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Spaceship Earth Portfolio Annual Financial Report

For the year ended 30 June 2024

**Spaceship Earth Portfolio
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30 June 2024**

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**Spaceship Earth Portfolio
Directors' Report
30 June 2024**

The directors of Spaceship Capital Limited (ABN 67 621 011 649, AFSL 501605), the Responsible Entity of Spaceship Earth Portfolio (the 'Portfolio'), present their report for the year ended 30 June 2024.

Directors

The names of the directors of the Responsible Entity in office at any time during or since the end of the year are:

Andrew Geoffrey Moore	
Jason John Sedawie	Resigned 12 March 2024
John Joseph Reid	
Katrina Lee Sly	Appointed 12 March 2024

Principal activities

The principal activity of the Portfolio during the course of the year was to invest funds in accordance with the provisions of the Portfolio's Constitution and Product Disclosure Statement. No significant change in the nature of these activities occurred during the year.

Portfolio information

Spaceship Earth Portfolio is an Australian registered managed investment scheme, and was constituted on 4 September 2020 and commenced operations on 20 October 2020.

Spaceship Capital Limited, the Responsible Entity of the Portfolio, is incorporated and domiciled in Australia.

The registered office and principal place of business of the Responsible Entity is Level 1, 20 Hunter Street, Sydney, NSW 2000.

The Portfolio did not have any employees during the year ended 30 June 2024 (30 June 2023: nil).

Review and results of operations

During the year, the Portfolio continued to invest its funds in accordance with target asset allocations as set out in the governing documents of the Portfolio and in accordance with the provisions of the Portfolio's Constitution.

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

	30 June 2024	30 June 2023
	\$	\$
Operating profit for the year	<u>11,569,397</u>	<u>14,216,878</u>
	30 June 2024	2023
	\$	\$
Distribution payable	<u>18,134</u>	<u>132,838</u>
Distribution (cents per unit)	0.0384	0.2511

Units on Issue

47,251,828 units of the Portfolio were on issue at 30 June 2024 (30 June 2023: 52,922,337).

	30 June 2024	2023
Opening balance	52,922,337	51,007,948
Units issued	13,688,930	18,462,955
Units withdrawn	<u>(19,359,439)</u>	<u>(16,548,566)</u>
Closing balance	<u>47,251,828</u>	<u>52,922,337</u>

**Spaceship Earth Portfolio
Directors' Report
30 June 2024**

Portfolio Assets

At 30 June 2024, the Portfolio held assets to the total value of \$60,202,477 (30 June 2023: \$55,629,938). The basis of valuation is disclosed in Note 2 to the financial statements.

Significant changes in the state of affairs

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Portfolio 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 the Portfolio's operations, the results of those operations, or the Portfolio's state of affairs in future financial years.

Likely developments and expected results of operations

The investment strategy of the Portfolio will be maintained in accordance with the Portfolio's Constitution and investment return objectives as detailed in the most recent Product Disclosure Statement.

The results of the Portfolio's operations will be affected by a number of factors, including the performance of investment markets in which the Portfolio 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.

Environmental regulation

The operations of the Portfolio are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory

Indemnification and Insurance of Directors and Officers

The Constitution of the Responsible Entity requires it to indemnify all current and former officers of the Responsible Entity (but not including auditors) out of the property of the Responsible Entity against:

- (a) any liability for costs and expenses which may be incurred by that person in defending civil or criminal proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any such proceedings in which the court grants relief to the person under the *Corporations Act 2001*; and
- (b) a liability incurred by the person, as an officer of the Responsible Entity or of a related body corporate, to another person (other than the Responsible Entity or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.

During the financial year, the Responsible Entity paid an insurance premium in respect of a contract to insure the directors and executives of the Responsible Entity against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

No insurance premiums are paid for out of the assets of the Portfolio in regard to insurance cover provided to the officers of the Responsible Entity.

Indemnification of Auditors

To the extent permitted by law, the Portfolio has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

During the financial year, the Portfolio has not paid a premium in respect of a contract to insure the auditor of the Portfolio or any related entity.

**Spaceship Earth Portfolio
Directors' Report
30 June 2024**

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

Fees paid to the Responsible Entity and its associates out of Portfolio property during the year are disclosed in Note 12 to the financial statements.

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

The number of interests held in the Portfolio by the Responsible Entity or its associates as at the end of the financial year are disclosed in Note 12 to the financial statements.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out immediately after this directors' report.

