



F A W K E S
CAPITAL MANAGEMENT

Fawkes Capital Fund
INFORMATION MEMORANDUM

Trustee

One Fund Services Ltd

ACN 615 523 003

AFSL 493421

ISSUED 24 MAY 2024



Notice

This Information Memorandum (IM) is dated 24 May 2024 and is issued by One Fund Services Ltd ACN 615 523 003 (**Trustee**) AFS Licence number 493421, which is the trustee of the Fawkes Capital Fund (**Fund**). The purpose of this IM is to provide information for prospective Investors to decide whether they wish to invest in the Fund. The Trustee has appointed Fawkes Capital Management Pty Ltd ACN 648 671 916 (**Manager**) as the investment manager of the Fund.

The Manager is an authorised representative (authorised representative number 001308574) of One Wholesale Fund Services Limited ACN 159 624 585 (**Licensee**). The Manager is authorised under the Licensee's AFS Licence number 426503 to do all things required of it under the Investment Management Agreement. The Manager is subjected to monthly AFS licence compliance monitoring by the Licensee.

In this IM, “**we**”, “**our**” and “**us**” refer to the Trustee and “**you**” and “**your**” refer to potential or existing Investors.

WHOLESALE CLIENTS ONLY

The Offer made under this IM is only available to persons who qualify as wholesale investors (within the terms of section 761G(7)) (**Wholesale Investors**). The Trustee will not issue Units to a person if it is not satisfied that the person is a Wholesale Investor.

FOREIGN JURISDICTIONS

This IM does not constitute, and may not be used for the purpose of, an offer or solicitation in any jurisdiction other than Australia or in circumstances in which such offer or solicitation is not authorised. No recipient of this IM in any jurisdiction other than Australia may treat it as constituting an offer to acquire Units.

NOT INVESTMENT ADVICE. SEEK YOUR OWN FINANCIAL ADVICE

The Trustee has prepared this IM without taking account of your investment objectives, financial situation or needs. This IM does not contain investment, legal, or tax advice, nor is it a recommendation or opinion on the merits of investing in the Fund. You should seek professional advice and conduct your own investigation and analysis regarding the information contained in this IM. Investment in the Fund is speculative and may not be appropriate for you. You should consider the appropriateness of investing in the Fund having regard to your objectives, financial situation and needs.

NOT A PRODUCT DISCLOSURE STATEMENT (PDS) OR PROSPECTUS

This IM is intended to provide potential Investors with information only and does not constitute a product disclosure statement, prospectus or other disclosure document required by the Act. This IM has not been lodged with the Australian Securities and Investments Commission (**ASIC**) or any other government body. You should read this IM carefully in full before investing.

Statements made in this IM are made at the date of this IM. Under no circumstance does the delivery of this IM at any time or the issue of any units in the Fund create an implication the information contained in this IM is correct at any other time subsequent to such date.

DISCLAIMER

To the maximum extent permitted by law, neither the Trustee nor the Manager, nor any of their associates, related parties, directors, officers, employees, advisors (including financial, accounting and legal advisors) or representatives makes any recommendation in relation to the Fund, or makes any representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information contained in this IM.

This IM does not purport to contain all the information that a prospective Investor may require in evaluating a possible investment in the Fund. This IM must be read in conjunction with the Fund's Constitution, a copy of which is available (free of charge) by contacting the Trustee on (02) 8277 0000. To the extent there are any inconsistencies between the Constitution and this IM, the Constitution will prevail.

This IM is provided on a strictly confidential basis solely for your information and exclusive use to assess an investment in the Fund and may not be used for any other purpose.



FORECASTS OR FORWARD-LOOKING STATEMENTS

This IM includes forecasts and forward-looking statements that may contain the words “believe”, “intend”, “estimate”, “expect” and words of similar meaning. All statements other than statements of historical facts included in this IM, including, without limitation, those regarding the Fund’s financial position and business or investment strategy, plans and objectives are forecasts and forward-looking statements. Forecasts and forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Fund to be materially different from future results, performance or achievements expressed or implied by any forecasts or such forward-looking statements.

Any forecasts and forward-looking statements are based on numerous assumptions made by the Manager regarding the Fund’s operations and present and future business and investment strategies and the markets in which the Fund will operate in the future. These forecasts and forward-looking statements are made on the date of this IM. Accordingly, there can be no assurance that such statements, estimates or projections will be realised.

NO REPRESENTATIONS OTHER THAN IN THIS INFORMATION MEMORANDUM

The Trustee and the Manager are not responsible for any advice or information given, or not given, to prospective applicants by any party and, to the maximum extent permitted by law, accept no liability whatsoever for any loss or damage arising from prospective applicants relying on any information that is not in this IM.

No person is authorised to provide any information or to make any representation in connection with the Offer that is not contained in this IM. Any information or representation not contained in this IM may not be relied upon as having been authorised by the Trustee.

UPDATED INFORMATION

The information contained in this IM can change, and the IM may be updated or replaced from time to time. Unless the changed information is materially adverse to Investors, the Trustee may not always update or replace this IM to reflect the changed information. Updated information can be obtained by going to our website <https://www.oneinvestment.com.au> or calling us on (02) 8277 0000.

GLOSSARY

Certain capitalised words and expressions used in this IM are defined in the Glossary in section 11. All references to dollar amounts in this IM are to Australian Dollars (**AUD**), unless otherwise stated.



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1. EXECUTIVE SUMMARY

The table below is only a summary of the key features of an investment in the Fund. It is not intended to be exhaustive. You must read the whole of this IM to obtain more detailed information before making a decision to invest in the Fund.

Overview	
Fund	The Fund is an open-ended unit trust.
Trustee	One Fund Services Ltd ACN 615 523 003, AFS Licence number 493421
Manager	Fawkes Capital Management Pty Ltd ACN 648 671 916
Investment Opportunity	<p>The Fund will offer Wholesale Investors the opportunity to gain exposure to a portfolio of equities, bonds, foreign exchange, commodities, volatility and associated derivatives (Assets).</p> <p>The Fund is suitable for experienced investors looking for an investment opportunity that aims to provide a high total return over a medium to long-term period, with a commensurate level of risk.</p>
Unit Classes	<p>There is one class of Units available under this IM, being Ordinary Units (otherwise referred to as Units in this IM). All Units will have exposure to the same underlying assets.</p> <p>Other unit classes may be made available subject to the Trustee's discretion. However, any new unit classes issued will not adversely affect the rights of Ordinary Units issued.</p>
Investment Strategy	The strategy is driven by seeking a combination of macro-discretionary and opportunistic stock selection opportunities, with the aim of creating a portfolio capable of generating positive returns irrespective of the market environment.
Investment Objective	<p>The Fund aims to generate long-term absolute returns via the management of long and short exposures across global asset classes, while protecting investors from material drawdowns.</p> <p>The Fund's returns are not guaranteed and may vary over time. Any changes to the investment objective will be communicated to Investors.</p>
Who can invest?	<p>To qualify to invest in the Fund, Investors must qualify as a Wholesale Investor as defined in the section 761G(7) of the Act. This includes where Investors:</p> <ul style="list-style-type: none">(a) are a professional investor (as this term is defined in the Act); or(b) invest at least \$500,000 into the Fund; or



