Product Disclosure Statement
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Ellerston Capital
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Ellerston Global Equity Managers Fund – GEMS C Units

Product Disclosure Statement

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Ellerston Global Equity Managers Fund – GEMS C Units

Ellerston Capital Limited ABN 34 110 397 674, AFSL No. 283 000 (**Ellerston Capital**, the **Manager** or we) is the issuer of this product disclosure statement (**PDS**) dated 13 November 2026. Investments in the GEMS C Units (**GEMS Units**) of the Ellerston Global Equity Managers Fund ARSN 118 887 095 (**Fund**) are made available by Ellerston Capital as the responsible entity of the Fund. Only GEMS Units are available pursuant to this PDS. Other Classes of Units in the Fund (see **Section 4.8**) are not available pursuant to this PDS.

Applications for GEMS Units under this PDS may only be made on the Application Form accompanying this PDS. The Application Form contains important terms relating to the Fund and should be read in full before deciding to invest. The Application Form does not form a part of this PDS.

The information in this PDS is general information only and does not take into account your individual objectives, financial situation or needs. It is important that you carefully read this PDS in full before deciding to invest in GEMS Units. In particular, you should carefully consider the risks associated with an investment in the Fund and whether the information in this PDS is appropriate for you in light of your objectives, financial situation and needs. To obtain advice or more information about the product offered in this PDS you should speak to your financial adviser or other professional adviser.

You should rely only on information in this PDS. No person is authorised to provide any information, or to make any representations, in connection with the issue of GEMS Units, which is not contained in this PDS. Any information or representations not contained in this PDS may not be relied upon as having been authorised by the Manager in connection with the issue of GEMS Units. This PDS supersedes and replaces all previous representations made in respect of the Manager and the Fund.

This PDS only constitutes an offer of, or invitation to apply for, financial products to persons within Australia or in places where it is lawful to make such an offer or invitation. GEMS Units in the Fund are not available for purchase within the United States or to US Persons.

This PDS is available electronically at www.ellerstoncapital.com. If you access an electronic copy of this PDS, then you should ensure that you download and read the entire PDS and the Application Form. If you are printing an electronic copy of this PDS, you must print all pages, including the Application Form. If you make this PDS available to another person, you must give them the entire electronic file or printout, including the Application Form. A paper copy of this PDS (including any supplementary document) can be obtained free of charge by calling Ellerston Capital on (02) 9021 7701 or by emailing info@ellerstoncapital.com.

You will be asked to provide personal information to us (directly or through the Registry) if you apply for GEMS Units. For information about how the Manager collects, holds and uses this personal information—see **Section 10.7**.

An investment in the Fund is subject to investment and other risks, including possible delays in repayment and loss of income and principal invested. Investments in the Fund are not deposits with, or other liabilities of Ellerston Capital, any member of the Manager's Group, Key Service Providers or related bodies corporate, affiliates, associates or officers of any of the above entities. None of these entities guarantees any particular rate of return or the performance of the Fund nor do they guarantee the repayment of capital from the Fund. There are no forecasts or prospective financial information relating to the Fund in this PDS.

No person other than Ellerston Capital has caused or authorised the issue of this PDS nor do any of them take any responsibility for the preparation of this PDS or the establishment or performance of the Fund. ASIC takes no responsibility for the contents of this PDS.

All actions referred to in this PDS as being taken by the Fund are performed by Ellerston Capital as responsible entity of the Fund or its delegates, as the case may be, in respect of the Fund.

None of the Key Service Providers have or will undertake any due diligence inquiries with respect to investments of the Fund for the benefit of the Fund or its prospective investors.

To the full extent permitted by law no:

- representation or warranty (express or implied) is given; and
- responsibility or liability (including in negligence) is accepted

by any company or person, in the group of companies to which each Key Service Provider belongs, as to the truth, accuracy or completeness of any statement, opinion, forecast, information or other matter (whether expressed or implied) contained in this PDS or as to any other matter concerning it.

The Manager reserves the right to vary the Offer, including by closing the Offer at any time, accepting late applications, changing the timing of the Offer, either generally or in particular cases, without notifying any recipient of this PDS or any applicants. Prospective investors are encouraged to submit their applications as soon as possible.

Subject to the law and the Constitution, the Manager may change at any time the information, terms and conditions set out in this PDS and otherwise applying to GEMS Units. Where a person is a Unit Holder, they will be provided with at least 30 days' written notice of any such change which is materially adverse to them as a Unit Holder including any increase to fees. Unit Holders who redeem their Units prior to the change will ordinarily not be bound by the change. Where a change is not materially adverse to Unit Holders the information may be made available at: www.ellerstoncapital.com. Unit Holders may obtain a paper copy of this information free of charge by contacting the Manager.

Certain capitalised expressions used in this PDS have defined meanings, which are explained in the Glossary – **Section 11**. References to $ or A$ are to Australian dollars.

1. Key Features of the Ellerston Global Equity Managers Fund GEMS C Units

This table contains a summary of the key features of the GEMS Units. You should read the PDS in full before deciding whether to invest. See the Glossary (**Section 11**) for definitions of terms.

Key Fund Information		
Investment Objective	The investment objective is to generate superior returns for Unit Holders, with a focus on risk and capital preservation.	**Section 4.1**
Investment Strategy	The Ellerston Global Equity Managers Fund (**Fund**) provides investors with exposure to global markets through a Long Short equity strategy. The strategy overlays Fundamental bottom-up stock selection with the Manager's global macroeconomic and market outlook.	**Section 4.1**
Geographic Regions	While there is no predetermined geographic allocation, the Fund has: • a bias toward Australia; and • will opportunistically invest in the United States, Europe and Asia.	**Section 4.1**
Investment Guidelines and Exposures	The Manager will target the following guidelines: • Gross Exposure: between 100% and 200%; • Net Exposure: between 20% and 80%; • Position Size: maximum 10% Net Asset Value at cost; and • Number of Positions: minimum of 50.	**Section 4.2**
Derivatives	Derivatives may be used for the purpose of hedging portfolio and/or individual security risk and to increase/decrease overall portfolio and country exposures. The Fund may use exchange traded or OTC Derivatives.	**Sections 4.2 and 5.1**
Withdrawals	Monthly with 30 days prior notice to the last Business Day of the month.	**Section 7.2**
Key Risks	There are a number of risks associated with investing in the Fund. The key risks include: • the investment returns of the Fund are subject to economic and market conditions and the circumstances of the Fund's particular investments; and • the Manager may not be successful in meeting the investment objective. This is not a comprehensive summary of all the risks of investing in the Fund. We recommend you obtain financial advice before investing.	**Section 4.2 and 5.1**
Key Product Features		
Costs of Investing in the Fund		
Management Fee	Management Fee of 1.50% pa* of the Net Asset Value of the GEMS Units ($150 per $10,000).	**Sections 6.1 and 6.2**
Performance Fee	16.50%* of the increase in the Net Asset Value of each GEMS Unit above the High Water Mark.	**Sections 6.1 and 6.2**
Buy/Sell Spread	0.25% of the application / redemption amount (as applicable)	**Sections 6.1 and 6.2**
Minimum Investment Requirements		
Minimum Initial Investment	Minimum initial investment – $10,000. Minimum additional investment – $1,000.	**Section 7.1**
Applications	Monthly. Applications to be received by the Registry by 2:00pm (Sydney time) on the last Business Day before the end of the month.	**Section 7.1**

Distributions		
Frequency	Annually each 30 June where the Fund has distributable income.	**Section 7.4**
Payment Method	Paid into your nominated bank account or reinvested in additional GEMS Units.	**Section 7.4**

** All fees set out are inclusive of the net effect of Goods and Services Tax (GST) (i.e. includes GST net of input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances.*

Reporting		
Monthly Newsletter	A monthly newsletter will be available on our website www.ellerstoncapital.com	**Section 10.1**
Regular Reporting	Confirmation of all applications and withdrawals. An annual periodic statement providing your account balance, transaction summary and distribution details (if any).	**Section 10.1**
Online Access	Investors are able to access their holdings, transaction history and other statements online through our secure web portal: https://investor.automic.com.au/#/home.	
Unit Pricing	Unit prices are on our website www.ellerstoncapital.com	**Section 7.5**
Annual Audited Financial Report	Annual audited financial report for the Fund is made available on our website www.ellerstoncapital.com.	**Section 10.1**
Annual Tax Reporting	Annual tax statement if the Fund has paid a distribution during the financial year. Exit statement if you have redeemed GEMS Units during the financial year.	**Section 8.2**

2. About Ellerston Capital

Ellerston Capital is a specialist investment manager providing a range of innovative Australian and international investment strategies. As a firm majority owned by its principals and employees, our clients' objectives are our objectives.

As a dedicated investment manager, we aim to do one thing exceptionally well: grow and protect our clients' wealth through investing. We are passionate about creating value for our clients by identifying outstanding investment ideas and designing portfolios that perform over the long term. Our funds target a diverse range of strategies including, but not limited to, Long only Australian, global and Asian equities, Australian and global Long-Short equity and private equity.

Ellerston Capital has been managing money since 2002. Our clients include sovereign wealth, industry and corporate superannuation funds, international funds, family offices and high net worth investors.

Ellerston Capital's family office heritage means there is an absolute return mindset with a strong emphasis on risk management. Ellerston Capital supports our investment teams with an institutional-grade infrastructure.

Key Decision Maker, Ashok Jacob

Ashok Jacob, as Executive Chairman of the Manager, has overall responsibility for and plays a key role in the Manager's investment decisions. Mr. Jacob is supported by a team of investment professionals, each of whom have significant skill and experience in different geographies, sectors and industries. Mr. Jacob devotes the majority of his time to the execution of the Manager's investment strategy.

Mr. Jacob has over 40 years' experience in the financial services industry and has served as a Director of Ellerston since inception. Mr. Jacob has held prominent positions including Chief Executive Officer of the Consolidated Press Holdings group and Managing Director of Thorney Holdings, the investment arm for the Pratt Group.

Mr. Jacob is an experienced board member and current appointments include MRF Ltd. Previous directorships include Crown Ltd, Publishing and Broadcasting Ltd, Challenger Financial Group Ltd, Fleetwood Holdings Ltd, Ecorp Ltd, CPH Investment Group Ltd, Folkestone Ltd, Snack Foods Ltd and Thorney Opportunities Ltd. Mr. Jacob was also the Chairman of Hoyts Cinemas from 1999 until 2004.

There have been no adverse regulatory findings against Mr. Jacob or the Manager.

Investment Team

Mr. Jacob is a member of, and can draw on, the expertise of the Manager's investment team whom are dedicated to investment strategy and Fundamental equities research and stock selection.

3. Disclosure Principles and Benchmarks

Disclosure Principles

ASIC has required that funds such as this Fund disclose to Unit Holders information against a number of stated disclosure principles. This table below contains a summary of the disclosure principles for the GEMS Units.

