

Pengana Emerging Companies Fund

ARSN 111 894 510

Annual report

For the year ended 30 June 2018

Pengana Emerging Companies Fund

ARSN 111 894 510

Annual report

For the year ended 30 June 2018

Contents

	Page
Directors' report	2
Auditor's independence declaration	4
Statement of comprehensive income	5
Balance sheet	6
Statement of changes in equity	7
Statement of cash flows	8
Notes to the financial statements	9
Directors' declaration	26
Independent audit report to the unitholders of Pengana Emerging Companies Fund	27

This annual report covers Pengana Emerging Companies Fund (ARSN 111 894 510) as an individual entity.

The Responsible Entity of Pengana Emerging Companies Fund is Pengana Capital Limited (ABN 30 103 800 568).

The Responsible Entity's registered office is: Macquarie House, Level 12, 167 Macquarie Street, Sydney, NSW 2000.

Directors' report

The directors of Pengana Capital Limited, the Responsible Entity of Pengana Emerging Companies Fund (the "Fund"), present their report together with the financial statements of the Fund, for the year ended 30 June 2018.

Principal activities

The Fund invests primarily in listed equity securities and listed investment trusts in accordance with the provisions of the Fund's Constitution.

The Fund did not have any employees during the year.

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

The various service providers for the Fund are detailed below:

Service	Provider
Responsible Entity	Pengana Capital Limited
Investment Manager	Pengana Capital Limited
Custodian and Administrator	BNP Paribas Securities Services
Statutory Auditor	PricewaterhouseCoopers

Directors

The following persons held office as directors of Pengana Capital Limited during the whole of the year and up to the date of this report:

Russel Pillemer
 Katrina Glendinning
 Nick Griffiths

Review and results of operations

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

Results

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

	Year ended	
	30 June 2018	30 June 2017
	\$	\$
Operating profit before finance costs attributable to unitholders	<u>150,128,903</u>	<u>78,699,619</u>
Distributions	(166,553,711)	(89,983,240)
Distributions (cents per unit)	<u>49.86</u>	<u>30.17</u>

Significant changes in the state of affairs

On 11 December 2017, the Responsible Entity elected into the Attribution Managed Investment Trust (AMIT) regime on behalf of the Fund effective from 1 July 2017.

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

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect:

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

Directors' report (continued)

Likely developments and expected results of operations

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

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

Indemnification and insurance of officers and auditors

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

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

Fees paid to the Responsible Entity and its associates out of Fund property during the year are disclosed in Note 13 to the financial statements.

No fees were paid out of Fund property to the directors of Pengana Capital Limited during the year.

The number of interests in the Fund held by Pengana Capital Limited or its associates as at the end of the financial year are disclosed in Note 13 to the financial statements.

Interests in the Fund

The movement in units on issue in the Fund during the year is disclosed in Note 7 to the financial statements.

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

Rounding of amounts to the nearest dollar

Amounts in the directors' report have been rounded to the nearest dollar in accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, unless otherwise indicated.

Environmental regulation

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

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 4.

This report is made in accordance with a resolution of the directors of Pengana Capital Limited.



Katrina Glendinning
Director

Pengana Capital Limited
19 September 2018



Auditor's Independence Declaration

As lead auditor for the audit of Pengana Emerging Companies Fund for the year ended 30 June 2018, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in blue ink that reads 'Buckman'.

Bianca Buckman
Partner
PricewaterhouseCoopers

Sydney
19 September 2018

PricewaterhouseCoopers, ABN 52 780 433 757
One International Towers Sydney, Watermans Quay, Barangaroo, GPO BOX 2650, SYDNEY NSW 2001
T: +61 2 8266 0000, F: +61 2 8266 9999, www.pwc.com.au
Level 11, 1PSQ, 169 Macquarie Street, Parramatta NSW 2150, PO Box 1155 Parramatta NSW 2124
T: +61 2 9659 2476, F: +61 2 8266 9999, www.pwc.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

Pengana Emerging Companies Fund
Statement of comprehensive income
For the year ended 30 June 2018