	(c) provide a certificate from a qualified accountant confirming they meet the minimum asset (\$2.5 million of net assets) or income (\$250,000 of gross income for the last two financial years) requirements set out in the Act.
Minimum investment	The minimum investment in the Fund is \$100,000 (or such lower amount as the Trustee may accept at its discretion).
Unit price	<p>The Trustee will calculate the Unit price as of the last day of each calendar month, or more frequently as required.</p> <p>Applications received prior to 4:00pm Sydney time on the last Business Day of a calendar month will generally be processed using the Unit Price applicable to that calendar month.</p> <p>Please note, an Application will not be considered as being received unless and until cleared Application Money is received with the Application. The Trustee also reserves the right to issue Units more frequently than at the end of each calendar month and also has the right to reject Applications in its absolute discretion. Investors do not receive interest on their Application Moneys.</p> <p>See the 'Fund Overview' section for more information about Unit pricing.</p>
Distributions	<p>The Trustee intends to pay income distributions on an annual basis.</p> <p>Distributions will be re-invested unless Investors elect to receive their distributions paid into their nominated account on the Application Form.</p>
Withdrawals	<p>Withdrawals are permitted on a monthly basis, subject to Trustee discretion.</p> <p>Investors may request a withdrawal of part or all of their investment in the Fund by submitting a withdrawal request by 4:00pm Sydney time at least 3 Business Days before the end of a month (noting that payments are expected to occur within 20 Business Days after the end of the month).</p>
Risks	<p>Like any investment of this type, there are risks associated with investing in the Fund. Distributions are not guaranteed, nor are any capital returns. See the 'Risk Factors' section for further information about the specific risks associated with the Fund.</p>
Fees and costs	<p>There are fees and costs payable to the Trustee and the Manager. See the 'Fees and Expenses' section for all fees and costs (including operating expenses).</p>
Tax	<p>Investors should obtain their own independent tax advice before investing in the Fund.</p>



2. ABOUT THE TRUSTEE

The Trustee has extensive experience as a corporate trustee and is a professional trustee. The Trustee is a member of the One Investment Group (**OIG**). OIG is an independent Australian funds management business that focuses on providing responsible entity, trustee and other services associated with funds management. OIG operates a number of entities that, pursuant to the Act, are licensed to conduct financial services businesses and to act as responsible entities for registered schemes and as trustees for unregistered schemes.

OIG's licensed entities hold over 300 responsible entity/trustee roles, administering a range of asset classes including hedge funds, real estate, private equity, fixed income, credit and equities. The total value of the assets within these trusts is in excess of \$35 billion.

3. ABOUT THE MANAGER

OVERVIEW OF FAWKES

The Manager manages the Fund as a global discretionary macro fund targeted at identifying inflection points and opportunities across global markets and asset classes. The Fund is not reliant on a single market environment, asset class or theme to perform. This promotes the objective to more consistently deliver positive, lower volatility returns relative to traditional, single asset class funds.

The Fund was established in April 2021 to serve Wholesale Investors with the aim of providing strong investment performance supported by deep research capabilities and a high level of customer service.

INVESTMENT TEAM

Xinyu Ru is the founder and Chief Investment Officer of the Manager. Mr Ru is the driver of investment decisions and the investment philosophy of the Fund. Prior to founding the Manager, Mr Ru spent 10 years at Westpac Banking Corporation within the Chief Investment Office in Sydney and London. During this time, he was responsible for managing a portfolio of macroeconomic risks, predominantly across foreign exchange, interest rates and derivatives. Prior to Westpac, Mr Ru spent time in Investment Banking across mergers and acquisitions and equity research. Mr Ru holds a Bachelor of Finance and Law from the Australian National University.

Mr Ru's experience and expertise in investment and managing macroeconomic risks led to the creation and refinement of the Fund's investment philosophy that has guided the Fund since its inception.

Other Professionals and Consultants

The Manager is supported by a team in charge of managing day to day operations of the Fund and may also utilise a range of other professionals and consultants from time to time for investment research, strategic advice or to otherwise discharge its obligations as Manager of the Fund.



4. FUND OVERVIEW

STRUCTURE OF THE FUND

The Fund is an open-ended, unregistered managed investment scheme structured as a unit trust. Unit trusts are vehicles which enable investors to pool their money with other investors. The structure allows investors to access investment markets that may otherwise be difficult for them to access.

The Fund will use proceeds from the issue of Units to execute its investment strategy. The Fund will typically invest across equities, bonds, foreign exchange, commodities and associated derivatives. All Assets in the Fund will be selected by the Manager and must meet the criteria of the Fund's investment strategy outlined in the **'Investment Strategy and Process'** section of this IM. Investors will have exposure to all Assets the Fund makes or participates in, in proportion to their unitholding in the Fund.

It is not intended for the Fund to be registered with ASIC as a registered managed investment scheme or to list the Fund on a secondary market such as the ASX.

Investment in the Fund is governed by the Fund's Constitution and the general law of Australia. Please refer to the **'Additional Information'** section of this IM for a summary of Investors' rights and obligations under the Constitution.

WHOLESALE INVESTORS ONLY

The Fund will raise capital by issuing Units to Wholesale Investors.

To qualify to invest in the Fund, Investors must qualify as a Wholesale Investor within the terms of section 761G(7) of the Act. This includes where Investors:

- (a) are a professional investor (as this term is defined in the Act); or
- (b) invest at least \$500,000 into the Fund; or
- (c) provide a certificate from a qualified accountant confirming they meet the minimum asset (\$2.5 million of net assets) or income (\$250,000 of gross income for the last two financial years) requirements set out in the Act.

INVESTMENT OBJECTIVE

The objective of the Fund is to generate long-term absolute returns via the management of long and short exposures across global asset classes, while protecting investors from material drawdowns. The Fund will target returns above the Reserve Bank of Australia Cash Rate (after fees but before tax).

The Fund is suitable for experienced investors who are looking for a fund that aims to generate consistently positive returns over a medium to long-term horizon, with a commensurate level of risk.

The Fund's returns are not a forecast and are not guaranteed. The Fund's return may vary over time according to the performance of the Assets and market conditions. The Trustee will update Investors in relation to any change to the objective of the Fund as described in the **'Investment Strategy and Process'** section of this IM.

THE UNITS

Class of Units

As of the date of this IM there will be one class of units in the Fund, being Ordinary Units (otherwise referred to as Units in this IM). All Units will have exposure to the same underlying assets. Other unit classes may be made available subject to the Trustee's discretion. However, any new unit classes issued will not adversely affect the rights of Ordinary Units issued.

Application for Units

All applications for Units must be made using the Application Form accompanying this IM (**Application Form**).



To make an application, Investors must send a completed Application Form and supporting documentation together with cleared Application Money, as per the instructions on the Application Form. See the '**How to Invest**' section of this IM for more information.

