

K2 Australian Small Cap Fund

ARSN 166 480 584

Financial report

For the year ended 30 June 2024

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This financial report covers K2 Australian Small Cap Fund as an individual entity.

The Responsible Entity of K2 Australian Small Cap Fund is K2 Asset Management Ltd (ABN 95 085 445 094).

The Responsible Entity's registered office is:
Level 44, 101 Collins Street
Melbourne, Victoria, 3000.

Directors' report

The Directors of K2 Asset Management Ltd (ABN 95 085 445 094), the Responsible Entity of K2 Australian Small Cap Fund, present their report together with the financial statements of K2 Australian Small Cap Fund (the "Fund") for the year ended 30 June 2024 and the auditor's report thereon.

Principal activities

The Fund continues to invest in accordance with target asset allocations as set out in the current Product Disclosure Statement and in accordance with the provisions of the Fund's Constitution.

The Fund did not have any employees during the year.

There were no significant changes in the nature of the Fund's activities during the year.

The Fund is a registered managed investment scheme domiciled in Australia.

Directors

The following persons held office as Directors of K2 Asset Management Ltd during the year or since the end of the year and up to the date of this report:

Campbell W Neal
Hollie A Wight
George Boubouras
Neil Sheather (Appointed on 1 July 2023)

Service providers

The Responsible Entity and Investment Manager of the Fund is K2 Asset Management Ltd.

The Custodians of the Fund are Morgan Stanley & Co International Plc and State Street Australia Limited.

The Administrator of the Fund is State Street Australia Limited.

The Unit Registry service provider of the Fund is Boardroom Pty Limited.

The registered office and principal place of business of the Responsible Entity and the Fund is Level 44, 101 Collins Street, Melbourne, Victoria, 3000.

Review and results of operations

The Fund maintains its long/short investments in Small Cap listed equities and other investment instruments in Australia and New Zealand as permitted by the Fund's Constitution.

The investment policy of the Fund continues to be that detailed in the current Product Disclosure Statement and in accordance with the provisions of the Fund's Constitution.

Directors' report (continued)

Review and results of operations (continued)

Results

The performance of the Fund, as represented by the results of its operations, was as follows:

	Year ended	
	30 June 2024	30 June 2023
Profit/(loss) for the year (\$'000)	392	(74)
Distributions		
Distributions paid and payable (\$'000)	-	44
Distribution (dollars per unit)	-	0.01

Net Asset Value per unit

NAV per unit (quoted ex-distribution) are shown as follows:

	2024	2023
	\$	\$
At 30 June	2.24	2.13

Significant changes in state of affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Fund that occurred during the financial year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect:

- (i) the operations of the Fund in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Fund in future financial years.

Likely developments and expected results of operations

The Fund will continue to be managed in accordance with the investment objectives and guidelines as set out in the Product Disclosure Statement and the provisions of the Fund's Constitution.

The results of the Fund's operations will be affected by a number of factors, including the performance of investment markets in which the Fund invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Further information on likely developments in the operations of the Fund and the expected results of those operations have not been included in this report because the Responsible Entity believes it would be likely to result in unreasonable prejudice to the Fund.

Directors' report (continued)

Indemnity and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Fund in regards to insurance cover provided to either the Officers of K2 Asset Management Ltd or the auditors of the Fund. So long as the Officers of K2 Asset Management Ltd act in accordance with the Fund's Constitution and the Law, the Officers remain indemnified out of the assets of the Fund against losses incurred while acting on behalf of the Fund. The auditors of the Fund are in no way indemnified out of the assets of the Fund.

Fees paid to and interests held in the Fund by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its associates out of Fund property during the year are disclosed in Note 15 to the financial statements.

No fees were paid out of the Fund property to the Directors of the Responsible Entity during the year.

Units held in the Fund by the Responsible Entity or its related parties as at the end of the year are disclosed in Note 15 to the financial statements.

Interests in the Fund

The movement in units on issue in the Fund during the year is set out below. Please refer to Note 7 to the financial statements for further details.

	As at	
	30 June 2024 No.'000	30 June 2023 No.'000
Units on issue - 1 July	3,816	4,673
Units issued during the year	2,564	54
Units redeemed during the year	(781)	(911)
Units issued upon reinvestment of distributions	15	-
Units on issue - 30 June	5,614	3,816

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Value of assets		
Net value of the Fund's assets	12,601	8,146

The value of the Fund's assets and liabilities is disclosed on the Statement of Financial Position and derived using the basis set out in Note 2 to the financial statements.

Environmental regulation

The operations of the Fund are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

Rounding of amounts to the nearest thousand dollars

The Fund is an entity of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 issued by the Australian Securities and Investments Commission (ASIC) relating to the "rounding off" of amounts in the Directors' report and financial report. Amounts in the Directors' report and financial report have been rounded to the nearest thousand dollars in accordance with that ASIC Corporations Instrument, unless otherwise indicated.

Directors' report (continued)

Lead auditor's independence declaration

A copy of the lead auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 6 and forms part of the Directors' report.

This report is made in accordance with a resolution of the Directors of K2 Asset Management Ltd.



Hollie A Wight
Director

Melbourne
30 August 2024



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of K2 Asset Management Ltd (the Responsible Entity) of K2
Australian Small Cap Fund

I declare that, to the best of my knowledge and belief, in relation to the audit of K2 Australian Small Cap
Fund for the financial year ended 30 June 2024 there have been:

- i. no contraventions of the auditor independence requirements as set out in the
Corporations Act 2001 in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

Chris Wooden
Partner
Melbourne

30 August 2024

Statement of Comprehensive Income

		Year ended	
		30 June 2024	30 June 2023
		\$'000	\$'000
	Notes		
Investment income			
Distribution and dividend income		319	274
Net gains on financial instruments at fair value through profit or loss	5	569	87
Net foreign exchange gains/(losses)		<u>11</u>	<u>(20)</u>
Total net investment income		<u>899</u>	<u>341</u>
Expenses			
Management fees	15	136	125
Auditor's remuneration	11	42	41
Transaction costs		125	86
Performance fees expense	15	22	-
Administrative expenses		87	86
Short dividend expense		-	1
Interest expense		78	57
Other operating expenses	12	<u>17</u>	<u>19</u>
Total operating expenses		<u>507</u>	<u>415</u>
Profit/(loss) for the year		<u>392</u>	<u>(74)</u>
Total comprehensive income/(loss) for the year		<u>392</u>	<u>(74)</u>

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Statement of Financial Position