	Notes	Year ended	
		30 June 2018 \$	30 June 2017 \$
Investment income			
Interest income		556,585	503,084
Dividend income		21,123,338	18,628,543
Trust distribution income		1,968,106	2,726,893
Net foreign exchange loss		(11)	(46,470)
Net gains on financial instruments held at fair value through profit or loss			
Other operating income	6	139,652,319	68,653,239
		<u>2,210</u>	<u>5,525</u>
Total net investment income		<u>163,302,547</u>	<u>90,470,814</u>
Expenses			
Management fees	13	11,287,513	10,103,595
Transaction costs		1,541,209	1,331,636
Withholding tax		344,922	335,964
Total operating expenses		<u>13,173,644</u>	<u>11,771,195</u>
Operating profit		150,128,903	78,699,619
Finance costs attributable to unitholders			
Distributions to unitholders	8	-	(89,983,240)
Net profit/(loss) attributable to outside interest after distributions		-	-
(Increase)/decrease in net assets attributable to unitholders	7	-	11,283,621
Profit/(loss) for the year		150,128,903	-
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME		<u>150,128,903</u>	<u>-</u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Pengana Emerging Companies Fund
Balance sheet
As at 30 June 2018

		As at	
	Notes	30 June 2018 \$	30 June 2017 \$
Assets			
Cash and cash equivalents	9	80,071,767	40,418,829
Due from brokers - receivable for securities sold		16,606,268	-
Receivables	11	1,407,140	2,488,022
Financial assets held at fair value through profit or loss	10	<u>838,856,876</u>	<u>741,137,744</u>
Total assets		936,942,051	784,044,595
Liabilities			
Distribution payable		118,845,562	56,089,824
Payables	12	<u>1,375,238</u>	<u>1,250,100</u>
Total liabilities (excluding net assets attributable to unitholders)		<u>120,220,800</u>	<u>57,339,924</u>
Net assets attributable to unitholders - Liability*	7	<u>-</u>	<u>726,704,671</u>
Net assets attributable to unitholders - Equity*	7	<u>816,721,251</u>	<u>-</u>

* Net assets attributable to unitholders are classified as equity at 30 June 2018 and as a financial liability at 30 June 2017. Refer to Note 1 for further detail.

The above balance sheet should be read in conjunction with the accompanying notes.

Pengana Emerging Companies Fund
Statement of changes in equity
For the year ended 30 June 2018

	Notes	Year ended	
		30 June 2018	30 June 2017
		\$	\$
Total equity at the beginning of the year			
Reclassification due to AMIT tax regime implementation*	7	726,704,671	-
Comprehensive income for the year			
Profit/(loss) for the year		150,128,903	-
Other comprehensive income		-	-
Total comprehensive income for the year		150,128,903	-
Transactions with unitholders			
Applications		147,759,702	-
Reinvested distributions		25,405,612	-
Redemptions		(66,723,926)	-
Distributions paid and payable		<u>(166,553,711)</u>	-
Total transactions with unitholders		(60,112,323)	-
Total equity at the end of the financial year*		<u>816,721,251</u>	-

* Effective from 1 July 2017, the Fund's units have been reclassified from financial liability to equity. Refer Note 1 and Note 7 for further detail. As a result, equity transactions, including distributions have been disclosed in the above statement for the year ended 30 June 2018.

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Pengana Emerging Companies Fund
Statement of cash flows
For the year ended 30 June 2018

		Year ended	
		30 June 2018 \$	30 June 2017 \$
Cash flows from operating activities			
Proceeds from sale of financial instruments held at fair value through profit or loss		458,158,764	404,938,033
Purchase of financial instruments held at fair value through profit or loss		(432,831,845)	(390,350,612)
Dividends received		21,641,442	18,204,413
Trust distributions received		2,444,024	2,604,402
Interest received		536,723	509,279
GST received/(paid)		(54,391)	44,695
Other operating income received		2,210	5,525
Management fees paid		(11,131,365)	(10,051,575)
Withholding tax paid		(344,922)	(335,964)
Transaction costs paid		(1,514,129)	(1,339,080)
Net cash inflow from operating activities	14(a)	<u>36,906,511</u>	<u>24,229,116</u>
Cash flows from financing activities			
Proceeds from applications by unitholders		147,920,815	108,147,010
Payments for redemptions by unitholders		(66,782,016)	(74,716,733)
Distributions paid		(78,392,361)	(48,972,885)
Net cash inflow/(outflow) from financing activities		<u>2,746,438</u>	<u>(15,542,608)</u>
Net increase in cash and cash equivalents			
Cash and cash equivalents at the beginning of the year		39,652,949	8,686,508
Effect of foreign currency exchange rate changes on cash and cash equivalents		40,418,829	31,778,791
		(11)	(46,470)
Cash and cash equivalents at the end of the year	9	<u>80,071,767</u>	<u>40,418,829</u>
Non-cash financing activities	14(b)		

The above statement of cash flows should be read in conjunction with the accompanying notes.