Applications will only be accepted as valid if Application Money has been received and the Trustee is satisfied with all information provided in the Application Form and associated client identification and verification requirements and Wholesale Investor checks have been satisfied.

After the Initial Application Date, applications for Units will be accepted on a monthly basis, or at any time the Trustee elects in its discretion, however the Trustee may refuse to accept any application (in whole or part) in its absolute discretion.

Price of Units

Unit prices are calculated in accordance with the Constitution and the Fund's Unit Pricing Policy. Subsequent issues of Units will be completed at the prevailing unit price at the time units are issued, being calculated monthly. That is, the application price is calculated using the following formula:

$$\frac{\text{Net Asset Value} + \text{Transaction Costs} + \text{Adjustments}}{\text{Units in Issue}}$$

Issue of Units

Applications received prior to 4:00pm Sydney time on the last Business Day of a calendar month (**Application Time**) will generally be processed using the Unit price calculated as at the last day of the calendar month the application is accepted.

Applications received after 4:00pm Sydney time on the last Business Day of a calendar month will generally be deemed received prior to the next relevant Application Time.

Please note, an Application will not be considered as being received unless and until a properly completed Application Form, cleared Application Money and all other required information is received in respect of the Application. The Trustee also reserves the right to issue Units more frequently than at the end of each calendar month and to refuse an application (in whole or in part) in its absolute discretion.

Investors should be aware that funds received to the Fund's application account will remain in the application account until Units are issued. Investors will not receive interest on their funds while those funds are in the Fund's application account. Investors may wish to take this into account in deciding when to pay cleared funds into the Fund's application account. Investors do not receive the benefit of any interest earned on their Application Money.

MINIMUM INVESTMENT

Provided the Investor is a Wholesale Investor, the Investor must make a minimum initial investment of \$100,000 (or such lower amount as the Trustee accepts at its discretion). Investments in Units must then be in increments of \$20,000 (or such lower amount as the Trustee accepts at its discretion).

Unless otherwise agreed by the Trustee in their absolute discretion, Investors will be required to maintain a minimum balance of \$50,000 in the Fund.

DISTRIBUTIONS

The Trustee intends to pay income distributions on an annual basis at the end of each financial year, unless otherwise determined by the Trustee. Investors will be entitled to a share of the distribution declared based on the number of Units they hold on the date the distribution is declared as a proportion of all Units on issue entitled to receive the distribution.

If distributions are declared, then the Trustee will generally pay distributions within 90 days of the date a distribution is declared. Please note there is no guarantee distributions will be paid.



Investors' distributions will be reinvested for additional Units unless the Investor elects to have distributions paid into a nominated account on the Application Form. Investors can also change the way they receive distributions by providing written notice to the Trustee at least 90 days prior to the end of the relevant financial year.

WITHDRAWALS

Investors wishing to withdraw all or part of their Units must submit a Withdrawal Request Form by least at 4:00pm Sydney time 3 Business Days prior to the end of the month. Withdrawal proceeds are expected to be paid within 20 Business after the end of the month following receipt of the Withdrawal Request Form.

At the end of each month, subject to available liquidity of the Fund, the Trustee may satisfy withdrawal requests received from Investors using available cash reserves or the capital raised from the issue of new Units, at the Trustee's complete discretion.

The withdrawal price is calculated as at the close of business on the day the withdrawal request is processed (usually the last day of the month) and not when the request is lodged or when withdrawal proceeds are actually paid.

If withdrawal requests in a month exceed the amount of liquidity available for that month, then the requests will be satisfied on a pro rata basis and any remaining requests may be carried over to the following month and at the Trustee's absolute discretion.

TRANSFER

There will not be any established secondary market for the sale of Units. For investors wanting to sell their Units, the Manager may endeavour to assist; however, neither the Manager nor the Trustee is required to do so. The Trustee may, at its discretion, refuse to register any transfer of Units.



5. INVESTMENT STRATEGY AND PROCESS

INVESTMENT PHILOSOPHY

The Fund's investment philosophy is founded on a belief that markets are inefficient. Imperfect understanding is part of the human condition, giving rise to thinking errors among market participants. Market participants tend to misinterpret global events and incorrectly evaluate market and economic trends. This leads to mispriced markets and assets. Over the long-term, however, economic reality prevails, and markets revert towards their fair-value.

The market doesn't reward participants for discovering something everyone already knows. The ability to identify these inefficiencies requires an understanding of something novel through deep analysis and thinking. Analysis of history enables the Manager to gain an understanding of the current economic environment and to allocate capital for the future accordingly. The Fund aims to generate superior returns and preserve capital for Investors by investing into mispriced securities where there is asymmetric reward relative to risk (margin of safety).

INVESTMENT PROCESS

The investment process is made up of two core components:

1. Discretionary macro – Identifying significant and durable macro-economic trends and inflection points worldwide and capturing price movements associated with these changes.
2. Opportunistic stock selection – Identifying mispriced opportunities that provide multiple ways to win with a significant and identifiable margin of safety.

Discretionary Macro

The genesis of the Manager's investment process revolves around intellectual curiosity. While there are no restrictions on where ideas can come from, new ideas tend to revolve around events such as macroeconomic, policy, regulatory and cycle changes, political/geopolitical events, and capital flows. The Manager seeks to identify inflection points where a change creates a new and durable trend. Research is conducted with the goal of framing, interpreting and understanding information correctly, triangulating different views, and clearly identifying where the Manager's view of a theme is different to what the market is expecting.

Once conviction in a particular theme is established, the Manager then looks to identify the optimal vehicle for gaining exposure to it. This is typically through the asset class or classes that offer the best risk/reward ratio. The portfolio is generally expected to be concentrated to no more than two to five macro themes at any point in time. Given the high conviction focus of the strategy, there is a preference not to over-diversify across a broad range of themes. Instead, to give the Fund the greatest chance of success, it requires concentration of focus and building greater depth in knowledge of a smaller number of the highest conviction themes where the risk and return asymmetry is most compelling.

Opportunistic Stock Selection

The Fund will occasionally allocate to individual securities outside of the macro-discretionary framework which offer a significant margin of safety and strong upside potential. This is done on a highly selective basis, reserved only for securities believed to have the potential to generate the highest sustainable rates of return on capital deployed.

For portfolio inclusion in this category, the selection of securities must satisfy three key criteria:

1. Quality – Companies are evaluated based on the amount of money that needs to be put in relative to the amount of truly free cash that can be taken out over its lifetime. The Fund prioritises businesses capable of growing earnings throughout their lifetimes, with wide moats that grow over time and can keep creative destruction at bay.
2. Margin of safety – The world is inherently uncertain, and even the best businesses in the world go through tough times. Any investment must have a valuation that is supported by tangible asset backing on the company's balance sheet and/or strong free cash flow generation to ensure that a business can continue to operate for long enough so that the investment thesis can play out.



3. Outlook – Each identified investment opportunity must have a well-understood outlook for the thesis to play out. Typically, investments are made alongside a supportive macroeconomic backdrop, where a changing structural trend has been identified early that provides a favourable environment for the company to grow for years to come. This often coincides with an identifiable earnings inflection point, where the Manager has a view that there will be a step-up in earnings growth and rates of return on invested capital due to a recent event or change in circumstance.