This report is made in accordance with a resolution of the Board of Directors of Spaceship Capital Limited:

On behalf of the directors



24 Sep, 2024 12:35:10 PM GMT+10

Andrew Geoffrey Moore
Director



24 Sep, 2024 1:38:35 PM GMT+10

John Joseph Reid
Director

24 September 2024



**Building a better
working world**

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Auditor's Independence Declaration to the Directors of Spaceship Capital Limited

As lead auditor for the audit of the financial report of Spaceship Earth Portfolio for the financial year ended 30 June 2024, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;
- b. No contraventions of any applicable code of professional conduct in relation to the audit; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

Ernst & Young

Rita Da Silva
Partner
Sydney
24 September 2024

Spaceship Earth Portfolio
Statement of Comprehensive Income
For the year ended 30 June 2024

	Note	30 June 2024 \$	30 June 2023 \$
Investment Income			
Net gains on financial assets held at fair value through profit or loss		11,676,164	14,070,066
Dividend and distribution income		215,177	284,371
Interest income		11,545	4,292
Expense reimbursement income		4,481	3,971
Net foreign exchange (losses)/gains		(5,486)	682
Total net investment income		11,901,881	14,363,382
Expenses			
Management fees	12	291,302	91,028
Withholding tax expense		36,699	51,356
Transaction costs		4,481	3,971
Interest expense		2	149
Total operating expenses		332,484	146,504
Profit for the year		11,569,397	14,216,878
Other comprehensive income for the year		-	-
Total comprehensive income for the year		11,569,397	14,216,878

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

Spaceship Earth Portfolio
Statement of Financial Position
As at 30 June 2024

	Note	30 June 2024 \$	30 June 2023 \$
Assets			
Cash and cash equivalents	6	1,055,245	1,090,626
Receivables	7	52,948	63,293
Financial assets held at fair value through profit or loss	8	59,094,284	54,476,019
Total assets		60,202,477	55,629,938
Liabilities			
Payables	9	77,135	41,977
Distribution payable	5	18,190	132,889
Total liabilities		95,325	174,866
Net assets attributable to unitholders - equity	4	60,107,152	55,455,072

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

Spaceship Earth Portfolio
Statement of Changes in Equity
For the year ended 30 June 2024

	Note	30 June 2024 \$	30 June 2023 \$
Total equity at the beginning of the financial year		55,455,072	40,343,608
Profit for the year		11,569,397	14,216,878
Other comprehensive income for the year		-	-
Total comprehensive income for the year		11,569,397	14,216,878
<i>Transactions with unitholders in their capacity as unitholders:</i>			
Applications	4	15,444,887	16,356,029
Redemptions	4	(22,273,977)	(15,221,897)
Monthly fee-related redemptions	4,12	(172,866)	(229,246)
Distribution reinvestment	4	102,773	122,538
Distributions declared	5	(18,134)	(132,838)
Total equity at the end of the financial year		60,107,152	55,455,072

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

Spaceship Earth Portfolio
Statement of Cash Flows
For the year ended 30 June 2024

	Note	30 June 2024 \$	30 June 2023 \$
Cash flows from operating activities			
Proceeds from sale of financial instruments held at fair value through profit or loss		20,937,026	14,115,744
Purchase of financial instruments held at fair value through profit or loss		(13,879,123)	(15,069,586)
Receipt from related parties		2,919	330,620
Dividends and distributions received		187,160	258,307
Transaction costs paid		(4,481)	(3,971)
Other income		-	4
Payment of management fee		(289,720)	(70,492)
Interest received		11,413	3,254
Net cash from/(used in) operating activities	10	6,965,194	(436,120)
Cash flows from financing activities			
Proceeds from applications by unitholders		15,551,498	16,310,905
Payments of redemptions by unitholders		(22,240,888)	(15,278,228)
Payments of redemptions by unitholders for monthly fee		(172,866)	(229,246)
Distributions paid		(132,833)	(45,514)
Net cash from/(used in) financing activities		(6,995,089)	757,917
Net increase/(decrease) in cash and cash equivalents		(29,895)	321,797
Cash and cash equivalents at the beginning of the financial year		1,090,626	768,147
Effects of exchange rate changes on cash and cash equivalents		(5,486)	682
Cash and cash equivalents at the end of the financial year	6	1,055,245	1,090,626

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

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 1. Portfolio information

These financial statements cover Spaceship Earth Portfolio ('the Portfolio') as an individual entity. The Portfolio is an Australian registered managed investment scheme under the *Corporations Act 2001*, which was constituted on 4 September 2020 and commenced operations on 20 October 2020.

The Responsible Entity of the Portfolio is Spaceship Capital Limited. The registered office of the Responsible Entity is located at Level 1, 20 Hunter Street, Sydney, NSW 2000. The Responsible Entity is incorporated and domiciled in Australia.

The primary investment return objective of the Portfolio is to provide longer term capital growth by investing in companies that contribute towards the advancement of the UN Sustainable Development Goals agenda.