Disclosure Principles	Further Information	
Investment Strategy	The investment objective is to generate superior returns for Unit Holders, with a focus on risk and capital preservation.	**Section 4.1**
	The Fund's investment strategy involves the Manager analysing global markets utilising a "Fundamental bottom-up" stock picking approach with the aim of generating returns from core holdings and select investments on an opportunistic basis. The Manager also utilises a "top down view" to adjust its investment exposures accordingly.	
	The Fund may invest in a wide range of asset classes, including Equities, interest products, foreign currencies, cash and Derivatives. These assets can be located worldwide (including emerging markets) and there are broad diversification ranges. The Manager may utilise Leverage, Derivatives and Short Selling as part of its investment strategy with the aim of generating or protecting returns.	**Sections 4.1 and 4.2** **Section 4.2**
	The key dependencies underpinning the investment strategy is the research, analysis, skill and experience of the Manager as well as market conditions.	**Section 5.1**
	There are a number of risks associated with investing in the Fund. The key risks include returns being subject to market conditions and risks associated with the use of Leverage, Short Selling and Derivatives.	**Section 4.4** **Section 4.5**
	The Manager's risk management strategy is set out in **Section 4.4**.	
	The Manager may change the investment objective and strategy to meet current market conditions. Unit Holders will be given 30 days prior notice if any of these changes are materially adverse, otherwise these changes will be available on the Manager's website.	
Investment Manager	The responsible entity and investment manager is Ellerston Capital Limited.	**Section 2**
	Ashok Jacob, as Executive Chairman, has overall responsibility for the Fund's investment decisions and is supported by a team of investment professionals, each of whom has significant skill and experience in different geographies, sectors and industries.	
Fund Structure	The Fund is an Australian unit trust registered as a managed investment scheme under the Corporations Act. The Fund invests directly and through other managed investment schemes (both registered as such under the Corporations Act and un-registered schemes) of which the Manager is responsible entity/trustee. The Manager will not earn additional fees as a result of these arrangements. A structure diagram is set out in **Section 4.6.**	**Section 4.6** **Section 4.7 and 9.2**
	The Key Service Providers are set out in **Section 4.7**. These Key Service Providers are regularly monitored by the Manager to ensure compliance with their service agreement obligations. All entities, other than the Prime Brokers and Custodians, have a registered office in Australia. Except as stated above, there are no related party relationships and all arrangements are on arm's length terms.	**Section 5.1**
	There are various risks associated with this structure including counterparty risk.	
Valuation, Location and Custody of Assets	The key aspects of the Fund's valuation policy are set out in **Section 7.5**.	**Section 7.5**
	The Fund may invest in a wide range of assets and the allocation range for certain asset types.	**Section 4.2** **Section 4.1**
	The Fund has broad diversification ranges for the geographic location of assets.	**Section 9.2**
	The Prime Brokers and Custodians hold the Fund's assets.	

Liquidity	The Manager expects to be able to realise at least 80% of its assets, at the value ascribed to those assets in calculating the Fund's Net Asset Value, within 10 days.	**Section 4.2**
Leverage	The Fund may from time to time use Leverage (by borrowing money, securities and through the use of Derivatives), to magnify the Fund's exposures to investments. There is no specific limit to the extent to which the Fund can use such Leverage. The Manager anticipates the Gross Exposure will not exceed 200% of the Fund's Net Asset Value. Leverage is a means by which Gross Exposure can be increased. Leverage is obtained by borrowing monies or securities from the Prime Brokers or through Derivatives sourced from the Prime Brokers, investment banks and brokers. A worked example of the impact of Leverage is provided in **Section 4.2**. The Prime Brokers have security interests over the Fund as collateral and the Fund is subject to counterparty risk with respect to the Prime Brokers. The assets of the Fund may also be transferred to the Prime Brokers as collateral.	**Section 4.2** **Section 9.2**
Derivatives	Derivatives may be used for the purpose of hedging the portfolio or individual security risk and to increase/decrease overall portfolio exposures. Derivatives may also be used as an alternative to investing directly in the investment. Derivatives may also be used as means of achieving Leverage. The Fund may utilise any type of Derivative, including exchange traded Derivatives such as Futures, Options and OTC Derivatives such as Swaps, Options and Forward contracts (for example over currencies). The Manager engages reputable and regulated brokerage firms as Derivatives counterparties following due diligence. The use of Derivatives involves risk including counterparty risk and the risks associated with Leverage.	**Section 4.2** **Section 5.1**
Short Selling	Short selling may be undertaken as part of the overall investment strategy in order to generate returns from the fall in value of an investment. The use of Short Selling involves risk including the risk of theoretically unlimited losses. The Manager will manage these risks by, amongst other things, continuously reviewing the portfolio.	**Section 4.2** **Section 5.1**
Withdrawals/Redemptions	Unit Holders can withdraw/redeem from the Fund monthly with 30 days prior notice to the last Business Day of the month. Redemptions may be suspended in limited circumstances as set out in **Section 7.2**. Unit Holders will be notified in writing of any material changes to their redemption rights.	**Section 7.2**

Disclosure Benchmarks

This PDS addresses the following two disclosure benchmarks:

- Valuation of assets: this benchmark addresses whether valuations of the Fund's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider; and
- Periodic reporting: this benchmark addresses whether we provide periodic disclosure to our investors of certain key Fund information on an annual and monthly basis.

Each benchmark identifies a key area that ASIC considers investors should understand before making a decision to invest into the Fund.

Where a responsible entity does not meet a particular disclosure benchmark, ASIC requires that the responsible entity explain why the benchmark is not met and what alternative measures it has in place to mitigate the concern underlying the benchmark.

Benchmark 1: Valuation of Assets

While an independent administrator or an independent valuation service provider may value the Fund's non-exchange traded assets, the Fund does not meet this Benchmark on all occasions. This may be because a particular asset is complex or due to the circumstances of the asset (eg a strategic holding). Accordingly, valuation by an independent valuation service provider may not be possible, not be appropriate or requires specific review and overlay by the Manager. The Manager is of the view that its valuation procedures are sufficiently robust (see **Section 7.5** for more details). The risk of a lack of independence and related party conflicts

are addressed by the Manager's valuation procedures, regularly auditing of these valuations and the Manager's conflicts of interests policy.

Benchmark 2: Periodic Reporting

The Fund meets this benchmark.

The following Fund information will be provided to Unit Holders on a monthly basis:

- Net Asset Value of the Fund and redemption price of GEMS Units;
- Any changes to Key Service Providers including any change in related party status;
- Net returns after fees, costs and relevant taxes;
- Any material changes to the Fund's risk profile and strategy; and
- Any material changes related to the primary investment personal responsible for managing the Fund.

The information will be reported in the monthly newsletter which will be available on our website at www.ellerstoncapital.com.

Annual reporting will include:

- Asset allocation to each asset type;
- Liquidity profile at the end of the relevant period;
- Maturity profile of the Fund's liabilities at the end of the relevant period;
- The Fund's Gross Exposure as a measure of the leverage ratio at the end of the relevant period;
- Details on Derivative counterparties engaged;
- Monthly return series; and
- Any changes to Key Service Providers including any change in related party status.

This information will also be available on our website.

4. About the Ellerston Global Equity Managers Fund

4.1. Fund Overview

Investment Objective	The investment objective is to generate superior returns for Unit Holders, with a focus on risk and capital preservation.
Investment Strategy	The Fund provides Unit Holders with exposure to global markets, with a bias toward Australia and opportunistic allocations to the United States, Europe and Asia. Equity investments and other financial instruments in the Fund's portfolio are bought, retained or sold based on a thorough understanding and analysis of the factors affecting the business, its industry and valuation. The analysis is qualitative, focussing on management, strategy and strengths, and quantitative, focussing on earnings, liquidity, assets and liabilities. This approach is sometimes referred to as a "Fundamental bottom-up" stock picking approach. As a result of this approach, the Fund's portfolio includes core holdings which are medium to long term investments. As a long term investor, the Manager seeks to separate out long term trend shifts from short term market dynamics. Investments may also be made in unlisted Equities that meet these criteria. The Manager also invests in Equities and other financial instruments with the aim of taking advantage of temporary opportunities, such as what the Manager perceives to be a mispricing in an investment or a catalyst for rerating. In addition, the Manager continually analyses the potential impact of the macroeconomic climate on the Fund's investments and geographic exposure, with the aim of generating superior return and risk profile for Unit Holders. This approach is sometimes referred to as a "top down view". The Manager may utilise Derivatives in its investment strategy, as well as Leverage and Short Selling (see below for further details). The Manager is responsible for the overall composition of the Fund's investment portfolio and its consistency with the Fund's investment objective. The Manager constantly monitors the portfolio and its performance with a view to managing risk where appropriate.

	In shaping the portfolio, the Manager draws on its extensive network of relationships and industry contacts and combines the investment techniques referred to above with the aim of generating "alpha" on each investment—that is, generating a profit which is not dependent on the general movements of the market but rather on the skill of the Manager. The Fund is not tied to performing to a particular stock market index or benchmark. The Fund is typically Long biased. Significantly increased Net Exposure to cash, Cash-Like Investments or fixed interest investments may occur from time to time, for example when the Manager believes investment opportunities are limited, to protect capital or to manage liquidity. The Manager will use these strategies and its investment experience and skill with the objective of producing investment returns for the Fund. Refer to **Sections 5.1** and **8** for general and tax related risks associated with the Fund's investments. There is no guarantee that the investment objective will be achieved.
Asset Classes	The Fund will typically invest in the following assets: • Listed Equities; • Cash and Cash-Like Investments; • Foreign currencies; • Debt and interest products (such as Government issued bonds and loans); • Unlisted Equities; • Products that are a hybrid of the above or convertible from one to another; and • Derivatives with respect to the above asset classes and other investments such as commodities and real estate.
Location and Currency	The Fund has no pre-determined ranges for the locations and currency of denominations of its investments. However, typically the Fund invests predominantly in Australia with opportunistic allocations to the United States, Europe and Asia. The Fund may also invest in emerging markets from time to time. The currency of denomination of investments will generally follow the location of the investments. See **Section 4.3** for information about how foreign currency exposures may be hedged.
Fund Information and Performance	Performance information for the Fund will be displayed monthly at www.ellerstoncapital.com. Prospective investors in the Fund can obtain performance information by telephoning (02) 9021 7701 or by emailing info@ellerstoncapital.com.
Changes to Fund Terms	Subject to the law and the Constitution, the Manager may change at any time the investment objective and strategy to meet current market conditions. Unit Holders will be given 30 days' prior notice if any of these changes are materially adverse changes otherwise these changes will be available on the Manager's website.
Labour, Environmental, Social and Ethical Considerations	The Manager does not take into account labour standards or social, environmental or ethical considerations when making investment decisions in respect of the Fund. Such issues may affect the financial performance of an investment and any such financial effect would influence our investments.

4.2. Asset Types

The Manager will target the following guidelines:

- Gross Exposure: between 100% and 200%;
- Net Exposure: between 20% and 80%;
- Position Size: maximum 10% Net Asset Value at cost; and
- Number of Positions: minimum of 50.

The Fund is typically Long biased. Significantly increased exposure to cash, Cash-Like Investments or fixed interest investments may occur from time to time. There are no specific limits to the types of assets that the Fund may invest in. The table below sets out a sample of the asset types the Fund may invest in and the overall allocation ranges.

Asset types	Allocation range
Equities	
Australian listed equities	0-100%
International listed equities	
Australian unlisted equities	
International unlisted equities	
Cash and fixed interest	
Cash	0-100%
Cash equivalent securities	
Australian government bonds	
Australian corporate bonds	
International government bonds	
International corporate bonds	
Derivatives	
Exchange-traded derivatives	0-100%
OTC Derivatives	
Structured products	0-5%
Real property	0%
Infrastructure	0-5%

With respect to the above table, the allocation range to Derivatives represents the fact that the Manager may access investments through Derivatives. The other allocation ranges include allocations that may be obtained through Derivatives. The Manager does not however intend that the Fund will directly hold real estate or commodities although it may have indirect exposure (e.g. through exposure to an entity that holds real estate or a Derivative referencing commodities).

In order to allow the Fund the flexibility to invest where the Manager sees investment opportunities, the Fund has broad diversification ranges. The Manager intends that (i) not more than 10% of the Fund's Net Asset Value will be invested in any one investment, and (ii) the Fund's portfolio will comprise a minimum of 50 Positions (Long and Short) at any one time, however the Fund may fall outside these boundaries from time to time.

Accordingly, it is not intended that the Fund will have any material asset (being over 10% of the Net Asset Value of the Fund). Each of the above will be judged as at the time the investment is made.

Leverage

Leverage is a tool which may be utilised by the Fund to magnify exposures beyond the assets available to the Fund by increasing the level of investible assets. The Fund may from time to time use Leverage (by borrowing money or securities or through the use of Derivatives). Derivatives may have the same effect as borrowing as it allows the Fund's assets to have a larger economic exposure. The use of Leverage could enhance returns, although it may also increase losses and the volatility of returns (see the worked example below). The Fund may also borrow cash for short term liquidity purposes.

There is no specific limit to the extent to which the Fund can use such Leverage. The Manager anticipates the Gross Exposure will not exceed 200% of the Fund's Net Asset Value (including any Leverage embedded in the Intermediate Vehicles). Leverage is a means by which Gross Exposure can be increased above 100%. There is typically no other Leverage embedded in the underlying assets of the Fund, other than Leverage embedded in holdings of listed equity and bonds. Any Intermediate Vehicle that utilises Leverage will do so within the framework described above.