PORTFOLIO CONSTRUCTION

The portfolio is constructed using a process that considers a number of factors, including forecast conviction, risk contributions, market volatility and asset class correlations. A key principle underlying portfolio construction is in ‘earning the right to take risk.’ In periods where returns for the Fund are strong and conviction is high, there is greater flexibility to take on more risk in search of returns. By contrast, during periods where conviction is more moderate, the portfolio will be more conservative in order to protect investor capital.

While there are no specific targets or constraints, over the long-term, the Manager expects the portfolio exposures to fall roughly within the below ranges:

- Discretionary macro: 60 – 100%
- Opportunistic stock selection: 0 – 40%

The portfolio’s exposures will be a function of market volatility and macro developments. In more volatile, uncertain market environments, it is expected that opportunities within the discretionary macro bucket are more pronounced. In markets where macro mispricing’s are less prevalent, the portfolio will tend to have a higher exposure to ideas generated via opportunistic stock selection.

In general, decision-making is highly dynamic within core themes and exposures can change actively with macroeconomic, political, sentiment and pricing developments. While an investment theme may persist in the Fund for several months, the underlying positions tend to change on a more frequent basis as the portfolio manager actively trades the positions within a theme or repositions holdings underlying a theme to take profits or adjust exposure levels.

PORTFOLIO ASSETS

The Fund’s assets may include cash, listed securities and derivatives, typically providing exposure to equities, fixed income, commodities, currencies, and volatility, but will not include exposure to digital currencies and the like.

PORTFOLIO GUIDELINES

The Fund will maintain a singular portfolio. The portfolio will be comprised of the manager’s highest conviction investment ideas generated via its investment process.

The Fund’s uninvested cash position will be retained in cash or cash equivalents with an Australian bank. The Fund may hold instruments other than cash such as hybrid equity, debt or fixed interest securities. The table below sets out investment guidelines for the Fund.

Asset Class	Min	Max
Cash or cash equivalents	1%	100%
Securities	0%	99%

In addition, exposure to any single cash equity security may not represent more than 50% of the Fund’s net asset value.

DERIVATIVES

The strategy does not borrow money directly but can be leveraged implicitly using derivatives for investment purposes, efficient portfolio management, and hedging purposes. Derivatives may include exchange traded futures and options, as well as non-exchange traded, OTC options, forwards and swaps.



Gross leverage is defined as the liabilities recognised on the balance sheet of the Fund divided by the Net Asset Value of the Fund. While it is not anticipated that gross leverage will exceed 200% of NAV, gross leverage is not considered to include notional exposure of derivative instruments.

For exchange-traded futures and contracts for difference, collateral worth only a low percentage of the notional value of the underlying derivative instrument is required to be pledged. Usually, initial margin will need to be pledged to the exchange or counterparty. Maintenance margin will also need to be pledged against any adverse price movements.

As a result, the Fund will be able to obtain a larger exposure to financial assets than the equity invested. By way of example, under an exchange-traded S&P 500 equity index e-mini futures contract, one contract may provide exposure to approximately US\$228,300 of notional exposure. In order to enter into this obligation, approximately \$20,500 of initial margin needs to be pledged to the exchange via a broker. If the position moves increasingly out of the money, additional initial margin will need to be posted. In this example, the contract has a notional exposure of approximately 1014% with no gross leverage recorded.

The use of derivatives also allows the Fund to gain exposure to macro asset classes such as interest rates. As another example, listed futures and options in global interest rate markets allow the Fund to take on a notional exposure that may be much larger than the equity invested into it. Given that interest rate derivatives have smaller price volatility than equity derivatives, contracts with large notional values are needed to generate similar amounts of price risk.

It should be noted that while the Fund may have gross leverage of up to a maximum of 200% of the Fund's NAV, investors in the Fund would not have an exposure beyond their invested capital in the Fund.

The Fund aims to operate to ensure that it has ample liquidity to meet all of its collateral obligations and, as stated above, does not anticipate that gross leverage will exceed 200% of NAV. Additionally, through its internal risk management procedures and principles, the Fund aims to achieve a realised volatility that is less than the S&P 500. Any derivative usage will be managed consistently with this objective.

SHORT SELLING

While short positions may be, in effect, obtained through the use of derivatives, the Fund does not currently intend to actively make use of the investment technique of directly short selling individual equities. The Fund may engage in opportunistic shorting of individual stock on limited occasions, and any short selling activity is subject to the conditions set out in its Investment Management Agreement.



6. RISK FACTORS

Like any investment, there are risks associated with investing in the Fund. There are a number of risk factors that could affect the performance of the Fund and the repayment of Investors' capital. Many risk factors fall outside of the Trustee's or the Manager's control and cannot be completely mitigated.

The following is a non-exhaustive list of the main risks associated with investment in the Fund. Investors should consider and weigh them up carefully and make their own assessment as to whether they are comfortable with them.

Distributions are not guaranteed, and neither is the return of Investors' capital.

Specific risks associated with the Fund

<p>Risks associated with the performance of the Manager</p>	<p>The success of the Fund is dependent on the Manager identifying suitable investments for the Fund and then managing those investments to deliver income and capital growth. If the Manager is unable to achieve this, then the Fund's returns may be adversely affected. If the Manager either becomes insolvent or encounters financial difficulties, which means that it is unable to perform its role under the Investment Management Agreement, then the Trustee will most likely need to terminate the Investment Management Agreement. If that were to occur, then the Trustee would either need to find a replacement investment manager or wind up the Fund. This could result in Investors suffering a loss or a diminished return on their investment in the Fund.</p>
<p>Key person risk</p>	<p>The Investment Manager is dependent upon the expertise of key personnel. It is not guaranteed that the key personnel of the Manager, including Mr Ru, or the Trustee, or other key personnel, will continue to be involved in the business. The loss of key employees (and in particular, employees with significant relationships and investments skills) could materially disrupt the operations of the Fund and affect returns for Investors.</p>
<p>Return risk</p>	<p>The Fund seeks to deliver long-term absolute returns to investors, irrespective of the market environment. The Fund is designed for investors wanting to protect and grow capital through all market environments. An investment in the Fund carries the risk of failing to meet this objective.</p>
<p>Short Sales</p>	<p>Possible losses from short sales differ from losses that may be incurred from purchases of securities, because losses from short sales may be unlimited, whereas losses from purchases may only equal the total amount invested.</p> <p>To deliver securities to the purchaser, the Fund must arrange through a broker to borrow the securities and, in so doing, the Fund becomes obligated to replace the securities borrowed at their market price at the time of replacement, whatever that price may be. A short sale involves the theoretically unlimited risk of loss occasioned by an increase in the market price of the security between the date of the short sale and the date on which the Fund covers its short position. In addition, the Fund may have to pay a premium to borrow the securities and must pay any dividends or interest payable on the securities until they are replaced.</p>
<p>Hedging</p>	<p>By hedging a particular position held by the Fund, the Fund may limit any potential gain from an increase in value of such position. The movement in the portfolio position hedged may not be of the same magnitude as the movement in the hedge. For example, the prices of futures, for a number of reasons, may not correlate perfectly with movements in the underlying securities, index or currency due to certain market distortions. First, margin deposit requirements may cause investors to close futures contracts through offsetting transactions which could distort the</p>



