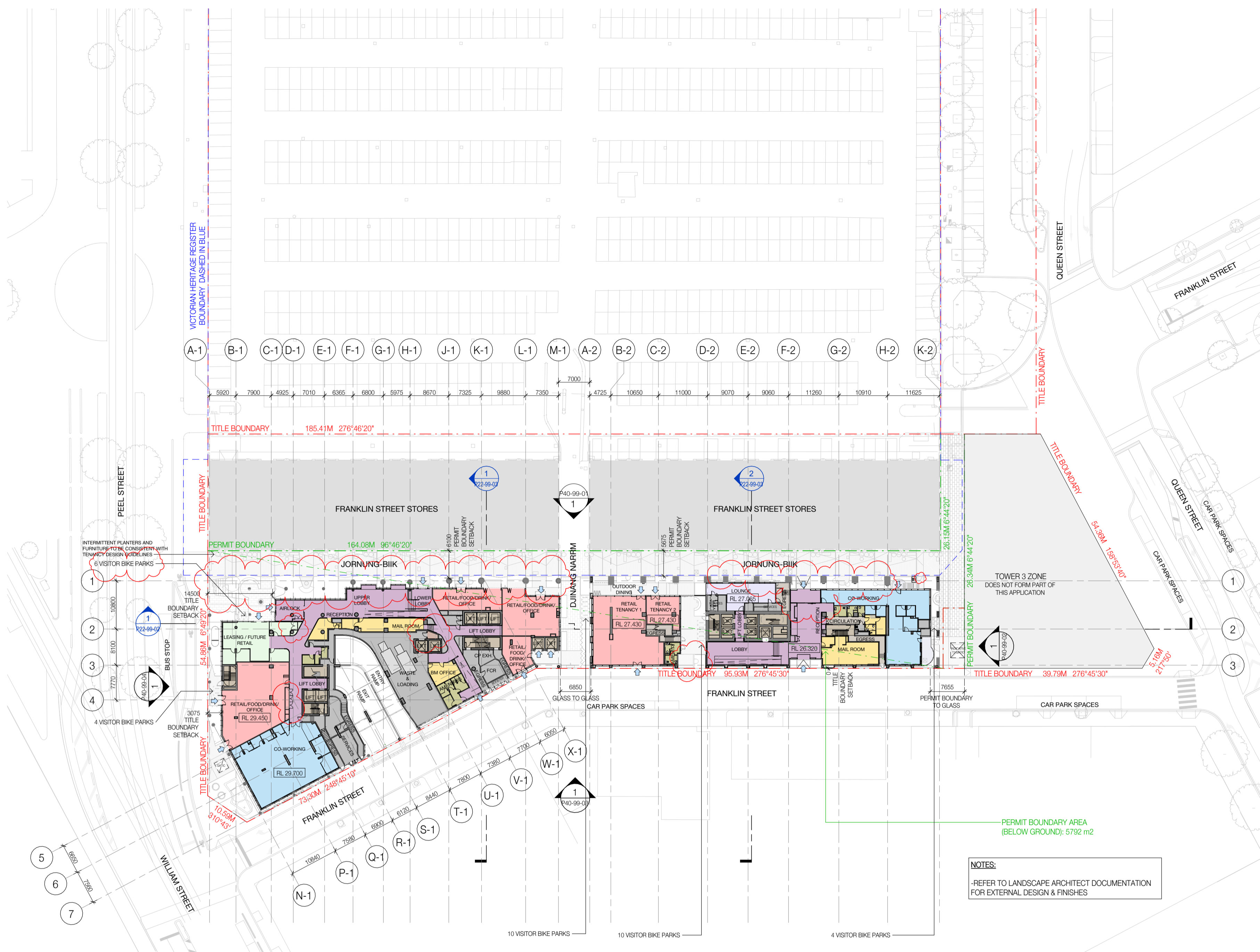
PROJECT NAME: QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.: 200032

STAGE: PLANNING APPLICATION

DRAWING TITLE: OVERALL LAYOUT PLAN - LEVEL GR

DRAWING No.: NHA-SIR-A-P20-00-00, REVISION: 9



COLOUR SCHEME LEGEND

[Light Green]	STUDIO
[Light Yellow]	1 BED APARTMENT
[Light Orange]	1 BED APARTMENT - AFFORDABLE
[Light Blue]	2 BED APARTMENT
[Light Purple]	2 BED APARTMENT - AFFORDABLE
[Light Pink]	3 BED APARTMENT
[Light Grey]	3 BED APARTMENT - AFFORDABLE

[Light Blue]	ACTIVITY CENTRE
[Light Green]	ADMINISTRATION
[Light Yellow]	AMENITIES
[Light Blue]	AMENITY - OUTDOOR
[Light Grey]	BALCONY
[Light Grey]	BOH / SERVICES
[Light Grey]	CIRCULATION

[Light Brown]	CORE / VT
[Light Blue]	CO-WORKING
[Light Green]	COMMON AREA AMENITY
[Light Green]	GYM
[Light Green]	LANDSCAPE
[Light Purple]	LOBBY
[Light Purple]	LOUNGE

[Light Green]	OUTDOOR DINING
[Light Green]	POOL
[Light Green]	POOL WATER
[Light Green]	SERVICES / BOH
[Light Green]	STORAGE
[Light Green]	RETAIL
[Light Green]	FUTURE RETAIL

EOT BIKE PARKING PROVISIONS

RESIDENTIAL:	
T1 BIKE PARKS (T1 LOT)	165
T2 BIKE PARKS (T2 LOT)	195
VISITORS/RETAIL:	
T1/T2 GROUND	28
T1/T2 BASEMENT 01	65
RETAIL GROUND	6
TOTAL BIKE PARK SPACES =	477

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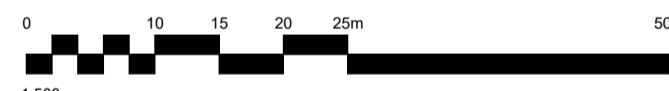
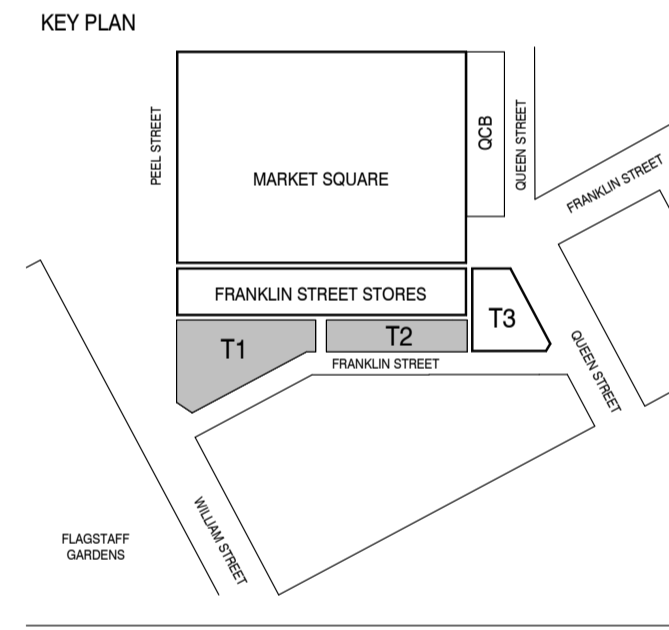
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CLIENT

NH Architecture

Jackson Clements Burrows **OPENWORK**



COLOUR SCHEME LEGEND

STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
1 BED APARTMENT - AFFORDABLE	AMENITIES	COMMON AREA AMENITY	POOL WATER
2 BED APARTMENT	AMENITY - OUTDOOR	GYM	SERVICES / BOH
2 BED APARTMENT - AFFORDABLE	BALCONY	LANDSCAPE	STORAGE
3 BED APARTMENT	BOH / SERVICES	LOBBY	RETAIL
3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL

DRAWN CHECKED SCALE @A1 NORTH

JM NB 1 : 500

PROJECT NAME

QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.

200032

STAGE

PLANNING APPLICATION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 01

DRAWING No.

NHA-SIR-A-P20-01-00

REVISION

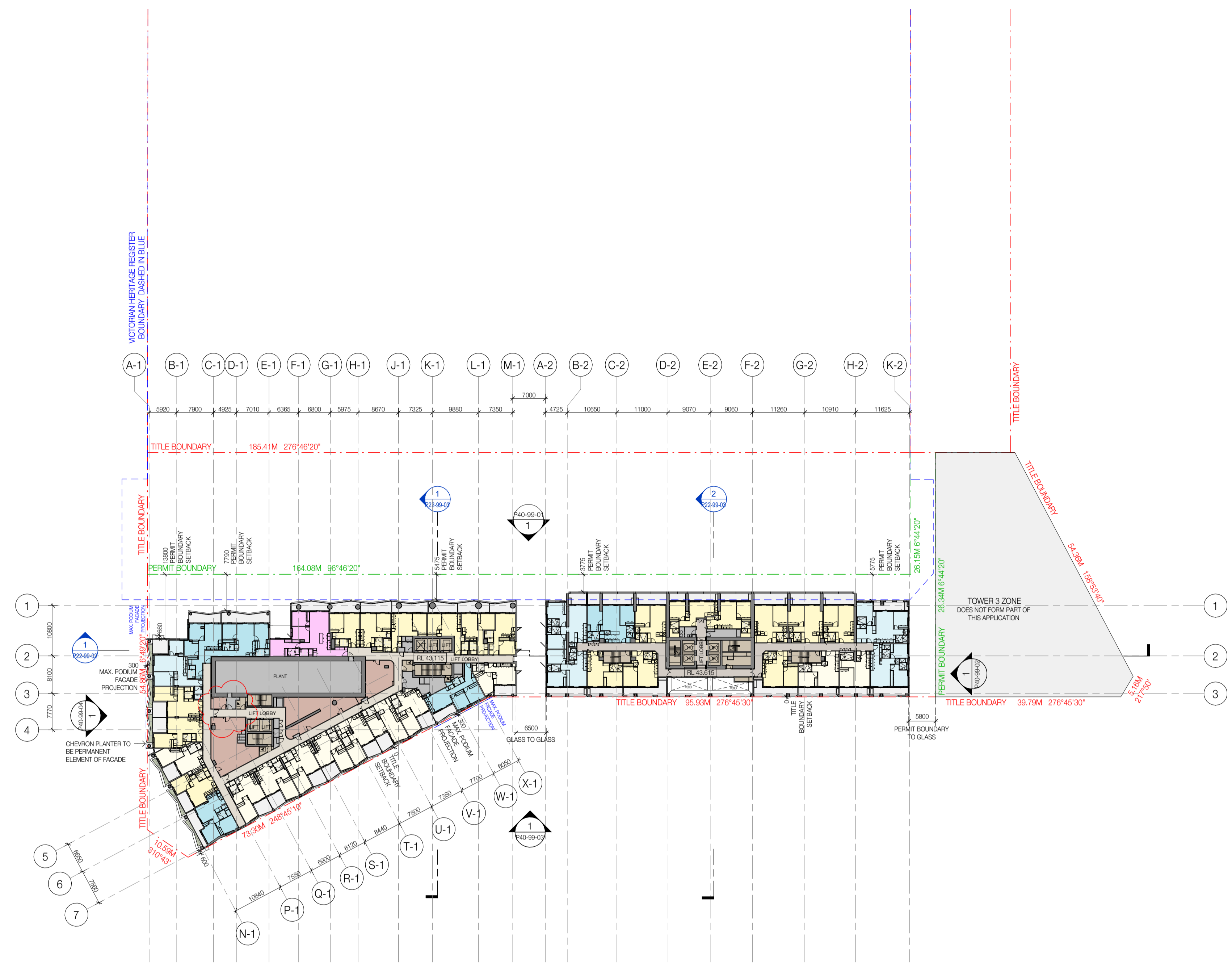
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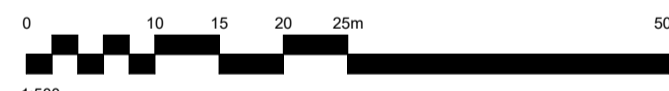
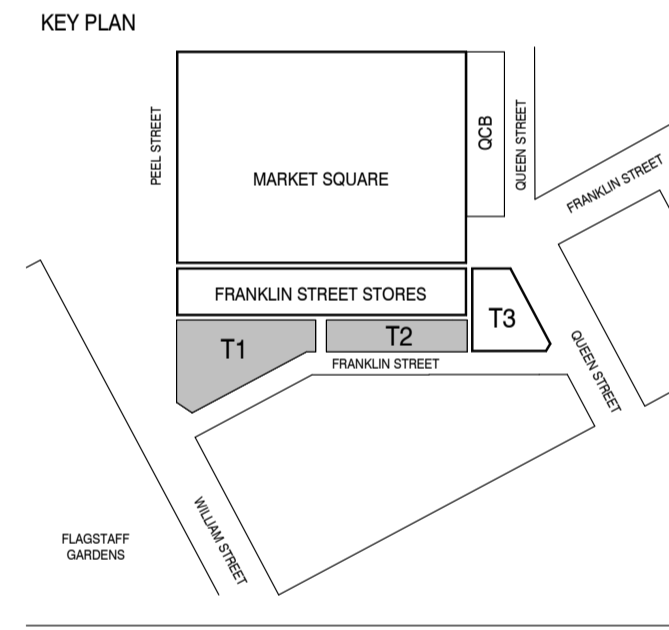
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[Light Yellow]	1 BED APARTMENT	[Light Green]	ADMINISTRATION
[Light Green]	1 BED APARTMENT - AFFORDABLE	[Light Blue]	AMENITIES
[Light Blue]	2 BED APARTMENT	[Light Green]	AMENITY - OUTDOOR
[Light Green]	2 BED APARTMENT - AFFORDABLE	[Light Blue]	BALCONY
[Light Blue]	3 BED APARTMENT	[Light Green]	BOH / SERVICES
[Light Green]	3 BED APARTMENT - AFFORDABLE	[Light Blue]	CIRCULATION
[Light Yellow]	CORE / VT	[Light Green]	GYM
[Light Blue]	CO-WORKING	[Light Yellow]	LANDSCAPE
[Light Green]	COMMON AREA AMENITY	[Light Blue]	LOBBY
[Light Blue]	GYM	[Light Green]	LOUNGE
[Light Yellow]	OUTDOOR DINING	[Light Blue]	POOL
[Light Green]	POOL	[Light Yellow]	POOL WATER
[Light Blue]	POOL WATER	[Light Green]	SERVICES / BOH
[Light Yellow]	SERVICES / BOH	[Light Blue]	STORAGE
[Light Green]	STORAGE	[Light Yellow]	RETAIL
[Light Blue]	RETAIL	[Light Green]	FUTURE RETAIL



DRAWN: JM, CHECKED: NB, SCALE @A1: 1:500, NORTH arrow pointing up.

