

Warakirri Global Emerging Markets Fund

Product Disclosure Statement

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Issued by Warakirri Asset Management Ltd ("Warakirri") ABN 33 057 529 370, AFSL No 246782

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About this Product Disclosure Statement ("PDS")

This PDS has been prepared and issued by Warakirri ("Responsible Entity", "we" or "us" or "our") and is a summary of significant information relating to the Warakirri Global Emerging Markets Fund ("Fund"). It also contains a number of references to additional information which can be found in an Additional Information Booklet (and that information forms part of this PDS). The additional information should be read together with this PDS before making a decision to invest in the Fund. You can access this PDS and the Additional Information Booklet on our website, www.warakirri.com.au or request a copy free of charge by calling us on 1300 927 254.

You should consider this information carefully before making a decision about the Fund. The information provided in the PDS is general information only and is not a recommendation to invest in the Fund and does not take into account your personal objectives, financial situation or needs. You should obtain financial and taxation advice tailored to your personal circumstances to ensure that an investment in the Fund is appropriate for your situation.

We authorise the use of this PDS as disclosure to people who wish to access the Fund indirectly through an Investor Directed Portfolio Service ("IDPS"), an IDPS-like scheme or a nominee or custody service (collectively known as an "IDPS Service"). If you access the Fund indirectly, the IDPS Service becomes the unit holder in the Fund and acquires the rights of an investor and can exercise, or decline to exercise, these rights on your behalf.

The offer to which this PDS relates is available only to persons receiving the PDS (electronically or otherwise) in Australia.

Investments in the Fund are subject to risks. Warakirri does not guarantee any payment of income or repayment of capital or the performance of your investment in the Fund. While Warakirri believes forward looking statements and estimates in this PDS are reasonable, no assurance can be given that such expectations will prove correct. They are provided as a general guide only and should not be relied on as a promise or guarantee as to a future outcome.

It is important that you understand and accept the risks before you invest in the Fund.

Updated Information

The information in this PDS is up to date at the time of preparation. However, information relating to the Fund that is not materially adverse information is subject to change and update by us from time to time.

Where the change or update is not considered materially adverse to investors, the information may be updated on the Warakirri website (www.warakirri.com.au). Please contact us or consult your financial adviser with any queries about updated information. We will provide you with a paper copy of any updated information without charge upon request. If there is a change in information which we consider is materially adverse we will generally issue a new PDS.

1. About Warakirri

Responsible Entity

Warakirri is a boutique asset management firm with specialist investment capabilities, across agriculture and ethical investing in Australian and global equities. Warakirri has managed ethical investments since being founded in 1993. Warakirri also has a long history of partnering with highly skilled investment managers with proven capabilities to deliver quality investment solutions. Warakirri offers its clients investment opportunities and exposure across diverse strategies in selected asset classes through its distribution partnerships.

Warakirri is the Responsible Entity of the Fund. As the Responsible Entity, Warakirri is responsible for overseeing the operation and management of the Fund.

Investment manager

Warakirri has appointed Northcape Capital Pty Ltd ABN 53 106 390 24, AFSL No 281767 (“Northcape”) as the investment manager of the Fund. Established in 2004, Northcape is an international boutique fund manager fully owned by its staff. Northcape specialises in managing concentrated high-quality equity portfolios. As the investment manager, Northcape is responsible for selecting and managing the investments of the Fund.

Northcape adopts a long-term approach to investing with the belief that superior investment returns rely on fundamental investment research, good judgement and experience. At the core of Northcape’s philosophy is to invest in high quality companies at relatively attractive valuations. Northcape believe that protecting capital in down markets is the foundation for superior returns over the long term and have a strong and practical approach to risk that focuses on avoiding companies that are structurally challenged, highly geared or have poor Environmental, Social and Governance (“ESG”) standards.

Custodian, administrator and registrar

Warakirri has appointed RBC Investor & Treasury Services to provide asset services, custody, payments and treasury services to Warakirri as Responsible Entity.

Please note: You should read the additional important information “About Warakirri” in section 1 of the Additional Information Booklet (which is available at www.warakirri.com.au) before making a decision to invest in the Fund.

You should be aware that the material relating to “About Warakirri” may change between the time when you read the PDS and the day when you acquire an investment in the Fund.