	<p>normal relationship between the underlying security, index or currency markets. Second, in general, the margin requirements in the futures markets are less onerous than margin requirements in the securities markets and as a result, the futures markets may attract more speculators than the securities markets. Increased participation by speculators in the futures markets may cause temporary price distortions.</p> <p>Due to the possibility of price distortion, even a correct forecast of general market trends by the Manager may not result in a successful transaction.</p>
Futures and Forward Trading	<p>Futures and forward trading can be highly leveraged. Because of the low margin deposits normally required in futures trading (typically between 2% and 15% of the value of the contract purchased or sold) and the fact that forward trading often requires no margin deposit, there can be an extremely high degree of leverage involved in futures and forward trading. As a result, a relatively small price movement in a contract may result in immediate and substantial losses to the investor. Thus, like other leveraged investments, any purchase or sale of a forward or futures contract may result in losses to the Fund in excess of the amount initially deposited by the Fund as margin with respect to that contract.</p> <p>The Fund may be required to deposit and maintain margin with respect to its forward trading and futures trading.</p>
Foreign issuer risk	<p>Investments in foreign companies may decline in value because of sovereign, political, economic or market instability; the absence of accurate information about the companies; and/or risks of unfavourable government actions such as expropriation and nationalisation. Such securities may be less liquid, more volatile, and harder to value. In times of market disruptions (including but not limited to market closures), security prices may be delayed or unavailable. Some countries may have different legal systems, taxation regimes, auditing and accounting standards with less governmental regulation and transparency. These risks may be higher when investing in emerging markets.</p>
Derivatives risk	<p>Derivatives can be used to protect a portfolio from downside equity risk or to earn large returns from small movements in underlying asset prices. However, investments in derivatives may cause large losses if fluctuations in the underlying asset price are unfavourable (e.g. changes in market conditions, such as fluctuations in interest rates, equity prices or exchange rates and, changes in the value of a derivative.) Derivative transactions can be highly volatile and can create investment leverage, which could cause a Fund to lose more than the amount of assets initially contributed to the transaction. There is also risk that counterparties to the derivative may not be able to meet payment obligations and the risk that a particular derivative may be difficult or costly to trade. As Over-the-Counter (“OTC”) derivatives are customised instruments, the Fund may be unable to liquidate the derivative contract at a fair market price within a reasonable timeframe.</p>
Non-diversification	<p>The Fund has limited restrictions relating to the diversification or concentration of investments and may concentrate investments in a particular issue, issuer, market sector or country or in securities of any particular maturity or credit rating. Accordingly, the Fund may be more vulnerable to particular economic, political, regulatory or other developments than would a more diversified portfolio.</p>
Liquidity Risk	<p>Declines in the market values of investments could lead to diminished investment opportunities for the Fund, prevent the Fund from successfully executing its investment strategies or require the Fund to dispose of investments at a loss. Moreover, if underlying assets of the Fund become illiquid or difficult to value and/or the Fund faces significant withdrawals, or if other circumstances prevail that may adversely impact the Fund, the Fund may choose from among a wide range of</p>



	actions typically available to it to manage its liquidity and withdrawals, including, but not limited to, suspending withdrawals. Any such actions will limit the ability of the Fund to withdraw its investments and in turn may limit the ability of an Investor to withdraw its Units.
Fund Risk	Investing in a managed investment scheme carries with it the risks of that investment vehicle including: <ul style="list-style-type: none"> • the fees and costs for a fund or class of units in a fund could change; • the Fund may give different results than investing directly in the underlying securities because of tax or other consequences; • the Trustee or Manager could be replaced; or • the Fund could terminate.
Spread Risk	Application and withdrawal transactions are subject to variations in the applicable Buy/Sell spread. The Buy/Sell spread can be varied at the Trustee's discretion depending on, for example, market liquidity conditions or the total amount of cash received in applications or withdrawals for Units on any particular day.
Operational Risk	<p>The Fund is subject to a number of operational risks including in relation to the administration and reporting of the Fund and the possibility that errors are made in the provision of services to the Fund.</p> <p>Adverse impacts may arise internally through human error, technology or infrastructure changes, or through external events such as third party failures or crisis events.</p> <p>The failure of a service provider to adequately administer or report accurately in relation to the Fund or its investments may adversely impact the operations or performance of the Fund.</p> <p>Circumstances beyond the Trustee's or Manager's reasonable control may also arise which could prevent the Fund being managed in accordance with the investment strategy and as otherwise contemplated by this IM. Examples of these circumstances include pandemic, strikes, industrial disputes, fires or other catastrophes, war, civil disturbance, terrorist acts, governmental pre-emption in connection with a state of emergency and epidemics.</p>

General risks associated with the Fund

Technology Risk	<p>The risk that there is an operational failure or loss in connection with the operation of the Fund because of:</p> <ul style="list-style-type: none"> • a technology failure, including arising from data, software, hardware or telecommunications that could adversely impact Fund operations directly or indirectly. For example, investor telecommunications, investor application and withdrawal processing, trade execution and counterparty transactions may be restricted or not possible for a period of time; • theft of technology, data and intellectual property through a direct intrusion by private parties or foreign actors, including those affiliated with or controlled by state actors; or • technology infrastructure that is unreliable and has slow recoverability or insufficient capacity and where this cannot be readily addressed. There may be a prevalence of ageing infrastructure, systems or applications that are near their end of life in a financial market, including those of the financial market operator and key market participants which could give rise to an increased risk for this occurring.
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Cyber Risk	<p>The risk that a cyber attack is attempted or an actual incident occurs in connection with the operation of the Fund, that either:</p> <ul style="list-style-type: none">• uses computer technology or networks to commit or facilitate the commission of a crime, such as fraud and forgery (including identity or data theft), or any other unlawful act; or• is directed at computer software or hardware and computer systems or other information technology (including hacking, ransom or denial of services). <p>A successful cyber attack may result in significant disruption of services or data and privacy breaches. Further, a cyber-attack may seek to recover a ransom in connection with the attack.</p>
Market Risk	<p>Financial markets frequently move in cycles, with periods of rising prices and falling prices. The value of an Investor's investment can be directly or indirectly impacted as a result of the market cycle and an investment in the Fund may as a result decrease or increase.</p>
Asset Risk	<p>The prices of assets the Fund invests in, either directly or indirectly (through a holding in another investment vehicle) can rise or fall independently of changes in the broad market. Macroeconomic events may impact on the value and price, such as political pandemic, upheaval, financial crisis and troubles or natural disasters.</p>
Liquidity Risk	<p>There will be no secondary (or public) market for Units.</p> <p>Investors will generally only be able to dispose of their Units by means of a withdrawal or by a transfer to a person identified by them and approved by the Trustee.</p> <p>The Trustee may not be able to convert some non-cash investments into cash and withdrawals may be suspended because of disruptions in a financial market. The Trustee may also have to dispose of investments at below market value to meet the withdrawal requests.</p>
Trading Risk	<p>In certain exceptional circumstances, such as market disruptions, a financial market operator may suspend the trading of securities and therefore the Fund may not be able to buy or sell securities on the financial market.</p> <p>In these circumstances, the Trustee may suspend the application and withdrawal process.</p>
Currency risk	<p>There is the chance that the value of a foreign investment, measured in Australian dollars, will decrease because of unfavourable changes in currency exchange rates.</p>
Legal, regulatory and tax risk	<p>A government or regulator may introduce legal, regulatory or tax changes, or a court may make a decision regarding the interpretation of the law that affects the value of securities in which the Fund is invested in, the value of Units or the tax treatment of the Fund.</p>

We strongly recommend that you obtain independent financial advice before investing in the Fund.