PROJECT NAME: QVM SOUTHERN DEVELOPMENT SITE
 PROJECT No.: 200032
 STAGE: PLANNING APPLICATION
 DRAWING TITLE: OVERALL LAYOUT PLAN - LEVEL 04

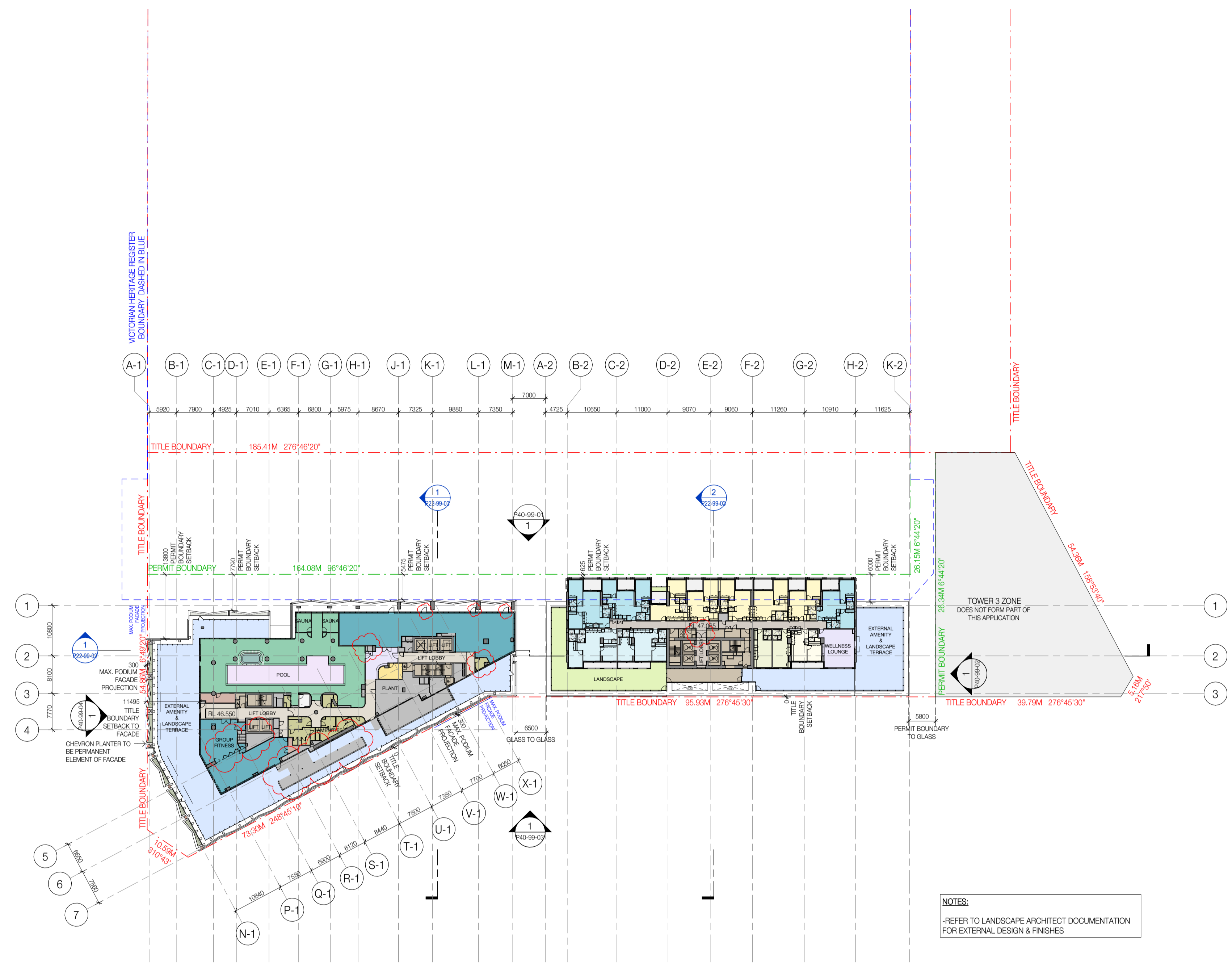
DRAWING No.: NHA-SIR-A-P20-04-00, REVISION: 8

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8	PLANNING APPLICATION UPDATE	21.01.2026
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NOTE:
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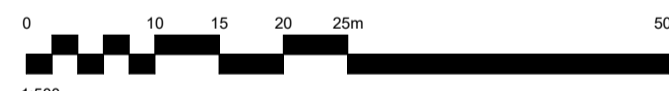
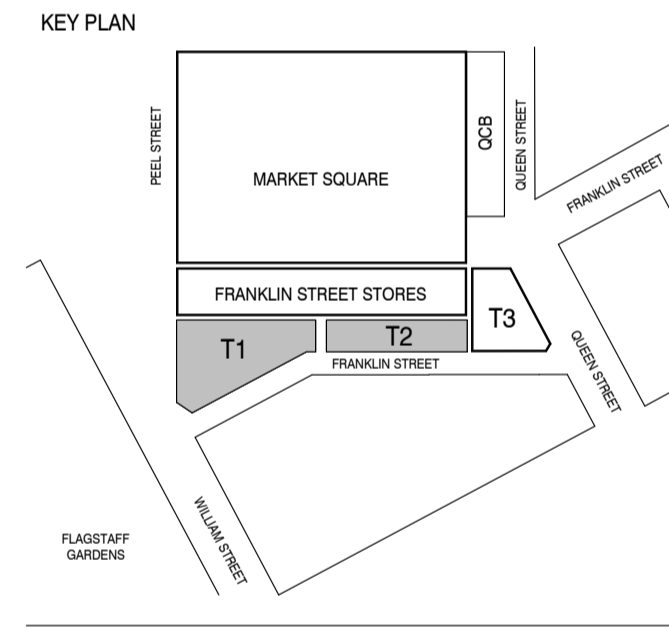
NOTES:
-REFER TO LANDSCAPE ARCHITECT DOCUMENTATION FOR EXTERNAL DESIGN & FINISHES

COLOUR SCHEME LEGEND

STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
1 BED APARTMENT - AFFORDABLE	AMENITIES	COMMON AREA AMENITY	POOL WATER
2 BED APARTMENT	AMENITY - OUTDOOR	GYM	SERVICES / BOH
2 BED APARTMENT - AFFORDABLE	BALCONY	LANDSCAPE	STORAGE
3 BED APARTMENT	BOH / SERVICES	LOBBY	RETAIL
3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL

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NH Architecture
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DRAWN	CHECKED	SCALE @A1	NORTH
JM	NB	1 : 500	

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

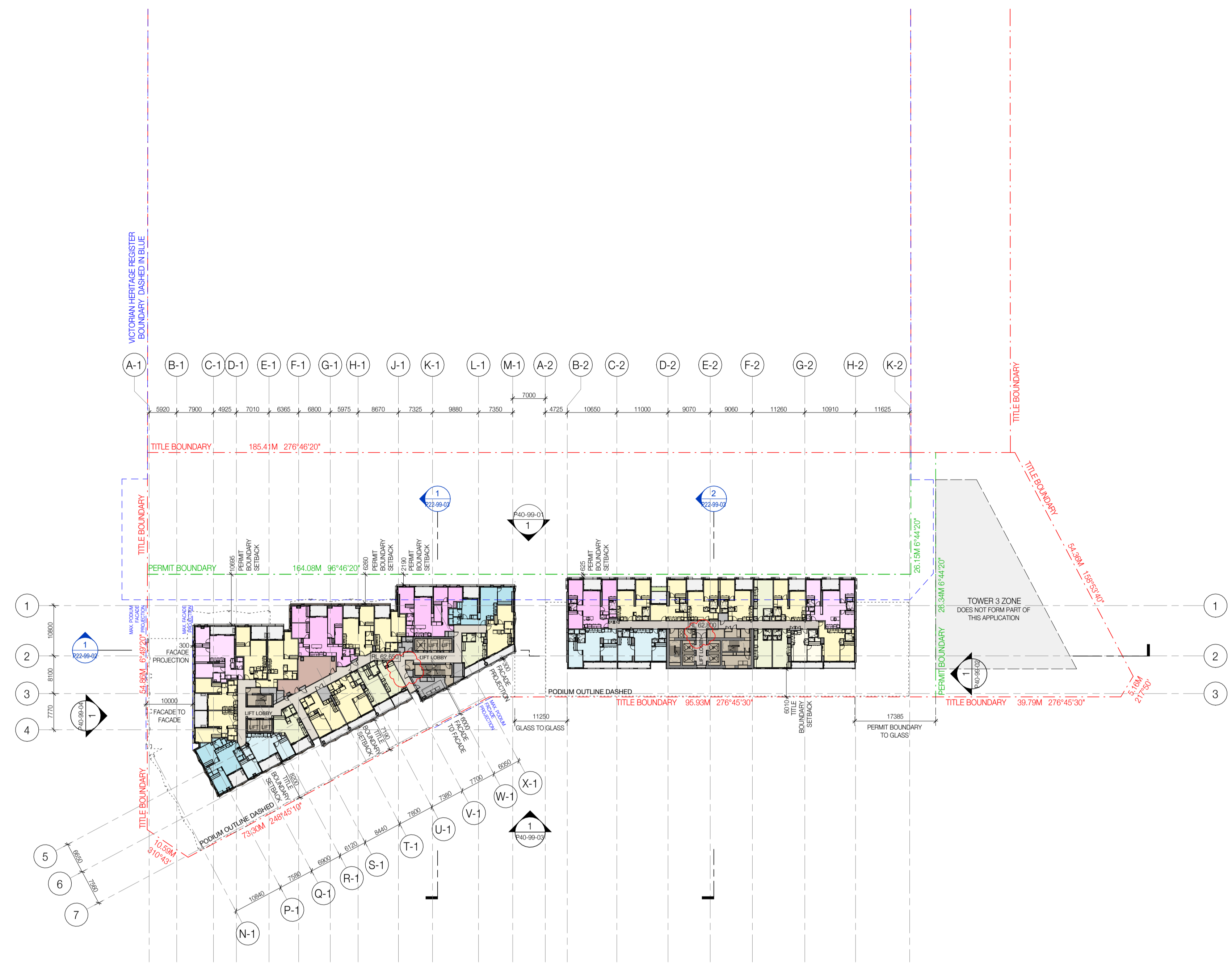
DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 05

DRAWING No.	REVISION
NHA-SIR-A-P20-05-00	9

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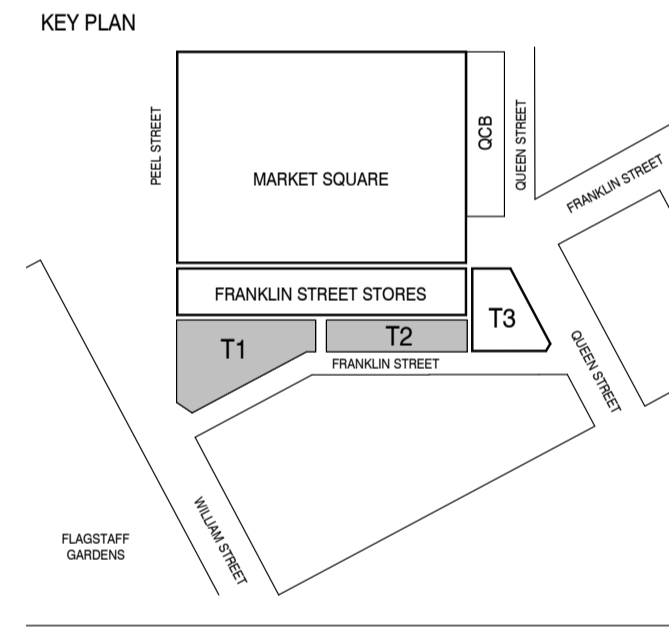
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7	PLANNING APPLICATION UPDATE	12.12.2025
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NH Architecture



COLOUR SCHEME LEGEND			
[Light Green]	STUDIO	[Light Blue]	ACTIVITY CENTRE
[Light Yellow]	1 BED APARTMENT	[Light Orange]	ADMINISTRATION
[Light Green]	1 BED APARTMENT - AFFORDABLE	[Light Blue]	AMENITIES
[Light Blue]	2 BED APARTMENT	[Light Blue]	AMENITY - OUTDOOR
[Light Blue]	2 BED APARTMENT - AFFORDABLE	[Light Blue]	BALCONY
[Light Purple]	3 BED APARTMENT	[Light Blue]	BOH / SERVICES
[Light Purple]	3 BED APARTMENT - AFFORDABLE	[Light Blue]	CIRCULATION
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[Light Blue]	GYM	[Light Blue]	SERVICES / BOH
[Light Blue]	LANDSCAPE	[Light Blue]	STORAGE
[Light Blue]	LOBBY	[Light Blue]	RETAIL
[Light Blue]	LOUNGE	[Light Blue]	FUTURE RETAIL

DRAWN: JM, CHECKED: NB, SCALE @A1: 1:500, NORTH arrow pointing up.

PROJECT NAME: QVM SOUTHERN DEVELOPMENT SITE
 PROJECT No.: 200032
 STAGE: PLANNING APPLICATION
 DRAWING TITLE: OVERALL LAYOUT PLAN - LEVEL 10

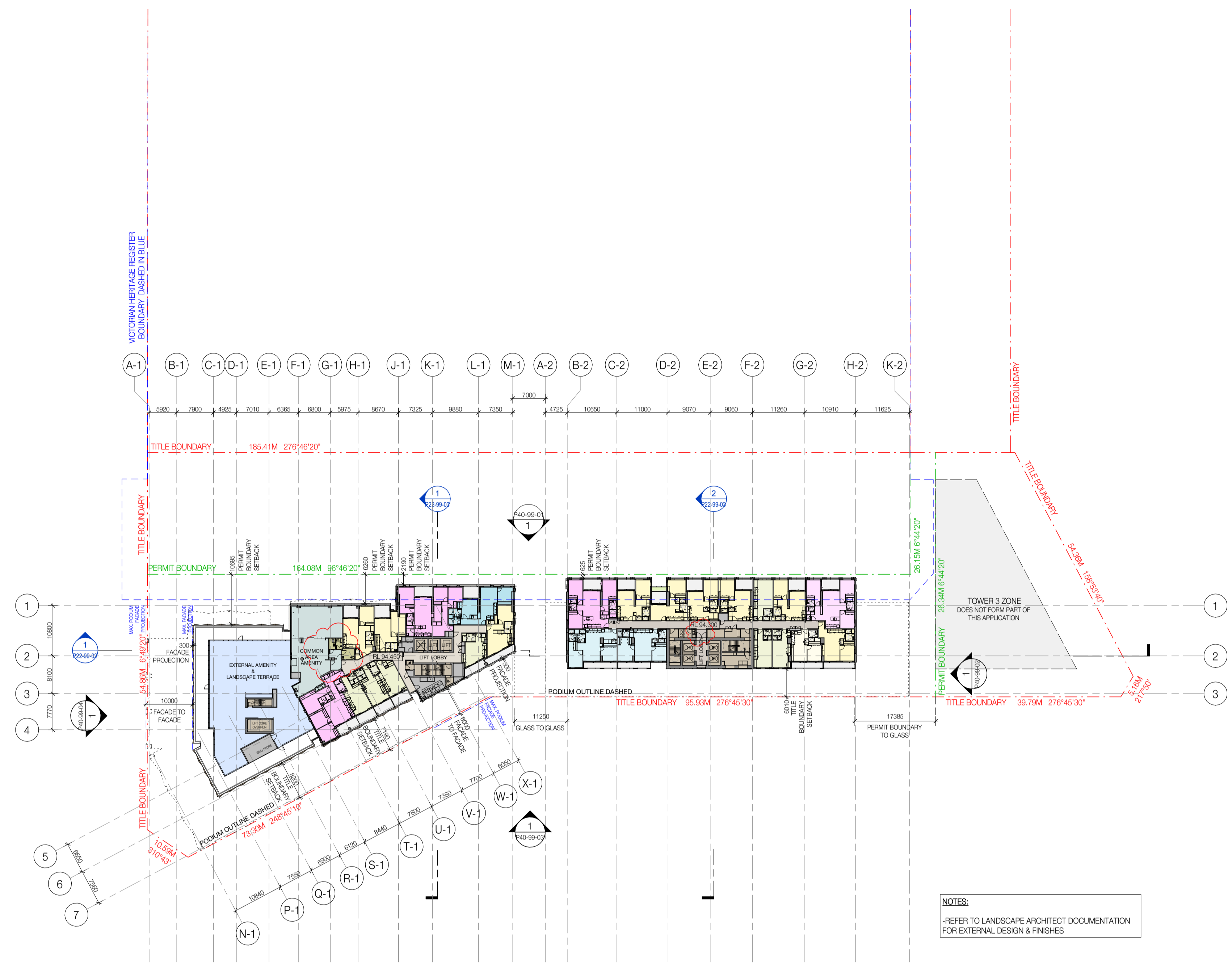
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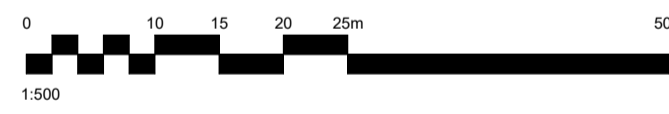
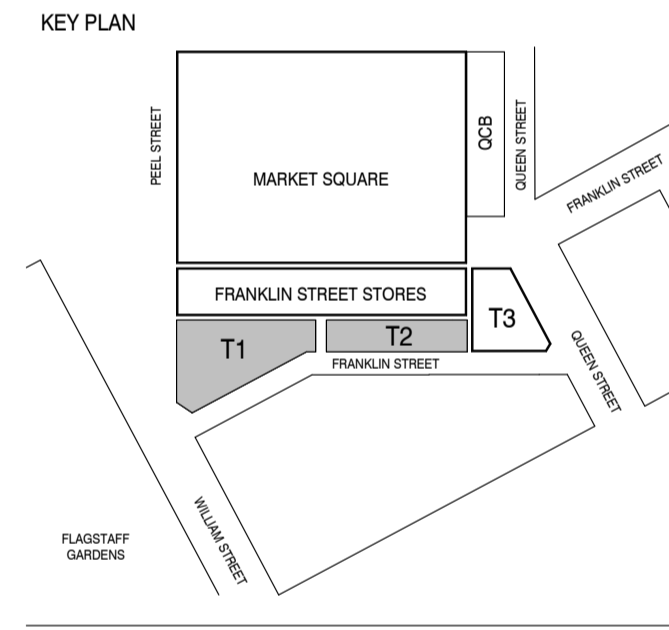
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NOTES:
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[Light Blue]	LOBBY	[Light Blue]	RETAIL
[Light Blue]	LOUNGE	[Light Blue]	FUTURE RETAIL



DRAWN: JM, CHECKED: NB, SCALE @A1: 1:500, NORTH arrow pointing up.