		As at	
		30 June 2024	30 June 2023
		\$'000	\$'000
	Notes		
Assets			
Cash and cash equivalents	9	3,637	1,185
Receivables	13	50	37
Due from brokers - receivable for securities sold		441	-
Financial assets at fair value through profit or loss	6	<u>10,111</u>	<u>7,975</u>
Total assets		<u>14,239</u>	<u>9,197</u>
Liabilities			
Bank overdrafts	9	800	908
Payables	14	70	99
Due to brokers - payable for securities purchased		768	-
Distributions payable	8	<u>-</u>	<u>44</u>
Total liabilities		<u>1,638</u>	<u>1,051</u>
Net assets attributable to unitholders - equity	7	<u>12,601</u>	<u>8,146</u>

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

		Year ended	
		30 June 2024 \$'000	30 June 2023 \$'000
Total equity at the beginning of the year	7	8,146	10,252
Comprehensive income/(loss) for the year			
Profit/(loss) for the year		<u>392</u>	<u>(74)</u>
Total comprehensive income/(loss) for the year		<u>392</u>	<u>(74)</u>
Transactions with unitholders			
Applications	7	5,763	120
Redemptions	7	(1,732)	(2,108)
Units issued upon reinvestment of distributions	7	32	-
Distributions to unitholders	8	<u>-</u>	<u>(44)</u>
Total transactions with unitholders		<u>4,063</u>	<u>(2,032)</u>
Total equity at the end of the year	7	<u>12,601</u>	<u>8,146</u>

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Statement of Cash Flows

	Notes	Year ended	
		30 June 2024	30 June 2023
		\$'000	\$'000
Cash flows from operating activities			
Proceeds from sale of financial instruments at fair value through profit or loss		19,318	15,813
Purchase of financial instruments at fair value through profit or loss		(20,557)	(14,491)
Dividends and distributions received		302	253
Management fees paid		(132)	(128)
Payment of short dividend expense		-	(1)
Performance fees expense paid		(22)	-
Interest paid		(82)	(56)
Payment of other operating expenses		(287)	(229)
Proceeds from foreign exchange movements		9	20
Net cash inflow/(outflow) from operating activities	10(a)	<u>(1,451)</u>	<u>1,181</u>
Cash flows from financing activities			
Proceeds from applications by unitholders		5,763	120
Payments for redemptions by unitholders		(1,742)	(2,091)
Distributions paid		(12)	-
Net cash inflow/(outflow) from financing activities		<u>4,009</u>	<u>(1,971)</u>
Net increase/(decrease) in cash and cash equivalents		2,558	(790)
Cash and cash equivalents at the beginning of the year		277	1,107
Effects of foreign currency exchange rate changes on cash and cash equivalents		2	(40)
Cash and cash equivalents at the end of the year	9	<u>2,837</u>	<u>277</u>
Non-cash financing activities	10(b)	<u>32</u>	<u>-</u>

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

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1 General information

These financial statements cover K2 Australian Small Cap Fund (the “Fund”) as an individual entity which is a registered managed investment scheme under the *Corporations Act 2001* and was admitted to trading status on the ASX under the AQUA Rules on 15 December 2015 (ASX code: KSM). The Fund was registered with the Australian Securities and Investments Commission (ASIC) as a registered managed investment scheme on 11 November 2013 and began operations on 2 December 2013. The Fund will terminate on 12 November 2093 unless terminated earlier in accordance with the provisions of the Fund’s Constitution.

The Responsible Entity of the Fund is K2 Asset Management Ltd (the “Responsible Entity”). The Responsible Entity’s registered office is Level 44, 101 Collins Street, Melbourne VIC 3000. The financial statements are presented in Australian currency.

The Fund invests in Small Cap listed equity securities and other investment instruments in Australia and New Zealand as permitted by the Product Disclosure Statement and provisions of the Fund’s Constitution.

These financial statements were approved by the Board of Directors of the Responsible Entity and authorised for issue by the Directors on 30 August 2024. The Directors of the Responsible Entity have the power to amend and reissue the financial statements.

The financial statements of the Fund are for the year ended 30 June 2024.

2 Summary of material accounting policy information

The material accounting policies applied in the preparation of these financial statements are set out below. These policies presented have been consistently applied to all years presented, unless otherwise stated in the following text.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001* in Australia. K2 Australian Small Cap Fund is a for-profit fund for the purpose of preparing the financial statements.

The financial statements are prepared on the historical cost basis except for financial instruments at fair value through profit or loss, which are measured at fair value.

The Statement of Financial Position is presented on a liquidity basis.

Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets and net assets attributable to unitholders.

The Fund manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet any liquidity requirements. As such, it is expected that a portion of the portfolio will be realised within 12 months, however, an estimate of that amount cannot be determined at the end of the reporting period.

In the case of net assets attributable to unitholders, the units are redeemable on demand at the unitholder’s option. However, holders of these instruments typically retain them for the medium to long term. As such, the amount expected to be settled within 12 months cannot be reliably determined.

(i) Compliance with International Financial Reporting Standards (IFRS)

The financial statements of the Fund also comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board (IASB).

(b) New and amended standards adopted by the Fund

AASB 101 *Presentation of Financial Statements* require companies to disclose their material accounting policies, rather than their significant accounting policies for reporting periods beginning on or after 1 January 2023.

2 Summary of material accounting policy information (continued)

(c) New standards and interpretations not yet adopted

A number of new accounting standards, amendments and interpretations have been published that are not mandatory for the 30 June 2024 reporting period and have not been early adopted in preparing these financial statements. Most of these are not expected to have a material impact on the financial statement of the Fund. However, management is still in the process of assessing the impact of the new standard AASB 18 which was issued in June 2024 and replaces AASB 101 *Presentation of Financial Statements* effective from 1 January 2027.

(d) Financial Instruments

(i) Classification

- Financial assets

The Fund classifies its financial assets in the following measurement categories:

-those to be measured subsequently at fair value through profit or loss; and

-those to be measured at amortised cost.

The Fund classifies its financial assets based on its business model for managing those financial assets and the contractual cash flow characteristics of those financial assets. The Fund's portfolio of financial assets is managed and performance is evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis together with other related financial information.

Equity securities are measured at fair value through profit or loss.

For cash and cash equivalents, due from brokers and receivables, these amounts are initially recognised at fair value and subsequently measured at amortised cost.

- Financial liabilities

The Fund makes short sales in which a borrowed security is sold in anticipation of a decline in the market value of that security, or it may use short sales for various arbitrage transactions. Short sales are held for trading and are consequently classified as financial liabilities at fair value through profit or loss. Derivative contracts that have a negative fair value are presented as liabilities at fair value through profit or loss.

For financial liabilities that are not classified and measured at fair value through profit or loss, these are classified as financial liabilities at amortised cost (distributions payable, due to brokers, management fees payable and other payables).

(ii) Recognition/derecognition

The Fund recognises financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognises changes in the fair value of the financial assets or financial liabilities from this date.