7. FEES AND EXPENSES

MANAGEMENT FEE

The Manager is entitled to an ongoing management fee of 1.5% per annum of the gross value of the assets of the Fund.

This fee is accrued weekly, and calculated and payable monthly in arrears from the assets of the Fund.

TRUSTEE FEE

Trustee Fees will be borne by the Manager via the Management Fee and will not be charged to Investors in addition to the Management Fee.

The Trustee is entitled to a fee equal to 0.06 percent per annum of the gross value of the assets of the Fund, subject to a minimum fee of \$2,500 per month (increasing to \$3,000 after twelve months and \$3,500 after twenty-four months, indexed to the higher of 3% and CPI on 1 July each year). This fee is accrued daily and payable monthly in arrears from the assets of the Fund.

TRUSTEE REMOVAL FEE

The Trustee is entitled to be paid a removal fee if:

- (a) it is removed as trustee of the Fund within four years of the appointment of the Trustee, other than for gross negligence or for a breach of a fiduciary duty to Investors, or
- (b) it retires as trustee of the Fund within four years of the Trustee's appointment at the request of the Manager in accordance with the Investment Management Agreement.

The Trustee is not entitled to be paid a removal fee if the Fund is wound up within four years of the Trustee's appointment.

The amount of the fee is the amount of fees the Trustee would have received if it had remained the trustee of the Fund until the fourth anniversary of the Trustee's appointment as trustee.

The fee payable is determined based on the gross value of the assets of the Fund assets at the time that the Trustee is removed or retires and the minimum fee as described above.

If the Trustee removal fee becomes payable then it will be an expense of the Fund and must be paid out of the assets of the Fund.

PERFORMANCE FEE

In addition to the Management Fee, the Manager is entitled to a performance fee of 20% (one-fifth) plus GST, calculated as the amount by which the NAV per unit of the fund exceeds the High-Water Mark (after deducting management fees and any expenses). The "High-Water Mark" is the previous highest NAV per unit in the Fund, immediately after the payment of a performance fee. Any past under performance will need to be recouped before a performance fee will again be payable.

The performance period for performance fee calculation is a calendar month, ending on the last day of each month and at such other times or in respect of such other intervals the Trustee in its discretion may determine. Note, a performance fee (if any) is calculated and accrued in the Unit price each month based on the relevant end of month NAV.

EXPENSES

The Manager intends to pay all Ordinary Expenses from its Management Fee. If the Manager cannot or fails to pay the Ordinary Expenses (including the Trustee fees), then the Trustee is entitled to pay or recover these Ordinary Expenses directly from the assets of the Fund.



Ordinary Expenses means the Trustee fees, custody fees, administration fees (including the cost of preparation of annual tax statements), registry fees, if relevant, audit costs for the financial reports of the Fund and preparation and dispatch of annual financial statements and any other investor communications.

The Trustee and Manager reserve the right to recover Expenses from the Fund which may include (without limitation) costs of litigation to protect Investors' rights, costs of defending claims in relation to the Fund, Investor meetings and termination and wind-up costs.

The Trustee may appoint related parties to it or entities associated with it to provide services to the Fund such as registry and administration services. Such appointments will be on normal arm's length terms and the costs associated with these appointments will be paid for by the Manager from its management fee.

TRANSACTION COSTS

Transaction costs are fees and charges resulting from buying and selling securities. These can include for example brokerage and settlement costs.

Transactional costs are payable from the Fund and may vary over time. These costs are in addition to the other fees and expenses outlined in this section and do not form part of the Ordinary Expenses outlined above. It is estimated the annual transactional costs will be approximately 0.3% to 0.9% of the NAV of the Fund. For example, for every \$100,000 of asset value of the Fund, it is estimated the Fund will incur transaction costs between \$300 and \$900 per annum.

WAIVER, DEFERRAL OR REBATE OF FEES

The Trustee and the Manager may, in their absolute discretion, accept lower fees and expenses than they are entitled to receive, or may defer payment of those fees and expenses for any time. The Manager may negotiate or rebate their fees, at its discretion, on an individual basis. In the event rebates are offered, they will be paid by the Manager and therefore will not affect the fees paid by, or any distributions to, other Investors.

GOODS AND SERVICES TAX

All fees quoted in this IM are quoted exclusive of GST unless specified otherwise.



8. TAX CONSIDERATIONS

OBTAIN OWN INDEPENDENT TAX ADVICE

Neither the Trustee nor the Manager provides financial or tax advice, nor have they obtained taxation advice specific to the subject of this Information Memorandum. As such, this Information Memorandum cannot address all of the taxation or stamp duty issues which may be relevant to the Investor. The Investor must take full and sole responsibility for their investment in the Fund, the associated taxation and any stamp duty implications arising from that investment and any changes in those taxation and stamp duty implications during the course of that investment.

Before investing in the Fund, Investors should obtain their own independent tax and stamp duty advice, which takes into account their own circumstances. In particular, Investors should seek advice on income tax and interest withholding tax liabilities arising out of the investment.



9. ADDITIONAL INFORMATION

SUMMARY OF MATERIAL DOCUMENTS

The following is a summary of material documents relevant to the Fund. Investors should consider whether it is necessary to obtain independent advice on any of the documents.

Constitution

The Constitution is the primary document governing the relationship between the Investors and the Trustee. It contains extensive provisions about the legal obligations of the parties and the rights and powers of each. Subject to the Constitution and depending on the class of Unit(s) you hold, as an Investor you have the following rights:

- (a) The right to share in any distributions referable to a class of Unit(s) an Investor holds.
- (b) The right to attend and vote at Investor meetings. In some cases, we may elect to call a meeting of Investors who hold a particular class of Units. In those cases, only Investors who hold those Units are entitled to attend and vote at the meeting.
- (c) The right to participate in the proceeds of winding up of the Fund or a class of Units.
- (d) The Constitution contains provisions about convening and conducting meetings of Investors. Investors will only be able to call a meeting if it is requested by Investors with at least 15 percent of the votes that may be cast on a proposed resolution.

A copy of the Constitution is available free of charge by emailing us at fawkes@oneinvestment.com.au.

