

Flinders Reference Guide – Class B

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Investment Manager

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Sub-Investment Manager

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Responsible Entity

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Custodian and Registry

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GPO Box 4471
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Australia

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About this Flinders Reference Guide- Class B

This Flinders Reference Guide – Class B has been prepared and issued by EQT. The information in this document forms part of the Product Disclosure Statement ("PDS") issued by EQT for the:

- Flinders Emerging Companies Fund – Class B ("Fund").

The PDS and this Flinders Reference Guide – Class B are available on www.flindersinvest.com.au and you can also request a copy by calling Prodigy Investment Partners on 1300 074 894.

1. Investing in a Flinders Fund

Application cut-off times

If we receive correctly completed Application Forms, identification documents (if applicable) and cleared application money:

- before or on 2pm on a Business Day, the application will be processed on that Business Day. This means you will receive the application price calculated for that Business Day, and
- after 2pm on a Business Day, the application will be processed on the next Business Day. This means you will receive the application price calculated for the next Business Day.

Application Terms

We will only start processing an application if:

- we consider that you have correctly completed the Application Form;
- you have provided us with the relevant identification documents;

we have received the application money (in cleared funds) stated in your Application Form. The time it takes for application money to clear varies depending on how you transfer the money and your bank (it may take up to four Business Days); and

- for investors who apply via mFund:
 - we receive an application for units via mFund; and

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- we receive the relevant application money (in cleared funds).

We will not investigate whether an application for units received by EQT via mFund has been made with the authority of the applicant.

We reserve the right to accept or reject applications in whole or in part at our discretion and delay processing of applications where we believe this to be in the best interest of all the Fund's investors, without giving any reason.

Cooling-off rights

If you are a Retail Client you may have a right to 'cool off' in relation to an investment in the Fund within 14 days or the earlier of:

- confirmation of the investment being received or available; and
- the end of the fifth Business Day after the units are issued or sold.

A Retail Client may exercise this right by notifying EQT in writing. A Retail Client is entitled to a refund of their investment adjusted for any increase or decrease in the relevant Application Price between the time we process your application and the time we receive the notification from you, as well as any other tax and other reasonable administrative expenses and transaction costs associated with the acquisition and termination of the investment.

The right of a Retail Client to cool off does not apply in certain limited situations, such as if the issue is made under a distribution reinvestment plan, switching facility or represents additional contributions required under an existing agreement. Also, the right to cool off does not apply to you if you choose to exercise your rights or powers as a unit holder during the 14 day period, this could include selling part of your investment or switching it to another product.

Indirect Investors should seek advice from their IDPS Operator as to whether cooling off rights apply to an investment in the Fund by the IDPS. The right to cool off in relation to the Fund is not directly available to an Indirect Investor. This is because an Indirect Investor does not acquire the rights of a unit holder in the Fund. Rather, an Indirect Investor directs the IDPS Operator to arrange for their monies to be invested in the Fund on their behalf. The terms and conditions of the IDPS Guide or similar type document will govern an Indirect Investor's investment in relation to the Fund and any rights an Indirect Investor may have in this regard.

2. Managing your investment

Authorised signatories

You can appoint a person, partnership or company as your authorised signatory. To do so, please nominate them on the initial Application Form and have them sign the relevant sections. mFund investors should contact their broker to update authorised signatory records and also contact RBC Investor Services Trust Registry Operations for the appropriate form that your authorised signatories will need to sign. If a partnership is appointed, the powers extend to all partners. Such appointments will only be cancelled or changed once we receive written instructions from you to do so.

Once appointed, your authorised signatory has full access to operate your investment account for and on your behalf. This includes power to do the following things on your behalf:

- making additional investments;
- requesting income distribution instructions to be changed;
- redeeming all or part of your investment;
- changing bank account details;
- enquiring and obtaining copies of the status of your investment; and
- having online access to your investment account information.

If you do appoint an authorised signatory:

- you are bound by their acts;
 - you release, discharge and indemnify us from and against any losses, liabilities, actions, proceedings, account claims and demands arising from instructions received from your authorised representatives; and
 - you agree that any instructions received from your authorised representative shall be complete satisfaction of our obligations, even if the instructions were made without your knowledge or authority.
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Reports

We will make the following statements/reports available to all investors;

- a transaction confirmation statement, showing a change in your unit holding (provided when a transaction occurs or on request);
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- distribution statements issued in line with the distribution frequency of the Fund;
- the Fund's half-yearly financial account (if applicable);
- the Fund's annual audited accounts for each period ended 30 June; and
- annual tax and confirmation of holdings statements for each period ended 30 June.