The Portfolio's asset allocation is made up of shares in companies listed on Australian and international stock exchanges. The financial statements of the Portfolio are presented in Australian dollars.

The Portfolio's investment activities are managed by Spaceship Capital Limited (the 'Investment Manager'). The Portfolio's custodian is Interactive Brokers Australia Pty Ltd.

The Portfolio's units are redeemable at the unitholder's option.

The financial statements of Spaceship Earth Portfolio for the year ended 30 June 2024, were authorised for issue in accordance with a resolution of the Board of Directors on 24 September 2024.

Note 2. Material accounting policy information

The accounting policies that are material to the Portfolio are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

2.1 Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). The financial report is prepared on fair value measurement of assets and liabilities except where otherwise stated.

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 12 months, except for financial assets and liabilities at fair value through profit or loss. The amount expected to be recovered or settled within 12 months in relation to these balances cannot be reliably determined.

The financial statements are presented in Australian Dollars and the Portfolio is a for-profit entity for the purpose of preparing financial statements.

Statement of Compliance

The financial statements have been prepared in accordance with the Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board.

2.2 Changes in Accounting Policies and Disclosure

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2023 that have a material impact on the amounts recognised in the prior periods or will affect the current or future periods. There are no new accounting standards and interpretations, except for *AASB 18 Presentation and Disclosure in Financial Statements* as noted below, that have been issued, but not yet effective, that are material to the financial statements or have been early adopted for the year ended 30 June 2024 reporting period.

In June 2024, the Australian Accounting Standards Board issued *AASB 18 Presentation and Disclosure in Financial Statements* which sets out requirements for the presentation and disclosure of information in general purpose financial statements. AASB 18 is effective for annual reporting periods beginning on or after 1 January 2027. The transition provisions of AASB 18 requires retrospective application. The Portfolio continues to assess the full impact of adopting AASB 18.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 2. Material accounting policy information (continued)

2.3 Material Accounting Policy Information

The principal accounting policies applied in the preparation of these financial statements are set out below.

(a) Financial Instruments

(i) Classification

Financial assets

The Portfolio classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Portfolio's portfolio of financial assets is managed and performance is evaluated on a fair value basis in accordance with the Portfolio's documented investment strategy. The Portfolio'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.

For equity securities, the contractual cash flows of these instruments do not represent solely payments of principal and interest. Consequently, these investments are measured at fair value through profit or loss.

(ii) Recognition/derecognition

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

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or the Portfolio has transferred substantially all risks and rewards of ownership.

(iii) Initial measurement

Financial assets at fair value through profit or loss are recorded in the Statement of Financial Position at fair value. All transaction costs for such instruments are expensed directly in profit or loss.

(iv) Subsequent measurement

After initial measurement, the Portfolio measures financial assets which are classified as at fair value through profit or loss at fair value. Subsequent changes in the fair value of those financial instruments are recorded in 'Net gains/(losses) on financial assets held at fair value through profit or loss'.

(v) Impairment

At each reporting date, the Portfolio shall measure the loss allowance on financial assets at amortised cost (cash, due from broker 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 Portfolio 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.

(b) Net assets attributable to unitholders

Each unit issued confers upon the unitholder an equal interest in the Portfolio, and is of equal value. A unit does not confer any interest in any particular asset or investment of the Portfolio. Unitholders have various rights under the Portfolio's Constitution, including the right to:

- Have their units redeemed at a proportionate share based on the Portfolio's net asset value per unit on the redemption date;
- Receive income distributions;
- Attend and vote at meetings of unitholders; and
- Participate in the termination and winding up of the Portfolio.

The rights, obligations and restrictions attached to each unit are identical in all respects. For the purpose of calculating the net assets attributable to unitholders in accordance with Portfolio's Constitution, the Portfolio's assets and liabilities are valued at fair value.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 2. Material accounting policy information (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 Portfolio'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 unfavourable conditions to the Portfolio, and is not a contract settled in the Portfolio'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 Portfolio's units have been classified as equity as they satisfied all the above criteria. This has been consistently applied during the year.

(c) Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash on hand, demand deposits, short term deposits in banks with original maturities of three months or less and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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 represent the Portfolio's main income generating activity.

(d) Investment income

Interest income on cash and cash equivalents is recognised in the Statement of Comprehensive Income on an accrual basis.

Changes in fair value in financial instruments held at fair value through profit or loss are recorded in accordance with the policies described in Note 2.3 (a) to the financial statements.

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

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense. The Portfolio currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded as gross of withholding tax in the Statement of Comprehensive Income.