Sources of Leverage

Borrowing of monies and securities is typically sourced from the Prime Brokers. There is no specific limit to the amount that can be borrowed from the Prime Brokers, subject to the overall range of Leverage usage as well as the Fund's ability to satisfy the Prime Broker's collateral requirements. See **Sections 5.1** and **9.2** for more details regarding the Prime Brokers and risks associated with the use of the Prime Brokers.

Derivatives are typically sourced from Derivative counterparties such as the Prime Brokers, investment banks and brokers. These counterparties are licensed by their local regulatory authority however may not be typically prudentially regulated. Exchange traded Derivative transactions are cleared through an exchange, which reduces the counterparty risk that is associated with the use of OTC Derivatives (see Risks in **Section 5.1** for a discussion of counterparty risk).

Worked Example

A worked example of the impact of Leverage on investment returns and losses is set out below.

This example assumes the maximum anticipated level of Leverage, namely a Gross Exposure of 200% of the Fund's Net Asset Value. This example further assumes that the Fund is fully invested. This will mean for each $10,000 invested, the Gross Exposure will be $20,000 (in other words, for every $10,000 invested, the Fund is Leveraged a further $10,000).

- A 1% increase in the return on assets of the Fund results in a 2% increase in return to investors ($200 gain for the Gross Exposure of $20,000); and
- A 1% decrease in the return on assets of the Fund results in a 2% loss to investors ($200 loss for the Gross Exposure of $20,000).

In the above example, if no Leverage were used, the Gross Exposure on $10,000 invested would be $10,000:

- A 1% increase in the return on assets of the Fund results in a 1% increase in return to investors ($100 gain for the Gross Exposure of $10,000); and
- A 1% decrease in the return on assets of the Fund results in a 1% loss to investors ($100 loss for the Gross Exposure of $10,000).

Please note that the above example has been provided for reference purposes only. Any assumptions underlying these examples are hypothetical only.

See **Section 5.1** for risks associated with the use of Leverage.

Collateral

The Fund may use the assets of the Fund as security for any monies and securities borrowed or collateral for Derivatives or Short Selling.

The Fund's obligations to Prime Brokers will be secured by way of a first fixed charge over the assets the Prime Broker has in its custody. In addition, the Fund's obligations to the Prime Brokers in respect of any financing lines and Short Selling facilities will be secured by transferring to the Prime Brokers all rights, title and interest in and to certain of the custodied assets identified for such purposes by the Prime Brokers as collateral. See **Section 9.2** for more details. With respect to exchange traded Derivatives, the exchange does not take similar security however the Fund is subject to initial and subsequent margin calls which are required to be paid by the Fund. See **Section 5.1** for more detail regarding the risks associated with the above.

Derivatives

The Fund may use Derivatives as part of its overall investment strategy, including but not limited to:

- hedging (foreign currency or the downside risk for part or all of the Fund's portfolio);
- investing indirectly where the Manager determines that investing indirectly would, for example, be commercially advantageous, tax efficient or provide a more practicable means of access to the relevant investment;
- short term portfolio management purposes, for example obtaining economic exposure to the market whilst physical exposures are being brought; or
- achieving Leverage for the Fund's portfolio (see above).

The Fund may utilise any type of Derivative, including exchange traded derivatives such as Futures and Options and OTC Derivatives such as Swaps, Options and Forward contracts (for example over currencies).

Derivative Counterparties

The Manager engages reputable and regulated investment banks and brokerage firms as Derivative counterparties after conducting due diligence on factors such as their regulatory status, past disciplinary actions and compliance systems. For the Prime Brokers, further due diligence is conducted (for example on their credit risk). The Fund conducts a detailed legal review of relevant agreements (including with a view to protecting against counterparty risk).

See **Section 5.1** for risks associated with Derivatives. Also see "Collateral" above for information regarding the risk of providing collateral.

Short Selling

Short Selling is a strategy that aims to generate returns from the fall in value of an investment. The Fund utilises Short Selling with a view to producing investment returns. Short Selling may also be used to protect investment returns.

The Fund may Short Sell Equities and other investments. Short Selling involves selling borrowed Equities and/or other investments with the intention of buying them back at a later date at a reduced price. For example, the Fund may borrow a share and sell that

share for $100. If the price of that share decreases to $80, then the Fund will make a profit of $20 when it buys that share and returns it to the person the original share was borrowed from. On the other hand, if the price of the share increases to $110, then the Fund will make a loss of $10. Short Selling may be achieved physically (as described above) or through the use of Derivatives.

There is no specific limit to the extent to which the Fund can Short Sell, however, portfolio risk is closely monitored. The Manager manages the Fund so that its Net Exposure is typically between 20% and 80% of the Fund's Net Asset Value. Short Selling is one of the ways that the Fund can reduce its Net Exposure. Any Intermediate Vehicle that utilises Short Selling will do so within the framework described above.

Refer to **Section 5.1** for the risks associated with Short Selling.

Refer to **Section 4.4** for information about how the risks of Short Selling will be managed.

Liquidity

The Manager reasonably expects to be able to realise at least 80% of its assets, at the value ascribed to those assets in calculating the Fund's Net Asset Value, within 10 days.

Key Dependencies

The key dependencies underpinning the investment strategy is the research, analysis, skill and experience of the Manager as well as the movement in the prices of investments. With the investment techniques available to the Fund, the Fund aims to generate "alpha" on each investment—that is, generating a profit which is not dependent on the general movements of the market (eg market conditions or interest rates) but rather on the skill of the Manager. The Fund is not tied to performing to a particular stock market index or benchmark.

Key Risks

See **Section 5.1** for key risks associated with the investment strategy.

4.3. Hedging

The Fund will be exposed to fluctuations in certain foreign currencies. The Manager may make use of foreign exchange hedging with the aim of reducing the effects of currency movements on the return profile of the Fund. It may not always be possible to hedge all foreign currency exposures and there is no guarantee that any hedging will be successful. The Manager may elect to leave all or part of the Fund unhedged to foreign exchange movements.

The Manager may also hedge the exposure of other investments of the Fund against investment loss, but is not obliged to do so. There is no guarantee that any hedging will be successful. The cost of implementing hedging may be significant. See **Section 5.1** for risks associated with hedging.

4.4. Risk Management Strategy

The Manager has risk management processes in place including an investment methodology of diversification and limited exposure to certain investments, hedging, actively monitoring the Fund's exposure and liquidity, undertaking due diligence where practicable on investments and obtaining expert external accounting, legal and tax advice. The Portfolio is regularly monitored and reviewed. There is no single measure of market and risk exposure that the Manager utilises. Short Selling gives rise to specific risks (see **Section 5.1**). These risks are managed as part of the risk management processes described above, in particular through continuously reviewing the portfolio. Counterparty risks associated with OTC Derivatives and associated with the Prime Brokers are managed by reviewing the open Positions to assess the quantum of exposure and monitoring the credit risk associated with each.

The Manager's risk management process also includes a comprehensive compliance framework. This framework includes compliance policies, training, monitoring and maintaining a compliance plan and a Compliance Committee. The compliance plan sets out how the Manager will ensure compliance with both the Corporations Act and the Constitution. The Compliance Committee comprises a majority of independent members with appropriate expertise. It monitors the Fund's adherence with the compliance plan. The independent members of the Committee are highly experienced and qualified individuals and are responsible for monitoring all of the Manager's registered schemes. The compliance plan is audited externally on an annual basis. The Manager has a compliance team, the head of which reports directly to the Board. The Manager also segregates the Manager's staff that make investment decisions from those that are responsible for administering the Fund.

The Manager maintains business continuity and disaster recovery plans. The accounting role for the Fund is performed by the Administrator, an independent third party. The financial statements are audited annually.

4.5. Changes to the Investment Objective and Strategy

The Manager may change at any time the investment objective and strategy to meet current market conditions. Where a change is not materially adverse to Unit Holders the information may be made available at: www.ellerstoncapital.com. Otherwise Unit Holders will be given 30 days written notice.

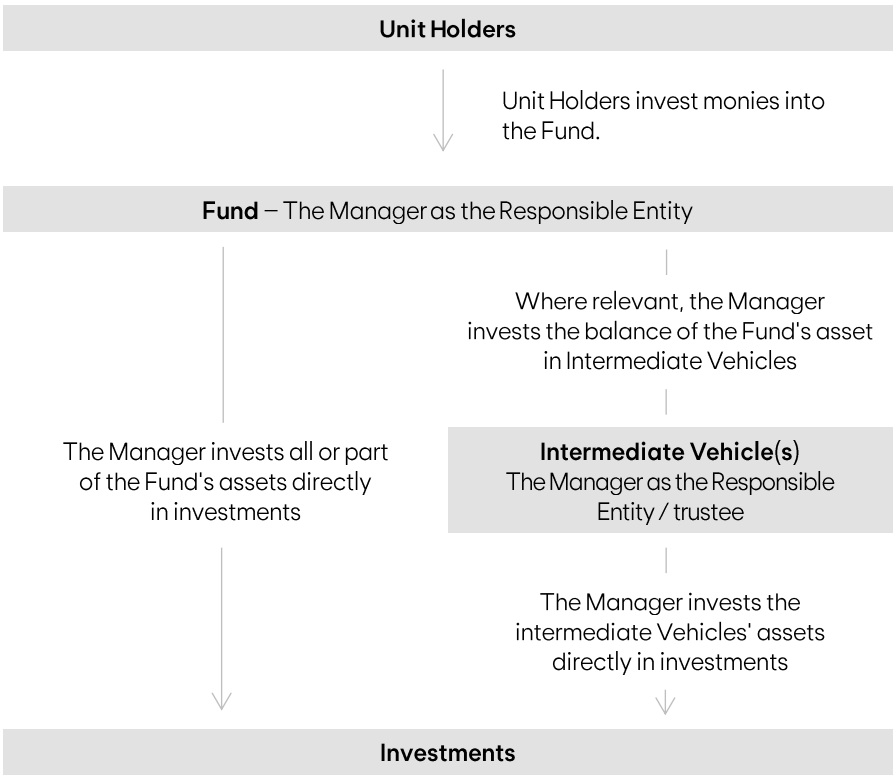
4.6. Fund Structure

The Fund is an Australian unit trust registered as a managed investment scheme under the Corporations Act. The Fund invests directly and may invest through other managed investment schemes (both registered as such under the Corporations Act and un-registered schemes) of which the Manager is responsible entity/trustee (Intermediate Vehicle(s)). For example, the Fund may obtain exposure to Australian listed equities by investment in the Manager's Australian listed equities fund. This minimises transaction costs for investors in both funds. The Manager will waive or set off additional management and performance fees payable to it in respect of such investments so that Unit Holders only bear the fees set out in **Section 6**. The Manager does not anticipate investing through other Intermediate Vehicles of which it is not responsible entity/trustee.

The Manager will ensure that less than 35% of the Fund's assets are invested in one or more "hedge funds" (as defined by ASIC Regulatory Guide 240).

Investment Structure

The diagram below indicates how the Fund invests directly in underlying investments and indirectly through Intermediate Vehicles.



4.7. Key Service Providers to the Fund

Role	Provider	Key Functions
Responsible entity and Manager	Ellerston Capital Limited	Responsible entity of the Fund and responsible entity or trustee of the Intermediate Vehicle(s). Managing the Fund's investments (and investments of Intermediate Vehicle(s)). See **Section 2**.
Prime Brokers and Custodians	Morgan Stanley International & Co PLC Goldman Sachs International	Hold custody of the Fund's assets. Clearing and settlement facilities. Provide credit facilities, margin financing, stock borrowing and foreign exchange facilities. Brokerage and dealing for the purposes of executing transactions.

		See **Section 9.2**.
Administrator	State Street Australia Limited	Investment accounting, fund accounting and net asset value calculations.
Registrar	Automic Group	Investor services and fund registry.
Custodian	State Street Australia Limited	Hold custody of Fund's assets.
Auditor	Ernst & Young	Auditing annual financial accounts and the Fund's compliance plan.