PROJECT NAME: QVM SOUTHERN DEVELOPMENT SITE
 PROJECT No.: 200032
 STAGE: PLANNING APPLICATION
 DRAWING TITLE: OVERALL LAYOUT PLAN - LEVEL 20

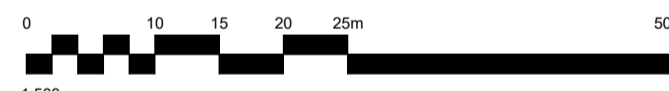
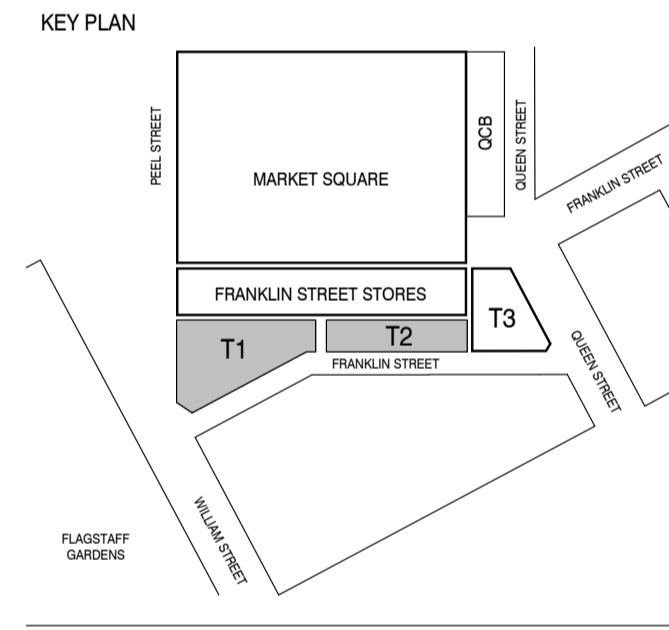
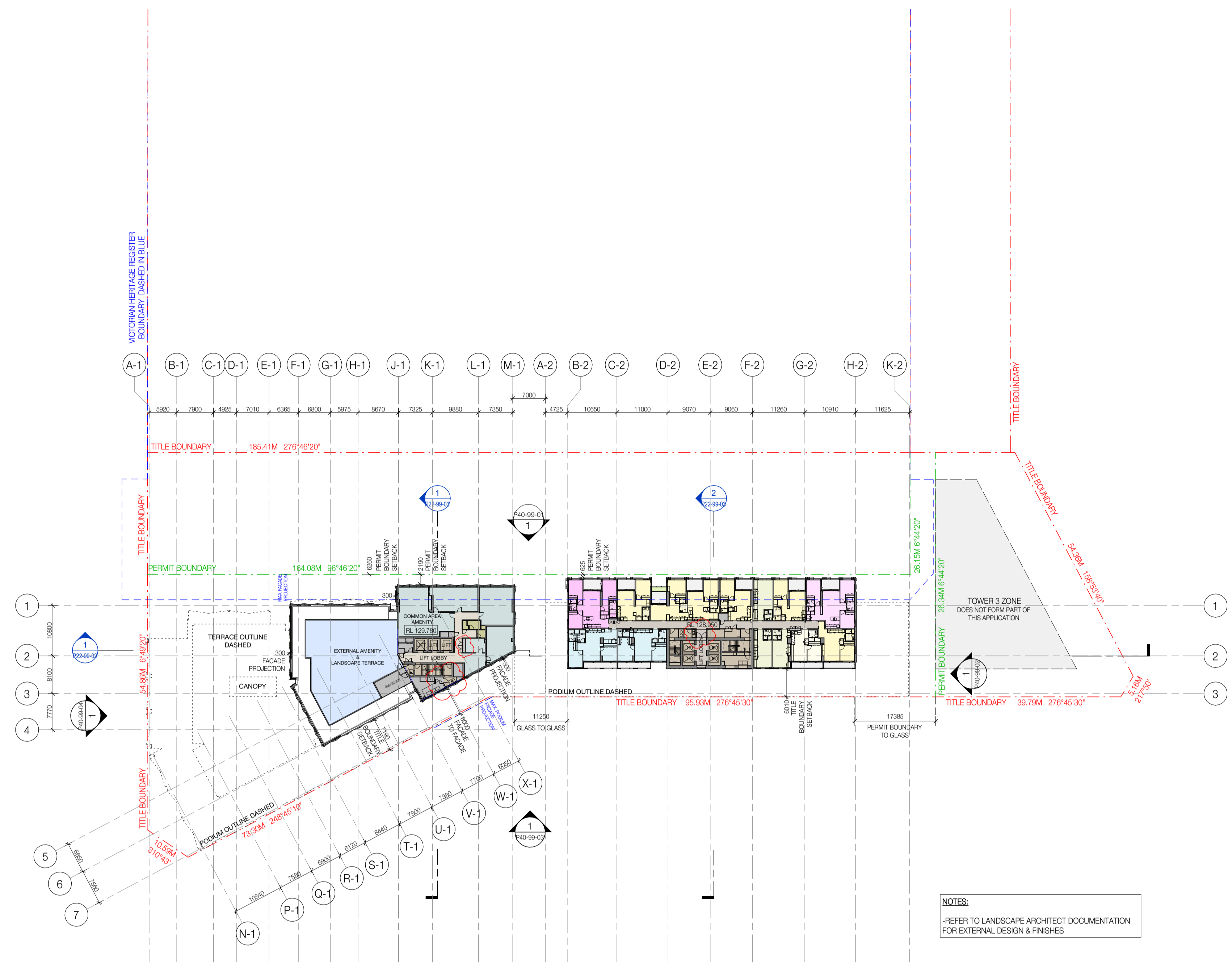
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NOTE: DRAWINGS ARE TO BE READ IN CONJUNCTION WITH SERIES NHA-T1R-A, JCB-T1R-A, NHA-T2R-A AND OMC DRAWINGS.



COLOUR SCHEME LEGEND			
STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
1 BED APARTMENT - AFFORDABLE	AMENITIES	COMMON AREA AMENITY	POOL WATER
2 BED APARTMENT	AMENITY - OUTDOOR	GYM	SERVICES / BOH
2 BED APARTMENT - AFFORDABLE	BALCONY	LANDSCAPE	STORAGE
3 BED APARTMENT	BOH / SERVICES	LOBBY	RETAIL
3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL

DRAWN: JM, CHECKED: NB, SCALE @A1: 1:500, NORTH arrow pointing up.

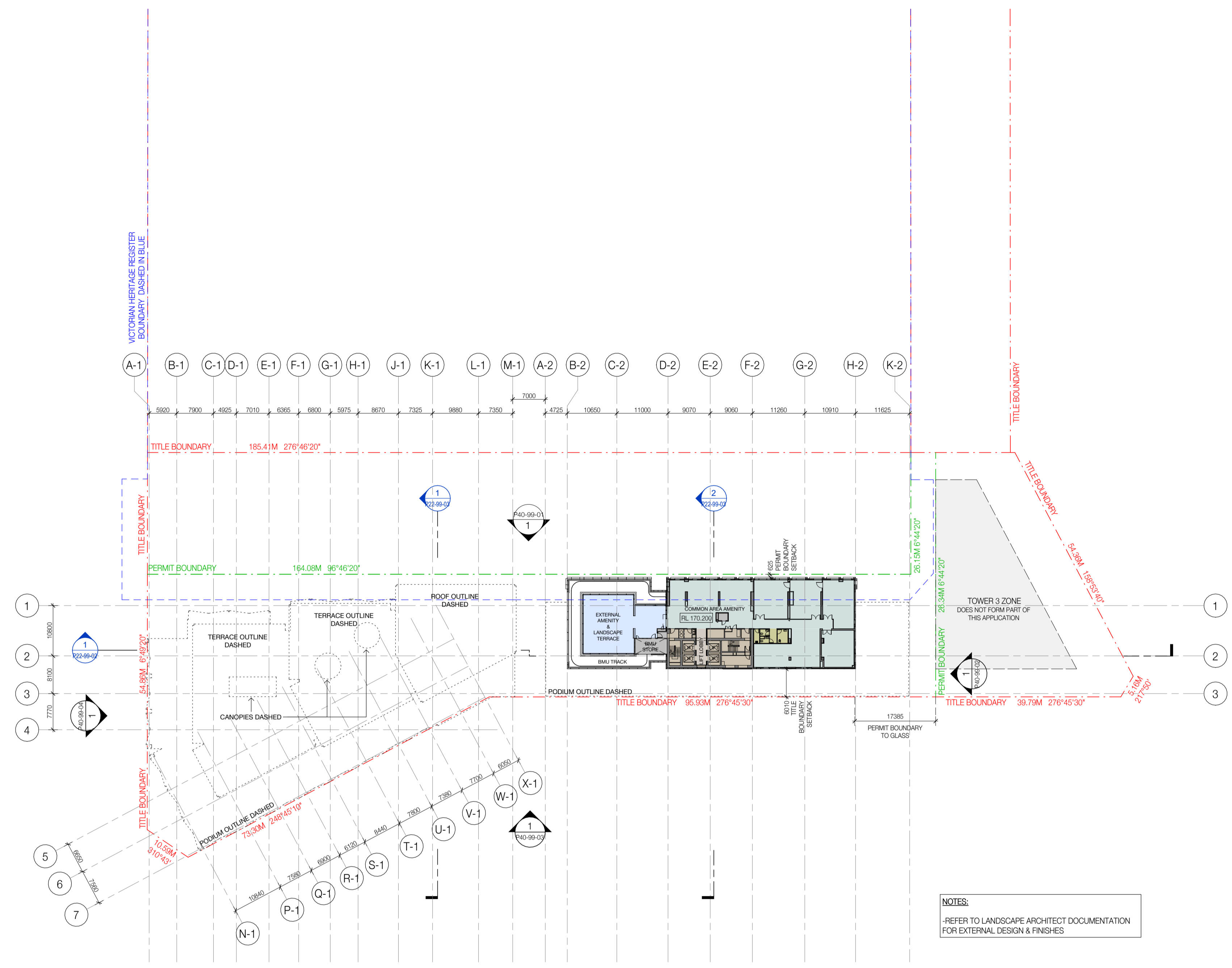
PROJECT NAME: QVM SOUTHERN DEVELOPMENT SITE
 PROJECT No.: 200032
 STAGE: PLANNING APPLICATION
 DRAWING TITLE: OVERALL LAYOUT PLAN - LEVEL 31

DRAWING No.: NHA-SIR-A-P20-31-00, REVISION: 8

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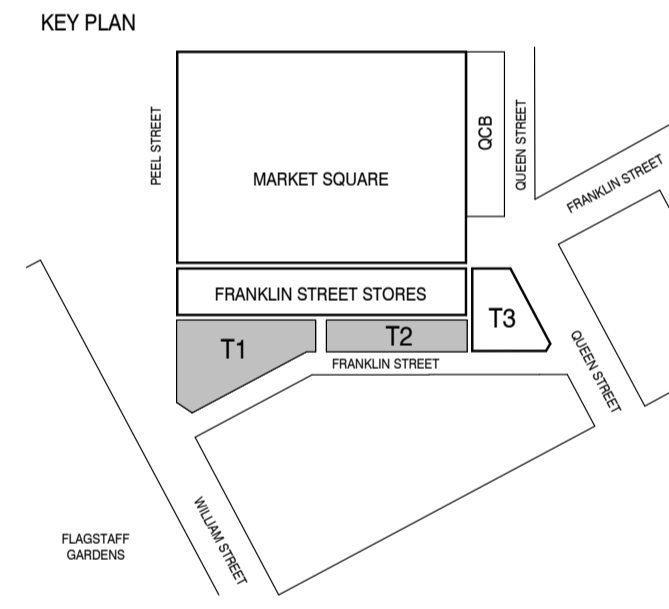
REV.	DETAILS	DATE
1	FOR INFORMATION	28.02.2025
2	PLANNING APPLICATION - DRAFT	05.03.2025
3	PLANNING APPLICATION	12.03.2025
4	PLANNING APPLICATION	01.04.2025
5	PLANNING APPLICATION	10.06.2025
6	PLANNING APPLICATION	12.09.2025
7	PLANNING APPLICATION UPDATE	12.12.2025
8	PLANNING AMENDMENT	13.05.2025



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NH Architecture



NOTES:
-REFER TO LANDSCAPE ARCHITECT DOCUMENTATION FOR EXTERNAL DESIGN & FINISHES

COLOUR SCHEME LEGEND

STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
1 BED APARTMENT - AFFORDABLE	AMENITIES	COMMON AREA AMENITY	POOL WATER
2 BED APARTMENT	AMENITY - OUTDOOR	GYM	SERVICES / BOH
2 BED APARTMENT - AFFORDABLE	BALCONY	LANDSCAPE	STORAGE
3 BED APARTMENT	BOH / SERVICES	LOBBY	RETAIL
3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL

DRAWN CHECKED SCALE @A1 NORTH
JM NB 1 : 500

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 44

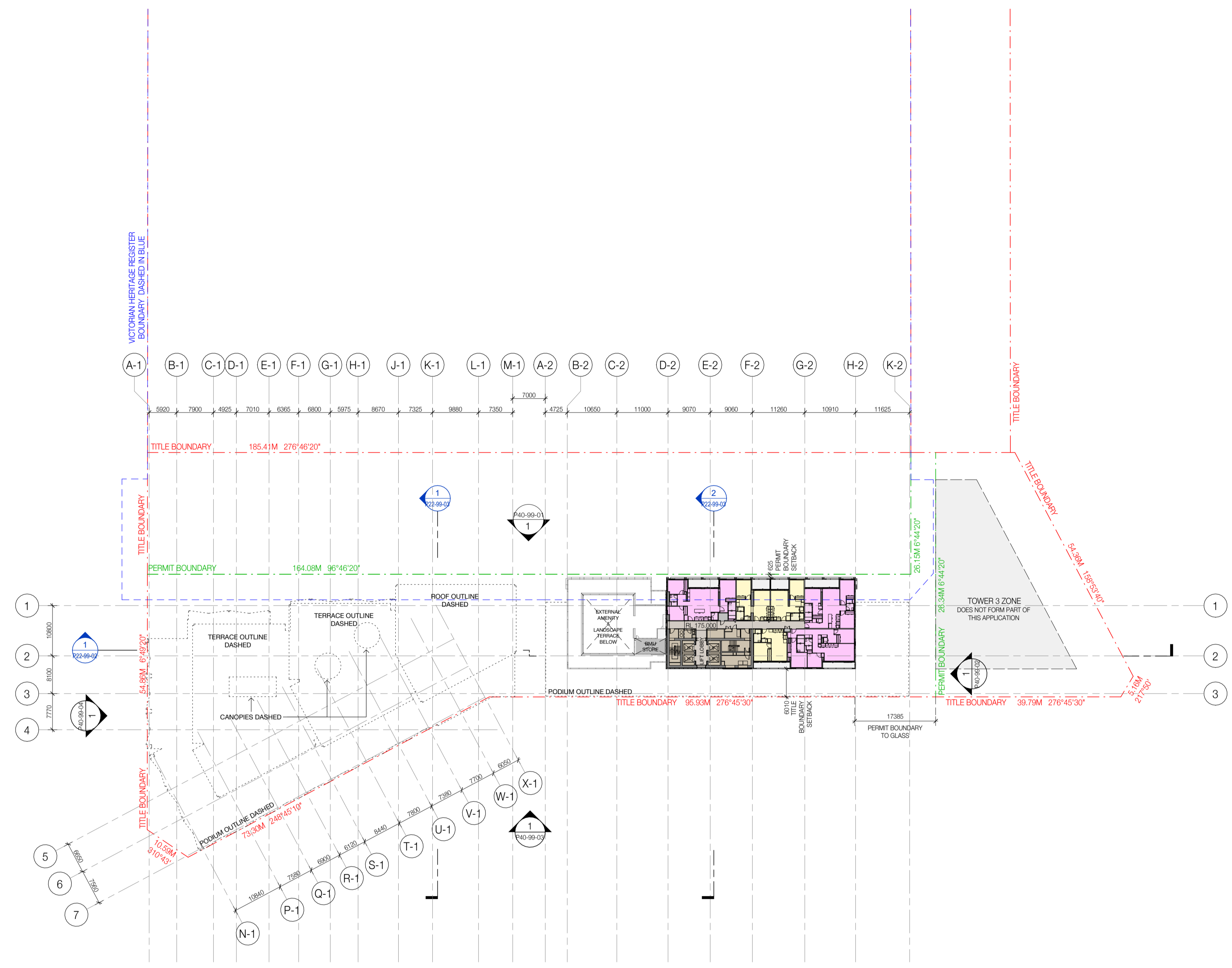
DRAWING No. REVISION
NHA-SIR-A-P20-44-00 8

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REV.	DETAILS	DATE
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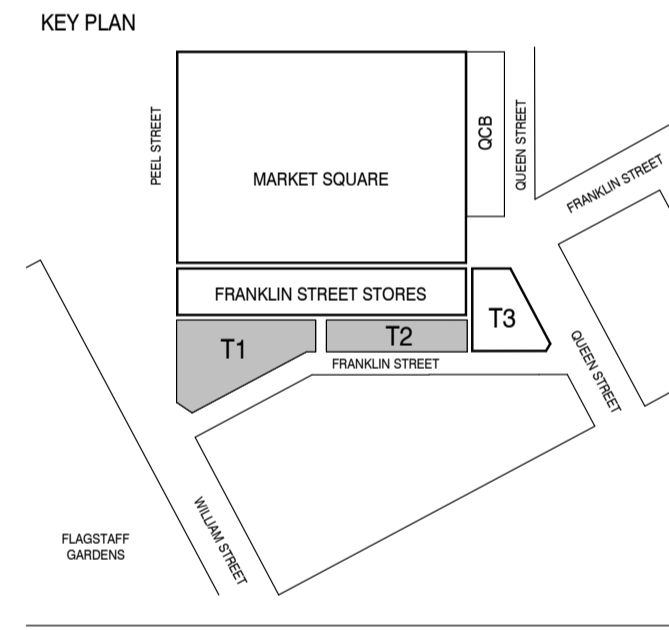


COLOUR SCHEME LEGEND

STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
1 BED APARTMENT - AFFORDABLE	AMENITIES	COMMON AREA AMENITY	POOL WATER
2 BED APARTMENT	AMENITY - OUTDOOR	GYM	SERVICES / BOH
2 BED APARTMENT - AFFORDABLE	BALCONY	LANDSCAPE	STORAGE
3 BED APARTMENT	BOH / SERVICES	LOBBY	RETAIL
3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL



NH Architecture



DRAWN	CHECKED	SCALE @A1	NORTH
JM	NB	1 : 500	

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 45

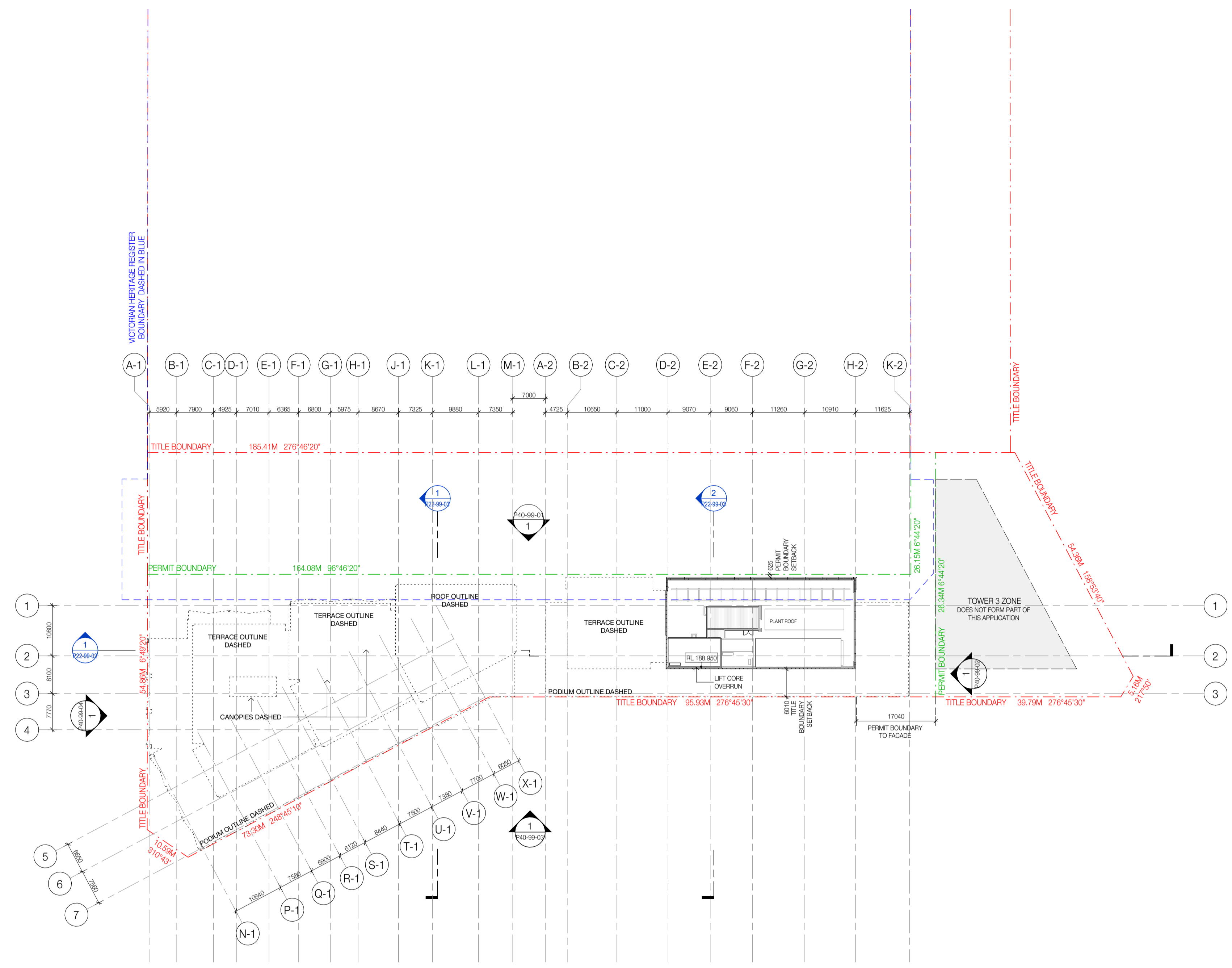
DRAWING No. NHA-SIR-A-P20-45-00
REVISION 8

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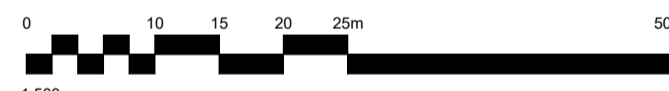
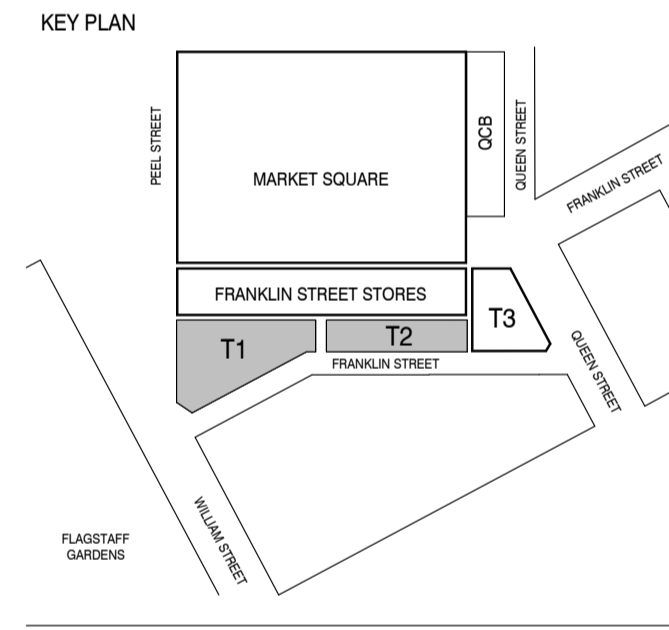


COLOUR SCHEME LEGEND

STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
1 BED APARTMENT - AFFORDABLE	AMENITIES	COMMON AREA AMENITY	POOL WATER
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3 BED APARTMENT	BOH / SERVICES	LOBBY	RETAIL
3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL



NH Architecture



DRAWN: JM, CHECKED: NB, SCALE @A1: 1:500, NORTH arrow pointing up.

PROJECT NAME: QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.: 200032

STAGE: PLANNING APPLICATION

DRAWING TITLE: OVERALL LAYOUT PLAN - LEVEL ROOF

DRAWING No.: NHA-SIR-A-P20-47-00, REVISION: 8


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7	PLANNING APPLICATION UPDATE	12.12.2025
8	PLANNING AMENDMENT	13.05.2025

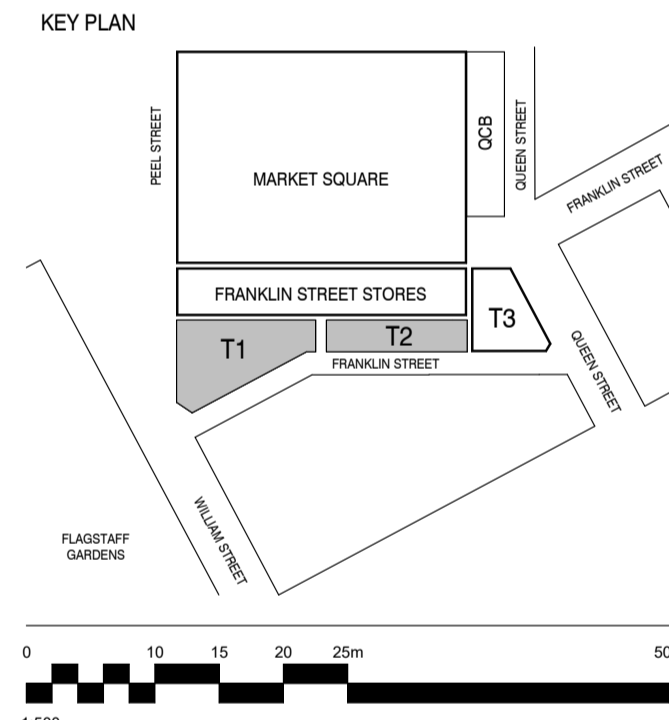
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CLIENT



NH Architecture

Jackson Elements Burrows OPENWORK



DRAWN CHECKED SCALE @A1
JM NB 1 : 500

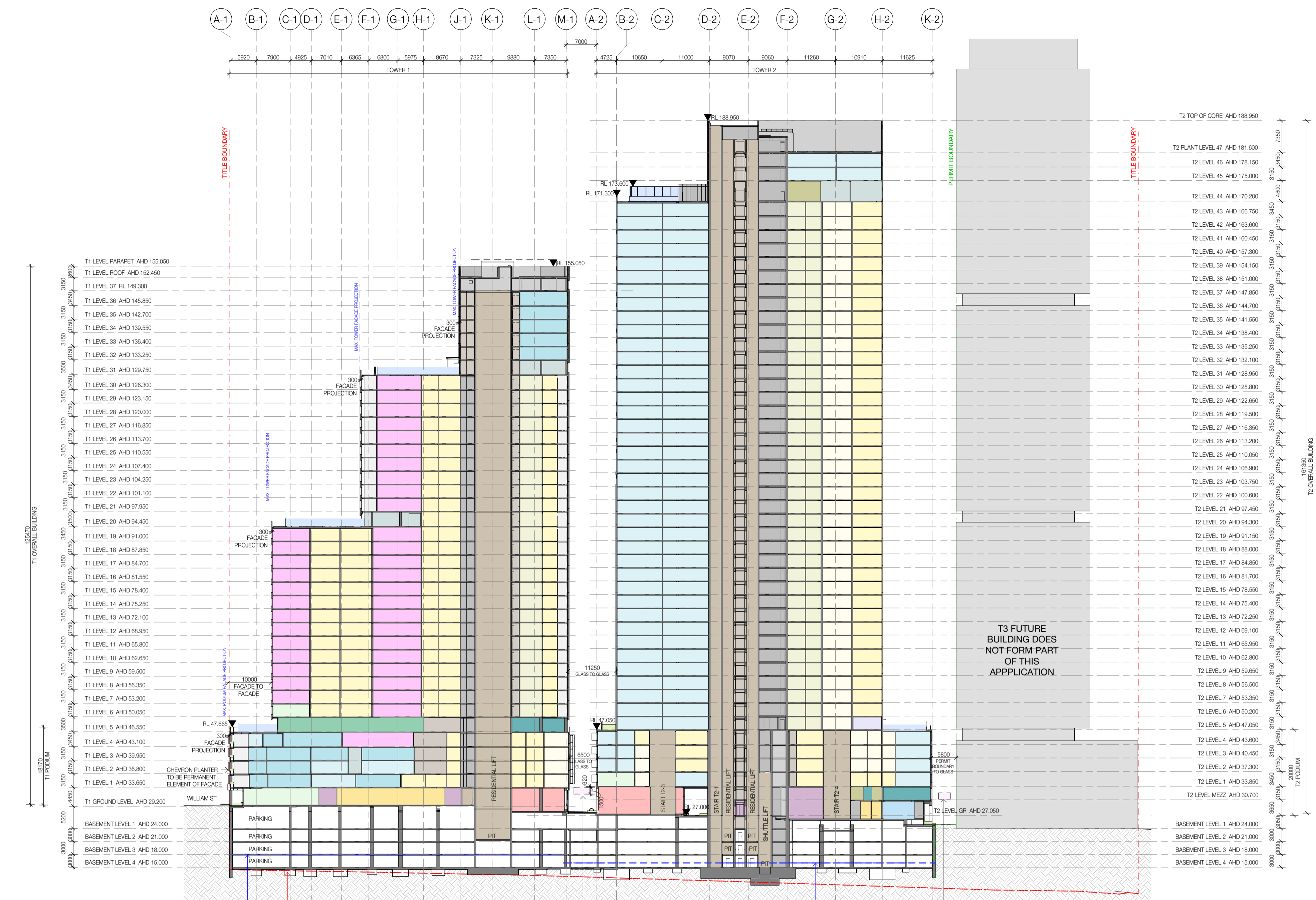
PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