3. Redeeming your investment

<i>Redemption cut-off times</i>	All withdrawal requests received by 2pm on a Business Day will be processed that day based on the applicable Withdrawal Price for that Business Day. Any withdrawal request received after that time will be treated as having been received the following Business Day.
<i>Redemption terms</i>	<p>When you are redeeming, you should take note of the following:</p> <ul style="list-style-type: none"> ▪ We are not responsible or liable if you do not receive, or are late in receiving, any redemption money that is paid according to your instructions. ▪ We may contact you to check your details before processing your redemption form. This may cause a delay in finalising payment of your redemption money. No interest is payable for any delay in finalising payment of your redemption money. ▪ If we cannot satisfactorily identify you as the redeeming investor, we may refuse or reject your redemption request or payment of your redemption proceeds will be delayed. We are not responsible for any loss you consequently suffer. ▪ As an investor who is redeeming, you agree that any payment made according to instructions received by post or courier, email or fax, shall be a complete satisfaction of our obligations, despite any fact or circumstances such as the payment being made at the request of your authorised representative without your knowledge or authority. ▪ You agree that if the payment is made according to these terms, you and any person claiming through or under you, shall have no claim against us about the payment. ▪ We will not investigate whether a withdrawal request received by EQT via mFund has been made with the authority of the unitholder.
<i>Redemption restrictions</i>	<p>Under Australian securities law (the Corporations Act), you do not have a right to redeem from the Fund if the Fund is illiquid. In such circumstances you can only redeem where EQT makes a redemption offer in accordance with the Corporations Act. EQT is not obliged to make such offers.</p> <p>The Fund will be liquid if at least 80% of its assets are liquid assets (generally cash and marketable securities). In addition, if EQT is unable to repatriate funds to meet redemption payments, it may suspend the calculation of the net asset value and withhold redemption proceeds.</p>

4 Additional risks of managed investment schemes

The following risks are of a general nature and apply generally to investments in managed funds. You must also read the significant risks specific to the Fund. These are disclosed in the PDS.

<i>Fund risk</i>	As with all managed funds, there are risks particular to the Fund, including the possibility it could terminate or that the fees and expenses could change. There is also a risk that investing in the Fund may give different results than investing directly in the securities.
<i>Inflation risk</i>	Inflation risk is the risk that returns will not be sufficiently higher than inflation to enable an investor to meet their financial goals.
<i>Interest rate risk</i>	Changes in official interest rates can directly and indirectly impact on investment returns. Generally, an increase in interest rates has a contractionary effect on the state of the economy and the valuation of securities. For example, rising interest rates can have a negative impact on a company's value as increased borrowing costs may cause earnings to decline. As a result, the company's share price may fall.
<i>Issuer Risk</i>	The value of investments can vary because of changes to an issuer's management, product distribution or business environment.
<i>Legal risk</i>	There is a risk that laws, including tax laws, might change or become difficult to enforce.
<i>Liquidity risk</i>	There may be times when securities may not be readily sold (for example, in a falling market where some traded securities may become less liquid). However, trading volumes of stock are generally sufficient to satisfy liquidity requirements when necessary. The Investment Manager has attempted to mitigate the liquidity risk factor by ensuring the Fund has sufficient cash exposure to meet liquidity requirements. Note that neither the Responsible Entity nor the Investment Manager guarantees the liquidity of the

	investments of the Fund.
<i>Management risk</i>	The Fund is subject to management risk because it is an actively managed investment portfolio. The Investment Manager will apply investment techniques and risk analyses in making investment decisions for the Fund, but there can be no guarantee that these will produce the desired results.
<i>Market risk</i>	Changes in legal and economic policy, political events, technology failure, economic cycles, investor sentiment and social climate can all directly or indirectly create an environment that may influence (negatively or positively) the value of your investment in the Fund. In addition, a downward move in the general level of the equity market can have a negative influence on the performance of the Fund.