Financial assets are derecognised when the right to receive cash flows from the investments have expired or have been transferred and the Fund has transferred substantially all of the risk and rewards of ownership. Financial liabilities are derecognised when the contractual obligation is discharged, cancelled or expired.

(iii) Measurement

At initial recognition, the Fund measures its financial assets and financial liabilities at fair value. Transaction costs of financial assets and liabilities carried at fair value through profit or loss are expensed in the Statement of Comprehensive Income.

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or financial liabilities at fair value through profit or loss category are presented in the Statement of Comprehensive Income in the period in which they arise.

2 Summary of material accounting policy information (continued)

(d) Financial Instruments (continued)

(iii) Measurement (continued)

For further details on how the fair values of financial instruments are determined, please see Note 4 to the financial statements.

For financial assets and financial liabilities measured at amortised costs, they are initially measured at fair value plus (in case of financial assets) or minus (in case of financial liabilities), any directly attributable transaction costs. They are subsequently measured using the effective interest rate method less any allowance for expected credit losses.

Cash and cash equivalents and receivables are carried at amortised cost.

(iv) Impairment

At each reporting date, the Fund shall estimate a loss allowance on each of the financial assets carried at amortised cost (cash and cash equivalents and receivables) at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund shall measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that the asset is credit impaired. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the net carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

The expected credit loss (ECL) approach is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Fund expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

The amount of the impairment loss is recognised in the Statement of Comprehensive Income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the Statement of Comprehensive Income.

(v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Statement of Financial Position when the Fund has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

As at the end of the reporting period, there are no financial assets or liabilities offset or with the right to offset in the Statement of Financial Position.

(e) Net assets attributable to unitholders

Units are redeemable at the unitholders' option and the units can be put back to the Fund at any time for cash based on the redemption price, which is equal to a proportionate share of the Fund's net asset value attributable to the unitholders less redemption costs. The units are carried at the redemption amount that is payable at balance sheet date if the holder exercises the right to put the units back to the Fund. This amount represents the expected cash flows on redemption of these units.

2 Summary of material accounting policy information (continued)

(e) Net assets attributable to unitholders (continued)

Units are classified as equity when they satisfy the following criteria under AASB 132 *Financial instruments: Presentation*:

- the puttable financial instrument entitles the holder to a pro-rata share of net assets in the event of the Fund's liquidation;
- the puttable financial instrument is in the class of instruments that is subordinate to all other classes of instruments and class features are identical;
- the puttable financial instrument does not include any contractual obligations to deliver cash or another financial asset, or to exchange financial instruments with another entity under potentially unfavorable conditions to the Fund, and it is not a contract settled in the Fund's own equity instruments; and
- the total expected cash flows attributable to the puttable financial instrument over the life are based substantially on the profit or loss, the change in the recognised net assets or the change in the fair value of the recognised and unrecognised net assets of the entity over the life the investments (excluding any effects of the instrument).

The Fund's units have been classified as equity having satisfied all the above criteria.

(f) Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short term, highly liquid investments with maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value and are used by Fund in the management of short-term commitments, other than cash collateral provided in respect of derivatives and securities borrowing transactions including cash management trusts, and bank overdrafts (which are shown separately on the Statement of Financial Position).

Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as trading of these securities represents the Fund main income generating activity.

(g) Investment income

Interest income from financial assets at amortised cost is recognised on a time-proportionate basis using the effective interest method and includes interest from cash and cash equivalents.

Interest from financial assets at fair value through profit or loss is determined based on the contractual coupon interest rate and includes interest from debt securities.

The effective interest method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or liability. When calculating the effective interest rate, the Fund estimates cash flows considering all contractual terms of the financial instruments (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between the parties to the contract that are an integral part of the effective interest rate, including transaction costs and all other premiums or discounts.

Interest income on financial assets at fair value through profit or loss is also recognised in the Statement of Comprehensive Income.

Dividend and distribution income from financial assets at fair value through profit or loss is recognised in the Statement of Comprehensive Income within dividend income and distribution income when the Fund's right to receive payments is established.

Other changes in fair value for such instruments are recorded in accordance with the policies described in Note 2(d) to the financial statements.

2 Summary of material accounting policy information (continued)

(h) Expenses

All expenses, including management fees, performance fees, Responsible Entity fees and custodian fees, are recognised in the Statement of Comprehensive Income on an accruals basis.

The performance fee is calculated and accrued daily based on the NAV (Net Asset Value) (before performance fee) of the Fund and is paid in arrears on a semi-annual basis as at the last business day in December and June. Performance fees are paid where applicable on redemptions throughout the financial year on a pro-rata basis.

Dividends declared on securities sold short are accrued on ex-dividend date and recognised as an expense in the Statement of Comprehensive Income.

(i) Income tax

Under current legislation, the Fund is not subject to income tax provided it attributes the entirety of its taxable income to its unitholders.

The benefits of any imputation credits and foreign tax paid are passed on to unitholders.

(j) Distributions

Distributions are payable as set out in the Fund's Product Disclosure Statement. Such distributions are determined by the Responsible Entity of the Fund. Distributable income includes capital gains arising from the disposal of financial assets and liabilities at fair value through profit or loss. Unrealised gains and losses on financial assets and liabilities at fair value through profit or loss that are recognised as income are transferred to net assets attributable to unitholders and are not assessable and distributable until realised. Capital losses are not distributed to unitholders but are retained in the Fund to be offset against any future realised capital gains.

(k) Change in net assets attributable to unitholders

Movements in net assets attributable to unitholders are recognised in the Statement of Changes in Equity.

(l) Foreign currency translation

(i) Functional and presentation currency

Items included in the Fund's financial statements are measured using the currency of the primary economic environment in which they operate (the "functional currency"). The Fund's functional currency is the Australian dollar. This is also the Fund's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The Fund does not isolate that portion of gains or losses on securities and derivative financial instruments that are measured at fair value through profit or loss and which are due to changes in foreign exchange rates from those due to changes in the market price of securities. Such fluctuations are included with the net gains or losses on financial instruments at fair value through profit or loss.

2 Summary of material accounting policy information (continued)

(m) Due from/to brokers

Amounts due from/to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet delivered by the end of the year. The due from brokers balance is held for collection and consequently measured at amortised cost.

These amounts are recognised initially at fair value and subsequently measured at amortised cost. At each reporting date, the Fund shall measure the loss allowance on amounts due from broker at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund shall measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the broker, probability that the broker will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that a financial asset may be credit impaired. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

(n) Receivables

Receivables may include amounts for dividends, interest and trust distributions. Dividends and trust distributions are accrued when the right to receive payment is established. Interest is accrued at the end of each reporting period from the time of last payment in accordance with the policy set out in Note 2(g) above. Amounts are generally received within 30 days of being recorded as receivables.