2. How the Fund works

About the Fund and structure

The Fund has been established as a separate unit class (“Unit Class” under the trust deed of the Warakirri Master Trust but constitutes a separate fund and managed investment scheme in its own right.

The terms of the trust deed for the Warakirri Master Trust Deed and the Unit Class terms for the Fund (together the “Constituent Documents” for the Fund), set out the terms of the Fund’s operation, including our powers, duties and obligations as Responsible Entity, our right to be indemnified out of the Fund’s assets, and the rules and procedures under which the Fund operates. The Constituent Documents, this PDS, the Additional Information Booklet, the Corporations Act 2001 (Cth) (“Corporations Act”) and other applicable laws, regulate the legal relationship with unit holders in the Fund. The Constituent Documents for the Fund are binding on each unit holder (and all persons claiming through them) in the Fund (each a “Unit holder”). A copy of the Constituent Documents for the Fund are available from Warakirri free of charge.

A Unit holder’s interest in the Fund is represented by “Units”. A Unit holder has a beneficial interest in the assets of the Fund as a whole, subject to the liabilities of the Fund. A Unit holder does not have an interest in any particular asset of the Fund.

The Fund comprises assets which are acquired in accordance with the investment strategy for the Fund.

The potential for financial gain through investing in the Fund is made through investors receiving distributions and any increase in capital value of their Units (i.e. if the Unit price is higher than the price at which the investor purchased them).

Unit price

The price at which Units are acquired (“Application Price”) or redeemed (“Redemption Price”) is determined in accordance with the Constituent Documents for the Fund.

Generally, the Application Price and the Redemption Price of Units is calculated each “Business Day” (a day, other than a Saturday or a Sunday on which banks are open for general banking business in Melbourne, Australia) and is equal to the Net Asset Value (“NAV”) of the Fund divided by the number of Units on issue and:

- for the Application Price, adjusted up for transaction costs (called the “buy spread”); and
- for the Redemption Price, adjusted down for transaction costs (called the “sell spread”).

The Application Price and Redemption Price will increase as the market value of the Fund’s assets increases and will decrease as the market value of the Fund’s assets decreases.

Applications into the Fund

Investors can acquire interests in the Fund by applying for Units. This can be directly, or indirectly through an IDPS Service.

Direct investments

An investor can acquire Units by making a direct application for Units. An application for Units can be made using the Fund’s “Initial Application Form” accompanying this PDS, and which is available on our website.

An Initial Application Form needs to be received by the administrator, RBC Investor & Treasury Services, and appropriate funding provided to the Fund’s nominated bank account by 2:00pm on a Business Day to receive that day’s Application Price. Please refer to section 8 of this PDS for more information.

If your application is not correctly completed, we will not process your application until the required information is received.

Indirect investments

Investors who invest indirectly through an IDPS Service (indirect investors) may be subject to different conditions from those referred to in this PDS, particularly with regard to cut-off times for transacting, the timing of distributions, processing and withdrawals as well as Fund reporting and other investor communication.

As well as reading this PDS, indirect investors should read the offer documents provided by the IDPS Service, which explains the service and the fees payable by the indirect investor to the IDPS Service. Indirect investors should follow the instructions of the IDPS Service to apply to buy or sell Units in the Fund.

What is the minimum initial investment?

The minimum initial investment in the Fund is A\$25,000. In certain circumstances, we may reduce this minimum initial investment at our discretion.

What is the minimum holding?

The minimum holding in the Fund is 5,000 Units. If any redemption request would result in you holding less than the minimum holding we may treat the redemption request as relating to all of your Units in the Fund.

Additional investments

Direct investors can add to their investment at any time by completing and submitting an “Additional Application Form”, which is available at our website at www.warakirri.com.au, together with payment. Indirect investors investing through an IDPS Service should place an order through their IDPS operator (“IDPS Operator”).

The minimum additional investment amount is A\$10,000.

Access to your money

A Unit holder can dispose of Units by making a redemption from the Fund. A redemption request is made using a “Redemption Form” which is available on our website.

While Warakirri anticipates that the Fund will be liquid and that we will usually accept and process redemption requests on a daily basis, we are not obliged to redeem any Units of a Fund (except where otherwise required by applicable law).