5. Performance fee

	<p>Units in the Flinders Emerging Companies Fund – Class B are subject to the performance fee detailed in section 6. Fees and costs of the PDS for the Flinders Emerging Companies Fund – Class B whereby 20% (plus GST less RITC) of the investment return above the performance hurdle is payable to Flinders as an expense of the Fund.</p> <p>EQT does not consider there is any reasonable basis on which it may estimate performance fee expenses for the Fund. To estimate performance fee expenses would involve speculation about the return of the Fund against the Fund's performance hurdle. EQT therefore considers that to estimate performance fee expenses may potentially be misleading.</p>
<i>Additional explanation of Flinders Emerging Companies Fund- Class B performance fee</i>	<p>Where the aggregate amount of the daily performance fee amounts is negative, no performance fee will be reflected in the daily unit price and no performance fee will accrue until the total of the aggregate amount of the daily performance fee amount for the current Performance Fee Period and the negative balance carried forward from previous Performance Fee Periods is a positive amount.</p> <p>If the aggregate of the daily performance fee amounts at the end of a Performance Fee Period is a positive amount, this positive amount is accrued as an expense and is deducted from the assets of the Fund at the end of each Performance Fee Period. The amount of the performance fee expense is paid to the Investment Manager.</p> <p>Importantly, a positive accrued performance fee is not payable unless the absolute return of the Fund is positive for that performance fee period. Therefore, If no performance fee is payable to the Manager for the period, then the accrued performance fee, will be carried forward into the next performance fee period.</p>
<i>Example of how the performance fee may affect your investment in the Flinders Emerging Companies Fund – Class B</i>	<p>The following is an example of the performance fee expense for a 6 month period ending 30 June or 31 December ("Performance Fee Period") payable on units of the Flinders Emerging Companies Fund – Class B. Terms referred to below have the same meaning as detailed in section 6. Fees and costs of the PDS for the Fund.</p> <p>Assumptions:</p> <ul style="list-style-type: none"> ▪ The percentage movement in the S&P/ASX Small Ordinaries Accumulation Index from the start of the Performance Fee Period to the end of the Performance Fee Period is 6%; ▪ the Fund's performance hurdle for the Performance Fee Period is 6.60%; ▪ the Fund's 'investment return' for the Performance Fee Period is 8%; ▪ the Fund's 'investment return' for the Performance Fee Period is assumed to accrue evenly over the course of the Performance Fee Period; ▪ the Fund's 'investment return' with reference to which the performance fee is calculated is a return prior to any deduction for Management costs; and ▪ there is no negative performance fee amounts for previous Performance Fee Periods to be carried forward. <p>On the basis of the above assumptions and if you had an investment in the Fund of \$100,000 at the beginning of the Performance Fee Period and no withdrawals were effected during the Performance Fee Period, your investment would bear a performance fee expense of approximately \$280.00 for the Performance Fee Period.</p> <p>Please note that the 'investment return' specified in this example:</p> <ul style="list-style-type: none"> ▪ is only an example to assist investors to understand the effect of the performance fee expense on the investment return of the Fund; and ▪ is not a forecast of the expected investment return for the Fund.

6. Enquiries and complaints

Keeping in touch

If you have an enquiry regarding the management of the Fund, please contact:

Prodigy on 1300 074 894 Email: admin@flindersinvest.com.au

Web: www.flindersinvest.com.au

Making a formal complaint

If you are not completely satisfied with any aspect of the services regarding the management of the Fund, please contact EQT. EQT seeks to resolve potential and actual complaints over the management of the Fund to the satisfaction of investors. If you wish to lodge a formal complaint please write to:

Complaints Officer – Enterprise Risk
Equity Trustees Limited
GPO Box 2307
Melbourne VIC 3001
Email: compliance@eqt.com.au
Telephone: 1300 555 378

EQT will seek to resolve any complaint and will respond as soon as possible and in any case will respond within 14 days of receiving the letter. We will seek to resolve your complaint as soon as practicable but not longer than 45 days after receiving the complaint.

The Financial Ombudsman Service (FOS)

If we are unable to resolve your complaint, you may be able to seek assistance from FOS.

Financial Ombudsman Services
GPO Box 3
Melbourne Vic 3001

Telephone : 1300 780 808 (Australia) or +613 9613 7366

Email info@fos.org.au

Please include the EQT FOS membership number with your enquiry: 10395.

FOS is an independent body that may be able to assist you if EQT cannot. FOS may not consider a dispute where the value of a person's claim exceeds \$500,000 (unless all parties to the dispute and FOS agree otherwise). The maximum total value of the remedy that may be decided upon by FOS is \$280,000 per managed investment claim (excluding compensation for costs and interest payments).

7. Other important information

Your privacy

The Privacy Act 1988 (Privacy Act) and the Australian Privacy Principles regulate the way organisations collect, use, disclose, keep, secure and give people access to their personal information. At Equity Trustees we are committed to respecting the privacy of your personal information throughout the information lifecycle and our Privacy Policy details how we do this.