DRAWING TITLE
OVERALL SECTION - 1

DRAWING No. REVISION
NHA-SIR-A-P22-99-02 8



COLOUR SCHEME LEGEND

STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
1 BED APARTMENT - AFFORDABLE	AMENITIES	COMMON AREA AMENITY	POOL WATER
2 BED APARTMENT	AMENITY - OUTDOOR	GYM	SERVICES / BOH
2 BED APARTMENT - AFFORDABLE	BALCONY	LANDSCAPE	STORAGE
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3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL


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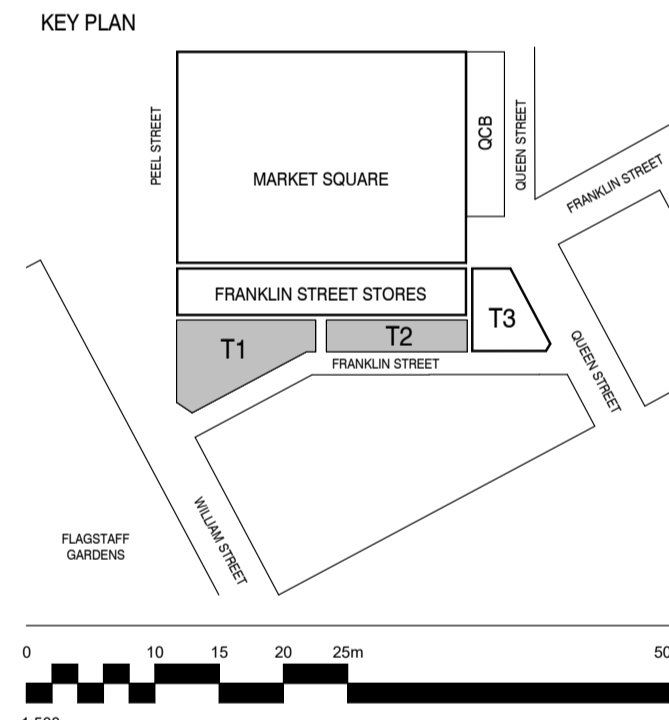
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NH Architecture

Jackson Clements Burrows OPENWORK



DRAWN CHECKED SCALE @A1
JM NB 1 : 500

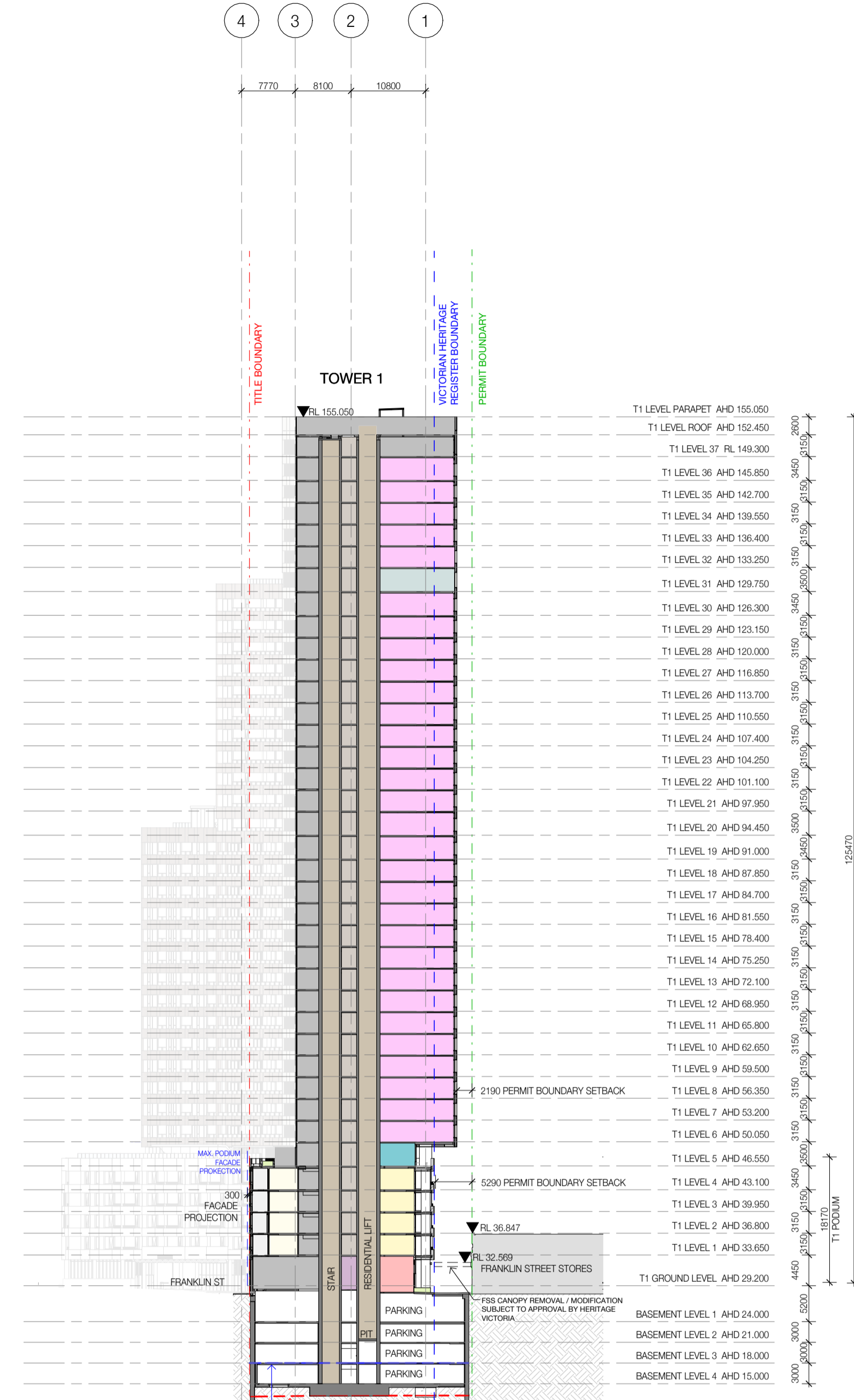
PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

DRAWING TITLE
OVERALL SECTION - 2

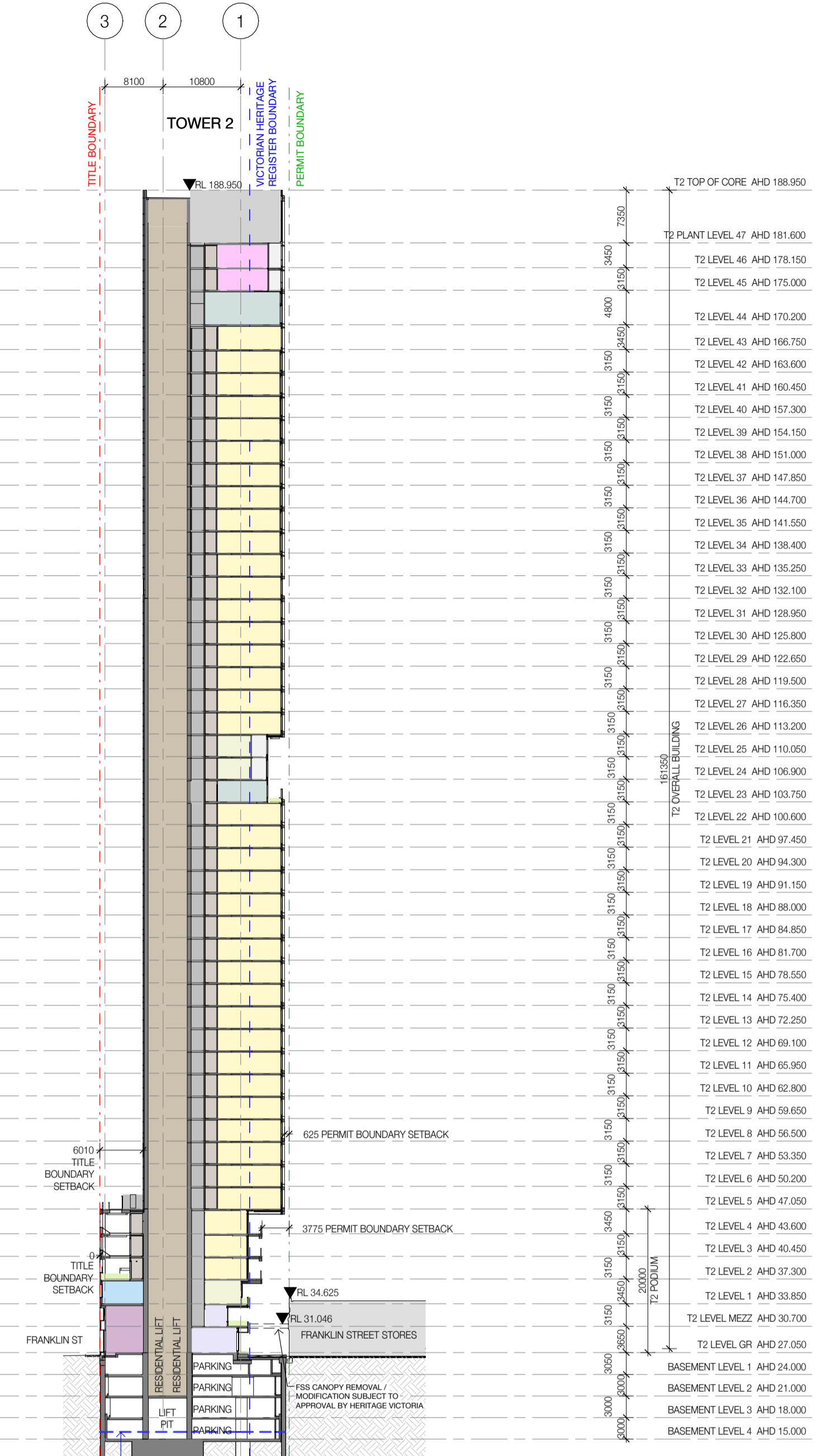
DRAWING No. REVISION
NHA-SIR-A-P22-99-03 8



1 OVERALL SECTION - TOWER 1
SCALE 1 : 500

COLOUR SCHEME LEGEND

STUDIO	ACTIVITY CENTRE	CORE / VT	OUTDOOR DINING
1 BED APARTMENT	ADMINISTRATION	CO-WORKING	POOL
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3 BED APARTMENT	BOH / SERVICES	LOBBY	RETAIL
3 BED APARTMENT - AFFORDABLE	CIRCULATION	LOUNGE	FUTURE RETAIL



2 OVERALL SECTION - TOWER 2
SCALE 1 : 500


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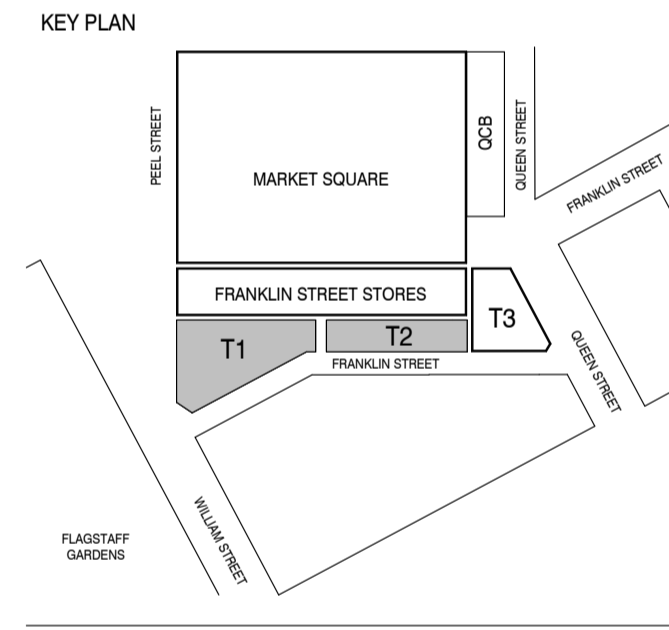
CLIENT



NH Architecture

Jackson
Elements
Burrows

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DRAWN CHECKED SCALE @A1
JM NB 1 : 500

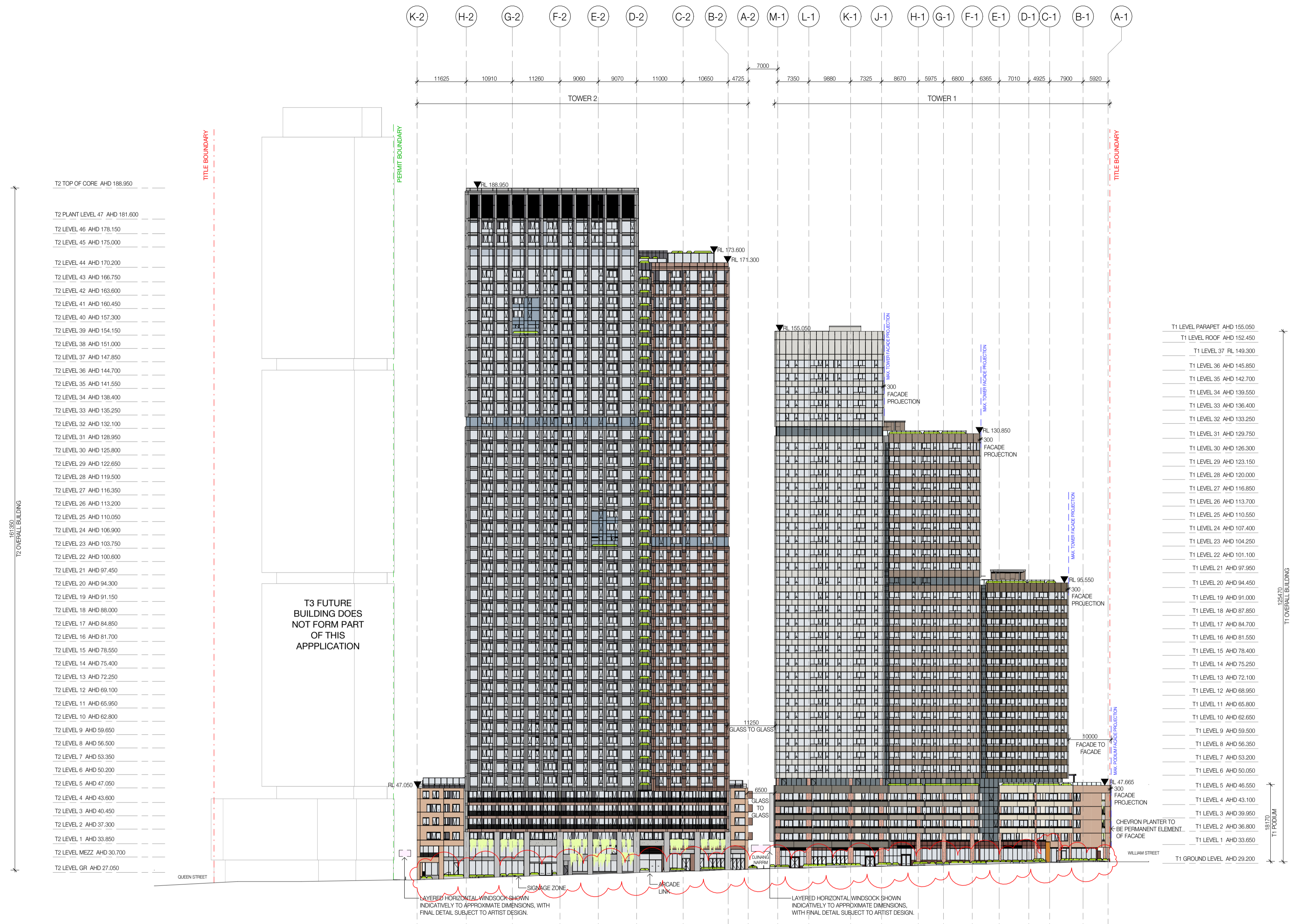
PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