In particular, Warakirri may delay or suspend processing redemption request where:

- we consider it impracticable for us to calculate the Redemption Price;
- we estimate that we must sell 5% or more of the Fund’s assets to meet the request;
- we believe that the size of the request would require us to realise a significant amount of the Fund rapidly and this may have a negative impact on other investors;
- we reasonably consider it is in the interests of Unit holders in the Fund to do so; or
- applicable law otherwise permits us to do so.

Where we accept a redemption request, it will need to be received by the administrator, RBC Investor & Treasury Services by 2:00pm on a Business Day to receive that day’s Redemption Price.

Redemptions that we have accepted will be paid within a reasonable period and are typically paid within five Business Days. Redemption proceeds will be paid to an investor’s nominated bank account.

Valuation of Fund assets and Unit pricing

The Fund’s assets are typically valued each Business Day, and Unit prices are usually calculated each Business Day. We may declare Unit prices more or less frequently or delay calculation in certain circumstances. A formal written policy has been established by us in relation to the guidelines and any relevant factors that are taken into account when exercising any discretion in calculating Unit prices (including determining the value of assets and the amount of liabilities). A copy of our policy is available to investors on request free of charge.

Distributions and payment methods

The Fund intends to distribute income semi-annually and capital gains annually and can determine to make an additional distribution from time to time. The Constituent Documents for the Fund also allow us to accumulate income where the Fund is an Attribution Managed Investment Trust (“AMIT”) for the relevant year. A Unit holder’s entitlement to distributions of income is determined based on the number of Units held at the end of the relevant distribution period. Distributions will be paid within 60 days of the end of the relevant distribution period. Unit holders who redeem Units during a distribution period will not receive a distribution of income in respect of those Units for that distribution period.

The Constituent Documents for the Fund provide us with the power to, where Units are redeemed during a year for which the Fund is an AMIT, attribute tax components to a redeeming Unit holder in certain circumstances where the redemption constitutes a significant redemption.

You may use the “Initial Application Form” to elect a bank account for redemption and distribution payments. If you are an existing investor, you can change these details through the “Change of Details Form” which is available at our website at www.warakirri.com.au.

Reinvested distributions will be taken to be issued on the next day after the end of the relevant distribution period. The reinvestment price for Units issued on the reinvestment of distributions will be based on the NAV of the Fund used for the relevant distribution period adjusted for certain income amounts.

Distributions will be reinvested into additional Units unless otherwise directed by you.

Please note: You should read the important information about ‘How the Funds work’ in section 2 of the Additional Information Booklet (which is available at www.warakirri.com.au) before making a decision to invest in the Fund.

You should be aware that the material relating to “How the Funds work” may change between the time when you read the PDS and the day when you acquire an investment in the Fund.

3. Benefits of investing in the Fund

Significant features

The Fund provides investors with access to:

- an actively managed and diversified portfolio of typically 20 - 40 high quality listed equities and/or shares in unlisted public companies that seek to list on the licensed exchanges in emerging markets across Asia, Eastern Europe, Middle East, Africa and Latin America;
- a long-term investment approach based on the belief that superior investment returns rely on fundamental investment research, good judgement and experience; and
- the ability for the portfolio manager to call on the research from typically 400 research meetings a year visiting companies in their home market.

The approach of the Fund’s investment manager, Northcape to investment is premised on the belief that discovering and investing in resilient businesses is the cornerstone of repeatable performance and that protecting capital in down markets is the foundation for superior returns over the long term. Northcape has a strong and practical approach to risk that focuses on avoiding companies that are structurally challenged, highly geared or have poor ESG standards.

Significant benefits

The benefits that may arise from an investment in the Fund include:

- the potential to earn higher returns than the Fund’s benchmark, the MSCI Emerging Markets Index in Australian Dollars;
- professional management of your investment by a specialist equity investment manager; and
- diversification benefits that would be difficult to achieve through direct investment.

- manufacture of products for military applications;
- manufacture of products that could contribute to increased levels of obesity; and
- extraction of thermal coal and/or coal seam gas.

Warakirri is ultimately responsible for the application and implementation of the Warakirri Ethical Overlay in consultation with Northcape.

4. Risks of managed investment schemes

All investments in a managed investment scheme carry risks. Different investment strategies may carry different levels of risk, depending on the assets that make up the strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk.