Equity Trustees may collect personal information about you and individuals associated with you in order to provide products and services to you, and to ensure compliance with legal and regulatory obligations (including under the Corporations Act, the AML/CTF Act and tax related legislation). You must ensure that all personal information which you provide to Equity Trustees is true and correct in every detail, and should those personal details change it is your responsibility to ensure that you promptly advise Equity Trustees of the changes in writing. If you do not provide the information requested we may not be able to process your application, administer, manage, invest, pay or transfer your investment(s). We may also obtain or confirm information about you from publicly available sources in order to meet regulatory obligations.

Equity Trustees may disclose your information to other members of our corporate group or to third parties, where it is necessary, in order to provide you with the products or services. Those third parties may be situated in Australia or offshore, and we take reasonable steps to ensure that all third parties with whom we have a contractual relationship or other influence comply with the Australian Privacy Principles.

The third parties that we may disclose your information to include, but are not limited to:

- stockbrokers, financial advisers or adviser dealer groups, their service providers and/or any joint holder of an investment;
- those providing services for administering or managing the Fund, including the Investment Manager, the administrator, custodian, auditors, or those that provide mailing or printing services;
- those where you have consented to the disclosure and as required by law; and
- regulatory bodies such as ASIC, ATO, APRA and AUSTRAC.

Equity Trustees or the Investment Manager may from time to time provide you with direct marketing and/or educational material about products and services they believe may be of interest to you. You have the right to "opt out" by contacting Equity Trustees.

	<p>Equity Trustees' Privacy Policy contains information about how you can access information held about you, seek a correction if necessary, make a complaint if you think there has been a breach of your privacy and about how Equity Trustees will deal with your complaint.</p> <p>Full details of Equity Trustees' Privacy Policy is available at www.eqt.com.au. You can contact Equity Trustees' Privacy Officer on +61 3 8623 5000, or email privacy@eqt.com.au to request a copy.</p>
<i>The Constitution</i>	<p>The Fund is governed by a constitution ("Constitution") that sets out how the Fund must operate, and together with the PDS, the Corporations Act and other laws, regulates the responsible entity's legal relationship with investors. If you invest in the Fund, you agree to be bound by the terms of the PDS and the Constitution. You can request a copy of the Constitution, free of charge. Please consider these documents before investing in the Fund.</p> <p>We may amend the Constitutions from time to time in accordance with the provisions in the Constitutions and the Corporations Act.</p>
<i>Anti-Money Laundering and Counter Terrorism Financing (AML/CTF)</i>	<p>Australia's AML/CTF laws require EQT to adopt and maintain an Anti-Money Laundering and Counter Terrorism Financing program. A fundamental part of the AML/CTF program is that EQT knows certain information about investors in the Fund.</p> <p>To meet this legal requirement, we need to collect certain identification information and documentation (KYC Documents) from new investors. Existing investors may also be asked to provide KYC Documents as part of a re-identification process to comply with the AML/CTF laws. Processing of applications or redemptions will be delayed or refused if investors do not provide the KYC Documents when requested.</p> <p>Under the AML/CTF laws, EQT may be required to submit reports to AUSTRAC. This may include the disclosure of your personal information. EQT may not be able to tell you when this occurs and, as a result, AUSTRAC may require EQT to deny you (on a temporary or permanent basis) access to your investment. This could result in loss of the capital invested, or you may experience significant delays when you wish to transact on your investment.</p> <p>Neither EQT nor the Investment Manager are liable for any loss you may suffer because of compliance with the AML/CTF laws.</p> <p>If you apply for units via mFund you will provide the KYC Documents to your broker rather than EQT.</p>
<i>Indirect Investors</i>	<p>You may be able to invest indirectly in the Fund via an IDPS by directing the IDPS Operator to acquire units on your behalf. If you do so, you will need to complete the relevant forms provided by the IDPS Operator. This will mean that you are an indirect investor in the Fund and not a unit holder or member of the Fund. Indirect Investors do not acquire the rights of a unit holder as such rights are acquired by the IDPS Operator who may exercise, or decline to exercise, these rights on your behalf.</p> <p>Indirect Investors do not receive reports or statements from us and the IDPS Operator's application and withdrawal conditions determine when you can direct the IDPS Operator to apply or redeem. Your rights as an Indirect Investor should be set out in the disclosure document issued by the IDPS Operator.</p>
<i>NAV for the Fund</i>	<p>The NAV for the Fund is available at http://www.eqt.com.au/managed-funds/mfund/mfund-product-issuer-announcements.aspx.</p>
<i>Information on underlying investments</i>	<p>Information regarding the underlying investments of the Fund will be provided to an investor of the Fund on request, to the extent EQT is satisfied that such information is required to enable the investor to comply with its statutory reporting obligations. This information will be supplied within a reasonable timeframe having regard to these obligations.</p>
<i>Foreign Account Tax Compliance Act ("FATCA")</i>	<p>In April 2014, the Australian Government signed an intergovernmental agreement ("IGA") with the United States of America ("U.S."), which requires all Australian financial institutions to comply with the FATCA Act enacted by the U.S. in 2010.</p> <p>Under FATCA, Australian financial institutions are required to collect and review their information to identify U.S. residents that invest in assets through non-U.S. entities. This information is reported to the Australian Taxation Office ("ATO"). The ATO may then pass that information onto the U.S. Internal Revenue Service.</p> <p>In order to comply with the FATCA obligations, we may request certain information from you. Failure to comply with FATCA obligations may result in the Fund, to the extent relevant, being subject to a 30% withholding tax on payment of U.S. income or gross proceeds from the sale of certain U.S. investments. If the Fund suffers any amount of FATCA withholding and is unable to obtain a refund for the amounts withheld, we will not be required to compensate unitholders for any such withholding and the effect of the amounts withheld will be reflected in the returns of the Fund.</p>
<i>Common Reporting Standard</i>	<p>The CRS is a standardised set of rules developed by the Organisation of Economic Co-operation and Development that requires certain financial institutions resident in a participating jurisdiction to document and identify reportable accounts and implement due diligence procedures. These financial institutions will</p>