DRAWING TITLE
OVERALL ELEVATIONS - NORTH

DRAWING No. REVISION
NHA-SIR-A-P40-99-01 8



NOTES:
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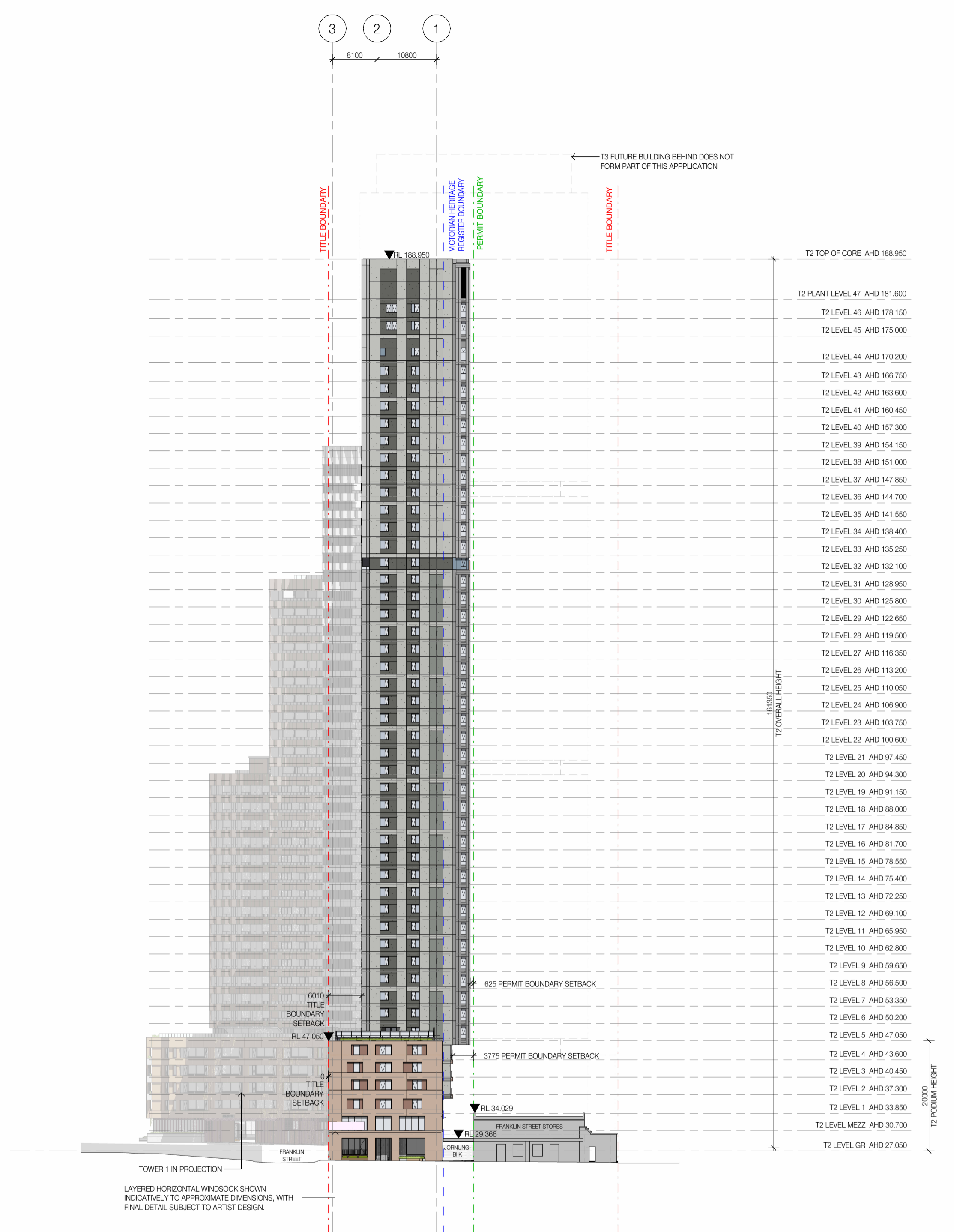
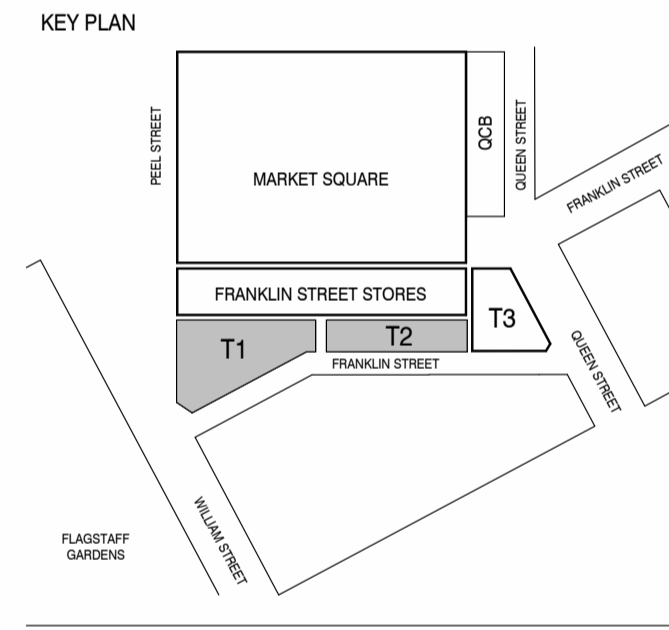
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NOTE:
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NH Architecture



NOTES:
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TOWER 1 IN PROJECTION
LAYERED HORIZONTAL WINDSOOK SHOWN INDICATIVELY TO APPROXIMATE DIMENSIONS, WITH FINAL DETAIL SUBJECT TO ARTIST DESIGN.


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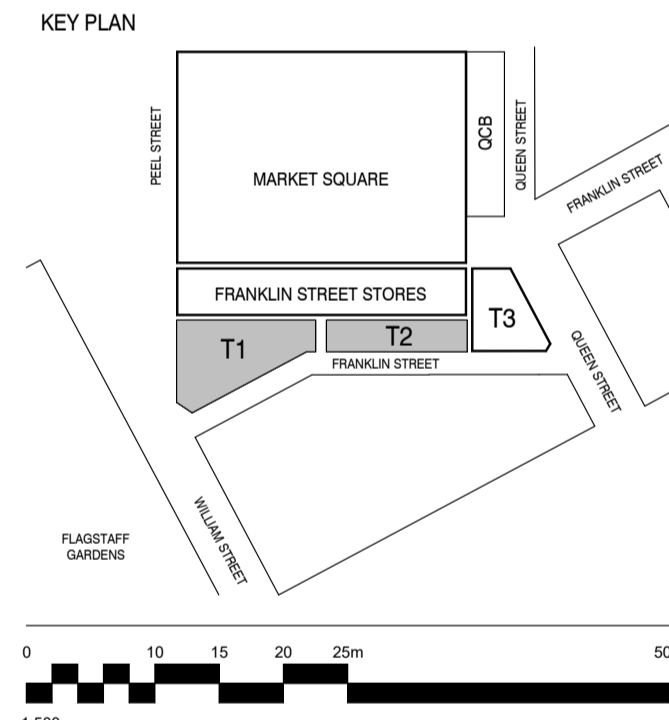
CLIENT



NH Architecture



OPENWORK



DRAWN CHECKED SCALE @A1
JM NB 1 : 500

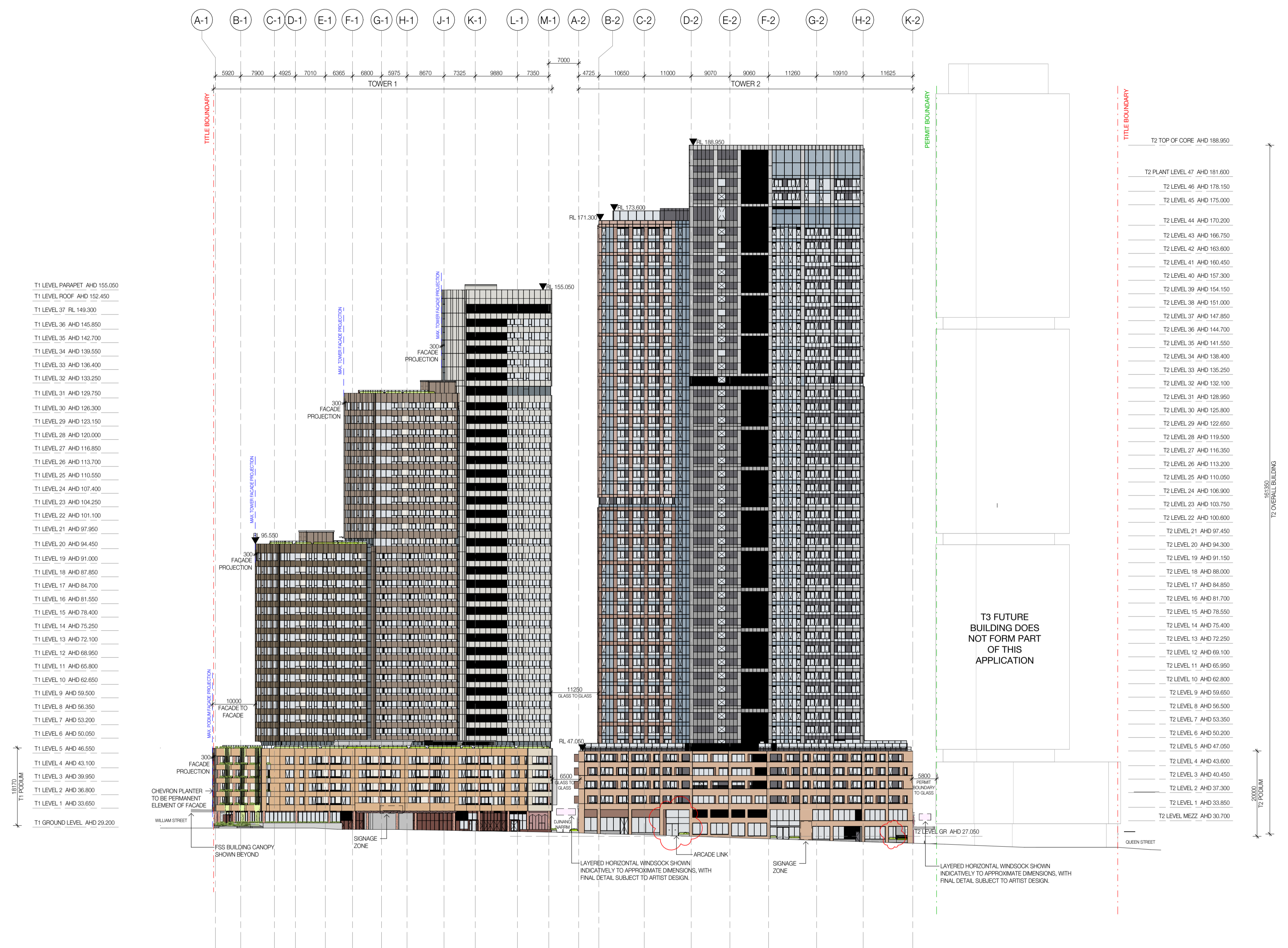
PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

DRAWING TITLE
OVERALL ELEVATIONS - SOUTH

DRAWING No. REVISION
NHA-SIR-A-P40-99-03 8



- T1 LEVEL PARAPET AHD 155.050
- T1 LEVEL ROOF AHD 152.450
- T1 LEVEL 37 RL 149.300
- T1 LEVEL 36 AHD 145.850
- T1 LEVEL 35 AHD 142.700
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- T1 LEVEL 21 AHD 97.950
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- T1 LEVEL 13 AHD 72.100
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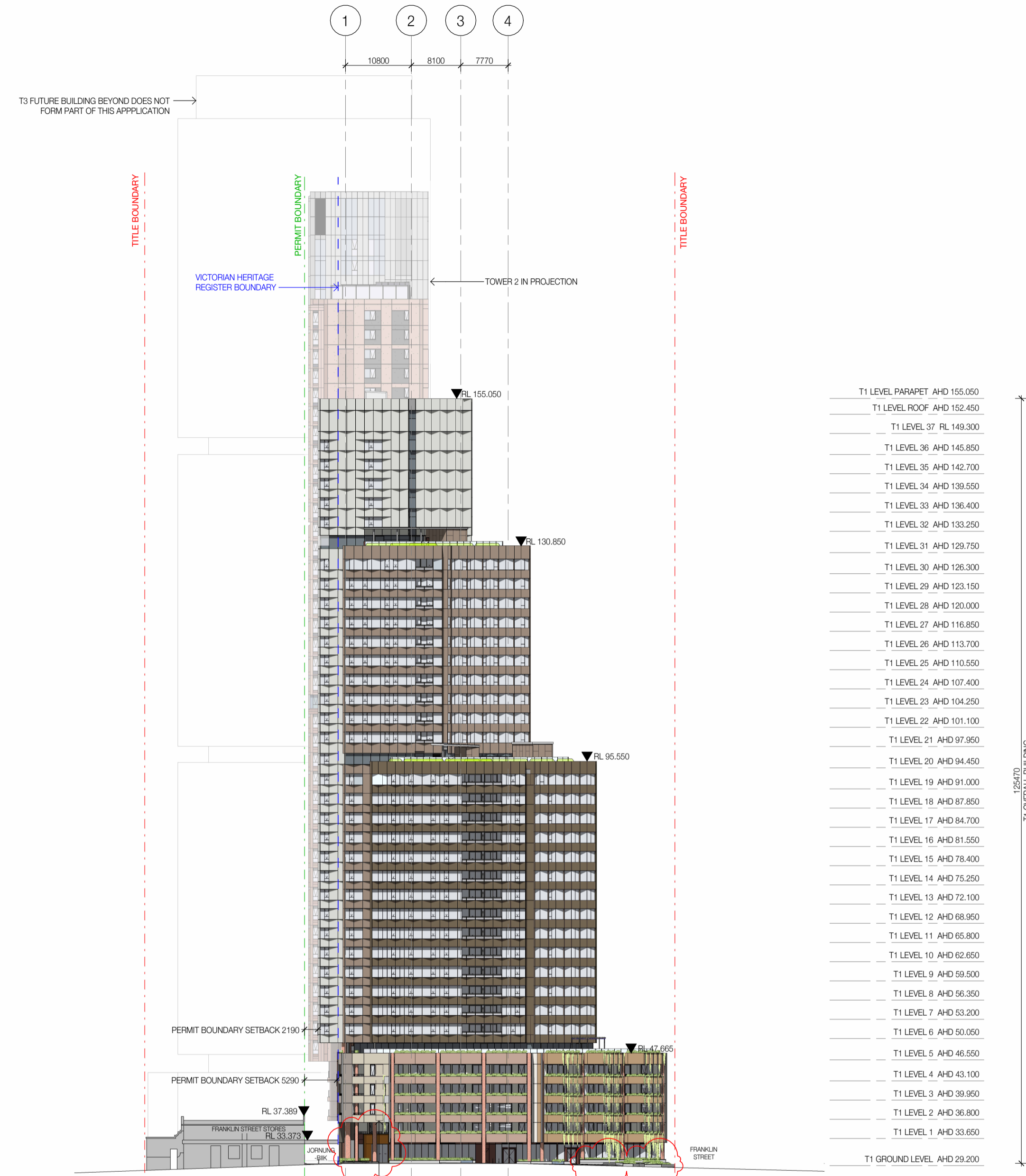
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REV.	DETAILS	DATE
1	FOR INFORMATION	28.02.2025
2	PLANNING APPLICATION - DRAFT	05.03.2025
3	PLANNING APPLICATION	12.03.2025
4	PLANNING APPLICATION	01.04.2025
5	PLANNING APPLICATION	10.06.2025
6	PLANNING APPLICATION	12.09.2025
7	PLANNING APPLICATION UPDATE	12.12.2025
8	PLANNING AMENDMENT	13.05.2025



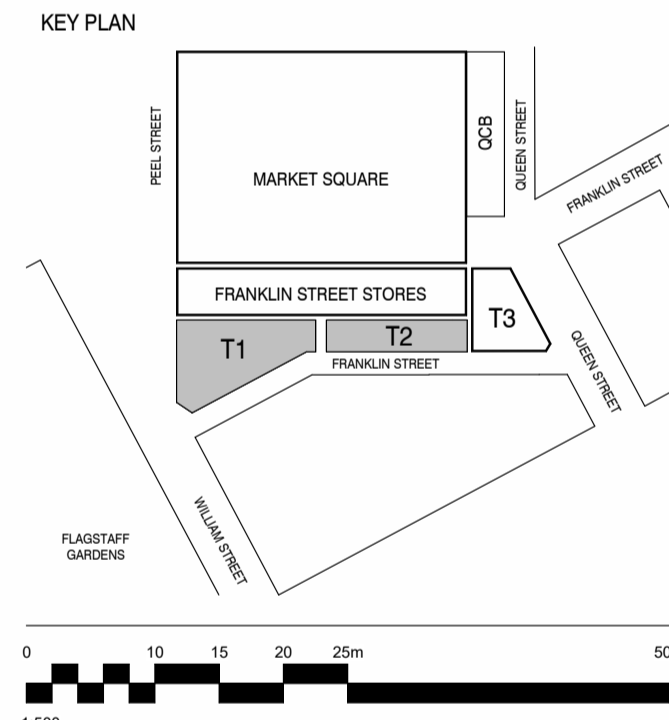
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CLIENT

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DRAWN CHECKED SCALE @A1
JM NB 1 : 500

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
PLANNING APPLICATION

DRAWING TITLE
OVERALL ELEVATIONS - WEST

DRAWING No. REVISION
NHA-SIR-A-P40-99-04 8

PLANNING REPORT

TPMR-2023-7/A & TPMR-2023-12/A

QUEEN VICTORIA MARKET, 65-159 VICTORIA STREET, MELBOURNE

AMENDMENT TO QUEEN VICTORIA MARKET SOUTHERN PRECINCT DEVELOPMENT PLAN AND PLANNING PERMIT FOR TOWERS 1 AND 2



Acknowledgement of Traditional Owners

The City of Melbourne respectfully acknowledges the Traditional Owners of the land we govern, the Wurundjeri Woi-wurrung and Bunurong / Boon Wurrung peoples of the Kulin Nation and pays respect to their Elders past and present. We acknowledge and honour the unbroken spiritual, cultural and political connection they have maintained to this unique place for more than 2,000 generations.