An investment in the Fund, like any other managed fund, is exposed to a range of risks which are important for you to understand. This section outlines the significant risks that you should carefully consider when deciding whether to invest in the Fund.

- Market risk – investment returns can be influenced by market factors, which can either be economic, technological, political or legal conditions as well as market sentiment. The value of an investment in the Fund may increase or decrease depending on market influences.
- Equity risk – the value of the Fund is dependent on the value of the securities held in the portfolio which may increase or decrease due to a number of factors, including market conditions and economic outlook, company management, cashflow and profitability. There is a risk that the investment made by the Fund could fall in value for either short or long periods of time.
- Investment time horizon – the length of time you plan to invest in the Fund affects the investment returns you may receive. You should consider whether the Fund’s minimum investment timeframe guidance is suitable for your individual investment objective.
- Liquidity risk – the Fund will invest primarily in securities of companies. If any securities cannot be actively traded it may have an adverse impact on the price paid or obtained. For example, the Fund may not be able to dispose of a security at the time and price it wishes to do so.
- Interest rate risk – changes in official interest rates can directly and indirectly impact on investment returns.
- Exchange rate risk – currency movements relative to the Australian dollar can cause changes in the value of your investment.
- Derivatives risk – risk associated with using derivatives may include the derivative not moving in line with the underlying asset. Other risks include the derivative becoming illiquid, while counterparty risk, where the counterparty to the derivative contract cannot meet its obligations, may occur.
- Regulatory risk – adverse changes in government policies, regulations and laws may affect the value of some investments.
- Fund risk – risks particular to the Fund include the risk that the Fund could terminate, that the fees and expenses payable by the Fund could change, and due to the way the Fund is invested relative to the MSCI World Total Return Index with net dividends in Australian Dollars, the Fund could underperform the MSCI World Total Return Index with net dividends in Australian Dollars for certain periods of time.
- Key personnel and investment manager risk – the Fund depends on the expertise of Northcape and its employees as the investment manager of the Fund. The Fund’s performance could be negatively affected if Northcape does not retain key employees or fails to perform its duties adequately.

- Emerging markets risk – the Fund is exposed to emerging market securities, which may be subject to higher levels of market volatility leading to higher general investment risk. Interest rate and currency risks may also be greater due to higher levels of volatility in the economies of emerging markets. Furthermore, emerging market securities are often less liquid than the securities of developed markets. Counterparty and settlement risks are also increased.
- Taxation risk - changes to taxation laws and policies in Australia (including any changes in relation to how income of the Fund is taxed or in relation to the deductibility of expenses) might adversely impact the Fund and Unit holder returns. The Responsible Entity will attempt to respond to any such changes prudently.
- International investing risk – investing internationally carries additional risks, such as: risks associated with currency fluctuations, foreign tax, different market and settlement practices, adverse political and economic developments, different levels of liquidity, foreign exchange controls and investment restrictions.

The other significant risks of managed investment schemes generally include:

- the value of investments will vary;
- the level of returns will vary and future returns will differ from past returns;
- returns are not guaranteed and investors may lose some of their money;
- laws affecting registered managed investment schemes may change in the future; and
- the relevant level of risk for each investor will vary depending on a range of factors including their age, investment timeframe, the investor’s other investments and their individual risk tolerance.

5. How we invest your money

Warning: Prior to making an investment in the Fund, you should consider the likely investment return, the risk, and your investment timeframe when choosing whether to invest in the Fund.

The table in this section sets out key aspects of the Fund for your consideration.