Investment Management Agreement

The Trustee has appointed the Manager to provide investment management services to the Fund pursuant to the Investment Management Agreement. The Investment Management Agreement contains provisions dealing with matters such as the Manager's obligations to report to us, and the fees payable to the Manager for its services.

The Investment Management Agreement will remain in force until the Fund is wound up, unless the agreement is terminated earlier in accordance with its provisions. The agreement can be terminated by us if the Manager is in material breach of the agreement, and that breach has not been remedied after a certain time. There are also provisions allowing us to terminate if, for example, the Manager becomes insolvent.

The Manager is permitted to terminate the agreement in certain circumstances, such as if we cease to be the trustee for the Fund.

CHANGE OF TRUSTEE

If the Trustee intends to retire as trustee of the Fund, it may do so by giving 30 days' written notice to Investors and appointing a replacement trustee.

If the Investors intend to a change the trustee of the Fund, the Investors are required to pass:

- (a) a special majority resolution that the current Trustee should be removed, and
- (b) an ordinary resolution choosing a replacement trustee.

A special majority resolution must be passed by at least 90% of the total votes that may be cast by Investors entitled to vote (including Investors who are not present in person or by proxy).

MANAGER'S AUTHORISED REPRESENTATIVE APPOINTMENT

An entity related to the Trustee, One Wholesale Fund Services Limited, has appointed the Manager to provide financial product advice in respect of the Fund pursuant to a Corporate Authorised Representative Agreement. The Corporate Authorised Representative Agreement contains provisions dealing with the Manager's obligations to provide advice with due care and skill, or otherwise in compliance with the terms of the Corporate Authorised Representative Agreement.

The Corporate Authorised Representative Agreement will remain in force until the Fund is wound up, unless the agreement is terminated earlier in accordance with its provisions. The agreement can be terminated by One Wholesale Fund Services Limited if the Manager is in material breach of the agreement. There are also



provisions allowing One Wholesale Fund Services Ltd to terminate if, for example, the Manager becomes insolvent.

The Manager is permitted to terminate the agreement in certain circumstances, such as if we cease to be the trustee for the Fund.

NO-COOLING OFF RIGHTS

There are no cooling-off rights or cooling-off period that apply in respect of your investment in the Fund.

REPORTING

Investors will be provided with the following information:

An investment confirmation	Upon issue of Units.
Investor report	Monthly. A monthly update on the Fund's investment performance and other commentaries about the underlying investments prepared by the Manager.
Income distribution and tax statement	Annually within 120 days of the end of the financial year.
Annual Report	Sent within 120 days of the end of the financial year.

RELATED PARTY TRANSACTIONS

The Trustee may from time-to-time face conflicts between its duties to the Fund as trustee, its duties to other funds that it manages and its own interests. The Trustee will manage any conflicts in accordance with its conflicts of interest policy, the Constitution, ASIC policy and the law.

The Manager is not a related party of the Trustee. The contractual arrangements between the Trustee and the Manager are negotiated at arm's length between the parties.

The Trustee may from time-to-time enter into transactions with related entities. All transactions will be effected at market rates.

The Trustee and Manager may also engage third parties to provide professional services for the Fund from qualified service providers, including related parties. The fees for these services may be charged to the Fund at market rates. By investing in the Fund, to the maximum extent permitted by law, investors will be deemed to have acknowledged the existence of such actual and potential conflicts of interest and to have waived any claim with respect to the existence of any such conflict of interest.

The Trustee has appointed Unity Fund Services Pty Ltd ACN 146 747 122, an associated company, to provide fund accounting and taxation services to the Fund pursuant to an administration agreement under which the Administrator provides administration services for day-to-day operations of the Fund. These services include fund accounting, Unit pricing, reporting and preparation of statutory accounts. The Trustee has made the appointment in consultation with, and with agreement from, the Manager.

The Trustee has also appointed One Registry Services Pty Limited ACN 141 757 360, a related party of the Trustee to provide unit registry services to the Fund under the registry agreement. The Trustee has made the appointment in consultation with, and with agreement from, the Manager.

CONFLICTING INVESTOR INTERESTS

Investors may have conflicting investment tax, and other interests with respect to their investments in the Fund, including conflicts relating to the structuring of acquisitions and disposals of the Fund's assets. Conflicts may arise in connection with decisions made by the Trustee or the Manager regarding an investment that may be



more beneficial to one Investor than another, especially with respect to tax matters or the potential to provide co investment opportunities. In structuring, acquiring and disposing of investments the Trustee and the Manager may consider the investment and tax objectives of the Fund and its Investors as a whole, not the investment, tax, or other objectives of any investor individually.

Future funds may include trusts with a similar mandate and the same type of investors. Accordingly, the Fund may be competing with the Manager, its affiliates, other funds or clients of the Manager or its affiliates for investment opportunities, however it is the expectation that this will be unlikely. In addition, in the ordinary course of business, the Manager engages in other activities where the Manager's interests or the interests of its clients may conflict with the interests of the Investors or the Fund. The Manager has adopted a Conflict of Interests and Related Party Transaction Policy to manage these potential conflicts and priorities.

By investing in the Fund, to the maximum extent permitted by law, you will be deemed to have acknowledged the existence of such actual and potential conflicts of interest and to have waived any claim with respect to the existence of any such conflict of interest.

PRIVACY AND ANTI-MONEY LAUNDERING LAW AND FATCA

The Privacy Act 1998 (Cth) regulates, among other things, the collection, disclosure and access to personal information.

Certain laws require us to collect, store and disclose information about you (including personal information), for example, the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) (**AML/CTF Law**), the Act, the *Foreign Account Tax Compliance Act (FATCA)* and the *Tax Laws Amendment (Implementation of the Common Reporting Standard) Act 2016* (Cth) (**CRS**). We may be required under the AML/CTF Law to provide information about you (including personal information) to the Australian Transaction Reports and Analysis Centre (**AUSTRAC**), the body responsible for regulating the AML/CTF Law. In respect of investors who are ordinarily resident in a country other than Australia, both FATCA and CRS may require us to collect and disclose to the Australian Taxation Office information about you (including personal information) obtained from you.

If you do not provide the information requested on the Application Form, we will not be able to process your application (including any application for additional units) and your application may be delayed or rejected. Where applications are delayed or refused, we are not liable for any loss you suffer (including consequential loss) as a result. Alternatively, if we accept your application to the Fund when you have not provided all of the requested information, we may provide information about you to the relevant regulator.

We will be required to share information about you (including personal information) with service providers to the Trustee in respect of the Fund (including the Manager) to ensure you receive the appropriate information and assistance in respect of your holding in the Fund.

By applying to invest in the Fund, you consent to your information (including your personal information) being collected, used and disclosed by the registry provider and by the Trustee for the purposes disclosed above and in their respective privacy policies.

You are entitled to access, correct and update all personal information we hold about you. You can contact us to find out what personal information we hold about you or if you have any concerns about the completeness or accuracy of the information we hold. If you want us to correct any personal information we hold, please contact us using the details in this Information Memorandum.