("CRS")	<p>also be required to report certain information on reportable accounts to their relevant local tax authorities.</p> <p>Australia signed the CRS Multilateral Competent Authority Agreement and has enacted provisions within the domestic tax legislation to implement CRS in Australia. From 1 July 2017, Australian financial institutions will need to document and identify reportable accounts, implement due diligence procedures and report certain information with respect to reportable accounts to the ATO. The ATO may then exchange this information with foreign tax authorities in the relevant signatory countries.</p> <p>In order to comply with the CRS obligations, we may request certain information from you. Unlike FATCA, there is no withholding tax that is applicable under CRS. However, penalties may apply for failing to comply with the CRS obligations.</p>
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8. Glossary

ATO	Australian Taxation Office
AUSTRAC	Australian Transaction Reports and Analysis Centre
Business Day	A day other than a Saturday or Sunday on which banks are open for general banking business in Melbourne or if the administrator of the Trust primarily performs its administrative functions in respect of the Fund in a city other than Melbourne, the city in which the administrator performs such functions.
Corporations Act	The <i>Corporations Act</i> 2001 (Cth) and <i>Corporations Regulations</i> 2001 (Cth) and as amended from time to time.
GST	Goods and Services Tax
IDPS	Investor-Directed Portfolio Service or investor-directed portfolio-like managed investment scheme. An IDPS is generally the vehicle through which an investor purchases a range of underlying investment options from numerous investment managers.
IDPS Operator	The entity responsible for operating an IDPS.
mFund	The mFund Settlement Service.
RITC	Reduced input tax credit. EQT will apply for reduced input tax credits where applicable to reduce the cost of GST to the Fund.
US Person	<p>A person so classified under securities or tax law in the United States of America ("US") including, in broad terms, the following persons:</p> <ul style="list-style-type: none"> (a) any citizen of, or natural person resident in, the US, its territories or possessions; or (b) any corporation or partnership organised or incorporated under any laws of or in the US or of any other jurisdiction if formed by a US Person (other than by accredited investors who are not natural persons, estates or trusts) principally for the purpose of investing in securities not registered under the US Securities Act of 1933; or (c) any agency or branch of a foreign entity located in the US; or (d) a pension plan primarily for US employees of a US Person; or (e) a US collective investment vehicle unless not offered to US Persons; or (f) any estate of which an executor or administrator is a US Person (unless an executor or administrator of the estate who is not a US Person has sole or substantial investment discretion over the assets of the estate and such estate is governed by non-US law) and all the estate income is non-US income not liable to US income tax; or (g) any trust of which any trustee is a US Person (unless a trustee who is a professional fiduciary is a US Person and a trustee who is not a US Person has sole or substantial investment discretion over the assets of the trust and no beneficiary (or settlor, if the trust is revocable) of the trust is a US Person); or (h) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person; or (i) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the US for the benefit or account of a US Person.

<i>We, us</i>	Refers to EQT and / or Investment Manager.
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<i>Wholesale Client and Retail Client</i>	Persons or entities defined as such under section 761G of the Corporations Act.
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<i>You, Your</i>	Refers to an investor.
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