Fund description	<p>The Fund invests in a diversified selection of around 20 to 40 global emerging market companies.</p> <p>The overall philosophy of the Fund’s underlying investment manager Northcape, is to invest in a concentrated portfolio of no more than 40 high quality, resilient businesses with clear opportunities for growth over the long term.</p> <p>Northcape believe there are vast differences between countries, sectors and companies in the emerging markets and are patient investors managing a low turnover portfolio.</p>
Investment return objective	To achieve returns in excess of the MSCI Emerging Markets Index in Australian Dollars over the suggested minimum investment time period of five to seven years.
The Fund is suitable for	Investors looking for a global emerging market equities investment and who have a tolerance for a high level of risk.
Minimum suggested time frame for holding the investment	5 to 7 years
Asset classes and ranges	Emerging market shares: 90% to 100% Cash: 0% to 10%
Benchmark	MSCI Emerging Markets Index in Australian Dollars
Risk level	<p>High</p> <p>The potential for loss and Unit price variability over the short term is high. Refer to section 4 of this PDS.</p>
Fund performance	<p>For up-to-date information on the performance of the Fund, visit www.warakirri.com.au</p> <p>Past performance is not a reliable indicator of future performance.</p>
Switching	At present, the Fund does not offer a choice of investment options and therefore the ability to switch between different products is not available.
Labour standards, environmental, social and ethical considerations	The investment process takes into account environmental, social and governance considerations (including labour standards and ethical considerations) in the selection, retention and realisation of investments relating to the Fund. Refer to section 3 ‘Benefits of investing in the Fund’ of this PDS and the important information about “How we invest your money” in section 3 of the Additional Information Booklet.
Changes to Fund details	Subject to the Corporations Act and the Constituent Documents we may change or update the Fund’s investment return objective, asset classes and ranges or strategy at any time. We will inform investors of any material changes to the Fund’s details in the next regular communication or as otherwise required by law.

Please note: You should read the important information about ‘How we invest your money’ in section 3 of the Additional Information Booklet (which is available at www.warakirri.com.au) before making a decision to invest in the Fund.

You should be aware that the material relating to “How we invest your money” may change between the time when you read the PDS and the day when you acquire an investment in the Fund.

6. Fees and costs

Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the Fund or your financial adviser.

To find out more

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investment Commission (ASIC)** website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

The ASIC managed funds fee calculator at www.moneysmart.gov.au can also be used to calculate the effect of fees and costs on account balances. For more information on tax please refer to section 7 of this PDS.

The following table provides an overview of the costs of acquiring Units in the Fund and the fees and costs paid directly from your investment or deducted from investment returns of the Fund's assets. The fees that are paid out of the Fund's assets are reflected in the Unit price. You can use this table to compare this Fund with other simple managed investment schemes.

TYPE OF FEES OR COST	AMOUNT
Fees when your money moves in or out of the Fund	
Establishment fee	Nil
Contribution fee	Nil
Withdrawal fee	Nil
Exit fee	Nil
Management costs^{1, 2}	
The fees and costs for managing your investment³	The management costs consist of:
	Management fee: 1.23% p.a. of the net asset value of the Fund
	Performance fee: 20.5% of the performance of the Fund in excess of the performance of the Benchmark ⁴
	Estimate of indirect costs: 0.21% p.a. of the value of your units in the Fund ⁵

¹ All fees quoted above are inclusive of Goods and Services Tax ("GST") and net of any Reduced Input Tax Credits. See below for more details as to how Management Costs are calculated.

² Management costs do not include buy/sell or any transactional or operational cost. See "What does the management costs pay for?" below.

³ Fees may be negotiated with certain wholesale clients. See "Different fee arrangements" below.

⁴ A performance fee is an amount paid or payable, calculated by reference to the performance the Fund. A performance fee is payable monthly at a rate of 20.5% on the performance (after management fees) in excess of the MSCI Emerging Markets Index in Australian dollars (as adjusted for applications, redemptions and distributions paid). The performance fee is subject to a high-water mark and any period of underperformance must be recovered before any further performance fees are payable. The actual performance fee payable (if any) will depend on the performance of the Fund over the relevant period.

⁵ The estimate of indirect costs is based on an actual forecast that has been made by Warakirri.

Warning: If you consult a financial adviser, you may have to pay additional fees to the adviser. Please refer to your statement of advice for details of these fees (if any).

Example of annual fees and costs for the fund

This table gives an example of how the fees and costs for the Fund can affect your investment over a 1-year period. You should use this table to compare the Fund with other managed investment products.

EXAMPLE		BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING YEAR ¹
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0.
Plus management costs, comprising:	1.65% p.a.	And, for every \$50,000 you have in the Fund you will be charged \$825 each year, comprising:
Management fee	1.23% p.a.	\$615
Performance fee	0.21% p.a. ²	\$105
Indirect costs	0.21% p.a.	\$105
Equals cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year you would be charged fees of \$720 . ³
		What it costs you will depend on the fees you negotiate.