A copy of our Privacy Policy is available on our website at www.oneinvestment.com.au and a paper copy will be sent to you free of charge on request.

COMPLAINTS

The Trustee takes complaints seriously and aims to resolve all complaints as quickly as possible. In the first instance, if you have a complaint, then you should notify the Trustee immediately using the following contact details:

Address: Level 16, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000



Phone: 02 8277 0000
Email: complaints@oneasset.com.au
Post: Complaints Officer
PO Box R1471
Royal Exchange NSW 1225

Once the Trustee receives a complaint, the Trustee will acknowledge it as soon as practicable and investigate the complaint with a view to resolving it and responding as soon as possible.



10. HOW TO INVEST

BEFORE COMPLETING THE APPLICATION FORM YOU SHOULD READ THIS IM CAREFULLY.

Please read this Information Memorandum and pay particular attention to all of the risk factors in the '**Risk Factors**' section of this Information Memorandum. The risks should be considered in light of your own investment situation. Where appropriate, you should also consult a financial, taxation or other professional advisor before deciding whether to invest in the Fund.

The Application Form is provided separately. Please contact the Manager or the Registrar on (02) 8188 1510 or info@oneregistryservices.com.au.

ACCEPTANCE BY THE TRUSTEE

All applications are subject to acceptance by the Trustee. The application is an offer by the applicant to acquire an interest in the Fund.

The Trustee may determine in its absolute discretion whether to accept or reject an application in whole or part. If an application (or part thereof) is rejected, it will be managed in accordance with the procedure described below.

HOW TO INVEST

For an application to be considered, you must complete and return your Application Form (including all supporting documentation) and pay the Application Money in accordance with the instructions in the Application Form.

Applications received by facsimile will not be accepted without prior agreement. All applications by new Investors must provide supporting identification documents as part of the requirements of AML/ CTF Law. These identification and verification requirements are outlined in the Application Form.

An application is not considered a valid application until the registry provider has received the Application Money in cleared funds, a completed Application Form and all information referred to in that Application Form. Failure to provide a valid application may delay the processing of your application.

You are requested to provide your Tax File Number (TFN), Australian Business Number (ABN) or exemption code, and failure to quote an ABN or TFN will result in tax being withheld by the Trustee on distributions paid to you at the highest marginal tax rate plus Medicare levy. It is not compulsory for you to quote your TFN or ABN.

The Trustee has the sole discretion whether to accept or reject an application. If your application is rejected, wholly or in part, then the registry provider will notify you in writing and arrange for return of your Application Money to you. Interest will not be paid to applicants on Application Money. If your application to invest in the Fund is accepted, then interest earned on your Application Money will be retained by the Trustee. If your application to invest in the Fund is not accepted, then your Application Money will be returned to you (without interest).

By sending a completed Application Form, you are making an irrevocable undertaking to become an Investor in the Fund and you are agreeing to be legally bound by the Constitution and the terms of the Information Memorandum. A brief summary of the Constitution is included in the '**Additional Information**' section of this Information Memorandum.



11. GLOSSARY AND INTERPRETATION

DEFINED TERMS

In this Information Memorandum the following definitions apply:

ABN	Australian Business Number.
Act	The Corporations Act 2001 (Cth).
Administrator	Unity Fund Services Pty Ltd ACN 146 747 122.
AFSL or AFS Licence	Australian financial services licence.
AML/CTF Law	Anti-money Laundering and Counter-terrorism Financing Act 2006 (Cth).
Applicant	A person who submits an Application.
Application	An election to offer to purchase Units by filing of an Application Form.
Application Form	The relevant form attached to or accompanying this Information Memorandum and available online at www.oneinvestment.com.au/fawkescapital or www.fawkescm.com , pursuant to which Applicants apply for Units.
Application Money	The amount or money accompanying an Application Form submitted by an Applicant.
Application Time	4:00pm Sydney time on the last Business Day of a calendar month.
ASIC	Australian Securities and Investments Commission.
Assets	The investments entered into and held by the Fund including equities, bonds, foreign exchange contracts, commodities and associated derivatives.
ASX	Australian Securities Exchange.
Business Day	A day other than a Saturday, Sunday or public holiday on which banks are open for general banking business in Sydney.
Buy/Sell spread	The estimated costs to acquire or dispose of underlying investments due to money in or out of the Fund. These costs are paid to the Fund.



Constitution	The trust deed establishing the Fund, as amended from time to time.
Corporate Authorised Representative Agreement	The corporate authorised representative agreement entered into by the Manager and the Licensee.
CRS	Tax Laws Amendment (Implementation of the Common Reporting Standard) Act 2016 (Cth).
Expenses	Any expense of the Fund which is not an Ordinary Expense.
FATCA	Foreign Account Tax Compliance Act.
Fund	Fawkes Capital Fund.
GST	Goods and Services Tax.
IM	This Information Memorandum.
Investment Management Agreement	The investment management agreement entered into by the Manager and the Trustee.
Investor	A person who is a registered holder of Units.
Licensee	One Wholesale Fund Services Limited ACN 159 624 585.
Manager	Fawkes Capital Management Pty Ltd ABN 40 648 671 916.
NAV or Net Asset Value	The total value of the Fund's assets less its liabilities.
Offer	The offer of Units in the Fund under this Information Memorandum.
Ordinary Expenses	Trustee fees, custody fees, administration fees (including the cost of preparation of annual tax statements), registry fees, if relevant, audit costs for the financial reports of the Fund and preparation and dispatch of annual financial statements and any other investor communications.
Ordinary Units	Units in the Fund.
OTC	Over-the-counter.



Registrar	One Registry Services Pty Limited ACN 141 757 360.
Reserve Bank of Australia Cash Rate	The official cash rate of the Reserve Bank of Australia from time to time.
TFN	Tax File Number.
Trustee	One Fund Services Ltd ACN 615 523 003.
Unit	A fully paid unit in the Fund.
Unit Pricing Policy	The Fund's policy on pricing units at application, withdrawal, and as otherwise required.
Withdrawal Request Form	The withdrawal request form issued by the Trustee from time to time and available at https://www.oneregistryservices.com.au/investor-centre-2
Wholesale Investor	An Investor who is not a retail client as defined in the Act.



12. DIRECTORY

MANAGER

Fawkes Capital Management Pty Ltd ABN 40 648 671 916
PO Box 169, Albury, NSW 2640
www.fawkescm.com
Email: info@fawkescm.com
Phone: (02) 8277 0000

TRUSTEE

One Fund Services Ltd ACN 615 523 003, AFSL 493421
Level 16 Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000
www.oneinvestment.com.au
Email: operations@oneinvestment.com.au
Phone: (02) 8277 0000

ADMINISTRATOR

Unity Fund Services Pty Ltd ACN 146 747 122
Level 16 Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000
www.unityfundservices.com.au
Email: enquiries@unityfundservices.com.au
Phone: (02) 8277 0070

REGISTRAR

One Registry Services Pty Limited ACN 141 757 360
Level 16 Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000
www.oneregistryservices.com.au
Email: info@oneregistryservices.com.au
Phone: (02) 8188 1510