Each Key Service Provider has entered into a service agreement which sets out the Key Service Provider's obligations to the Fund. The Manager monitors the performance of the Key Service Providers on an ongoing basis to determine their compliance with service agreement obligations (eg receiving compliance attestations).

Except with respect to the use of Intermediate Vehicles, there are no related party relationships within the above structure. All arrangements are on an arms' length basis. All entities described in this section, other than the Prime Brokers and Custodians, have a registered office in Australia.

See **Section 5.1** for risks relating to the above, in particular counterparty risks. For more information regarding the Prime Brokers see **Section 9.2**.

4.8. Classes of Units in the Fund

The Manager has previously issued other Classes of Units in the Fund. These Classes of Units are not available for purchase under this PDS and have been closed to additional investment.

All Classes invest in the same portfolio of assets and rank equally with GEMS Units with respect to redemptions, distributions and on winding up. These other Classes may have different arrangements with respect to liquidity, fees and minimum holdings, to reflect the differing nature of investors in those Classes.

The Fund may issue additional Classes of Units in the future, with the same or different terms to the existing Classes.

5. Risks

An investment in the Fund entails risks. There can be no assurance that the Fund's investment objective will be achieved. Investors should consider any investment in the Fund as a supplement to an overall investment portfolio and should invest only if they are willing to undertake the risks involved. Unit Holders in the Fund could lose some or all of their investment in the Fund.

Investors should consider the following risks in determining whether an investment in the Fund is suitable for them. They should seek professional advice before investing. The summary below is a guide only and not an exhaustive list of all the risks of investing in the Fund.

5.1. Risks Applicable to the Fund

General Investment Risk

The investment returns of the Fund may be subject to general economic (including interest rates, unemployment, inflation and economic growth) and market conditions and government policies.

The value of the Fund's investments can fall due to operational and financial circumstances such as circumstances affecting an investment's underlying businesses (including their level and availability of debt and interest rates), their profits, earnings and cash flows.

Counterparty and Key Service Provider Risk

Default by any of the Fund's counterparties or Key Service Providers (e.g. Prime Brokers and Custodians) may cause losses to the Fund. The Fund's investments may be borrowed, lent or otherwise used by the Fund's prime brokers and custodians. Any cash which a Prime Broker and Custodian receives on the Fund's behalf will not typically be subject to the client protections conferred by relevant laws. The Fund will rank as an unsecured creditor to the Prime Broker and Custodian in case of their insolvency. Accordingly, the Fund may not be able to recover equivalent assets in full should the Prime Brokers and Custodians become insolvent. Counterparties and Key Service Providers may also hold security over the Fund's assets so that they rank ahead of Unit Holders in recovering the assets of the Fund. The Manager will seek counterparties and Key Service Providers which have a low risk of defaulting, although these risks cannot be eliminated entirely. See **Section 9.2** for further details regarding the Prime Brokers and Custodians.

Derivatives

The Fund may use Derivatives, directly or indirectly, for Hedging purposes and/or for investment purposes. The value of a Derivative is derived from the value of an underlying asset. This involves basis risk as the value of a Derivative may not move perfectly in line with the physical security. Therefore, the Derivative positions cannot be expected to perfectly hedge the risk of the physical security. Other risks associated with Derivatives may include:

- loss of value because of a sudden price move, or because of the passage of time;
- potential illiquidity of the Derivative;
- the Fund being unable to meet payment obligations as they arise;
- potential for leverage risk;
- the counterparty to any Derivative not being able to meet its obligations under the contract; and
- significant volatility in prices.

The Manager does not guarantee that the Fund's Derivatives strategy will be successful. Refer to **Section 4.2** for more details about how Derivatives are used and the risks set out in "Leverage and Borrowing" below. The use of Derivatives also gives rise to counterparty risks as set out below.

Short Selling

The Fund may undertake Short Selling either directly by borrowing securities or through the use of Derivatives. There is no specific limit to the extent to which the Fund can Short Sell. Short Selling has the potential to cause losses that are large in proportion to the money invested (or unlimited losses). Refer to **Section 4.2** for more details about how the Fund uses Short Selling. The use of Short Selling also gives rise to counterparty risks as set out above. If securities are borrowed, there is no guarantee that the Fund will be able to buy the security at a price that would generate a positive return or buy sufficient amounts of the security to satisfy the Fund's obligations to return securities to the entity that lent them the security. This could cause loss to the Fund.

Past Performance and History

There can be no assurance that the Fund will achieve its investment objective. The Fund's past performance information should not be relied upon as (and is not) an indicator of future performance.

Manager Risk

The success of the Fund depends upon the ability of the Manager to identify investment opportunities that achieve the Fund's investment objective. The Manager's investment strategy may not be successful in meeting the Fund's investment objective and the Manager may not be successful in identifying investment opportunities. The Manager may lose key personnel (see **Section 2**) which could impact on its ability to continue to implement the Fund's investment strategy.

Foreign Investment and Emerging Markets Risk

The Fund may, through its foreign investments (including emerging markets) and exposure to foreign currencies, have exposure to risks not usually associated with investing in Australia and other developed markets such as political, social and economic instability, difficulty in enforcing legal rights, unforeseen taxes and less stringent regulatory protections, reporting and disclosure. These factors may affect the value of the Fund, volatility of the Fund's returns and liquidity of the Fund's investments.

Valuation

Investments may not have a readily ascertainable market price and may have valuations that differ from their true and actual realisation value. Adjustments may be made having regard to what the Manager considers to be fair value for those assets. Further adjustments may be made on the basis of a number of matters including contingencies such as litigation expenses and fee waivers, deferrals and accruals. Redemptions and applications for Units (and the calculation of fees) may occur on the basis of these valuations.

Currency Risk and Hedging

Foreign exchange fluctuations may have a positive or adverse impact on the investment returns of the Fund. The Fund's foreign currency exposure may be over or under hedged or not hedged at all. It may not always be possible to hedge all foreign currency exposures and there is no guarantee that hedging will be successful.

The Fund may also hedge the exposure of the other investments in the Fund against investment loss, but is under no obligation to do so. There is no guarantee that any hedging will be successful. The cost of implementing hedging may be significant.

Leverage and Borrowing

The Fund may borrow money to invest and may invest in Derivatives that have the same effect as borrowing. This could enhance returns, although it may also increase losses. Borrowing or Leverage may produce more volatile returns compared to investing without making use of borrowing or Leverage. Refer to **Section 4.2** for further details.

There is no specific limit to the extent to which the Fund can use Leverage. The amount of money or securities borrowed by the Fund or invested in Derivatives at any point in time may be substantial. If the Fund were forced to liquidate its portfolio by a lender or a counterparty on short notice this could result in significant losses to Unit Holders. The cost of borrowing or Leverage may be significant.

The lack of available Leverage may impact on our ability to implement the Fund's investment strategy.

Regulation

Regulation of the Manager, the Fund and its investments may change which may impact on the investment returns and nature (e.g. ability to trade investments internationally, use Leverage or prohibitions on Short Selling) of the Fund.

Tax

The taxation of the Manager, the Fund and its investments is complex and dependent on the taxation laws and the manner in which these are interpreted and administered by the government agencies and courts. The relevant taxation laws and the manner in which they are interpreted and/or administered by the government agencies and courts may change. Such changes may impact on the investment returns and their character. See **Section 8** for further details.

Class Risk

The Fund has issued separate Classes of Units and creditors of one Class may seek to claim reimbursement from the assets of the other Classes in case of a shortfall of assets in the Class against which they are claiming.

Redemption and Liquidity Risk

Redemptions from the Fund may be limited in the situations described in **Section 7.2**. The Fund may not be able to promptly liquidate some of its investments at an amount close to their fair value, or liquidate them at all. This would cause losses to the Fund or reduce the ability of Unit Holders to redeem from the Fund.

Distributions

The Fund is not designed for Unit Holders seeking regular income payments. While the Fund must pay its distributable income each year, there is no guarantee that there any income will be generated. In certain circumstances, Unit Holders may be liable for tax on distributions even if they have not received any distribution in cash.

Pandemic Risk

The impact of pandemics may have adverse implications on the Fund's ability to achieve its investment objectives.

5.2. Risk Management

See **Section 4.4** above for information about the Manager's risk management strategies.

6. Fees and Other Costs

Consumer Advisory Warning: The warning below is required by law.

Did you know?

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

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

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower fees. Ask the fund or your financial adviser.

To Find Out More

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

This section shows fees and other costs that you may be charged. These fees and costs charged may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole.

Taxes are set out in **Section 8** of this PDS.

You should read all of the information about fees and costs because it is important to understand their impact on your investment.

If you are investing indirectly through an IDPS, you will need to consider the fees and other costs of the IDPS when calculating the total cost of your investment.

6.1. Fees and Other Costs

Ellerston Global Equity Managers Fund – GEMS C Units		
Type of Fee or Cost	Amount[1,2]	How and When Paid
Ongoing annual fees and costs		
Management fees and Costs The fees and costs for managing your investment.	**Management fee** 1.50% p.a. of the Net Asset Value of GEMS Units.	Calculated and accrued monthly on the Net Asset Value of the GEMS Units and paid from the Fund monthly in arrears. The Management Fee is reflected in the GEMS Unit price. The amount of this fee may be negotiated with the Manager. Refer to **Section 6.2** for more details.
	Expenses Estimated to be 0.50% p.a.	Calculated and accrued monthly and paid from the assets of the GEMS Units when the amounts are due. These expenses are reflected in the GEMS Unit price. Refer to **Section 6.2** for more details.
	Indirect costs Estimated to be 0.04% p.a.	Indirect costs are variable and are deducted from the assets of the Fund. These costs are not charged separately and are not paid to the Manager. Refer to **Section 6.2** for more details.
Performance fees Amounts deducted from your investment in relation to the performance of the product.	16.50% of the increase in the Net Asset Value of each GEMS Unit above the High Water Mark. Estimated to be 0.37% p.a. of the Net Asset Value of each GEMS Unit.	Calculated and accrued monthly and paid from the Fund half yearly in arrears. This fee is paid subject to the High Water Mark being met for the relevant period. The performance fee is reflected in the GEMS Unit price. Refer to **Section 6.2** for more details.
Transaction costs The costs incurred by the scheme when buying or selling assets.	Estimated to be 1.45% p.a. of the Net Asset Value of GEMS Units.[3]	Paid out of the Fund's assets when the costs are incurred and reflected in the GEMS Unit price. The amount shown is net of any transaction costs recovered from investors via the Buy/Sell Spread. Refer to **Section 6.2** for more details.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)		
Establishment fee The fee to open your investment.	Nil.	Not applicable.
Contribution fee The fee on each amount contributed to your investment.	Nil.	Not applicable.
Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme.	0.25% of the application / redemption amount (as applicable).	The Buy/Sell Spread is deducted from the application amount received from, or the redemption amount to be paid to, applicants and withdrawing Unitholders respectively at the time of the relevant application or redemption.
Withdrawal fee The fee on each amount you take out of your investment.	Nil.	Not applicable.
Exit fee	Nil.	Not applicable.

The fee to close your investment.		
Switching fee The fee for changing investment options.	Nil.	Not applicable.

*[1]All fees set out in this **Section 6** are inclusive of the net effect of Goods and Services Tax (GST) (i.e. includes GST net of input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances.*

[2]Fees in this PDS can be individually negotiated if you are a 'wholesale' client under the Corporations Act. If you invest via an IDPS, the operator may have negotiated a lower fee which may be passed onto you. Please contact your IDPS operator for further details.

[3]Transaction costs are shown net of any amounts recovered by the Fund from the Buy/Sell Spread charged to transacting investors. Refer to Section 6.2 "Buy/Sell Spread" for more details.

6.2. Additional Explanation of Fees and Costs

GST

All fees set out in this **Section 6** are inclusive of any applicable Goods and Services Tax (GST) and net of input tax credits (unless otherwise stated). The Fund may not be entitled to claim an input tax credit in all instances.

Management Fees and Costs

The management fees and costs are comprised of the ongoing Management Fee, indirect costs and expenses.