We accept the invitation in the Uluru Statement from the Heart and are committed to walking together to build a better future.

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1. Application Details

Melbourne City Council Application Number	TPMR-2023-7/A & TPMR-2023-12/A
DTP Application Number	DP2302292 & PA2302374-1
Address	Queen Victoria Market, 65-159 Victoria Street, Melbourne
Applicant	Lendlease Development Pty Ltd C/- Urbis Ltd
Owner	Melbourne City Council
Architect	NH Architecture, KTA, Jackson Clements Burrows, Searle & Waldron Architecture, McGregor + Coxall, Openwork
Proposal	Amendment to the QVM Southern Precinct Development Plan and amendment to planning permit PA2302374 pursuant to Section 72 of the <i>Planning and Environment Act 1987</i> to make changes in response to Federal heritage approval conditions, convert Tower 1 from office to apartments and modify the affordable housing requirement
Cost of Works	\$552,990,982
Applicable Planning Controls	Capital City Zone Schedule 1 (CCZ1) Heritage Overlay (HO496) Design and Development Overlay Schedule 1 (DDO1) Design and Development Overlay Schedule 10 (DDO10) Development Plan Overlay Schedule 11 (DPO11) Parking Overlay Schedule 1 (PO1)
Permit Requirements	<u>Capital City Zone</u> Use of the land for a car park To construct a building or construct or carry out works To demolish or remove a building <u>Design and Development Overlay</u> To construct a building or construct or carry out works
Consultation	Public notification is the responsibility of the Minister for Planning (Department for Transport and Planning)
Section 173 Agreement and Covenant	Section 173 Agreement AY069637H dated 5 June 2024 relates to development contributions required for future public realm
Reason for FMC Referral	The development relates to Ministerial Applications for a development with a gross floor area exceeding 25,000 square metres. Therefore, the application is required to be referred to the Future Melbourne Committee in accordance with Section 2.4.2 of Melbourne City Council's Delegation Policy for Planning Applications
Recommendation	No objection, subject to conditions
Planning Officer	Lachlan Orr, Acting Manager Statutory Planning

2. Executive Summary

- This report considers concurrent Ministerial referrals associated with amendments to the *Queen Victoria Market (QVM) Southern Precinct Development Plan* and Ministerial Planning Permit PA2302374 associated with Towers 1 and 2.

- Ministerial planning approvals were granted for the QVM Southern Precinct in 2024 including the overall development plan and planning permits for three mixed-use towers containing offices, dwellings and student housing respectively.
- On 11 August 2025, Federal heritage approval for the project was granted under the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act). Conditions of this approval included requirements to reduce the scale of the development in proximity to the Franklin Street Stores.
- The current applications provide a revised built form that responds to these conditions, while also converting Tower 1 from offices to dwellings and making subsequent updates to the endorsed Development Plan.
- The key matters for consideration are whether the amendments to the Development Plan are acceptable having regard to DPO11, and whether the amended planning permit for Towers 1 and 2 delivers an appropriate built form outcome.
- The amended Development Plan continues to comply with the requirements of the DPO11. The modifications to the affordable housing requirement as it relates to Tower 1 are acceptable.
- The revised design of Tower 1 provides a high-quality architectural response at a prominent location within the precinct. Increased setbacks around the retained Franklin Street Stores result in a superior heritage and public realm outcome, particularly along the William Street interface and the east–west connection.
- The proposed height and massing are generally consistent with the previous approval and remain compliant with DPO11. Pedestrian connections and high levels of activation are maintained, supporting a vibrant future public realm. The amended proposal performs strongly against Clause 58 (Apartment Developments) and does not introduce any new areas of non-compliance.
- Subject to conditions, the amendments satisfy the relevant provisions of the Melbourne Planning Scheme and should be supported.

3. Site and Surrounds

3.1. Site

The subject site is the southern section of the Queen Victoria Market, which is a place of local and state heritage significance. Specifically, the subject site is Parcel D of the Queen Victoria Market Framework Plan in Development Plan Overlay Schedule 11 (DPO11). The site is bound by Queen Street to the east, Peel Street and William Street to the west, the remainder of the market to the north, and Franklin Street to the south.

Parcel D is irregularly shaped and has an area of approximately 11,890 square metres, and the area within this that the approved Towers 1 and 2 would occupy is approximately 7,599 square metres. The site is currently occupied by open car parks associated with the market as well as the southern canopy of the Franklin Street Stores, a significant row of brick buildings used historically as stores associated with the market.

The site is formally identified as Crown Allotment 2057 at West Melbourne, City of Melbourne, Parish of Melbourne North (shown on plan TP956679M). A depth limitation of 60 metres is identified beneath the Franklin Street Stores (including the canopies), and a depth limitation of 15 metres is identified for the remainder of the land. Section 173 Agreement AY069637H was applied to the title on 5 June 2024 and relates to development contributions required for future public realm elements in other parts of development plan area (i.e. Market Square). There are no other easements or restrictions identified on title.

The Queen Victoria Market is listed on the Victorian Heritage Register (VH734) and is identified as one of the great nineteenth century markets of Victoria having been in continual operation since the 1870s. It is also the site of Melbourne's first official cemetery, in use between 1837 and 1854, after which it was

reduced until its final closure in 1917 to accommodate the growing market. Archaeological sites are included in the Victorian Heritage Inventory and are located in Parcel D, William Street and the roundabout on Queen Street.

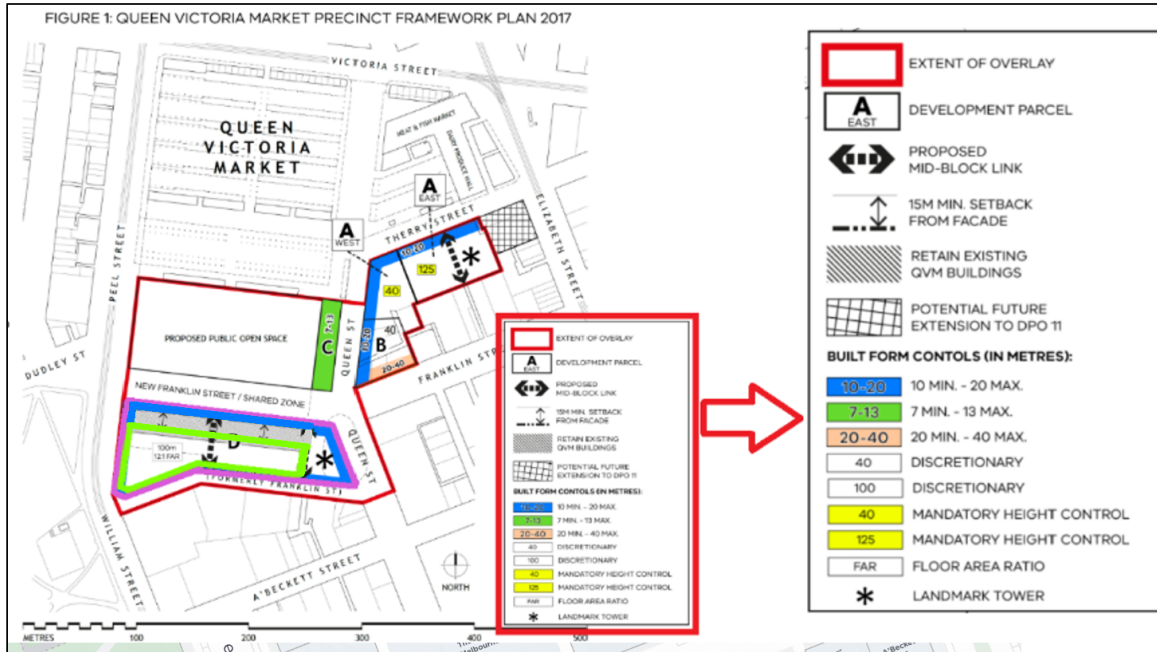


Figure 1 – Queen Victoria Market Precinct Framework Plan 2017 (DPO11, Parcel D highlighted in pink, Tower 1 and 2 permit area highlighted in green)

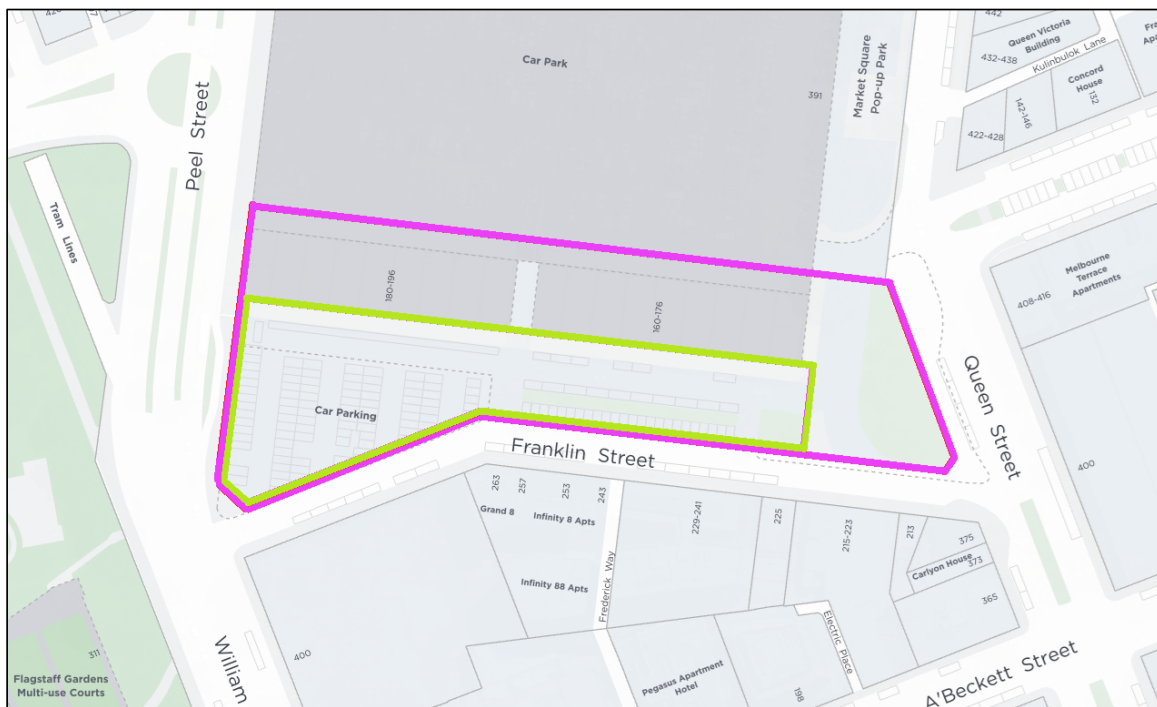


Figure 2 – Locality plan showing Parcel D highlighted in pink and Tower 1 and 2 permit area highlighted in green (Source: Compass)

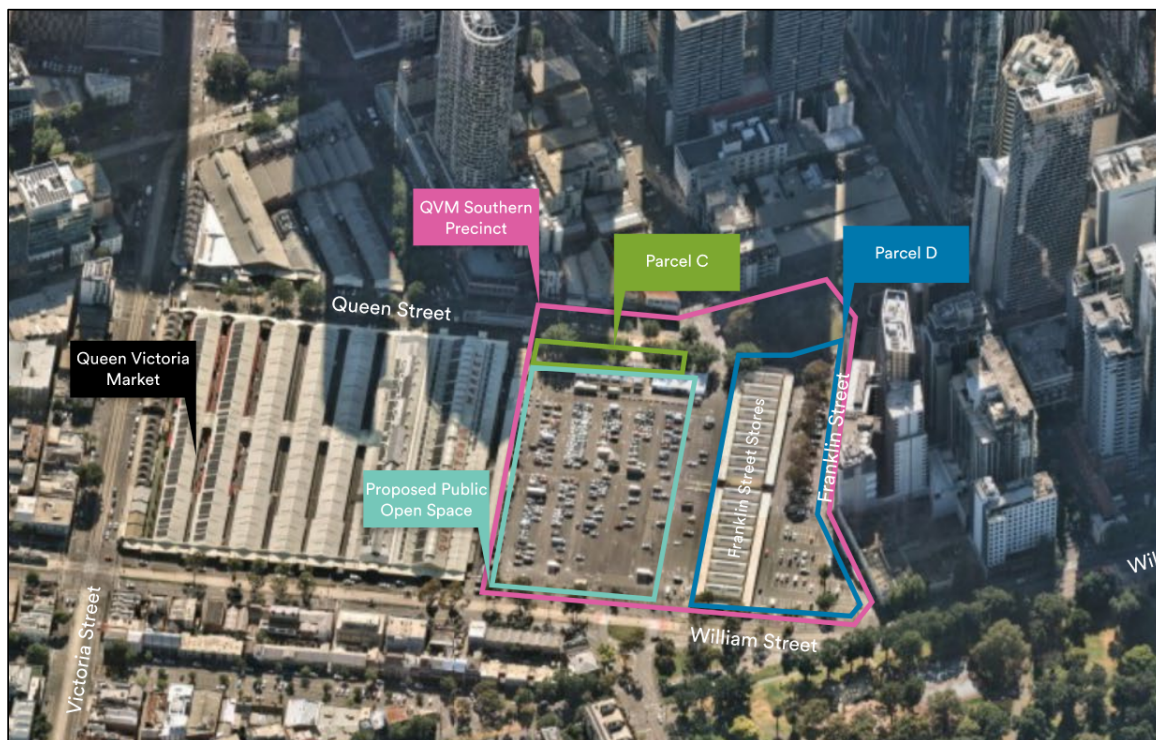


Figure 3 – Aerial view of the subject site from the west with DPO11 and development plan areas annotated (Source: Application)

3.2. Surrounds

The Queen Victoria Market sits at the northwest corner of the Hoddle Grid, and forms the northwest edge of the central city. The site is bound by the remainder of the market and roads, with no immediate neighbours. The site's interfaces are described as follows:

- To the **north**, are the Franklin Street Stores, market car park, String Bean Alley and the trader sheds.
- To the **south** is Franklin Street, which features buildings ranging in height from two to ten storeys. Ministerial Planning Permit 2013009182-3 has been issued for a 34 level mixed use development on the corner of Franklin Street and William Street (386-412 William Street). Franklin Street has a single lane of vehicular traffic (westbound) and on-street parking on the southern side of the road reserve.
- To the **east** is Queen Street, where the intersection with Franklin Street has been modified since the original approvals to partially remove the large roundabout. The Munro development occupies the corner of Therry Street and Queen Street (Parcel A), rising to approximately 125 metres and accommodating dwellings, retail premises, and the narm ngarrgu Library. Ministerial Planning Permit PA2000875 has been issued for a mixed-use development on Parcel B (Stage 1), with a height of up to 67 metres, although no planning application has been lodged for the remainder of Parcel B. Further east, the interface includes the ten-storey Melbourne Terrace Apartments at the corner of Queen Street and Franklin Street, a place of local heritage significance.
- To the **west** is Peel Street and William Street. Land on the western side of Peel Street is generally two to four storeys in height, transitioning to the residential areas of North and West Melbourne. Flagstaff Gardens is located over William Street and is one of the key public open spaces serving the central city and surrounding areas.