(e) Expenses

All expenses are recognised in the Statement of Comprehensive Income on an accrual basis.

(f) Income tax

The Portfolio is a flow-through entity for Australian income tax purposes and elected into the Attributed Managed Investment Trusts rules, such that determined trust components of the Portfolio will be taxable in the hands of the unitholders on an attribution basis.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 2. Material accounting policy information (continued)

(g) Distributions

Distributions are payable as set out in the Portfolio's offering document. Such distributions are determined by the Responsible Entity of the Portfolio. Distributable income includes capital gains arising from the disposal of financial instruments. Unrealised gains and losses on financial instruments that are recognised as income are transferred to net assets attributable to unitholders and are not assessable and distributable until realised.

Financial instruments at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Portfolio is not subject to capital gains tax.

Realised capital losses are not distributed to unitholders but are retained in the Portfolio to be offset against any realised capital gains. If realised capital gains exceed realised capital losses, the excess is distributed to unitholders.

The benefits of imputation credits and foreign tax paid are passed on to unitholders. Distributions for the Portfolio are paid to unitholders by issuing additional units in the Portfolio.

(h) Receivables

Receivables may include amounts for income receivables and application receivables. Income receivables such as dividends, interest and trust distributions are accrued when the right to receive payment is established. Amounts are generally received within 30 days of being recorded as receivables. Applications received for units in the Portfolio are recorded prior to the issue of units in the Portfolio.

Receivables are recognised at amortised cost using the effective interest method, less any allowance for Expected Credit Loss ("ECL"). The Portfolio has applied a simplified approach to measuring ECL, which uses a lifetime expected loss allowance. To measure the ECL, receivables have been grouped based on days overdue.

The amount of the impairment loss, if any, 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.

(i) Payables

Payables include liabilities, accrued expenses owed by the Portfolio and any distributions declared which are unpaid as at the end of the reporting period.

The distribution amount payable to unitholders declared which are unpaid as at the end of the reporting period is recognised separately 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 1 July of the following financial year.

(j) Goods and Services Tax ('GST')

Revenue, expenses and assets are recognised net of the amount of GST except:

- When the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables are stated with the amount of GST included.

Reduced input tax credits ("RITC") recoverable by the Portfolio from the ATO are recognised as a receivable in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.

(k) Expense reimbursement income

Expense reimbursement income is recognised on an accrual basis, and if not received at balance date is reflected as a receivable in the Statement of Financial Position.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 2. Material accounting policy information (continued)

(l) Use of estimates

The Portfolio makes estimates and assumptions that affect the reported amounts of assets and liabilities within the current and next financial year. Estimates are continually evaluated and are 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 Portfolio's financial instruments, quoted market prices are readily available.

(m) Comparative revisions

Comparative information has been revised where appropriate to enhance comparability. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

Note 3. Fair value measurement

The Portfolio measures financial assets at fair value through profit or loss, such as equity securities, at fair value on a recurring basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In active markets for the asset or liability; or
- In the absence of an active market, in the most advantageous market for the asset or liability.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; or

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(a) Recognised fair value measurements

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

30 June 2024	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Financial assets held at fair value through profit or loss - listed equity securities	59,094,284	-	-	59,094,284
Total assets	59,094,284	-	-	59,094,284
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
30 June 2023				
Financial assets				
Financial assets held at fair value through profit or loss - listed equity securities	54,476,019	-	-	54,476,019
Total assets	54,476,019	-	-	54,476,019

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 3. Fair value measurement (continued)

(b) Transfer between levels

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

There were no transfers between levels in the fair value hierarchy during the financial year.

(c) Financial instruments not carried at fair value

The carrying value of receivables and payables are expected to be settled within 12 months and approximate their fair values due to their short term nature.

Note 4. Net assets attributable to unitholders

Under *AASB 132 Financial Instruments: Presentation*, puttable financial instruments that meet the definition of a financial liability are to be classified as equity where certain strict criteria are met. The Portfolio shall classify a financial instrument as an equity instrument from the date when the instrument has all the features and meets the conditions.

Movements in the net assets attributable to unitholders during the year were as follows:

Year to 30 June 2024	Units	\$
Opening balance	52,922,337	55,455,072
Applications	13,590,873	15,444,887
Reinvestment of distributions	98,057	102,773
Redemptions	(19,206,352)	(22,273,977)
Monthly fee-related redemptions	(153,087)	(172,866)
Distributions	-	(18,134)
Profit for the year	-	11,569,397
Closing balance	<u>47,251,828</u>	<u>60,107,152</u>
Year to 30 June 2023	Units	\$
Opening balance	51,007,948	40,343,608
Applications	18,308,032	16,356,029
Reinvestment of distributions	154,923	122,538
Redemptions	(16,291,964)	(15,221,897)
Monthly fee-related redemptions	(256,602)	(229,246)
Distribution	-	(132,838)
Profit for the year	-	14,216,878
Closing balance	<u>52,922,337</u>	<u>55,455,072</u>

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

Capital Management

The Portfolio classifies its net assets attributable to unitholders as equity. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Portfolio is subject to daily applications and redemptions at the discretion of unitholders.