Management Fee

The Management Fee is 1.50% p.a. of the Net Asset Value of the GEMS Units ($1,500 per $100,000). The Management Fee is the fee we charge for overseeing the operations of the Fund and managing the assets of the Fund. The Management Fee is payable monthly in arrears. The Management Fee is reflected in the GEMS Unit price. The Management Fee may be individually negotiated if you are a 'wholesale client' under the Corporations Act by contacting Ellerston Capital on (02) 9021 7701 or your financial adviser.

Indirect Costs

Indirect costs are certain costs which we reasonably estimate will reduce, directly or indirectly, the Fund's return. Indirect costs may include underlying investment manager fees and costs and certain derivative costs. If any indirect costs are incurred, they would be reflected in the GEMS Unit price of the Fund and would not be charged to you as a fee nor retained by us.

Based on the information available to us as at the date of the PDS and having regard to the past financial year, the Manager estimates the indirect costs of the Fund to be 0.04% p.a.

Expenses

All costs or general expenses reasonably and properly incurred in the proper performance of its duties by us in connection with the management of the Fund are payable out of the Fund. We are responsible for providing all office personnel, office space and office facilities required for the performance of its services. The Fund bears all other expenses incidental to its operations, including, but not limited to, fees payable to the Fund's service providers (e.g. administrator and custodian); taxes imposed on the Fund or us (in our capacity as responsible entity of the Fund); governmental charges and duties; the Fund's advisers (e.g. legal, accounting and audit); and printing and distributing the PDS, subscription materials, marketing materials and any reports and notices to Unitholders or prospective Unitholders. The total of these ongoing expenses is estimated to be 0.50% p.a. The Fund may also incur unanticipated expenses arising from its business, such as litigation and indemnification expenses. Government fees, duties and bank charges may also apply to investments and redemptions and be deducted from application monies or redemption proceeds.

All costs or expenses incurred (or that will be incurred) by us in connection with the offer of Units are payable out of the Fund and we may choose to include in the assets of the Fund deferred establishment costs for Unit pricing purposes.

Performance Fee

The Manager will be paid a Performance Fee of 16.50% of the increase in the Net Asset Value of each GEMS Unit (adjusted as set out below) above the High Water Mark for the GEMS Units, calculated and payable half yearly in arrears (at the end of June and December) (**Calculation Period**).

Based on the Fund's average performance fee for the past five financial years, the Manager estimates the Performance Fee to be 0.37% p.a. ($370 per $100,000).

The Performance Fee is only paid where the price of GEMS Units exceeds the High Water Mark for the GEMS Units, which in respect of a date, is the greater of:

- the highest Net Asset Value per GEMS Unit as at the last day of the last period for which a Performance Fee was last paid or payable for GEMS Units; and
- the issue price of the first GEMS Units under this PDS.

Any distributions paid or payable to GEMS Unit Holders since the last time the High Water Mark for the GEMS Units was set will be included as part of the increase in the Net Asset Value per GEMS Unit. The Net Asset Value per GEMS Unit is calculated after deducting Expenses and Management Fees but before any accrued Performance Fees. Adjustments may be made for capital restructures.

If GEMS Units are redeemed other than for the end of a Calculation Period, the Performance Fee will be paid as if the redemption had occurred for the end of the Calculation Period.

The Manager has no obligation to restore to the Fund any Performance Fees previously earned and paid, notwithstanding a loss in a subsequent period. If the Fund is terminated as of a date other than the last day of a Calculation Period, then the Performance Fee due to the Manager will be calculated on the basis of the Fund's performance over the period from the last Performance Fee computation (or the first issue of GEMS Units, as the case may be) through to the termination date.

The Manager may elect to receive part of its Management Fee and/or Performance Fee in the form of Units in the Fund. Any Units issued to the Manager will be at the issue price for those Units applicable at that time. No Buy/Sell Spread will be payable on the issue of these Units.

The Performance Fee can be individually negotiated if you are a 'wholesale client' under the Corporations Act by contacting Ellerston Capital on (02) 9021 7701 or your financial adviser.

Worked example of performance fee

The example that follows is for the purpose of illustrating how Performance Fees may be calculated only.

The Net Asset Value per GEMS Unit held at the beginning of the period is $1 and six months later is $1.01 and you held 10,000 GEMS Units during this period.

The Performance Fee is 16.50% x $10,000 x ($1.01-$1.00) = $16.50.

For each $10,000 that you have invested in GEMS Units at the beginning of the period, you would have earned $100 and be charged $16.50 in Performance Fees.

This example assumes the High Water Mark for the GEMS Units is $1 and hence the Net Asset Value per GEMS Unit exceeds the High Water Mark for the GEMS Units.

Importantly, the investment return of the GEMS Unit is for illustrative purposes only and is not an indicator of future performance.

Future performance may differ from that used in this example.

Transaction Costs

Transaction costs are costs of buying and selling the Fund's assets. Transaction costs such as brokerage, settlement costs and clearing costs may be incurred as a result of changes in a Fund's investment portfolio. Transaction costs may vary year to year as the turnover in the underlying assets may change substantially as investment and market conditions change. Transaction costs are deducted from the assets of the Fund as they are incurred and reflected in the GEMS Unit price. They are not charged to Unitholders as an additional fee.

Based on the past financial year, the Manager estimates the total transaction costs for the Fund to be 1.51% p.a. of the Net Asset Value of the Units. The Manager estimates that 0.06% to be recouped via the Buy/Sell Spread. The Manager estimates the transaction costs, net of amounts recovered by the Buy/Sell Spread, to be 1.45% p.a. of the Net Asset Value of the GEMS Units which is an additional cost to Unitholders deducted from the assets of the Fund.

The transaction costs set out in **Section 6** of the PDS are net of any amount recovered by the Buy/Sell Spread.

Buy/Sell Spread

We may charge a Buy/Sell Spread. An amount equal to 0.25% is effectively deducted from the Unitholder's application and redemption monies. For example, if you invested $100,000 in the Fund, the cost of your Buy Spread would be $250. This amount is paid to the Fund on account of our estimate of costs associated with buying and selling assets represented by the relevant application or redemption and is not paid to us. Such costs are, however, an additional cost to you and will impact on the return on your investment. Such costs could include estimated brokerage and stamp duties, taxes and other charges and expenses from buying or selling Fund investments. The amount is paid so as to mitigate any unfairness from an application or redemption affecting other Unitholders. No buy spread is payable on the initial issue of Units. Management fees and costs do not include the Buy/Sell Spread. We may vary the Buy/Sell Spread from time to time and prior notice will not ordinarily be provided. Any changes to the Buy/Sell Spread will be posted on our website www.ellerstoncapital.com.

Fee Waiver or Deferral and Issue of Units

Ellerston Capital, in its sole discretion, may waive or defer the payment of all or part of its Management Fee and/or Performance Fee either generally or for certain Unitholders. Ellerston Capital may, where permitted under the law, charge fees on a different basis to certain associates of us and Unitholders that are 'wholesale clients' (as defined under the Corporations Act) or who make a substantial investment in the Fund or other of the Manager's investment products. We may elect to receive part of its Management Fee and/or Performance Fee in the form of Units in the Fund. Any Units issued to us will be at the Application Price for those Units applicable at that time.

Fee Maximums and Changes to Fees

The Constitution sets out the maximum fees that we can charge. The maximum Contribution Fee and Withdrawal Fee is 5.125% each. The Manager has determined that at this stage it will not charge these fees. The maximum Management Fee is 5.125% per year and the maximum Performance Fee is 20.5%. We will not charge these maximums and instead will charge the fees shown in **Section 6.1**. We may elect to change these fees (e.g. due to changes in economic conditions and size of the Fund) but if we do we will provide you with at least 30 days' written notice of any increase.

Distributor Remuneration

The Fund's distributors may receive a commission from the Management Fee. Commissions are incorporated into the Management Fee and are paid by us and are not an extra amount paid from the Fund nor are they an amount the Unitholder pays.

We may provide additional remuneration and other benefits to distributors indirectly by paying them additional amounts (such as marketing support payments) and/or non-monetary benefits (such as business and technical support, professional development services and conferences). If these amounts or benefits are provided, they are payable out of the fees and costs we are entitled to receive and are not an additional cost to you.

Adviser Service Fee

You may agree to pay your adviser a fee for any financial advice that they provide to you. However, these are separate any fees we charge in respect of your investment in the Fund, as set out in the table above.

6.3. Example of annual fees and costs for the Fund

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

Example – Ellerston Global Equity Managers Fund – GEMS C Units		Balance of $50,000 with a contribution of $5,000 during year[1]
Contribution fees	Nil.	For every additional $5,000 you put in, you will be charged $0.
PLUS Management fees and costs	**Management fee** 1.50% p.a. **Estimated expenses** 0.50% p.a. **Estimated indirect costs** 0.04% p.a.	**And**, for every $50,000 you have in the Fund you will be charged or have deducted from your investment **$1,020** each year.
PLUS Performance fees	0.37% p.a.	**And**, you will be charged or have deducted from your investment **$185**[2] in performance fees each year.
PLUS Transaction costs	1.45% p.a.	**And**, you will be charged or have deducted from your investment **$725** in transaction costs.
EQUALS Cost of Fund		If you had an investment of $50,000 at the beginning of the year and you put in an additional $5,000 during that year, you would be charged fees and costs of: **$1,930[1]** **What it costs you will depend on the fees you negotiate with the Fund, your IDPS operator or financial adviser, as applicable.**

[1]This example assumes the $5,000 contribution occurs at the end of the first year, therefore all fees and costs are calculated using the $50,000 balance only. Please note that this example does not capture all the fees and costs that may apply to you such as the Buy/Sell Spread.

[2]This example includes a performance fee estimate of 0.37% p.a. Past performance is not a reliable indicator of future performance. In particular, the performance fee payable (if any) will depend on the performance of the Fund and any estimated or past performance fee is not a reliable indicator of future performance fees of the Fund.

Please note that this is just an example. In practice, your investment balance will vary, as will the Fund's fees and costs. Fee rebates may be individually negotiated with wholesale clients (as defined in the Corporations Act).

We may change the fees set out on this section (e.g. due to changes in economic conditions and size of the Fund) without the Unitholder's consent and Unitholders will be provide at least 30 days' written notice of any increase in these or other fees.

7. How the Fund Works

7.1. How to Apply

To invest in the Fund you must complete the accompanying Application Form.

Applications and application amounts must be received by the Registry by 2:00pm (Sydney time) on the last Business Day of the month, unless otherwise agreed by the Manager in its absolute discretion. Applications received after the cut-off time will generally be processed the following month. The Manager may from time to time allow additional times for accepting applications. Additional Application Forms may be obtained from the Registry or by telephoning the Manager on (02) 9021 7701 or emailing info@ellerstoncapital.com.

Minimum Investments

The minimum initial investment amount is $10,000 and the minimum additional investment amount is $1,000. The Manager may in its absolute discretion waive or vary these minimum requirements.

Issue Price

The issue price of GEMS Units will be the Net Asset Value per GEMS Unit as at the last Business Day of the relevant month, plus the Buy/Sell Spread.

Application Acceptance and Interest

To ensure the Fund remains efficient and competitive, the Manager may in its absolute discretion reject or decline to accept applications (in part or in full) and may close a Class or the Fund to further investment where it believes the relevant Class or the Fund has reached capacity.

Any interest payable on application amounts will accrue to the benefit of the Fund. Application amounts paid in respect of rejected or any scaled back portion of applications will be returned to applicants without interest.

Issue of Units

The number of GEMS Units issued to an applicant will be equal to the application amount divided by the issue price.

7.2. How to Redeem

Unit Holders may make a request to redeem their GEMS Units by giving written notice to the Registry. Redemption requests must be received by the Registry prior to 5:00pm (Sydney time) 30 days (or such lesser period as the Manger may determine) before the last Business Day of each calendar month (Redemption Valuation Date). The Manager may from time to time allow additional times for accepting redemptions.

Minimum Redemption Amount

The minimum redemption amount is 8,000 Units unless otherwise approved by the Manager. Redemption requests may be refused or a Unit holder's Units may be redeemed in its entirety if the processing of a redemption request would result in the Unit holder holding less than 8,000 Units.