These amounts are recognised initially at fair value and subsequently measured at amortised cost. At each reporting date, the Fund shall measure the loss allowance on receivables at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund shall measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that a financial asset may be credit impaired. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

The amount of the impairment loss is recognised in profit or loss within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in profit or loss.

(o) Payables

Payables include liabilities and accrued expenses owing by the Fund which are unpaid as at the end of the reporting period.

A separate distribution payable is recognised in the Statement of Financial Position.

Distributions declared effective 30 June in relation to unitholders who have previously elected to reinvest distributions are recognised as reinvested effective 30 June of the same financial year.

(p) Applications and redemptions

Unit application and redemption prices are determined by reference to the unit price methodology outlined in the Fund's Constitution and Product Disclosure Statement. These prices may differ from the market price quoted on the ASX.

2 Summary of material accounting policy information (continued)

(q) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties such as audit fees, custodial services and investment management fees have been passed onto the Fund. The Fund qualifies for Reduced Input Tax Credits (RITC) at a rate of 55% - 75%; hence investment management fees, custodial fees and other expenses have been recognised in the Statement of Comprehensive Income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the Statement of Financial Position. Cash flows relating to GST are included in the Statement of Cash Flows on a gross basis.

(r) Use of estimates

The Fund makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

For the majority of the Fund's financial instruments, quoted market prices are readily available. However, certain financial instruments, for example over-the-counter derivatives or unquoted securities, are fair valued using valuation techniques. Where valuation techniques (for example, pricing models) are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Responsible Entity, independent of the area that created them.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

For more information on how fair value is calculated, please see Note 4 to the financial statements.

No impairment loss has been recognised on the financial assets measured at amortised cost under the expected credit loss model. Please see Note 3 for more information on credit risk.

(s) Rounding of amounts

The Fund is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission (ASIC) relating to the "rounding off" of amounts in the financial statements. Amounts in the financial statements have been rounded to the nearest thousand dollars in accordance with that ASIC Corporations Instrument, unless otherwise indicated.

(t) Segment reporting

A business segment is identified for a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is identified when products or services are provided within a particular economic environment subject to risks and returns that are different from those of segments operating in other economic environments.

The Fund is organised into one main segment which operates solely in the business of investment management within Australia.

3 Financial risk management

The Fund's activities expose it to a variety of financial risks: market risk (including price risk, foreign exchange risk and interest rate risk), credit risk and liquidity risk.

3 Financial risk management (continued)

The Fund's overall risk management program focuses on ensuring compliance with the Fund's Product Disclosure Statement and Constitution and seeks to maximise the returns derived for the level of risk to which the Fund is exposed. Financial risk management is carried out by the investment management team using policies approved by the Board of Directors of the Responsible Entity (the "Board"). These policies include exposure limits, hedging and stop loss guidelines. Other aspects of risk are overseen by the Responsible Entity's compliance committee.

All investments present a risk of loss of capital. The maximum loss of capital on long positions is limited to the fair value of those positions.

The Fund uses different methods to measure the different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ratings analysis for credit risk.

(a) Market risk

'Market risk' is the risk that changes in market prices, such as interest rates, foreign exchange rates, equity prices and credits spreads, will affect the Fund's income or the fair value of its holdings of financial instruments.

(i) Price Risk

The Fund is exposed to equity securities price risk. This arises from investments held by the Fund for which prices in the future are uncertain. Paragraph (ii) sets out how this component of price risk is managed and measured. They are classified on the Statement of Financial Position as at fair value through profit or loss. Where non-monetary financial instruments are denominated in currencies other than the Australian dollar, the price in the future will also fluctuate due to changes in foreign exchange rates. All securities investments present a risk of loss of capital. Except for equities sold short, the maximum risk resulting from financial instruments is determined by the fair value of the financial instrument. Possible losses from equities sold short can be unlimited. Policies restricting exposure to short positions aim to reduce this risk along with stop loss strategies that provide investment managers with instant notification when a position falls below a defined performance target. This enables investment managers to immediately execute a trade to minimise losses when the prices of short positions are rising or when prices on long positions are falling. Compliance with exposure limits and stop loss guidelines are reviewed on a daily basis by the investment managers.

The Fund also enters into over-the-counter option contracts to meet the requirements of its risk management and trading activities. The Fund monitors its positions to reduce the risk of potential loss due to changes in market value or failure of counterparties to perform.

The Investment Manager also aims to mitigate risk through diversification and a careful selection of securities and other financial instruments within specified limits set by the Board.

The majority of the Fund's equity investments are publicly traded on stock exchanges as described in the Product Disclosure Statement.

The table in Note 3(b) summarises the sensitivity of the Fund's assets and liabilities to price risk. The analysis is based on the assumptions that the markets in which the Fund invests increased/(decreased) by 10% (30 June 2023: 10%). The impact mainly arises from the possible change in the fair value of listed equities.

(ii) Foreign exchange risk

The Fund holds both monetary and non-monetary assets denominated in currencies other than the Australian dollar. The foreign exchange risk relating to non-monetary assets and liabilities is a component of price risk. Foreign exchange risk arises as the value of monetary securities denominated in other currencies fluctuate due to changes in exchange rates. The Investment Manager aims to mitigate this risk via actively managing its currency exposure. One hundred percent of a foreign currency may be hedged or alternatively the Investment Manager may elect to have no currency hedging implemented. The risk is measured using sensitivity analysis.

The investment strategy for foreign exchange exposure is reviewed on a daily basis.

3 Financial risk management (continued)

(a) Market risk (continued)

(ii) Foreign exchange risk (continued)

The table below summarises the Fund's major exposure to assets and liabilities that are denominated in a currency other than the Australian dollar.

	30 June 2024	30 June 2023
	NZD	NZD
	A\$'000	A\$'000
Financial assets held at fair value through profit or loss	598	627
Bank overdrafts	(798)	(821)
Payables	(4)	(5)
Total	(204)	(199)

The table in Note 3(b) summarises the sensitivities of the Fund's monetary assets and liabilities to foreign exchange risk. The analysis is based on the assumption that the Australian dollar weakened/strengthened by 10% (2023: 10%) against other currencies to which the Fund is exposed.

(iii) Interest rate risk

The Fund's interest bearing financial assets and liabilities expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The risk is measured using sensitivity analysis.

The table below summarises the Fund's exposure to interest rate risks. It includes the Fund's assets and liabilities at fair values, categorised by the earlier of contractual re-pricing or maturity dates.