The Responsible Entity monitors the level of daily applications and redemptions relative to the liquid assets in the Portfolio.

In order to maintain or adjust the capital structure, the Responsible Entity may return capital to unitholders. The Portfolio is not subject to any externally imposed capital requirements.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 5. Distribution payable

Distributions are payable at the end of each financial year. Such distributions are determined by reference to the net taxable income of the Portfolio.

The distributions for the year were as follows:

	30 June 2024	30 June 2023
	\$	\$
Distribution payable	18,190	132,889
	132,889	168,103
Distribution payments	(30,060)	(45,514)
Distribution reinvested	(102,773)	(122,538)
Distribution declared for the financial year ended 30 June 2023 - 0.2511 CPU*	-	132,838
Distribution declared for the financial year ended 30 June 2024 - 0.0384 CPU*	18,134	-
	18,190	132,889

Distributions for the Portfolio are paid to unitholders by issuing additional units in the Portfolio .

*Distribution is expressed as cents per unit in Australian Dollars.

Note 6. Cash and cash equivalents

	30 June 2024	30 June 2023
	\$	\$
Cash and cash equivalents	1,055,245	1,090,626
<i>Reconciliation to cash and cash equivalents at the end of the financial year</i>		
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the Statement of Cash Flows as follows:		
Balances as above	1,055,245	1,090,626
Balance as per Statement of Cash Flows	1,055,245	1,090,626

Note 7. Receivables

	30 June 2024	30 June 2023
	\$	\$
Applications receivable	49,012	52,854
Due from broker	2,049	-
Dividend and distribution receivable	840	9,522
Interest receivable	1,047	917
	52,948	63,293

Note 8. Financial assets held at fair value through profit or loss

	30 June 2024	30 June 2023
	\$	\$
Financial assets held at fair value through profit or loss - foreign	56,109,663	51,502,634
Financial assets held at fair value through profit or loss - domestic	2,984,621	2,973,385
	59,094,284	54,476,019

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 9. Payables

	30 June 2024	30 June 2023
	\$	\$
Management fee payable	22,116	20,535
Other payable - Spaceship Capital Limited	10,056	10,149
Redemption payable	43,081	9,992
Monthly fee payable	1,517	936
Other payables	365	365
	77,135	41,977
	77,135	41,977

Note 10. Statement of cash flows reconciliation

	30 June 2024	30 June 2023
	\$	\$
Operating profit	11,569,397	14,216,878
Adjustments for:		
Net change in financial instruments held at fair value through profit or loss	(4,618,265)	(15,023,909)
Foreign currency differences	5,486	(682)
Change in operating assets and liabilities:		
Decrease in receivables	6,507	344,404
Increase in payables	2,069	27,189
	6,965,194	(436,120)
Net cash from/(used in) operating activities	6,965,194	(436,120)

Note 11. Financial risk management objectives and policies

(a) Overview

The Portfolio's objective in managing risk is the creation and protection of unitholder value. Risk is inherent in the Portfolio's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The process of risk management is critical to the Portfolio's continuing profitability. The Portfolio is exposed to market risk (which includes interest rate risk, currency risk and equity price risk), liquidity risk and credit risk arising from the financial instruments it holds or issues.

Risk management structure

The Portfolio's Responsible Entity is responsible for identifying and controlling risks. The Board of Directors supervises the Responsible Entity and is ultimately responsible for the overall risk management approach within the Portfolio.

Risk measurement and reporting system

The Portfolio's risks are measured using a method that reflects both the expected loss likely to arise in normal circumstances and unexpected losses that are an estimate of the ultimate actual loss based on statistical models. The models make use of the probabilities derived from historical experience, adjusted to reflect the economic environment.

Risk monitoring

Monitoring and controlling risks is primarily performed based on limits established by the Responsible Entity. These limits reflect the business strategy and market environment of the Portfolio as well as the level of risk that the Portfolio is willing to accept. In addition, the Portfolio monitors and measures the overall risk-bearing capacity in relation to the aggregate risk exposure across all risk types and activities.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 11. Financial risk management objectives and policies (continued)

Excessive risk concentration

Concentration indicates the relative sensitivity of the Portfolio's performance to developments affecting a particular industry or geographical location. Concentrations of risk arise when a number of financial instruments or contracts are entered into with the same counterparty, or where a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentration of risk, the Portfolio's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. The Investment Manager manages concentration risk with having maximum target weighting for each investment position and further, the Investment Manager has the ability to reduce exposures, if necessary.