Contents of the notes to the financial statements

	Page
1 General information	10
2 Summary of significant accounting policies	10
3 Financial risk management	14
4 Fair value measurements	18
5 Auditor's remuneration	20
6 Net gains/(losses) on financial instruments held at fair value through profit or loss	20
7 Net assets attributable to unitholders	21
8 Distributions to unitholders	21
9 Cash and cash equivalents	22
10 Financial assets held at fair value through profit or loss	22
11 Receivables	22
12 Payables	22
13 Related party transactions	23
14 Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities	25
15 Events occurring after the balance date	25
16 Contingent assets and liabilities or commitments	25

1 General information

These financial statements cover Pengana Emerging Companies Fund ("the Fund") as an individual entity.

The Responsible Entity of the Fund is Pengana Capital Limited (ABN 30 103 800 568) (the "Responsible Entity"). The Responsible Entity's registered office is Macquarie House, Level 12, 167 Macquarie Street, Sydney, NSW 2000.

The financial statements are presented in the Australian currency.

The Fund invests in listed (or soon to be listed) small/mid cap securities. The Fund has the capacity to add value through investing in securities outside of the Index. The performance of the Fund is measured against the Index, which is comprised of approximately 200 listed Australian securities. While the Fund does invest in securities in the Index, it can also invest in securities that are not part of the Index including companies included in the S&P/ASX Small Ordinary Accumulation Index ('Index') provided that the companies do not form part of the S&P/ASX 50 Leaders Index.

The financial statements were authorised for issue by the directors on 19 September 2018. The directors of the Responsible Entity have the power to amend and reissue the financial report.

Reclassification of units from financial liability to equity

On 5 May 2016, a new tax regime applying to Managed Investment Trusts ('MITs') was established under the *Tax Laws Amendment (New Tax System for Managed Investment Trusts) Act 2016*. The Attribution Managed Investment Trust ('AMIT') regime allows MITs that meet certain requirements to make an irrevocable choice to be an AMIT. In order to allow the Fund to elect into the AMIT tax regime, the Fund's constitution has been amended and the other conditions to adopt the AMIT tax regime have been met effective 1 July 2017. The Responsible Entity is therefore no longer contractually obligated to pay distributions. Consequently the units in the Fund have been reclassified from a financial liability to equity on 1 July 2017, see Note 7 for further information.

2 Summary of significant accounting policies

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

(a) Basis of preparation

These general purpose statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Interpretations and the *Corporations Act 2001* in Australia. Pengana Emerging Companies Fund is a for-profit entity for the purpose of preparing the financial statements.

The financial statements are prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

The balance sheet is presented on a liquidity basis.

Assets and liabilities are presented in decreasing order of liquidity and do not distinguish between current and non-current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets and net assets attributable to unitholders. The Fund manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet any liquidity requirements. As such, it is expected that a portion of the portfolio will be realised within 12 months, however, an estimate of that amount cannot be determined as at balance date.

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

Compliance with International Financial Reporting Standards (IFRS)

The financial report of the Fund also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board.

New and amended standards adopted by the Fund

There are no standards, interpretations, or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2017 that have a material impact on the Fund.

2 Summary of significant accounting policies (continued)

(b) Financial instruments

(i) Classification

The Fund's investments are categorised as at fair value through profit or loss. They comprise:

- Financial instruments held for trading

Derivative financial instruments such as options and forward foreign currency contracts are included under this classification. The Fund does not designate any derivatives as hedges in a hedging relationship.

- Financial instruments designated at fair value through profit or loss upon initial recognition

These include financial assets that are not held for trading purposes and which may be sold. These are investments in equity securities and investment trusts.

Financial assets and financial liabilities designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis with other related financial information.

(ii) Recognition/derecognition

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

Investments are derecognised when the right to receive cash flows from the investments have expired or the Fund has transferred substantially all risks and rewards of ownership.