Redemption Price

The redemption price for a GEMS Unit will be its Net Asset Value per GEMS Unit as at the Redemption Valuation Date, less the Buy/Sell Spread. The Manager expects that redemptions will be processed and typically paid within 25 days of the Redemption Valuation Date, however, in certain circumstances, redemptions may take longer. The Constitution provides that it may take up to 120 days from the Redemption Valuation Date to calculate your redemption price or pay your redemption proceeds. This is because the ability to fund a redemption is generally dependent on the ability of the Fund to realise its investments. In some circumstances, redemptions may also be suspended as set out below.

Restrictions on Redemptions

If the Fund is "liquid" (as defined in the Corporations Act), no redemptions, or payment of redemption proceeds are permitted where the calculation of the Net Asset Value or redemptions are suspended. Suspensions may occur for up to 120 days including where:

- it is impracticable or impossible for the Manager to calculate the Net Asset Value of the Fund, for example because of financial market disruptions or closures;
- the payment of redemption proceeds involves realising a significant portion of Fund assets which would, in the opinion of the Manager, result in remaining Unit Holders bearing a disproportionate amount of tax or expenses, or suffering any other disadvantage or diminution of the value of Units held;
- the Manager reasonably considers it to be in the interests of Unit Holders, or it is otherwise permitted by law; or
- where the Manager receives redemption requests of an aggregate value that in its reasonable estimate exceeds 25% of the Fund's net assets.

Unit Holders will be notified in writing of any material changes to their redemption rights.

Where the Fund is Not Liquid

The redemption process, including the calculation of the redemption price, described above applies only when the Fund is 'liquid' (as defined in the Corporations Act). If the Fund is no longer liquid, Units may only be redeemed under a redemption offer made to all Unit Holders in the Fund, in accordance with the Constitution and the Corporations Act. Unit Holders will be notified in writing of any material changes to their redemption rights.

7.3. Transfers

You may not sell or transfer (or agree to do so) any Units to another person without our prior written consent. We may impose certain terms and conditions or delay or withhold our consent.

To apply, complete and send to the Registry the transfer document. This is available from the Registry. If you do not obtain our consent, we may compulsorily redeem the relevant Units.

The sale or transfer of Units will have tax consequences. Stamp duty may also be payable unless an exemption applies. You should obtain tax and stamp duty advice before requesting a transfer.

7.4. Distributions

The distribution policy of the Fund is to distribute (when available) as soon as practicable after each 30 June (or otherwise as determined by the Manager) the net income of each Class in the Fund. Distributions from each Class in the Fund may comprise income and/or capital as determined by the Manager under the Fund's Constitution. We may also distribute additional amounts at other times. There is no guarantee that any income will be generated.

Distributions are calculated based on the number of Units in the relevant Class held as at the end of the distribution date (e.g. 30 June). Your distribution entitlement is not pro-rated for the duration of your investment during the year.

You can elect to reinvest distributions. Distributions will be reinvested in the Class of Units from which the distribution was derived. If you do not make a choice, distributions from the GEMS Units will be automatically reinvested in further GEMS Units. Unitholders should review their distribution election to ensure that their election accurately reflects their current investment objectives and to avoid any delays in processing of distribution payments. Unitholders may not elect to have a fixed number of Units or a percentage of their distribution reinvested in the Fund. Such GEMS Units will be issued at the relevant Net Asset Value per GEMS Unit (with no Buy/Sell Spread). If you hold other Classes of Units in the Fund, any election you make with respect to GEMS Units will apply to your other classes of Units.

7.5. Net Asset Value of Units

The Net Asset Value for a Unit of a Class is the total value of trust property less the trust liabilities (calculated in accordance with the Constitution) each referable to that Class, divided by the number of Units on issue in the Class. The key aspects of the valuation policy applied in valuing the Fund's assets are set out below. We may rely upon the valuations or prices supplied by third parties and/or industry standard pricing models for which we will not or are not able to verify the accuracy. The Manager has appointed the Administrator to calculate the net asset valuations of the Fund.

We have established separate Class accounts for each Class of Units in the Fund. Amounts which are referable to each Class (as determined by us in accordance with the Constitution) will be allocated to the relevant Class. Each Class of Units are invested in the same portfolio of assets.

Units will typically be priced monthly on the last Business Day of each calendar month except where the calculation of the Net Asset Value of the Fund is suspended (refer **Section 7.2** for further details).

Unit prices will be displayed monthly at www.ellerstoncapital.com or can be obtained by telephoning (02) 9021 7701.

The Manager has documented how it intends to exercise unit pricing discretions in a policy document. If a discretion is exercised in a way that departs from the documented policy, a record of this will be kept in an exceptions register. The policy document and any exceptions register will be available to Unit Holders free of charge by contacting the Manager.

Valuation

The key aspects of the Fund's valuation policy are:

Exchange traded assets	Exchange traded securities that are regularly traded are valued at their last traded price. Other investments traded through a clearing firm or through a financial institution will be valued by reference to the most recent official settlement price quoted by that clearing house, exchange or financial institution.
Non-exchange traded assets	Non-exchange traded securities are typically valued at their cost price or the price of the most recent transaction. Other investments that are not dealt in or traded through a clearing firm or an exchange or through a financial institution will be valued on the basis of the latest available valuation provided by the relevant counterparty.
Currencies	Any non-Australian Dollar value will be converted into Australian Dollars at the rate reasonably determined by the Manager.

The Manager may utilise an alternative valuation methodology or principle to those described above if it considers that such valuation would better reflect the fair value of the asset.

7.6. Cooling Off Rights

Unit Holders may have their GEMS Units cancelled and monies returned to them where the Manager receives from them a written redemption request within 14 days of the earlier of confirmation by the Manager of that Unit holder's initial investment in GEMS Units or the fifth business day after that Unit holder's GEMS Units are issued under this PDS. The monies returned will be equal to the price at which GEMS Units could be applied for on the day the Manager receives the redemption request (adjusted for market movements, reasonable transaction and administration costs and any applicable fees and taxes). This cooling off right does not apply for investments under the Fund's distribution reinvestment plan or for wholesale clients (as defined in **Section 761G** of the Corporations Act). Indirect Investors should consult their IDPS operator as to which (if any) cooling off rights may apply.

7.7. Indirect Investors

You may invest indirectly in the Fund through certain investor directed portfolio services, master funds or other portfolio administration services (**IDPS**). The PDS may be used as disclosure to clients and prospective clients of the IDPS.

An Indirect Investor does not become a Unit holder in the Fund. Accordingly, an Indirect Investor does not acquire the rights of a Unit holder or acquire any direct interest in the Fund. The operator or manager of the IDPS acquires these rights (including the right to vote at meetings) and can exercise them, or decline to exercise them, on behalf of the person according to the arrangements governing the IDPS. However, Indirect Investors will have access to Ellerston Capital's complaint resolution procedures to the same extent as if they were a Direct Investor (see **Section 10.5** for further details).

A person who invests in the Fund through an IDPS should ignore information in this PDS that is relevant only for direct investors. This includes to the following:

Applications Form

A person investing in the Fund through an IDPS should not complete the Application Form attached to, or accompanied by, this PDS. An Indirect Investor should complete the application form supplied by the operator of the IDPS. Refer to your IDPS operator for the minimum investment amount that may apply to an investment in the Fund through an IDPS.

Information

An Indirect Investor will not receive statements, tax information or other information directly from the Manager. An Indirect Investor should receive equivalent information from the operator of the IDPS.

Redemptions

Provisions which relate to redemptions from the Fund will apply to the operator of the IDPS and not the Indirect Investor.

Fees and Expenses

Fees and expenses applicable to the IDPS (and set out in the IDPS offer document or client agreement) are payable in addition to the fees and expenses stated in this PDS.

Tax

Taxation consequences of investing in the Fund outlined in **Section 8** do not consider the treatment of Indirect Investors. You should consult your tax adviser in relation to investing through an IDPS.

Cooling Off

Indirect Investors should consult their IDPS operator about what cooling off rights (if any) may apply.

8. Tax Considerations

8.1. General Overview

The taxation environment applying to the investments is currently undergoing substantial reform and may change. Any gains from the Fund's investments and from your investment in the Fund may be treated on revenue or capital account depending on the particular circumstances of the Fund and each investor. This may impact the Fund's and an investor's ability to obtain a discount on the capital gains tax applied on any gains. Under Australian tax law, a holding of Units may give rise to taxable distributions even though investors may not receive distributions in cash to fund the tax liability. The transfer or redemption of GEMS Units involves a disposal, which may have tax implications. Stamp duty may also be payable on the transfer unless an exemption applies. You are not required by law to quote your TFN. However, without your TFN or appropriate exemption information, we are required to withhold tax at the highest marginal tax rate (plus Medicare levy) from income distributions and interest payments made to you.

Investors should obtain independent professional advice in relation to their particular circumstances regarding the taxation consequences of an investment in the Fund before investing.

8.2. Summary of Tax Implications

A summary of the general Australian taxation implications for the Fund and investors in the Fund is set out below. The summary has been prepared on the basis that investors:

- are tax resident in Australia;
- are subject to Australian tax (that is, are not exempt from Australian tax); and
- hold their investments on capital account.

The summary does not consider the tax implications for other taxpayers who hold their investments on revenue account (e.g. banks, life insurance companies, equity traders, etc.).

These comments are of a general nature only and do not constitute tax advice and should not be relied upon as such. Investors should seek their own independent taxation advice about their specific facts and circumstances.

The Fund currently qualifies as a managed investment trust (**MIT**) for Australian tax purposes and it is intended that the Fund will continue to qualify as a MIT. The Fund has also made an election to be an attribution MIT (**AMIT**). The election will apply to the Fund for all income years while the Fund continues to meet certain criteria.

Taxation of the Fund

The responsible entity of the Fund should not generally be subject to tax in respect of the income and gains derived by the Fund in each financial year, provided investors are presently entitled to the income of the trust or, where the Fund is an AMIT, the responsible entity attributes all of the taxable income of the fund to investors in accordance with the AMIT rules and the Constitution each income year. It is noted that, under the AMIT Rules, the cash paid to investors does not need to be equal to amounts attributed to those investors.

The Fund has made an election for deemed capital account treatment to apply to the Fund. This election should continue to apply while the Fund continues to qualify as a MIT.

Where the Fund incurs a revenue loss (which may arise where the Fund makes a loss on investments to which the deemed capital account treatment described above does not apply) in a financial year, the Fund may carry this tax loss forward to offset against future taxable income of the fund, subject to the satisfaction of the trust loss carry forward rules. Any capital losses made by the Fund can be offset against capital gains in the same financial year or carried forward to offset future capital gains. Capital losses are not subject to the tax loss recoupment rules however they cannot offset revenue gains.

Taxation of distributions from the Fund

Resident taxpaying investors will include in their assessable income, their share of the "taxable income" of the Fund or the amount attributed to them by the responsible entity and this will be advised to investors via the annual distribution statement. Where the Fund is an AMIT during an income year, the amount attributed to investors will represent a fair and reasonable attribution of the Fund's taxable income determined by the responsible entity in accordance with the Constitution. The fair and reasonable attribution

may take into account the investor's share of their interests in the Fund and any gains realised by the Fund in order to fund an investor's redemption request.

The responsible entity may be required to withhold tax from distributions in a range of circumstances including for certain payments to non-resident investors.

Cost base adjustments

The cost base of the investor's units in the Fund will generally be the amount the investor paid for the units (including incidental costs of acquisitions and disposals). However, changes to the cost base will be required to be calculated by each of the investors of the Fund on an annual basis. Where the Fund qualifies as an AMIT, broadly, the cost base will increase where the Fund attributes an amount of assessable income (including grossed up capital gains) or non-assessable non-exempt income and the cost base will decrease for amounts of cash distribution to which an investor becomes entitled to or tax offsets attributed to the investor by the responsible entity.

A reasonable estimate of the AMIT cost base net amount will be provided to members as part of the Attribution MIT Member Annual (**AMMA**) statement.