(b) Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates, and equity prices.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Portfolio invests in securities that are denominated in currencies other than the Australian Dollar. Accordingly, the value of the Portfolio's assets may be affected favourably or unfavourably by fluctuations in currency rates and therefore the Portfolio will necessarily be subject to currency risks. The Portfolio does not use currency hedging to manage the impact of this risk.

Impact on operating profit/(loss)/net assets attributable to unitholders

The table below demonstrates the sensitivity to a reasonably possible change in foreign exchange rates.

2024	% change	AUD strengthened		% change	AUD weakened	
		Effect on profit before tax	Effect on equity		Effect on profit before tax	Effect on equity
EUR	5%	(180,658)	(180,658)	(5%)	199,675	199,675
NOK	5%	(37,530)	(37,530)	(5%)	41,481	41,481
USD	5%	(2,454,760)	(2,454,760)	(5%)	2,713,155	2,713,155
		<u>(2,672,948)</u>	<u>(2,672,948)</u>		<u>2,954,311</u>	<u>2,954,311</u>
2023	% change	AUD strengthened		% change	AUD weakened	
		Effect on profit before tax	Effect on equity		Effect on profit before tax	Effect on equity
EUR	5%	(253,476)	(253,476)	(5%)	280,158	280,158
USD	5%	(2,162,486)	(2,162,486)	(5%)	2,390,117	2,390,117
NOK	5%	(38,066)	(38,066)	(5%)	42,073	42,073
		<u>(2,454,028)</u>	<u>(2,454,028)</u>		<u>2,712,348</u>	<u>2,712,348</u>

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The majority of the Portfolio's assets and liabilities are non-interest-bearing. As a result, the Portfolio is subject to limited exposure to interest rate risk due to fluctuations in the prevailing levels of market interest rates.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 11. Financial risk management objectives and policies (continued)

Equity price risk

Equity price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or all factors affecting instruments traded in the market.

The Portfolio has built in procedures to ensure adherence to the Portfolio's investment guidelines at all times. The Portfolio mitigates equity price risk through diversification and careful selection of securities in accordance with the Portfolio's investment guidelines

As the Portfolio's investments are carried at fair value with fair value changes recognised in the Statement of Comprehensive Income, all changes in market conditions will directly affect net investment income.

Sensitivity analysis

The following table summarises the sensitivity of the Portfolio operating profit/(loss) and Net assets attributable to unitholders to market risks. The reasonable possible movements in the risk variables have been determined based on management's best estimate regarding a number of factors, including the historical correlation of the Portfolio'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 unusually large market movements resulting from changes in the performance of and/or correlation between the performances of the economies, markets and securities in which the Portfolio invests. As a result, historical variations in risk variables should not be used to predict future variances in the risk variables.

2024	% change	Price increase		% change	Price decrease	
		Effect on profit before tax	Effect on equity		Effect on profit before tax	Effect on equity
Equity price	10%	<u>5,909,428</u>	<u>5,909,428</u>	(10%)	<u>(5,909,428)</u>	<u>(5,909,428)</u>
2023	% change	Price increase		% change	Price decrease	
		Effect on profit before tax	Effect on equity		Effect on profit before tax	Effect on equity
Equity price	10%	<u>5,477,602</u>	<u>5,477,602</u>	(10%)	<u>(5,477,602)</u>	<u>(5,477,602)</u>

(c) Liquidity risk

Liquidity risk is defined as the risk that the Portfolio will encounter difficulty in meeting obligations associated with financial liabilities. Liquidity risk arises because of the possibility that the Portfolio could be required to pay its liabilities earlier than expected. The Portfolio is exposed to cash redemptions of its redeemable units on a regular basis. Units are redeemable at the holder's option based on the Portfolio's net asset value per unit at the time of redemption calculated in accordance with the Portfolio's Constitution.

The Portfolio manages its obligation to repurchase the units when required to do so and its overall liquidity risk by:

- Monitoring the daily application and redemption requests to ensure sufficient liquidity is available;
- Holding sufficient short term listed assets to meet unexpected large redemption requests if they arise;
- Having the ability to freeze or delay redemption requests without unitholder approval, as permitted under the Portfolio's Constitution.

The Portfolio invests primarily in marketable securities, which under normal market conditions are readily convertible to cash. In addition, the Portfolio's policy is to maintain sufficient cash and cash equivalents to meet normal operating requirements and expected redemption requests.