The majority of the Fund's financial assets and liabilities are non-interest bearing. As a result, the Fund is not subject to significant risk due to fluctuations in the prevailing levels of market interest rates. Any excess cash and cash equivalents are invested at short term market interest rates. Interest rate risk management is also undertaken by maintaining as close to a fully invested position as possible, thus limiting the exposure of the Fund to interest rate risk.

As at 30 June 2024	Floating interest rate \$'000	Fixed interest rate \$'000	Non interest bearing \$'000	Total \$'000
Assets				
Cash and cash equivalents	3,637	-	-	3,637
Receivables	-	-	50	50
Due from brokers - receivable for securities sold	-	-	441	441
Financial assets at fair value through profit and loss	-	-	10,111	10,111
Liabilities				
Bank overdrafts	(800)	-	-	(800)
Payables	-	-	(70)	(70)
Due to brokers - payable for securities purchased	-	-	(768)	(768)
Net exposure	2,837	-	9,764	12,601

3 Financial risk management (continued)

(a) Market risk (continued)

(iii) Interest rate risk (continued)

As at 30 June 2023	Floating interest rate \$'000	Fixed interest rate \$'000	Non interest bearing \$'000	Total \$'000
Assets				
Cash and cash equivalents	1,185	-	-	1,185
Receivables	-	-	37	37
Financial assets at fair value through profit and loss	-	-	7,975	7,975
Liabilities				
Bank overdrafts	(908)	-	-	(908)
Payables	-	-	(99)	(99)
Distributions payable	-	-	(44)	(44)
Net exposure	<u>277</u>	<u>-</u>	<u>7,869</u>	<u>8,146</u>

An analysis of financial liabilities by maturities is provided in Note 3(d).

The table in Note 3(b) summarises the impact of an increase/decrease of interest rates on the Fund's profit/(loss) and net assets attributable to unitholders through changes in fair value or changes in future cash flows. The analysis is based on the assumption that interest rates changed by +/- 300 basis points (2023: +/- 300 basis points) from the year end rates with all other variables held constant.

(b) Summarised sensitivity analysis

The following table summarises the sensitivity of the Fund's profit/(loss) and net assets attributable to unitholders to interest rate risk, foreign exchange risk and other price risk. The reasonably possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in interest rates and foreign exchange rates, historical correlation of the Fund's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusual market movements resulting from changes in the performance of the economies, markets and securities in which the Fund invests. As a result, historic variations in risk variables are not a definitive indicator of future variations in the risk variables.

	Price risk		Interest rate risk		Foreign exchange risk	
	Impact on profit/(loss)/Net assets attributable to unitholders					
	-10%	10%	-300bps	+300bps	-10%	10%
	\$'000	\$'000	\$'000	\$'000	NZD A\$'000	NZD A\$'000
30 June 2024	(1,011)	1,011	(85)	85	20	(20)
30 June 2023	(798)	798	(8)	8	20	(20)

Investing in a managed Fund is not without associated risk. The Fund's ability to produce investment returns is dependent on a wide range of factors, non unusual or unique to this Fund. An investment in the Fund, by itself, generally does not provide a complete investment program but rather is intended to serve as part of an investor's overall investment portfolio. The Fund will be exposed to risks through its direct investment in any given asset, sector or asset class. Investors should refer to the Funds Product Disclosure Document for detail of the risks inherent in investing in the Fund.

3 Financial risk management (continued)

(c) Credit risk

'Credit risk' is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund, resulting in a financial loss to the Fund.

Credit risk primarily arises from cash equivalents, deposits with banks and other and other financial institutions and due from brokers. None of these assets are past due or impaired.

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

The Fund does not have any significant credit risk exposure to any single counterparty or counterparties having similar characteristics except for cash held with custodians. The creditworthiness of counterparties is reviewed by the Board to further assist in mitigating this risk. The credit rating of the prime broker and Fund administrator is reviewed annually and on an as needs basis.

The Fund determines credit risk and measures expected credit losses for financial assets measured at amortised cost using probability of default, exposure at default and loss given default. Management consider both historical analysis and forward looking information in determining any expected credit loss. At 30 June 2024 and 30 June 2023, all receivables, amounts due from brokers, cash and short-term deposits are held with counterparties with a credit rating of AA/Aa or higher and are either callable on demand or due to be settled within 1 week. Management consider the probability of default to be close to zero as these instruments have a low risk of default and the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognised based on 12-month expected credit losses as any such impairment would be wholly insignificant to the Fund.

Collateral pledged under prime brokerage agreements

The Fund has entered into a prime brokerage agreement with the Fund's prime broker. The prime broker is only able to charge, on lend or otherwise use a limited amount of the assets of the Fund, based on the liabilities owed to the prime broker, including amounts due to brokers for securities purchased and securities sold short. If there are no liabilities owing then none of the Fund assets can be used by the prime broker.

(d) Liquidity risk

'Liquidity risk' is the risk that the Fund will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk occurs when securities become illiquid and as a result the position becomes difficult to exit. The Investment Manager aims to mitigate this risk by only investing in those markets that provide reasonable liquidity. Portfolio liquidity testing is conducted regularly to assess the time frames required to exit current positions.

The Fund's listed securities are considered readily realisable, as the majority are listed on viable stock exchanges.

The Fund may, from time to time, invest in derivative contracts traded over the counter or hold securities suspended from trading, which are not traded in an organised market and may be illiquid. As a result, the Fund may not be able to quickly liquidate its investments in these instruments at an amount close to their fair value to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer or counterparty.

3 Financial risk management (continued)

(d) Liquidity risk (continued)

The table below analyses the Fund's financial liabilities into relevant maturity groupings based on the remaining period from contractual maturity date to the year end date. The amounts in the table are contractual undiscounted cash flows.

	Less than 1 month	1-6 months	6-12 months	Over 12 months	No stated maturity	Total
As at 30 June 2024	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Bank overdrafts	-	-	-	-	800	800
Payables	70	-	-	-	-	70
Due to brokers - payable for securities purchased	768	-	-	-	-	768
Total liabilities	838	-	-	-	800	1,638

	Less than 1 month	1-6 months	6-12 months	Over 12 months	No stated maturity	Total
As at 30 June 2023	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Bank overdrafts	-	-	-	-	908	908
Payables	99	-	-	-	-	99
Distributions payable	44	-	-	-	-	44
Total liabilities	143	-	-	-	908	1,051

The table above shows the undiscounted cash flows of the Fund's financial liabilities on the basis of their earliest possible contractual maturity. The carrying amounts approximate the nominal amounts.

The bank overdraft relates to the multi-currency cash account, held with Morgan Stanley in line with the Prime Brokerage agreement. The prime broker is only able to charge, on lend or otherwise use a limited amount of the assets of the Fund, based on the liabilities owed to the prime broker, including amounts due to brokers for securities purchased and securities sold short. Interest is paid at floating interest rates.