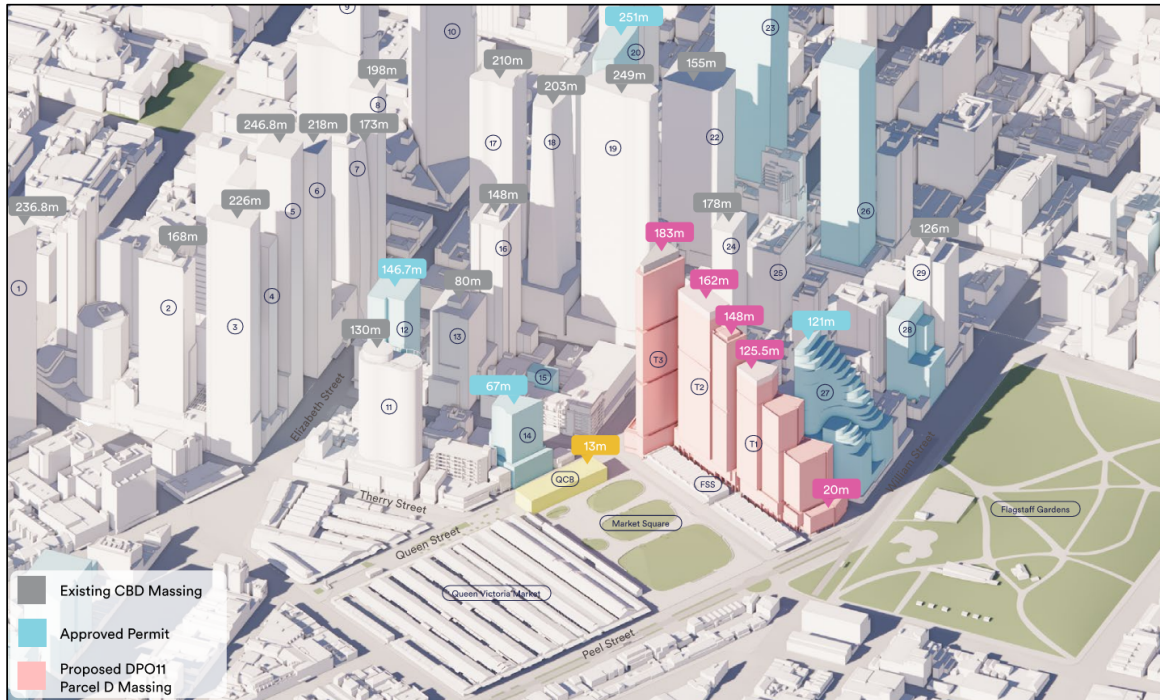


Figure 4 – Urban context analysis showing existing, approved and proposed built form within the surrounding area (Source: Application)

3.3. Aboriginal Cultural Heritage

This Site is on the traditional lands of Wurundjeri Woi-wurrung.

The site is located within an area of Aboriginal Cultural Heritage Significance due to the presence of registered cultural heritage places within the Queen Victoria Market. The proposed development is considered a high impact activity under the *Aboriginal Heritage Regulations 2018*, triggering a mandatory requirement for the approval of a Cultural Heritage Management Plan (CHMP).

Approved CHMPs (Ref No. 14125 and 17098) have been prepared by Extent Heritage Pty Ltd and provided in conjunction with the approved Development Plan. Any works approved under this application will be required to comply with all conditions contained within the approved CHMPs.

4. Background

4.1. DPO11 Development Plans

The following development plans have been approved within the Queen Victoria Market precinct under DPO11:

- Parcel A – QVM Munro Site Development Plan, 18 July 2018 (endorsed by the Minister for Planning on 2 November 2018)
- Parcel B – Stage 1 Development Plan, July 2021 (endorsed by the Minister for Planning on 19 December 2021)
- Parcel D – Queen Victoria Market Southern Precinct Development Plan, June 2024 (endorsed by the Minister for Planning on 28 June 2024)

The application solely relates to land within the Queen Victoria Market Southern Precinct Development Plan, June 2024.

4.2. Planning permit history

Ministerial Planning Permit PA2302374 was issued by the Minister for Planning on 19 August 2024 for the use of the site as car parking and the construction of an office building (Tower 1) and a residential building (Tower 2). Plans were not submitted for endorsement prior to the lodgement of the proposed amendments.

The following planning permits relating to Parcel D have been issued by the Minister for Planning, but are not affected by the proposed amendments:

- PA2302312 (TPMR-2023-10) – Early works associated with the QVM Southern Precinct, approved 26 March 2024.
- PA2302581 (TPMR-2023-21) – Construction of Tower 3 within Parcel D containing student accommodation, approved 19 August 2024.
- PA2302581-1 (TPMR-2023-21/A) – Amendment to Tower 3 permit to delete Conditions 2(b) and 14(b) which require an 8.8 m service vehicle, approved 26 September 2024.

4.3. Pre-application discussions and OVGA workshops

As a continuation of the engagement undertaken for the original approvals, a series of design review panels and targeted agency workshops were facilitated by the Office of the Victorian Government Architect (OVGA). These sessions were attended by officers from the City of Melbourne, the Department of Transport and Planning (DTP), Heritage Victoria (HV), and the applicant's project team, ensuring a coordinated and multi-agency review process.

Through this process, key issues were rigorously tested, including the resolution of the revised design approach for Tower 1, the delivery of a high-quality ground plane and cohesive public realm across the precinct, and the integration of a robust and well-considered wind mitigation strategy. The formally lodged amendments reflect a substantive refinement of the proposal, directly responding to and incorporating the feedback provided through this iterative design review process.

4.4. National Heritage approval

On 23 July 2018, the Queen Victoria Market was included on the National Heritage List and protected under the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act). Any assessment or approval of the proposal required under the EPBC Act are separate considerations to those under the *Planning and Environment Act 1987* (the Act).

On 11 August 2025, the Minister for the Environment and Water issued a decision under Sections 130(1) and 133(1) of the EPBC Act, for the following:

“To build three mixed use towers and a low-rise civic building adjacent to the Queen Victoria Market, convert the carpark within Queen Victoria Market into public open space and restore the Franklin Street Stores in preparation for their adaptive reuse.”

Of note was Condition 2 of the decision, which required the following modifications:

To mitigate direct and indirect impacts to the Franklin Street Stores:

- a) *The footprint of the towers must be outside the Heritage Place boundary.*
- b) *Tower 1 must not extend into the Heritage Place boundary:*
 - i. *By more than 3.3 metres perpendicularly,*
 - ii. *For a length of more than 26 metres in parallel, and*
 - iii. *At a height of less than 19.5 metres above the finished floor level of the Jorung-Biik Laneway.*
- c) *Tower 2 podium must not extend into the Heritage Place boundary:*
 - i. *By more than 1.8 metres perpendicularly,*

- ii. *For a length of more than 64 metres in parallel,*
 - iii. *At a height of less than 8.5 metres above the finished floor level of the Jornung-Biik Laneway.*
- d) *Tower 2 above the podium must not extend into the Heritage Place boundary:*
- i. *By more than 4.9 metres perpendicularly.*
 - ii. *For a length of more than 63 metres in parallel,*
 - iii. *At a height of less than 18 metres above the finished floor level of the Jornung-Biik Laneway.*
- e) *The Tower 3 external building line at ground and first floors must be setback from the northern edge of the podium by 11.6 metres to the north-west adjacent to the Franklin Street Stores, and 7.7 metres from the north-east, excluding structure.*
- f) *The approval holder must not permanently remove more than 14 canopy bays from the southern façade of the Franklin Street Stores.*
- g) *The approval holder must reinstate all eastern façade canopies removed during early works as part of the restorative works of the Franklin Street Stores.*

The proposed amendments have incorporated these conditions through the reduced massing of the development, as well as the increased retention of the canopy of the Franklin Street Stores.

4.5. Heritage Victoria approval

The land is partly included on the Victorian Heritage Register (VH734). Pursuant to Clause 43.01-3 (Heritage Overlay), a planning permit is not required to develop a place on the Victorian Heritage Register as separate approval is required from Heritage Victoria. Therefore, the Heritage Overlay and associated policy guidance do not apply to this planning application. However, heritage matters are a contextual factor.

Heritage Victoria granted Permit P36779 on 20 December 2023. The permit allows:

“Construction of two multi-level towers to the southern edge of the Queen Victoria Market on Franklin Street (only partially within the extent of registration), works to the Franklin Street Stores including partial demolition of the southern canopy, temporary dismantling and reinstatement of the southern, eastern and western canopies, conservation and adaptation works to facilitate the introduction of new uses, demolition works to the existing at-grade market carpark (including demolition of the waste receiving station) and development of a new public open space (Market Square).”

On 26 March 2026, Heritage Victoria approved an amendment to Permit P36779, described as follows:

“Removal of four sets of documents and replacement with updated versions that allow for changes to Tower 1 (reduction in floorplates, increased setbacks at the lower levels of the tower and reduction in the cantilever of the tower), Tower 2 (reduction of podium cantilever) and Franklin Street Stores (retention of an additional canopy).”

The proposed amendments are consistent with the amended Heritage Victoria Permit.

5. Proposal

5.1 Proposal Summary

Application P2302374-1 (TPMR-2023-12/A) seeks approval under Section 72 of the Act to amend Planning Permit PA2302374 to convert the approved Tower 1 from offices to residential apartments in a built-to-rent model, in a revised tower form. It also seeks to modify the massing of the development in response to the conditions of the EPBC Act approval outlined in Section 4.4 of this report.

Concurrently, it is proposed to amend the Queen Victoria Market Southern Precinct Development Plan, June 2024 (TPMR-2023-7/A) to reflect the modified design response, in particular the reduced massing

in relation to the Franklin Street Stores and the revised scheme for Tower 1. The proposal also seeks to modify the affordable housing component of the public benefit section of the Development Plan.

Key components of the amended proposal include:

- Tower 1 converted from an office building to a residential apartment building in a revised tower form containing three distinct elements, graduating in height from west up to east.
- A reduced massing to the northern section of the podium levels of both towers, as well as to the cantilevered element to Tower 1 in relation to the Franklin Street Stores, responding to the conditions of the EPBC Act approval.
- The setbacks, separation and maximum height of each tower will be generally consistent with the original approval, with some adjustments to the height of the lower, secondary elements.
- A total of 1,129 apartments provided across both Towers 1 and 2, comprising a mix of studio, one, two and three-bedroom apartments.
- Retail premises retained at the ground level, with increased residential lobby areas and coworking spaces associated with each built-to-rent tower.
- The retention of the approved pedestrian links within the precinct, including an enhanced east-west connection (Jornung-Biik) through the reduced cantilevering and increased setbacks to the towers.
- Basement car parking beneath Towers 1 and 2 servicing residents as well as providing 220 car spaces allocated for visitors to the Queen Victoria Market.
- Deletion of high wall signage previously included at the top of Tower 1.
- Modifications to the Development Plan including:
 - Modified setbacks and reduced massing in response to the EPBC Act approval.
 - Changes to reflect the change in Tower 1 from offices to residential, including modified ESD requirements which remove pathways associated with commercial buildings.
 - Modifications to the affordable housing requirement at Section 1.3.5 including:
 - Inclusion of a new requirement specific to Tower 1 for the provision of 10% of the net saleable area of the tower as affordable housing. The requirements for 15% of net saleable area for Tower 2, and for 15% net area of any other future residential floor space in Parcel D, are retained.
 - The terms 'net floor area' replaced with 'net saleable area'.
 - Removal of the further 80 spaces for weekend parking provided within the QVM public car parking section of the public benefits at Section 1.3.5.
 - Minor changes to the Design Principles and Building Form Requirements, including:
 - Section 1.3.6, Design Principle 12 – remove references to the 'central vertical zipper' of the previous design.
 - Section 1.3.7.6, Shadow Studies – modified shadowing analysis to reflect the revised tower massing.
 - Section 1.3.7.7, Wind Studies – modified wind analysis to reflect the amended built form.
 - Updated staging and development sequencing in Section 1.3.10, Staging Plan.

The proposal also seeks to modify the permit conditions as a result of the amended development.

5.2 Summary of amendments

An overview of the key changes to the approved development is summarised, as per Table 1, as follows:

Table 1: Summary of amendments (Towers 1 and 2)		
Detail	Approved	Amendment
Gross Floor Area	113,705 square metres	113,017 square metres
Floor Area Ratio <i>In accordance with DPO11, FAR calculation includes all of Parcel D</i>	13.45:1	13.39:1
Building height	Tower 1 – 125 metres Tower 2 – 162 metres	Tower 1 – 125.5 metres Tower 2 – 162 metres
Podium heights	20 metres	No change
Tower setbacks	6 metres to Franklin Street (south) 20 metres to northern façade of Franklin Street Stores 10 metres to William Street (west)	No change
Tower separation	11.3 metres between Tower 1 and 2 17.4 metres between Tower 2 and 3	11.25 metres between Tower 1 and 2 No change
Number of dwellings	Tower 1 – N/A Tower 2 – 569 dwellings, including: <ul style="list-style-type: none"> • 106 studios (19%) • 208 one-bedroom (37%) • 243 two-bedroom (43%) • 12 three-bedroom (2%) 	Tower 1 – 507 dwellings, including: <ul style="list-style-type: none"> • 100 studio (20%) • 241 one-bedroom (47%) • 81 two-bedroom (17%) • 85 three-bedroom (17%) Tower 2 – 622 dwellings, including: <ul style="list-style-type: none"> • 124 studio (20%) • 311 one-bedroom (49%) • 113 two-bedroom (17%) • 74 three-bedroom (14%) Total of 1,129 dwellings
Affordable housing	81 affordable housing dwellings (49 one-bedroom and 32 two-bedroom, accounting for 15% of Tower 2 net area)	134 affordable housing dwellings (63 one-bedroom, 69 two-bedroom and 2 three bedroom dwellings, accounting for 10% net saleable area of Tower 1 and 15% of Tower 2)
Communal areas	Tower 1 – N/A Tower 2 – 761 square metres external, 2,319 square metres internal	Tower 1 – 1,467 square metres external, 2,863 square metres internal Tower 2 – 671 square metres external, 2,051 square metres internal
Retail leasable floor area	1,503 square metres	753 square metres

Table 1: Summary of amendments (Towers 1 and 2)

Car parking spaces	387 spaces (200 public for QVM, 20 trader van spaces, 87 residential, 80 commercial)	382 spaces (200 public for QVM, 20 trader van spaces, 157 residential, 5 van spaces)
Bicycle parking spaces	953 bicycle parking spaces	477 bicycle parking spaces