Net assets attributable to unitholders are repayable on demand, subject to redemption freeze provisions mentioned above.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 11. Financial risk management objectives and policies (continued)

(d) Credit risk

The Portfolio is exposed to credit risk, which is the risk that the counterparty will be unable to pay its obligations in full when they fall due, causing a financial loss to the Portfolio.

The Portfolio does not have a significant concentration of credit risk that arises from exposure to a single counterparty or group of counterparties having similar characteristics. The main concentration of credit risk, to which the Portfolio is exposed, arises from cash and cash equivalents and amounts due from brokers balances. None of these assets is impaired or past their due date. The maximum exposure to credit risk at the reporting date is the carrying amount.

To reduce the concentration of credit risk exposure, the Portfolio has appointed Interactive Brokers Australia Pty Ltd as the custodian, Westpac Banking Corporation as the banker of the Portfolio and Zepto Payments Pty Ltd as the payment provider. The Standard and Poor's long term issuer credit rating of the Portfolio counterparties as at 30 June 2024 are:

- A- for Interactive Brokers Australia Pty Ltd
- AA- for Westpac Banking Corporation
- AA- for Cuscal Limited, the sponsor of Zepto Payments Pty Ltd.

The Portfolio trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the Portfolio's policy to securitise its trade and other receivables.

Note 12. Related party disclosure

(a) Responsible entity and Investment Manager

The Responsible Entity and Investment Manager of Spaceship Earth Portfolio is Spaceship Capital Limited, whose immediate and ultimate holding company is Spaceship Financial Services Pty Ltd.

(b) Details of Key Management Personnel

(i) Directors

The directors of Spaceship Capital Limited are considered to be Key Management Personnel of the Portfolio. The Directors of the Responsible Entity in office during the year and up to the date of the report are:

Andrew Geoffrey Moore	
Jason John Sedawie	Resigned 12 March 2024
John Joseph Reid	
Katrina Lee Sly	Appointed 12 March 2024

(ii) Other Key Management Personnel

In addition to the Directors noted above, Spaceship Capital Limited the Responsible Entity and Investment Manager of the Portfolio, is considered to be a Key Management Personnel with the authority for the strategic direction and management of the Portfolio.

(iii) Compensation of Key Management Personnel

No amount is paid by the Portfolio directly to the Directors of the Responsible Entity. Consequently, no compensation as defined in *AASB 124 Related Party Disclosures* is paid by the Portfolio to the Directors as Key Management Personnel.

(c) Responsible Entity and Investment Manager's fees

Spaceship Capital Limited provides management services to Spaceship Earth Portfolio, and outsources custodial and some administrative functions to third party entities. Interactive Brokers Australia Pty Ltd provides custodial services to Spaceship Earth Portfolio. All costs associated with the provision of custodial services are paid for by the Responsible Entity, and are conducted on normal commercial terms and conditions.

Transactions between Spaceship Earth Portfolio and Spaceship Capital Limited result from normal dealings with the Portfolio as the Portfolio's Responsible Entity. Spaceship Capital Limited is an Australian Financial Services License holder.

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 12. Related party disclosure (continued)

Monthly fee

For the period of 1 March 2023 to 31 May 2024, a monthly fee of \$2.00 per month was charged to unitholders when a unitholder's balance in a Spaceship Voyager Portfolio is \$100 or more. The fee was increased to \$3.00 per month from 1 June 2024. A '**Spaceship Voyager Portfolio**' is a reference individually to each of the Spaceship Universe Portfolio, Spaceship Earth Portfolio and Spaceship Origin Portfolio, as well as the Spaceship Galaxy Portfolio and Spaceship Explorer Portfolio (which are investment options offered through the Spaceship Master Fund individually). The monthly fee is deducted by the redemption of units and payable to the Responsible Entity. This fee is paid to Spaceship Financial Services Pty Ltd, the parent entity of the Responsible Entity.

For the year ended 30 June 2024, 153,087 units equivalent to a value of \$172,866 in Spaceship Earth Portfolio (30 June 2023: 154,923 units equivalent to a value of \$122,538) were redeemed as a result of the monthly fee deduction. As at 30 June 2024, management fees of \$1,517 (30 June 2023 :\$936) were collected from members but remained payable by the Portfolio to Spaceship Financial Services Pty Ltd.

Management fee

From 1 March 2023, the Responsible Entity charges a percentage-based management fee of 0.50% (inclusive of GST and net of reduced input tax credits) per annum of the net asset value (before deducting the fee) of the Portfolio. The management fee accrues daily and is payable monthly in arrears. It is deducted from the Portfolio 's assets and reflected in the unit price of the Portfolio.