4 Fair value measurement

The Fund measures and recognises the following financial assets and liabilities at fair value.

- Financial assets at fair value through profit or loss (see Note 6)

AASB 13 requires disclosure of fair value measurements by level of the following fair value hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(i) Fair value in an active market (Level 1)

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs.

4 Fair value measurement (continued)

(i) Fair value in an active market (Level 1) (continued)

The Fund values its investments in accordance with the accounting policies set out in Note 2 to the financial statements. For the majority of its investments, the Fund relies on information provided by independent pricing services for the valuation of its investments.

The quoted market price used for financial assets and financial liabilities is the last traded price. When the Fund holds derivatives with offsetting market risks, it uses last traded prices as a basis for establishing fair values for the offsetting risk positions and applies this last traded price to the net open position, as appropriate.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

(ii) Fair value in an inactive or unquoted market (Level 2 and Level 3)

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate at the end of the reporting period applicable for an instrument with similar terms and conditions.

For other pricing models, inputs are based on market data at the reporting date. Fair values for unquoted equity investments are estimated, if possible, using applicable price/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the issuer.

The fair value of derivatives that are not exchange traded is estimated at the amount that the Fund would receive or pay to terminate the contract at the reporting date taking into account current market conditions (volatility and appropriate yield curve) and the current creditworthiness of the counterparties. The fair value of a forward contract is determined as a net present value of estimated future cash flows, discounted at appropriate market rates as at the valuation date. The fair value of an option contract is determined by applying the Black Scholes option valuation model.

The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Fund holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including liquidity risk and counterparty risk.

Recognised fair value measurements

The following table presents the Fund's assets and liabilities measured and recognised at fair value as at 30 June 2024 and 30 June 2023.

As at 30 June 2024	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets at fair value through profit or loss				
Listed equity securities	8,481	-	39	8,520
Listed unit trusts	1,591	-	-	1,591
Total	10,072	-	39	10,111
Total assets measured at fair value	10,072	-	39	10,111

4 Fair value measurement (continued)

Recognised fair value measurements (continued)

As at 30 June 2023	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets at fair value through profit or loss				
Listed equity securities	7,322	-	39	7,361
Listed unit trusts	<u>614</u>	<u>-</u>	<u>-</u>	<u>614</u>
Total	<u>7,936</u>	<u>-</u>	<u>39</u>	<u>7,975</u>

(i) Transfers between levels

There were no transfers between levels in the fair value hierarchy for the year ended 30 June 2024 and year ended 30 June 2023. There were also no changes made to any of the valuation techniques applied as of 30 June 2023.

The Fund's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

(ii) Fair value measurements using unobservable inputs (Level 3)

The following table presents the movement in level 3 instruments for the year ended 30 June 2024:

As at 30 June 2024	Equity securities \$'000
Opening balance	39
Purchases	-
Sales	-
Gains/(losses) recognised in profit and loss	<u>-</u>
Closing balance	<u>39</u>
Unrealised gains and losses included in the Statement of Comprehensive Income for financial assets and liabilities at the end of the year	<u>-</u>

The following table presents the movement in level 3 instruments for the year ended 30 June 2023.

As at 30 June 2023	Equity securities \$'000
Opening balance	39
Purchases	-
Sales	-
Gains/(losses) recognised in profit and loss	<u>-</u>
Closing balance	<u>39</u>
Unrealised gains and losses included in the Statement of Comprehensive Income for financial assets and liabilities at the end of the year	<u>-</u>

4 Fair value measurement (continued)

Recognised fair value measurements (continued)

(iii) Quantitative information of unobservable inputs - Level 3

Although the Responsible Entity of the Fund believes that the estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value. For fair value measurements in Level 3, changing one or more of the assumptions used as reasonably possible alternatives by 10% upwards (favourable) or downwards (unfavourable) would impact the Statement of Comprehensive Income.

The table below details the sensitivity analysis and the quantitative information about the unobservable inputs used in Level 3 fair value measurements:

Description	Fair value \$'000	Valuation techniques	Unobservable inputs	Favourable* \$'000
As at 30 June 2024				
Equity Securities	39	Latest available trade price on stock exchange	Valuation of the underlying assets of the company	4
Total fair value measurements in level 3	39			4

Description	Fair value \$'000	Valuation techniques	Unobservable inputs	Favourable* \$'000
As at 30 June 2023				
Equity Securities	39	Latest available trade price on stock exchange	Valuation of the underlying assets of the company	4
Total fair value measurements in level 3	39			4

* A decrease (unfavourable) will have an equal and opposite impact on the Statement of Comprehensive Income from operating activities and Net assets attributable to unitholders.

There were no inter-relationships between unobservable inputs that materially affect fair values.

(iv) Valuation processes

Portfolio reviews are undertaken regularly by management to identify securities that potentially may not be actively traded or have stale security pricing. This process identifies securities which possibly could be regarded as being Level 3 securities.

Further analysis, should it be required, is undertaken to determine the accounting significance of the identification. For certain security types, in selecting the most appropriate valuation model, management performs back testing and considers actual market transactions. Changes in allocation to or from Level 3 are analysed at the end of each reporting period.

(v) Financial instruments not measured at fair value

Financial instruments not measured at fair value through profit or loss include cash and cash equivalents, receivables, due from brokers, bank overdrafts, performance fee, distribution and other payables and due to brokers. These are short term financial assets and financial liabilities whose carrying amounts approximate fair value, because of their short-term nature and the high credit quality of counterparties.

5 Net gains/(losses) on financial instruments at fair value through profit or loss

The following table details the gains and losses recognised in relation to financial assets at fair value through profit or loss:

	Year ended	
	30 June 2024 \$'000	30 June 2023 \$'000
Financial assets		
Net gains on financial assets at fair value through profit and loss	569	87
Total net gains from financial instruments at fair value through profit or loss	569	87

6 Financial assets at fair value through profit or loss

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Financial assets at fair value through profit or loss		
Australian listed equity securities	7,922	6,734
New Zealand listed equity securities	598	627
Listed real estate investment trusts	1,591	614
Total financial assets at fair value through profit or loss	10,111	7,975

The amount above includes \$Nil (2023: \$1,339,387) of equity securities on lent to the Fund's Prime Broker in accordance with the Prime Brokerage agreement. Refer to Note 3(c).

An overview of the risk exposures relating to financial assets at fair value through profit or loss is included in Note 3 and Note 4.