¹ The example assumes the \$5,000 contribution occurs on the last day of the financial year and there is a constant balance of \$50,000 throughout the financial year, therefore management costs are calculated using the \$50,000 balance only. In practice, the actual investment balance of an investor will vary daily and the actual fees and expenses we charge are based on the value of the Fund, which also fluctuates daily.

² The performance fee is 20.5% (including GST and net of reduced input tax credits) of any excess performance (after deducting the management fee) above the Benchmark. As this is a new Fund, the example includes a performance fee of 0.21% p.a. which is based on the Fund outperforming its Benchmark by 1.00%. As the performance fee payable is dependent on several factors, including the performance of the Fund and the level of the Benchmark, it is not possible to predict the amount of this fee with any certainty. The exact amount of the performance fee (if any) is dependent on the performance of the Fund and the Benchmark on each Business Day in the relevant performance fee period.

³ Additional fees may apply. Please note that this example does not capture all of the fees and costs that may apply to you. Additional fees may be payable to third parties, including financial advisers and IDPS Service. You should refer to the statement of advice provided by your financial adviser or the offer document provided by the IDPS Service in which details of the relevant fees are set out.

Additional explanation of fees and costs

What does the management costs pay for?

Management costs comprise the additional fees or costs that a Unit holder incurs by investing in the Fund rather than by investing directly in the assets.

Management costs do not include buy/sell spreads or transactional or operational costs.

Management fee

The Responsible Entity receives a management fee for managing the assets of the Fund. The management fee incorporates all relevant ongoing fees and other costs involved in managing the Fund and deriving investment returns. It includes, but is not limited to, costs associated with investment management, including Northcape's management fee.

Management costs also comprise an indirect cost component (if applicable), which are the additional fees or costs you incur by investing in the Fund. Indirect costs are generally payable from the Fund's assets, rather than directly by you.

Indirect and operational costs

In general, indirect costs are any amounts that directly or indirectly reduce the return on the Units as a result of a cost or expense being paid from the income or assets of the Fund. Indirect costs include fees and management costs (if any) charged by underlying funds or other assets that the Fund may invest in, and the costs of investing in over-the-counter derivatives to gain investment exposure to assets or to implement the Fund's investment strategy. As this is a new Fund, no actual indirect costs have historically been incurred by the Fund. The Fund also incurs operational costs including custody and investment administration, and fees for legal and tax services. Actual indirect and operational costs for this year and future years may differ. Information about indirect and operational costs may be updated on our website at www.warakirri.com.au.

Performance fee

A performance fee is an amount paid or payable, calculated by reference to the performance the Fund. A performance fee is payable monthly at a rate of 20.5% on the performance (after management fees) in excess of the Benchmark (as adjusted for applications, redemptions and distributions paid). The performance fee is subject to a high-water mark and any period of underperformance must be recovered before any further performance fees are payable.

As this is a new Fund with no actual performance fee history, the estimated performance fee has been calculated as 0.21% based on the assumption that the Fund has outperformed its Benchmark by 1.00%. As the performance fee payable is dependent on several factors, including the performance of the Fund and the level of the Benchmark, it is not possible to predict the amount of this fee with any certainty. The exact amount of any the performance fee (if any) is dependent on the performance of the Fund and the Benchmark on each Business Day in the relevant performance fee period. Past performance and this estimate are not indicative of future performance, and performance fees payable in the future may be higher than this estimate depending on the Fund's performance. Any performance fee payable is in addition to the management fee.

Buy/sell spreads

The buy/sell spread reflects a reasonable estimate of the transaction costs incurred in buying or selling assets of the Fund when investors invest in or withdraw from the Fund. The buy/sell spread is an additional cost to the investor but is incorporated into the Unit price and incurred when an investor invests in or withdraws from the Fund and is not separately charged to the investor. The buy/sell spread is paid into the Fund and not paid to the Responsible Entity. The estimated buy/sell spread is 0.50% upon entry and 0.50% upon exit. The dollar value of these costs based on an application or a withdrawal of \$50,000 is \$250 for each individual transaction. The buy/sell spread can be altered by the Responsible Entity at any time. The Responsible Entity may also waive the buy/sell spread in part or in full at its discretion. Generally, there will be no buy spread incurred on distributions which are re-invested.