Similarly, where the Fund does not qualify as an AMIT, investors' cost bases should also be required to be reduced where an investor's cash distribution entitlement exceeds their share of taxable income of the Fund.

Where an investor's cost base is reduced to nil, further reductions in the cost base will be taken to be a capital gain for the investors.

Disposal or redemption of units

Resident investors will make a capital gain where the capital proceeds from the disposal or redemption of their units exceeds the cost base of the relevant units. Conversely, a capital loss will arise if the capital proceeds are less than the reduced cost base of the relevant units.

Under current law, where the investor is an individual, an entity acting in the capacity of trustee (conditions apply) or is a complying superannuation fund and the units have been held for more than 12 months, any capital gain arising from disposal or redemption of the units may be reduced by the relevant CGT discount (if applicable).

Annual tax statement

Investors should expect to receive an annual tax statement or, where the Fund qualifies as an AMIT for an income year, an AMMA tax statement for the Fund within 3 months after the end of each financial year. The statement will show the cash distributed and the taxable and non-taxable components and, where the Fund qualifies as an AMIT, a reasonable estimate of any adjustments to the investor's cost base of their units.

Tax File Number (TFN) and Australian Business Number (ABN)

The responsible entity is authorised under Australian tax laws to collect TFNs and ABNs in connection with investments in the Fund.

It is not compulsory for an investor to provide their TFN, but without a TFN (or ABN in some circumstances) or the appropriate exemption information, the responsible entity must withhold tax from distributions (and undistributed amounts to which they are presently entitled) at the 'top rate', being the highest marginal tax rate (plus Medicare levy) until the TFN or exemption is provided.

Investors may prefer to provide an ABN as an alternative to their TFN if their investment is made as part of an enterprise.

Investors who have not quoted their TFN or ABN (or a relevant exemption) will need to claim a credit in their income tax return for the tax withheld (or, if this is not appropriate, they can apply to the Australian Taxation Office (**ATO**) for a refund).

Indirect Investment in the Fund

A Unitholder may invest indirectly in the Fund through an IDPS. In this case, it is the IDPS and not the investor that will be the Unitholder in the Fund.

The nature of the relationship between investors and an IDPS and of the indirect interest held by investors may differ between IDPS depending on the arrangements and terms governing the IDPS.

Investors should seek their own independent advice regarding the effect that holding their investment in the Fund via a particular IDPS has on the applicable income tax (including capital gains tax) treatment.

Reporting

For investors that are considered to be residents of certain countries for tax purposes, we may also be required to obtain additional information and report to the ATO or overseas tax authority each year relevant details relating to their investment, including balance and income received, under rules designed to combat tax evasion in their country of residence for tax purposes.

Foreign Account Tax Compliance Act (FATCA)

The Fund is required to comply with FATCA. FATCA enables the U.S Internal Revenue Service (**IRS**) to identify and collect tax from US residents that invest in non-US entities. To comply with these requirements, we will collect and disclose information about certain

investors such as your US Taxpayer Identification Number to the ATO or IRS. If you do not provide this information, we may be required to withhold tax on any payments made to you.

If the Fund suffers any amount of FATCA tax, neither the Manager nor the Fund will be required to compensate you for any such tax, and the effects of these amounts will be reflected in the returns of the Fund. A credit for such foreign taxes may be available in your jurisdiction of residence. You should seek your own advice in this regard.

9. Material Documents

9.1. Constitution

The Fund is registered as a managed investment scheme under the Corporations Act. The operation of the Fund is governed under the law and its Constitution which addresses matters such as Unit pricing and redemptions and applications; the issue and transfer of Units; Unit holder meetings; Unit Holders' rights to income of the Fund; the Manager's powers, fee entitlement and right to be indemnified from the Fund's assets; and how the responsible entity of the Fund may be changed. The life of the Fund is 80 years less one day, unless the Manager exercises its right to terminate the Fund earlier. The following are some key terms of the Fund's Constitution not explained elsewhere in this PDS.

Compulsory Redemption

The Manager may in its absolute discretion, upon a minimum of three days' notice to a Unit holder, redeem all or a portion of Units held by such Unit holder in its absolute discretion if the Manager believes:

- the Units are held in breach of prohibitions contained in the Constitution;
- the Units are held in circumstances which might result in a violation (including by the Manager) of an applicable law or regulation, or subject the Fund to taxation or otherwise adversely affect the Fund in any material respect;
- the Fund is uneconomical to operate;
- a Unit holder made a misrepresentation in acquiring its Units;
- a Unit holder is a registered holder of less than 8,000 Units; or
- the Manager determines that the continued participation of a Unit holder might cause the Manager or any Unit holder to violate any law or if any litigation is commenced or threatened against the Manager or any Unit holder arising out of the participation by the Unit holder in the Fund.

The Manager's Indemnity and Liability

The Manager is indemnified under the Constitution for all amounts incurred by it in the proper performance of its duties.
The Manager's liability to Unit Holders is limited to the Manager's ability to be indemnified from the Fund subject to the law and the Manager acting without breach of trust, fraud or gross negligence involving a failure to show the degree of care and diligence required of it.

Unit Holder Liability

The liability of a Unit holder to the Fund is generally limited to the amount subscribed, or agreed to be subscribed, for Units and any tax payable in respect of their Unit holding. The effectiveness of these provisions has not yet been determined by an Australian court.

Amending the Constitution

The Constitution may be changed by the Manager where it reasonably considers that the change will not adversely affect Unit Holders' rights or if the change is approved by Unit Holders.

9.2. Prime Broker and Custodian

Morgan Stanley & Co International PLC

Morgan Stanley & Co. International PLC (**Morgan Stanley**), a member of the Morgan Stanley Group of companies, based in London, has been engaged to act as a prime broker and custodian to the Fund under the terms of the International Prime Brokerage Agreement (**Morgan Stanley Agreement**) between the Fund and Morgan Stanley, for itself and as agent for certain other members of the Morgan Stanley Group of companies (**Morgan Stanley Companies**). These services may include the provision to the Fund of margin financing, clearing, settlement, stock borrowing and foreign exchange facilities. The Fund may also authorise Morgan Stanley, other members of the Morgan Stanley group of companies and other brokers and dealers for the purposes of executing transactions for the Fund.

Morgan Stanley will also provide a custody service for the Fund's investments, including documents of title or certificates evidencing title to investments, held on the books of Morgan Stanley as part of its prime brokerage function in accordance with the terms of the Morgan Stanley Agreement and the rules of the Financial Conduct Authority (**FCA**) of the United Kingdom. Morgan Stanley is

authorised and regulated by the FCA. Morgan Stanley may appoint sub-custodians, including the Morgan Stanley Companies, of such investments.

Assets held by Morgan Stanley may be borrowed, lent, charged or otherwise used by the Morgan Stanley for its own purposes, whereupon such assets will become the property of Morgan Stanley or become subject to a charge in favour of Morgan Stanley, as the case may be. The Fund will have a right against Morgan Stanley for the return of equivalent assets and will rank as an unsecured creditor in relation thereto. In the event of the insolvency of Morgan Stanley, the Fund may not be able to recover such equivalent assets in full.

Neither Morgan Stanley nor any Morgan Stanley Company will be liable for any loss to the Fund resulting from any act or omission in relation to the services provided under the terms of the Morgan Stanley Agreement unless such loss results directly from the negligence, wilful default or fraud of Morgan Stanley or any Morgan Stanley Company. Morgan Stanley will not be liable for the solvency, acts or omissions of any sub-custodians or other third party (other than nominees) by whom or in whose control any of the Fund's investments or cash may be held.

The Fund has agreed to indemnify Morgan Stanley and the Morgan Stanley Companies against any loss suffered by, and any claims made against, them arising out of the Morgan Stanley Agreement, save where such loss or claims arises directly from the negligence, wilful default, fraud or breach of applicable law or regulation of the indemnified person.

Morgan Stanley is a service provider to the Fund and is not responsible for the preparation of this document or the activities of the Fund. Morgan Stanley will not participate in the investment decision-making process.

Goldman Sachs International

Goldman Sachs International (**GSI**) has also been appointed as a prime broker and custodian to the Fund pursuant to a prime brokerage agreement and a number of product specific supplemental documents (together the **GSI Agreement**). GSI is authorised and regulated in the conduct of its investment business by the FCA. In its capacity as prime broker, GSI may execute purchase and sale orders for the Fund, and clear and settle such orders and orders executed by other brokers. In addition, GSI may enter into off-exchange contracts with the Fund as principal. GSI will also provide the Fund with financing lines, and Short Selling facilities.

As custodian, GSI will be responsible for the safekeeping of all the investments and other assets of the Fund delivered to it (the **Custody Assets**) other than those transferred to GSI as collateral or margin. GSI may hold the Custody Assets with a sub-custodian, depository or clearing agent, including a person connected with GSI (each a sub-custodian) in a single account that is identified as belonging to customers of GSI. GSI shall not be liable for any act or omission, or for the solvency, of any non-affiliated sub-custodian or nominee.

Custody Assets held by GSI may be borrowed, lent, charged or otherwise used by the GSI for its own purposes, whereupon such Custody Assets will become the property of GSI or become subject to a charge in favour of GSI, as the case may be. The Fund will have a right against GSI for the return of equivalent assets and will rank as an unsecured creditor in relation thereto. In the event of the insolvency of GSI, the Fund may not be able to recover such equivalent assets in full.

GSI shall be liable for damage or loss only to the Fund's account(s) and only to the extent arising directly from any act or omission by GSI that constitutes negligence, fraud or wilful default. The Fund will indemnify GSI for any expenses, losses and claims arising out of the GSI Agreement or that result from the proper performance of GSI's obligations under the GSI Agreement, except to the extent that the same is due to the negligence, fraud or wilful default of GSI.

GSI will have no decision-making discretion relating to the Fund's investments. GSI is a service provider to the Fund's and is not responsible for the preparation of this document or the activities of the Fund.

The Fund reserves the right to change the prime brokerage and custodian arrangements described above by agreement with the Prime Brokers and/or, in its discretion, by a resolution to appoint additional or alternative prime broker(s) and custodian(s) without prior notice to Unit Holders. Unit Holders will be notified in due course of any appointment of additional or alternative prime broker(s) and custodian(s). The Prime Brokers, the Fund may appoint custodians and sub-custodians in order to hold the Fund's assets.

9.3. Key Service Providers

The Fund may from time to time change or appoint additional Key Service Providers and enter into agreements with those providers where the Fund indemnifies the Key Service Provider and limits their liability to the Fund similar to that described above in respect of the Manager's indemnity and liability.

10. Additional Information

10.1. Communication and Reporting

Unit Holders will be provided with the communications set out in the table below and in the disclosure benchmarks set out in **Section 3**. Unit Holders will also receive confirmations of their Unit applications, redemptions and distributions. Unit Holders may ask the Manager for additional information as reasonably required, although the Manager may not always be able to satisfy such requests.

Statement	Timing
Unit Net Asset Value	Monthly
Fund newsletter	Monthly
Periodic statements	Annually
Income distribution statement (including details of income entitlements)	Annually
Annual report (including the Fund's audited accounts)	Annually

We will not mail a hard copy of the annual report to you unless you elect to receive it in hard copy by completing the relevant part of the Application Form. You can elect to receive the annual report by email. The annual report will be available at www.ellerstoncapital.com. Other information relating to the Units you hold will be provided in hard copy unless you elect to receive it by email by completing the relevant part of the Application Form. If you hold other Classes of Units in the Fund, any election you make with respect to GEMS Units will apply to all classes of Units you hold.

Fund related information will be provided through our website at www.ellerstoncapital.com.

10.2. Further Information

A non-exhaustive summary of some of the key terms of the Offer and Constitution of the Fund has been set out in this PDS. For further information about the Fund contact your financial adviser. The Constitution may be viewed between 9:00 am and 5:00 pm, Sydney time, on weekdays by contacting the Manager on info@ellerstoncapital.com or (02) 9021 7701.

10.3. Offer Changes

The Manager reserves the right to cancel the Offer, reject an application (in full or in part) and return application monies for whatever reason.