7 Net assets attributable to unitholders

Movements in the number of units and net assets attributable to unitholders during the year were as follows:

			As at	
	30 June 2024 No. '000	30 June 2023 No. '000	30 June 2024 \$'000	30 June 2023 \$'000
Net assets attributable to unitholders				
Opening balance	3,816	4,673	8,146	10,252
Applications	2,564	54	5,763	120
Redemptions	(781)	(911)	(1,732)	(2,108)
Units issued upon reinvestment of distributions	15	-	32	-
Distributions paid and payable	-	-	-	(44)
Profit/(loss) for the year	-	-	392	(74)
Closing balance	<u>5,614</u>	<u>3,816</u>	<u>12,601</u>	<u>8,146</u>

As stipulated within the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets of the Fund. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Fund.

On the Statement of Cash Flows, proceeds from applications by unitholders incorporate application funding received from unitholders and also the value of units issued upon reinvestment of distributions, while distribution paid includes the cash distribution portion only.

Capital risk management

The Fund considers its capital to be unitholders' funds. The Investment Manager manages its net assets attributable to unitholders as capital. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Fund is subject to daily applications and redemptions at the discretion of unitholders.

The Fund monitors the level of daily applications and redemptions relative to the liquid assets in the Fund. The Fund strives to invest in securities that meet the Fund's investment objectives while maintaining sufficient liquidity to meet unitholders' redemptions.

8 Distributions to unitholders

The distributions for the year were as follows:

	Year ended			
	30 June 2024 \$'000	30 June 2024 DPU	30 June 2023 \$'000	30 June 2023 DPU
Distributions payable	-	-	44	0.01
Total	<u>-</u>	<u>-</u>	<u>44</u>	<u>0.01</u>

9 Cash and cash equivalents

	As at	
	30 June 2024	30 June 2023
	\$'000	\$'000
Cash at bank	3,637	1,185
	3,637	1,185

Reconciliation to cash at the end of the year

The above figures are reconciled to cash at the end of the financial year as shown in the Statement of Cash Flows as follows:

	As at	
	30 June 2024	30 June 2023
	\$'000	\$'000
Balances as above	3,637	1,185
Bank overdrafts	(800)	(908)
Balance per Statement of Cash Flows	2,837	277

10 Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities

	Year ended	
	30 June 2024	30 June 2023
	\$'000	\$'000
(a) Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities		
Profit/(loss) for the year	392	(74)
Proceeds from sale of financial instruments at fair value through profit or loss	19,318	15,813
Purchase of financial instruments at fair value through profit or loss	(20,557)	(14,491)
Net (gains)/losses on financial instruments at fair value through profit or loss	(569)	(87)
Dividend/distribution income reinvested	(1)	-
Net change in receivables	(13)	(5)
Net change in payables	(19)	(15)
Unrealised foreign exchange gains/(losses)	(2)	40
Net cash inflow/(outflow) from operating activities	(1,451)	1,181
(b) Non-cash financing activities		
During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan	32	-

11 Auditor's remuneration

During the year, the following fees were paid or payable for services provided by the auditor of the Fund:

	Year ended	
	30 June 2024	30 June 2023
	\$	\$
<i>Audit services</i>		
Auditing/reviewing the financial report	28,309	27,220
Compliance plan audit	<u>5,850</u>	<u>5,625</u>
	<u>34,159</u>	<u>32,845</u>
<i>Taxation services</i>		
Tax compliance services	<u>8,285</u>	7,890
	<u>8,285</u>	<u>7,890</u>
Total remuneration paid or payable to KPMG	<u>42,444</u>	<u>40,735</u>

12 Other operating expenses

	Year ended	
	30 June 2024	30 June 2023
	\$'000	\$'000
Dividend withholding tax	11	14
Sundry	<u>6</u>	<u>5</u>
Total other operating expenses	<u>17</u>	<u>19</u>

13 Receivables

	As at	
	30 June 2024	30 June 2023
	\$'000	\$'000
Interest receivable	4	1
Distribution and dividend receivable	37	32
GST receivable	<u>9</u>	<u>4</u>
Total receivables	<u>50</u>	<u>37</u>

14 Payables

	As at	
	30 June	30 June
	2024	2023
	\$'000	\$'000
Management fees payable	13	9
Audit fees payable	17	24
Redemptions payable	7	17
Administrative expenses payable	6	20
Other payables	<u>27</u>	<u>29</u>
Total payables	<u>70</u>	<u>99</u>

15 Related party transactions

Responsible Entity

The Responsible Entity of K2 Australian Small Cap Fund is K2 Asset Management Ltd.

Key management personnel

The Fund does not employ personnel in its own right. However, it is required to have an incorporated Responsible Entity to manage the activities of the Fund.

(i) Directors

Key management personnel includes persons who were Directors of K2 Asset Management Ltd at any time during the financial year and up to the date of this report:

Campbell W Neal
Hollie A Wight
George Boubouras
Neil Sheather (Appointed on 1 July 2023)

(ii) Other key management personnel

There were no other key management personnel with responsibility for planning, directing and controlling activities of the Fund, directly or indirectly during the financial year.

15 Related party transactions (continued)

Key management personnel unitholdings

The key management personnel of K2 Asset Management Ltd (or their related entities) held units in the Fund as follows:

2024

Director	Closing unit holding (Units)	Interest held %	Value of units held* (\$)	Units purchased (Units)	Prior Year Distribution reinvested (Units)	Units sold (Units)	Current Year Distributions received (\$)
Campbell W Neal	1,593,368	28.32	3,569,144	-	10,028	304,673	-
Hollie A Wight	35,730	0.64	80,035	-	190	-	-
George Boubouras	30,308	0.54	67,890	-	161	-	-
Total	1,659,406	29.56	3,717,069	-	10,379	304,673	-

* Value of units is calculated based on NAV per unit (quoted ex-distribution).

2023

Director	Closing unit holding (Units)	Interest held %	Value of units held* (\$)	Units purchased (Units)	Prior Year Distribution reinvested (Units)	Units sold (Units)	Current Year Distributions received (\$)
Campbell W Neal	1,888,013	49.48	4,021,468	-	-	-	21,579
Hollie A Wight	35,540	0.93	75,700	-	-	-	406
George Boubouras	30,147	0.79	64,213	-	-	-	344
Total	1,953,700	51.20	4,161,381	-	-	-	22,329

* Value of units is calculated based on NAV per unit (quoted ex-distribution).

Related party unitholdings

Neither the Responsible Entity nor its Parent company held units in the Fund at the end of the financial year.

Transactions and balances with related parties

Transactions with K2 Asset Management Ltd in its role as the Responsible Entity and Investment Manager have taken place at arm's length, in the ordinary course of business and are as follows:

	Year ended	
	30 June 2024	30 June 2023
Management fees expense for the financial year	\$ 135,814	125,189
Performance fees expense for the financial year	22,222	-

15 Related party transactions (continued)

Transactions and balances with related parties (continued)

	30 June 2024	As at 30 June 2023
	\$	\$
Management fees payable at the end of each financial year	12,713	8,987

Key management personnel compensation

Key management personnel are paid by K2 Asset Management Ltd. Payments made from the Fund to K2 Asset Management Ltd do not include any amounts directly attributable to compensation of key management personnel.