Transactional costs

In managing the assets of the Fund, the Fund may incur transaction costs such as brokerage, settlement costs, clearing costs, and applicable stamp duty when assets are bought and sold. This generally happens when the assets of a fund are changed in connection with day-to-day trading or when there are applications or withdrawals which cause net cash flows into or out of a fund.

Transactional and operational costs are reflected in the Fund's Unit price. As these costs are factored into the value of the Fund's underlying assets and reflected in the Unit price, they are an additional cost of investing for the investor and are not a fee paid to the Responsible Entity. These costs can arise as a result of bid-offer spreads being applied by trading counterparties to securities traded by the Fund. Transactional costs information may be updated on our website at www.warakirri.com.au.

Changes in fees

We may vary the Constituent Documents for the Fund, which include the fees specified, at any time at our absolute discretion provided we reasonably believe the amendment will not adversely affect the rights of Unit holders. Indirect investors accessing the Fund through an IDPS Service may incur additional fees and costs. As well as reading this PDS,

indirect investors should read the offer documents provided by their IDPS Operator, which explains the fees payable by the indirect investor to the IDPS Operator.

Different fee arrangements

We may from time to time negotiate a different fee arrangement (including by way of a rebate) with certain wholesale clients where permitted, but this is ultimately at our discretion.

Please note: You should read the important information about "Fees and costs" in section 4 of the Additional Information Booklet (which is available at www.warakirri.com.au) before making a decision to invest in the Fund. You should be aware that the material relating to "Fees and costs" may change between the time when you read the PDS and the day when you acquire an investment in the Fund.

7. How managed investment schemes are taxed

Warning: Investing in a managed investment scheme is likely to have tax consequences. You are strongly advised to seek professional tax advice.

Specifically, registered managed investment schemes do not pay tax on behalf of investors in the scheme, and investors are assessed for tax on any income and capital gains generated by the registered scheme. Under the AMIT regime, Unit holders in the Fund will be assessed on income generated by the Fund and attributed to them. The attribution may include franked dividends, capital gains, other gains and interest income. Furthermore, a Unit holder should consider the tax implications of redeeming part or all of an investment in the Fund.

If you invest through an IDPS Service, the IDPS Operator will provide you with the relevant tax information.

Please note: You should read the important information about "How managed investment schemes are taxed" in section 5 of the Additional Information Booklet (which is available at www.warakirri.com.au) before making a decision to invest in the Fund. You should be aware that the material relating to "How managed investment schemes are taxed" may change between the time when you read the PDS and the day when you acquire an investment in the Fund.

8. How to apply

Direct investments

To invest in the Fund, read this PDS and the Additional Information Booklet, complete the Initial Application Form which accompanies this PDS and provide any information requested in order to satisfy the Responsible Entity's AML/CTF, FATCA and CRS obligations. The Initial Application Form is also available from www.warakirri.com.au or by calling 1300 927 254.

You should follow these steps to invest in the Fund:

1. Before completing the Initial Application Form, you should read the entire PDS and Additional Information Booklet to ensure the Fund meets your needs.
2. To invest, download and complete the Initial Application Form available from the Warakirri website at www.warakirri.com.au.
3. You can invest by depositing your application money via electronic funds transfer with your investment name as the payment reference. Payment details are outlined in the Initial Application Form.
4. You should mail your completed forms to:
RBC Investor Services Trust – Registry Operations
GPO Box 4471, Sydney NSW 2001
5. Your Initial Application Form, supporting documentation and application money must be received by 2:00pm (Melbourne time) in order to receive the Unit price for that business day. Indirect investors may be subject to different cut-off times and should refer to their IDPS Operator's offer document.
6. We will notify you when your application has been processed.
7. If the application cannot be processed because it is incomplete or invalid, the relevant application money will be placed into a trust account. Any interest earned in the trust account will be paid into the Fund.

You can make an additional investment by completing the Additional Application Form available from the Warakirri website www.warakirri.com.au.

Indirect investments

We authorise the use of this PDS by investors who wish to access the Fund through an authorised IDPS Service. If you invest in this manner certain information in this PDS may not be relevant to you such as: applications and withdrawals, Fund distributions, investor communication, fees and costs, how to open an account and cooling off rights. Instead, you should consult the offer document or client agreement provided to you by the IDPS Service. Our complaint and dispute resolution process as set out in this PDS applies to both direct investors and Indirect investors.