(iii) Measurement

Financial assets and liabilities held at fair value through profit or loss:

At initial recognition, the Fund measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of comprehensive income.

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets or financial liabilities at fair value through profit or loss' category are presented in the statement of comprehensive income within net gains / (losses) on financial instruments held at fair value through profit or loss in the period in which they arise.

Further details on how the fair values of financial instruments are determined are disclosed in Note 4.

(iv) Offsetting financial instruments

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

(c) Net assets attributable to unitholders

Units are redeemable at the unitholders' option, however applications and redemptions may be suspended by the Responsible Entity if it is in the best interests of the unitholders. The units can be put back to the Fund at any time for cash equal to a proportionate share of the Fund's net asset value attributable to the unitholders. The units are carried at the redemption amount that is payable at balance sheet date if the holder exercises the right to put the units back to the Fund.

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

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

As at 30 June 2017, net assets attributable to unitholders are classified as a financial liability. Effective from 1 July 2017, the Fund's units have been reclassified from financial liability to equity as they satisfied all the above criteria.

2 Summary of significant accounting policies (continued)

(d) Cash and cash equivalents

For the statement of cash flows presentation purposes, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with **original** maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as movements in the fair value of these securities represent the Fund's main income generating activity.

(e) Investment income

Interest income on cash and cash equivalents is recognised in the statement of comprehensive income using the accruals method.

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense.

Trust distributions are recognised on an entitlements basis.

The Fund currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded gross of withholding tax in the statement of comprehensive income.

(f) Expenses

All expenses are recognised in the statement of comprehensive income on an accruals basis.

(g) Income tax

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

(h) Distributions

Distributions are payable as set out in the Fund's product disclosure statement. Such distributions are determined by the responsible entity of the Fund. Distributable income includes capital gains arising from the disposal of financial assets and liabilities held for trading. Unrealised gains and losses on financial assets and liabilities held for trading that are recognised as income are transferred to net assets attributable to unitholders and are not assessable and distributable until realised. Capital losses are not distributed to unitholders but are retained to be offset against any realised capital gains.

(i) Increase/decrease in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholder. Where the Fund's units are classified as liabilities, movements in net assets attributable to unitholders are recognised in profit or loss as finance costs, and where units are classified as equity, movements in net assets attributable unit holders are recognised in the Statement of changes in equity.

(j) Foreign currency translation

(i) Functional and presentation currency

Items included in the Fund's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the Australian dollar, which reflects the currency of the economy in which the Fund competes for capital and is regulated. The Australian dollar is also the Fund's presentation currency.

(ii) Transactions and balances

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

Non monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation of differences on assets and liabilities carried at fair value are reported in the statement of comprehensive income on a net basis within net gains/(losses) on financial instruments held at fair value through profit or loss.

2 Summary of significant accounting policies (continued)

(k) Due from/to brokers

Amounts due from/to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet delivered by the end of the year. Trades are recorded on trade date, and normally settled within two business days. A provision for impairment of amounts due from brokers is established when there is objective evidence that the Fund will not be able to collect all amounts due from the relevant broker. Indicators that the amount due from brokers is impaired include significant financial difficulties of the broker, probability that the broker will enter bankruptcy or financial reorganisation and default in payments.

(l) Receivables

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

(m) Payables

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

(n) Applications and redemptions

Applications received for units in the Fund are recorded net of any entry fees payable prior to the issue of units in the Fund. Redemptions from the Fund are recorded gross of any exit fees payable after the cancellation of units redeemed.

(o) Goods and services tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties such as custodial services and investment management fees have been passed onto the Fund.

The Fund qualifies for Reduced Input Tax Credits (RITC) at a rate of at least 55%, hence investment management fees, custodial fees and other expenses have been recognised in the statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the balance sheet. Cash flows relating to GST are included in the statement of cash flows on a gross basis.

(p) Use of estimates

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

For certain other financial instruments, including amounts due from/to brokers and payables, the carrying amounts approximate fair value due to the short-term nature of these financial instruments.

(q) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the 30 June 2018 reporting period and have not been early adopted by the Fund. The directors' assessment of the impact of these standards (to the extent relevant to the Fund) and interpretations is set out below:

2 Summary of significant accounting policies (continued)

(q) New accounting standards and interpretations (continued)

Australian Accounting Standards issued but not yet effective

(i) *AASB 9 Financial Instruments* (and applicable amendments) (effective from 1 January 2018)

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities. It has now also introduced revised rules around hedge accounting and impairment. The standard is not applicable until 1 January 2018 but is available for early adoption.