Total Management fees paid or payable to the Responsible Entity for the year ended 30 June 2024 were \$278,758 (exclusive of GST) (30 June 2023: \$87,108).

Other ordinary and miscellaneous expenses of the Portfolio are reimbursed by the Responsible Entity.

(d) Investments

The Portfolio did not hold any investments in Spaceship Capital Limited or its related parties during the year (30 June 2023: nil).

(e) Key management personnel loan disclosures

The Portfolio 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 year.

(f) Related Party unitholding

Parties related to the Portfolio, its related parties and other funds managed by Spaceship Capital Limited held units in the Portfolio were as follows:

30 June 2024	Number of units held opening Units	Number of units acquired	Number of units disposed	Number of units held closing Units	Interest held %	Distributions paid/payable by the Portfolio \$
Spaceship Capital Limited	175	-	(22)	153	-	-
Other related parties	1,653	266	(405)	1,514	-	1
	1,828	266	(427)	1,667		1

Spaceship Earth Portfolio
Notes to the Financial Statements
30 June 2024

Note 12. Related party disclosure (continued)

30 June 2023	Number of units held opening Units	Number of units acquired Units	Number of units disposed Units	Number of units held closing	Interest held %	Distributions paid/payable by the Portfolio \$
Spaceship Capital Limited	206	-	(31)	175	-	-
Other related parties	1,278	375	-	1,653	-	3
	<u>1,484</u>	<u>375</u>	<u>(31)</u>	<u>1,828</u>		<u>3</u>

Apart from those details disclosed in this note, no key management personnel have entered into a material contract with the Portfolio during the financial year and there were no material contracts involving key management personnel's interests existing at year end.

(g) Other Related Party Transactions

	30 June 2024 \$	30 June 2023 \$
Related party payables		
Spaceship Capital Limited	<u>(10,056)</u>	<u>(10,149)</u>

Other related party transactions with Spaceship Capital Limited (the Responsible Entity) include reimbursement of transaction costs (i.e. brokerage fees from trading through a broker) or short-term cash float.

Note 13. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Ernst & Young, the auditor of the Portfolio:

	30 June 2024 \$	30 June 2023 \$
<i>Audit and other assurance - Ernst & Young</i>		
Audit and review of financial statements	43,050	41,000
<i>Other services - Ernst & Young</i>		
Compliance plan audit fee	10,675	10,167
Taxation services	29,625	26,567
Total remuneration for other services	<u>40,300</u>	<u>36,734</u>
Total remuneration to the auditor	<u>83,350</u>	<u>77,734</u>

The auditor's remuneration is borne by the Responsible Entity. Fees are stated exclusive of GST.

Note 14. Contingent assets and liabilities and commitments

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

Note 15. Events after the reporting period

No matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Portfolio's operations, the results of those operations, or the Portfolio's state of affairs in future financial years.

**Spaceship Earth Portfolio
Directors' Declaration
30 June 2024**


In accordance with a resolution of the Directors of Spaceship Capital Limited, I state that:

In the opinion of the Directors :

- the financial statements and notes of the Portfolio for the year ended 30 June 2024 are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards and the Corporations Regulations; and
 - (b) give a true and fair view of the Portfolio's financial position as at 30 June 2024 and of its performance for the year ended 30 June 2024 ;
- there are reasonable grounds to believe that the Portfolio will be able to pay its debts as and when they become due and payable.
- Note 2 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the Board of Directors.

On behalf of the directors



24 Sep, 2024 12:35:28 PM GMT+10

Andrew Geoffrey Moore
Director



24 Sep, 2024 1:39:00 PM GMT+10

John Joseph Reid
Director

24 September 2024



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Independent Auditor's Report to the Unitholders of Spaceship Earth Portfolio

Opinion

We have audited the financial report of Spaceship Earth Portfolio (the Portfolio), which comprises the statement of financial position as at 30 June 2024, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of material accounting policy information, and the directors' declaration.

In our opinion, the accompanying financial report of the Portfolio is in accordance with the *Corporations Act 2001*, including:

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

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. 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 Portfolio in accordance with the auditor independence requirements of 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 also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Report and Auditor's Report Thereon

The directors of Spaceship Capital Limited, as the Responsible Entity of the Portfolio, are responsible for the other information. The other information is the directors' report accompanying the financial report.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, 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.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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Responsibilities of the Directors of the Responsible Entity for the Financial Report

The directors of Spaceship Capital Limited, as the Responsible Entity of the Portfolio, are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors of the Responsible Entity are responsible for assessing the Portfolio's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Portfolio or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Portfolio's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Portfolio's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Portfolio to cease to continue as a going concern.



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- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Ernst & Young

Rita Da Silva
Partner
Sydney
24 September 2024



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