Cooling-off period

If you are a 'retail client' (as defined under the Corporations Act) investing directly in the Fund, a 14-day cooling-off period may apply to your investment to ensure the investment meets your needs. The cooling-off period starts from the earlier of:

- the day we give you a transaction confirmation; or
- five business days after you acquire the product.

If you exercise your cooling-off rights, we will return your money to you; however, the amount we return may be different from your original investment. The amount may be higher or lower to reflect market movements and this may have tax implications for you. The amount returned will also be affected by the deduction of reasonable administration costs incurred by us or any other amount that may be deducted by us under the Corporations Act. Your cooling-off rights terminate immediately if:

- you exercise any of your rights or powers as an investor in the Fund; or
- an event occurs and your rights or powers as an investor cease to exist.

For any subsequent investments made under a distribution reinvestment plan, this cooling-off right does not apply.

If you wish to cancel your investment during the cooling off period, you must inform us in writing or electronically (or in any other way specified in the Corporations Regulations 2001 (Cth)) of your intention to exercise this right before the end of the cooling off period.

Investors investing through an IDPS will have no cooling-off rights in respect of an investment in the Fund. However, indirect investors should contact their IDPS Operator and read their IDPS Operator's offer document information, which will detail if any cooling-off rights apply.

Please note: You should read the important information about "How to apply" in section 6 of the Additional Information Booklet (which is available at www.warakirri.com.au) before making a decision to invest in the Fund.

You should be aware that the material relating to "How to apply" may change between the time when you read the PDS and the day when you acquire an investment in the Fund.

9. Other information

Keeping you informed

We will keep you up to date regarding your investment in the Fund. For example, you will receive:

- a periodic statement detailing the transactions (including distributions) during the period and the balance of your investment.
- a distribution statement (if and when distributions are paid).

- an annual tax statement containing a summary of your distributions for the financial year to assist you in completing your tax return.
- the Annual Financial Report for the Fund (you may elect not to receive these if you wish.)

Email is our preferred means of sending you information; however, we will send you information by post if you prefer this method of delivery. You may also visit our website, www.warakirri.com.au, for up-to-date information on the Fund.

If you have invested through an IDPS Service, your IDPS Operator should provide you with reports on the progress of the Fund.

Consents to inclusion of statements

Northcape has given its written consent to all statements by it or said to be based on statements by it in the form and context in which they are included in this PDS and the Additional Information Booklet, and has not withdrawn its consent as at the date of this PDS.

Other than Northcape (in respect of the consent referred to in the previous paragraph), no person other than Warakirri is responsible for the contents of this PDS or is authorised to give any information or to make any representation in connection with an offer or invitation to subscribe for Units in the Fund that is not contained in this PDS.

Continuous disclosure

If at any time the Fund has 100 or more retail investors it will be a disclosing entity and subject to certain reporting and continuous disclosure obligations under the Corporations Act. We will meet our continuous disclosure obligations in respect of the Fund by publishing material information on our website at www.warakirri.com.au in accordance with the requirements of ASIC policy. Copies of the documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

You have a right to obtain a copy of the following documents from us at no charge to you:

- the Fund's latest annual financial report lodged with the ASIC;
- any half-year report lodged with ASIC after the lodgement of the Annual Report and before the date of this PDS; and
- any continuous disclosure notices given by the Fund after lodgment of the annual financial report and before the date of this PDS.

Complaints

Warakirri has an established complaints handling process and is committed to properly considering and resolving all complaints. If you have a complaint about your investment, please contact us on:

Phone: +61 3 8613 1152
Post: C/- Complaints Officer
Warakirri Asset Management Ltd
Level 3 53 Queen Street
Melbourne VIC 3001
Email: compliance@warakirri.com.au

We will acknowledge receipt of the complaint as soon as possible and in any case within 5 days of receiving the complaint. We will seek to resolve your complaint as soon as practicable but not more than 45 days after receiving the complaint.

If you are not satisfied with our response to your complaint, you may lodge a complaint with the Australian Financial Complaints Authority (AFCA). AFCA's contact details are:

Online: www.afca.org.au
Phone: 1800 931 678
Email: info@afca.org.au
Post: GPO Box 3, Melbourne VIC 3001

AFCA is an external dispute resolution body that is established to assist you in resolving your complaint where you have been unable to do so with us.