Key management personnel loan disclosures

The Fund has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting period.

Investments

The Fund did not hold any investments in K2 Asset Management Ltd or K2 Asset Management Holdings Ltd or its affiliates during the year.

Other transactions within the Fund

From time to time, Directors of the Responsible Entity of the K2 Australian Small Cap Fund, or their Director related entities, may invest in or withdraw from the Fund. These investments or withdrawals are on the same terms and conditions as those entered into by other Fund investors.

16 Segment information

The Fund is organised into one main segment which operates solely in the business of investment management within Australia.

The Fund operates in Australia and holds investments in Australia and New Zealand.

17 Events occurring after the reporting period

No significant events have occurred since the end of the reporting period and up to the date of this report which would impact on the financial position of the Fund as disclosed in the Statement of Financial Position as at 30 June 2024 or on the results and cash flows of the Fund for the year ended on that date.

18 Contingent assets and liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2024 and 30 June 2023.

Directors' declaration

In the opinion of the Directors of the Responsible Entity:

- (a) The financial statements and notes set out on pages 7 to 33 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Fund's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
- (b) the financial statements also comply with International Financial Reporting Standards as disclosed in Note 2; and
- (c) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors of K2 Asset Management Ltd.



Hollie A Wight
Director

Melbourne
30 August 2024



Independent Auditor's Report

To the unitholders of K2 Australian Small Cap Fund

Opinion

We have audited the **Financial Report** of K2 Australian Small Cap Fund (the Scheme).

In our opinion, the accompanying Financial Report of the Scheme is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Scheme's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Statement of financial position as at 30 June 2024
- Statement of comprehensive income, Statement of changes in equity, and Statement of cash flows for the year then ended
- Notes, including material accounting policies
- Directors' Declaration.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Scheme in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key Audit Matters

The **Key Audit Matters** we identified are:

- Valuation of financial assets at fair value through profit or loss.
- Measurement of performance fees.

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our Audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Valuation of financial assets at fair value through profit or loss - \$10,111,174	
Refer to <i>Note 2(d), Note 4 and Note 6</i> to the Financial Report	
The Key Audit Matter	How the matter was addressed in our audit
<p>Financial assets at fair value through profit or loss comprise investments in listed equity securities and real estate investment trusts (“the investments”).</p> <p>The Scheme outsources certain processes and controls relevant to:</p> <ul style="list-style-type: none"> Recording and valuing of investments to the Fund Administrator. Maintaining custody and underlying records of investments to the Custodians. Initiating and executing the purchase and sale of investments to the Investment Manager. <p>Valuation of financial assets at fair value through profit or loss is a key audit matter due to the:</p> <ul style="list-style-type: none"> Size of the Scheme’s portfolio of listed equity securities. These investments represent 99% of the Scheme’s total net assets as at year end; and Importance of the performance of these investments in driving the Scheme’s investment income and capital performance, as reported in the financial report. <p>As a result, this was the area with greatest effect on our overall audit strategy and allocation of resources in planning and performing our audit.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> We assessed the appropriateness of the accounting policies applied by the Scheme, including those relevant to the fair value of investments, against the requirements of the accounting standards. We obtained and read the Scheme’s Fund Administrator and Custodians’ GS007 (<i>Guidance Statement 007 Audit Implications of the Use of Service Organisations for Investment Management Services</i>) assurance reports to understand and assess the controls relevant to the: <ul style="list-style-type: none"> Fund administrator - to record and value the Scheme’s investments; and Custodians - to maintain custody and underlying records of the Scheme’s investments. We checked the existence of investments being the ownership and quantity held to independent confirmations from the Custodians as at 30 June 2024. We used KPMG Specialist to value the investments as at 30 June 2024. KPMG Specialist checked the valuation of investments, as recorded in the general ledger, to externally quoted market prices from the relevant stock exchanges as at 30 June 2024. We evaluated the Scheme’s disclosures using our understanding obtained from our testing, against the requirements of the accounting standards.

Measurement of Performance fee expense - \$22,222	
Refer to <i>Note 2(h) and Note 15</i> to the Financial Report	
The Key Audit Matter	How the matter was addressed in our audit
<p>Measurement of performance fees is a key audit matter due to:</p> <ul style="list-style-type: none"> The Responsible Entity and Investment Manager (K2 Asset Management Ltd) being the beneficiary of performance fee paid by the Scheme, which represents a significant audit 	<p>Our procedures included:</p> <ul style="list-style-type: none"> We assessed the appropriateness of the Scheme’s accounting policies related to performance fees expenses, against the requirements of the accounting standards and our understanding of the business and industry practise.



<p>risk associated with the related-party relationship.</p> <ul style="list-style-type: none"> The manual nature of the fee calculation and assessment of the Scheme’s performance against pre-determined high-water mark and hurdle rate per Scheme’s Product Disclosure Statement (PDS), including use of a number of inputs in the calculation. Thereby increasing the risk of error. 	<ul style="list-style-type: none"> We obtained and read the Scheme’s PDS to understand the performance fee calculation methodology and performed walkthrough with management to understand the fee calculation process. We tested performance fees expense for the year using the calculation methodology as described in the PDS and compared our performance fee calculations with those of the Scheme. Any significant variances were investigated with management. We evaluated the key inputs in the calculation such as number of units and net asset value (NAV) to the Scheme’s unit registry and administrator reports. We obtained and read Unit Registry and Administrator’s GS007 assurance reports to understand and assess controls relevant to: <ul style="list-style-type: none"> Unit registry’s recording and valuation of the units; and Fund administrator’s calculation of the Fund’s NAV from 1 July 2023 to 30 June 2024. We obtained and read the Scheme’s Administrator and Unit registry’s bridging letters over the period not covered by the GS007 assurance reports. We compared the controls in the bridging letters for consistency with those in the GS007 assurance reports. We evaluated the Scheme’s disclosures using our understanding obtained from our testing, against the requirements of the accounting standards.
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Other Information

Other Information is financial and non-financial information in K2 Australian Small Cap Fund’s annual report which is provided in addition to the Financial Report and the Auditor’s Report. The Directors of K2 Asset Management Ltd (the Responsible Entity) are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor’s Report we have nothing to report.



Responsibilities of the Directors for the Financial Report

The Directors of K2 Asset Management (the Responsible Entity) are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Scheme's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Scheme or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audits of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf. This description forms part of our Auditor's Report.

KPMG

Chris Wooden
Partner
Melbourne

30 August 2024