10.4. Disclosing Entity

The Fund, as a disclosing entity under the Corporations Act, is subject to regular reporting and disclosure obligations. The Fund will satisfy these obligations by reporting and disclosing to ASIC. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, any ASIC office.

You may obtain a copy of:

- the Fund's annual financial report most recently lodged with ASIC;
- any half-year financial reports lodged with ASIC by the Fund after lodgement of that annual report and before the date of this PDS; and
- any continuous disclosure notices given by the Fund after that date of lodgement of that annual report and before the date of this PDS,

on request from the Manager free of charge.

10.5. Complaints Resolution

The Manager has a formal policy in place for dealing with complaints. If you have a complaint, please notify us by telephoning (02) 9021 7701, by emailing info@ellerstoncapital.com or by writing to Ellerston Capital Limited, Level 11, 179 Elizabeth Street, Sydney NSW 2000. We will acknowledge your complaint as soon as practicable, and will investigate your complaint and aim to provide a final response to you within 30 days of receipt of the complaint.

If you are ultimately dissatisfied with the outcome of your complaint you may refer the matter, free of charge, to the Australian Financial Complaints Authority which is an external dispute resolution scheme:

Phone: 1800 931 678

Fax: +61 3 9613 6399

Email: info@afca.org.au

Website: www.afca.org.au

10.6. Anti-Money Laundering

The Manager is required to comply with the *Anti-Money Laundering and Counter Terrorism Financing Act 2006* (Cth) (**AML/CTF Law**). The Manager may require you to provide personal information and documentation in relation to your identity when you purchase Units in the Fund. The Manager may need to obtain additional information and documentation from you when undertaking transactions in relation to your investment. The Manager may need to identify:

- a Unit holder (including all investor types noted on the Application Form) prior to purchasing Units in the Fund. The Manager will not issue Units until all relevant information has been received and your identity has been satisfactorily verified;
- your estate – if you die while you are the owner of Units in the Fund, the Manager may need to identify your legal personal representative prior to redeeming Units or transferring ownership; and
- an anyone acting on your behalf, including your power of attorney.

In some circumstances, the Manager may need to re-verify this information.

By applying to invest in the Fund, you also acknowledge that the Manager may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of Units in the Fund, if it is concerned that the request or transaction may breach any obligation of, or cause us to commit or participate in an offence under, any AML/CTF Law, and the Manager will incur no liability to you if it does so.

10.7. Privacy

The Application Form accompanying this PDS requires you to provide personal information. The Manager and each Key Service Provider to the Manager or Fund may collect, hold and use your personal information in order to assess your application, service your needs as a client or Unit holder, provide facilities and services to you, the Manager or the Fund and for other purposes permitted under the *Privacy Act 1998* (Cth). Tax and company law also require some of the information to be collected in connection with your application. If you do not provide the information requested, your application may not be able to be processed efficiently, or at all. Your information may also be disclosed to members of the Manager's Group, including contractors and consultants engaged by the Manager or the Manager's Group, the Registry, and the Administrator and to their affiliates, delegates, agents and Key Service Providers on the basis that they deal with such information in accordance with any agreement entered into with the Manager or the Manager's privacy policy. The Manager may need to disclose information about you to government entities and regulators as required by law.

Your information may also be used to inform you about investment opportunities or other matters that the Manager's Group thinks may be of interest to you. Contact the Manager using its contact details in the Corporate Directory if you do not want your personal information to be used for this purpose or to request a copy of your personal information held by the Manager (or the Registry).

See the Registry's privacy policy at https://www.automicgroup.com.au/privacy-policy/ for information regarding how the Registry protects the confidentiality of Unitholders' personal information.

The Managers or the Registry's privacy policy (where applicable) includes further details surrounding:

- How you may complain about a breach of the Australian Privacy Principles and how we will deal with your complaint; and
- The circumstances in which personal information to overseas recipients and which countries such recipients are located if it is practicable to specify those countries.

10.8. Key Corporate Governance Policies

Related Party Transactions

Ellerston Capital has a related party transactions policy which sets out the requirement that related party dealings be on not less than "arm's length terms" or that an exemption applies to the transaction or that the dealings be approved by the members of the entity giving the benefit to the related party or otherwise comply with Corporations Act requirements.

Conflicts of Interest

Ellerston Capital has established internal policies and procedures to ensure that any conflicts of interest arising in relation to the Fund are adequately identified and appropriately managed.

Where we consider that a particular conflict of interest is likely to have a materially adverse effect on Unit Holders we will seek to implement adequate arrangements to mitigate and prevent (where practicable) these adverse effects on Unit Holders. In certain cases, we may disclose the conflict of interest to Unit Holders and obtain their consent for us (and other persons if relevant) to proceed in the context of that conflict of interest.

Group Activities

Subject to the Corporations Act and the Manager's compliance policies, each of the Manager and other members of the Manager's Group and their associates may from time to time:

- invest in the Fund, any such investment will be on the same terms as other Unit Holders. The Manager's Group reserves the right to add to or withdraw its investment without further notice;
- act in various capacities (such as manager and responsible entity) in relation to, or be otherwise involved in (such as by way of investment), other business activities that may be in competition with the interests of Unit Holders;
- deal with each other in relation to the Fund (such as the Fund acquiring investments from the Manager's Group) in which case the dealing will generally be on arm's length terms or approved by Unit Holders;
- invest in and deal in any capacity, with the same investments as that of the Fund, on similar or different terms; and/or
- recommend that investments be purchased or sold, on behalf of the Fund, regardless of whether at the same time it may buy, sell or recommend, in the same or in a contrary manner, the purchase or sale of identical investments in relation to itself or other clients.

Commission Sharing

The Manager may execute transactions or arrange for the execution of transactions through brokers and other counterparties to the Fund with whom they have "commission sharing" arrangements. The benefits provided under such arrangements will generally assist the Manager in the provision of investment services to the Fund. Specifically, the Manager may receive a benefit based on certain metrics such as the number of trades executed or Leverage obtained through the respective broker or counterparty. Benefits received by the Manager may take the form of, among other things, research services, quotation services, news wire services, portfolio and trade analysis software systems, special execution and clearance capabilities, which are used by the Manager in connection with the Fund and its other activities and clients.

10.9. Key Service Provider Appointments

The Manager has appointed:

- Automic Group to provide registry services for the Fund;
- State Street Australia Limited to provide custody services for the Fund;
- Ernst & Young as auditors of the Fund; and
- The Prime Brokers and Custodians.

The Manager may, subject to the law, change these or engage replacement or additional service providers at any time.

10.10. Consents

Each of the Key Service Providers:

- has not authorised or caused the issue of this PDS; and
- does not make or purport to make any statement in this PDS.

11. Glossary

A$ Or $	Australian dollars.
Administrator	State Street Australia Limited as provider of accounting services to the Fund.
AFSL	Australian Financial Services Licence.
Application Form	The application form accompanying this PDS.
ASIC	Australian Securities and Investments Commission.
Auditor	Ernst & Young as auditor of the Fund's annual financial accounts and compliance plan.
Business Day	Any day that is not a Saturday, Sunday or public holiday in New South Wales, Australia.
Buy/Sell Spread	Has the meaning provided in **Section 6.2**.
Calculation Period	Has the meaning provided in **Section 6.2**.

Cash-Like Investments	Investments in deposits, cash management trusts, bonds, debentures or similar investments as determined by the Manager.
Class	Each Class of Units in the Fund.
Constitution	The Constitution of the Fund dated 20 March 2006 as amended from time to time.
Corporations Act	The *Corporations Act 2001*(Cth).
Derivative	A financial instrument where the value depends on, or is derived from, the value of an underlying designated asset or market index (e.g. an individual share or a broad share market index).
Ellerston Capital	Ellerston Capital Limited ACN 110 397 674.
Equities	Shares or other equity interests in a company.
Foreign Exchange Contract	An agreement to exchange foreign currencies at a particular exchange rate at a particular time.
Forward	A non-standardised contract between two parties to buy or sell an asset at a specified future time at a price agreed on at the time of conclusion of the contract.
Fund	Ellerston Global Equity Managers Fund ARSN 118 887 095: an Australian domiciled unit trust, constituted by and under its Constitution and registered as a managed investment scheme.
Fundamental	Analysing investment factors that can affect the security's value, including macroeconomic factors (for example, the overall economy and industry conditions) and company-specific factors (for example, business model, management and valuation).
Futures	An agreement under which the holder of the futures contract is under an obligation to deliver or take delivery of a particular asset (e.g. gold and currency) for a particular price and at a particular time.
GEMS Units	A beneficial interest in the Fund designated as GEMS C Units. GEMS C Units are offered under this PDS.
Gross Exposure	The exposure value of Long Positions added to the absolute exposure value of Short Positions.
High Water Mark	Has the meaning provided in **Section 6.2**.
IDPS	Has the meaning provided in **Section 7.7**.
Indirect Investor	Has the meaning provided in **Section 7.7**.
Intermediate Vehicle(s)	Has the meaning provided in **Section 4.6**.
Key Service Providers	The entities named in **Section 4.7** as such and any additional or replacement service providers to the Fund from time to time.
Leverage	Borrowing money or securities to invest or investing through Derivatives in order to increase the monies available for investment.
Long	The exposure obtained by acquiring an investment.
Long Short	An investment strategy investing both Long and Short.
Macroeconomic	The behaviour of an economy at the aggregate level, as opposed to the level of a specific subgroup or individual entity.
Manager	Ellerston Capital as responsible entity and investment manager of the Fund.
Manager's Group	The Manager and each of its related bodies corporate, and each of their associates.
Net Asset Value	The net asset value of the relevant class or the Fund, as appropriate, as determined under the Constitution. Refer also **Section 7.5**.
Net Exposure	The exposure value of Long Positions less the exposure value of Short Positions.
Offer	The invitation to subscribe for GEMS Units set out in this PDS.
Option	An agreement under which the holder has the right but not the obligation to purchase or sell an asset (e.g. a share) at a particular price at or by a particular time.

OTC Derivative	Over-the-counter Derivative. A type of financial derivative that has its transaction directly negotiated between two parties rather than through an exchange.
PDS	This product disclosure statement.
Position	An exposure to an individual investment (excluding Cash and Cash-Like Investments).
Prime Brokers Or Prime Brokers And Custodians	The entities set out in the Corporate Directory as such and any additional or replacement prime brokers and custodians appointed by the Fund from time to time.
Performance Fee	Has the meaning provided in **Section 6.2**.
Registry Or Registrar	Automic Group as a provider of registry services to the Fund.
Redemption Valuation Date	Has the meaning set out in **Section 7.2**.
Short	The exposure obtained through Short Selling.
Short Selling	Selling an investment (which has been borrowed from another party) with the intention of buying it back at a later date. Short Selling also includes achieving this outcome through the use of Derivatives.
Swap	A Derivative contract in which one party exchanges or swaps the values or cash flows of one asset for another.
Unit Holder	A person entered on the register of the Fund as a holder of Units in one or more Classes.
Units	A beneficial interest in the Fund of any Class.
US Persons	Has the meaning given to the term in Regulation S of the U.S. Securities Act 1933 (as amended).

References in this PDS to:

- investments made by the Fund include references to investments made by an Intermediate Vehicle;
- the activities of the Manager acting in that capacity include references to the Manager acting in that capacity for an Intermediate Vehicle.

12.Corporate Directory

Manager	Registry
Ellerston Capital Limited	**Automic Group**
Level 11, 179 Elizabeth Street Sydney NSW 2000 Phone: 02 9021 7701 Email: info@ellerstoncapital.com Website: www.ellerstoncapital.com	GPO Box 5193, Sydney NSW 2001 Phone: 1300 101 595 International: +61 2 9068 1928 Email: ellerstonfunds@automicgroup.com.au

Auditors	Administrator and Custodian
Ernst & Young	**State Street Australia Limited**
200 George Street Sydney NSW 2000	420 George Street Sydney NSW 2000

Prime Brokers and Custodians	
Morgan Stanley & Co. International plc	**Goldman Sachs International**
25 Cabot Square, Canary Wharf London E14 4QA United Kingdom	Plumtree Court, 25 Shoe Lane London EC4A 4AU United Kingdom