The directors do not expect this to have a significant impact on the recognition and measurement of the Fund's financial instruments as they are carried at fair value through profit or loss.

The derecognition rules have not changed from the previous requirements, and the Fund does not apply hedge accounting. AASB 9 introduces a new impairment model. However, as the Fund's investments are all held at fair value through profit or loss, the change in impairment rules will not impact the Fund.

The directors of the Fund have decided to adopt AASB 9 effective 1 July 2018 which is the first financial year of adoption of this standard.

(ii) *AASB 15 Revenue from Contracts with Customers* (effective from 1 January 2018)

The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 which covers contracts for goods and services and AASB 111 which covers construction contracts.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards.

The Fund's main sources of income are interest, dividends, distributions and gains on financial instruments held at fair value. All of these are outside the scope of the new revenue standard. As a consequence, the directors do not expect the adoption of AASB 15 to have a significant impact on the Fund's accounting policies or the amounts recognised in the financial statements.

(r) Rounding of amounts

The Fund is an entity of the kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, relating to the 'rounding off amounts in the financial statements. Amounts in the financial statements have been rounded off to the nearest dollar unless otherwise indicated.

3 Financial risk management

The Fund is exposed to a variety of financial risks: market risk (including price risk, interest rate risk and currency risk), credit risk and liability risk. The Responsible Entity is responsible for managing these risks and does so through a process of ongoing identification, measurement and monitoring.

Risks are measured using a method that reflects the expected impact on the results and net assets attributable to unitholders of the Fund from reasonably foreseeable changes in the relevant risk variables. Information about these risk exposures at the reporting date, measured on this basis, is disclosed below. Information about the total fair value of financial instruments exposed to risk, as well as compliance with established investment mandate limits, is also monitored by the Responsible Entity. These mandate limits reflect the investment strategy and market environment of the Fund, as well as the level of risk that the Fund is willing to accept.

This information is prepared and regularly reported to relevant parties within the Responsible Entity.

As part of its risk management strategy, the Fund may use derivatives to manage certain risk exposures.

Concentrations of risk arise when a number of financial instruments or contracts are entered into with the same counterparty, or where a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentration of risk, the Fund monitors its exposure to ensure concentrations of risk remain within acceptable levels and either reduces exposure or uses derivative instruments to manage the excessive risk concentrations when they arise.

3 Financial risk management (continued)

(a) Market risk

AASB 7 defines market risk as the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates, and equity prices. The Fund's investment activities are undertaken in accordance with established mandate limits and investment strategies.

(i) Price risk

The Fund is exposed to equity securities price risk. This arises from investments held by the Fund for which prices in the future are uncertain. Where non-monetary financial instruments are denominated in currencies other than the Australian dollar, the price in the future will also fluctuate because of the changes in foreign exchange rates. Paragraph (ii) below sets out how this component of price risk is managed and measured. These investments are classified on the balance sheet at fair value through profit or loss. The fair value of the investments represents the Fund's maximum price risk. The Fund mitigates price risk by diversifying exposure across a range of investments. The Responsible Entity monitors risk guidelines and position sizes.

The Fund has no concentrations in individual equity positions exceeding 4.92% (2017: 5.24%) of the net assets attributable to unitholders at 30 June 2018.

The table below is a summary of the significant sector concentrations within the equity portfolio.

	30 June 2018		30 June 2017	
	%	\$	%	\$
Industrials	21.63	181,430,412	11.14	82,573,423
Banking	21.33	178,886,357	22.54	167,075,831
Consumer discretion	16.41	137,630,652	30.64	227,105,985

The table within Note 3(b) summarises the sensitivities of the Fund's non-monetary financial assets and liabilities to price risk.

(ii) Foreign exchange risk

The Fund may hold monetary and non-monetary assets denominated in currencies other than the Australian dollar. The foreign exchange risk relating to non-monetary assets and liabilities is a component of equity price risk. Foreign exchange risk arises as the value of monetary securities denominated in other currencies will fluctuate due to changes in foreign exchange rates.

The table below summarises the Fund's assets and liabilities that are denominated in New Zealand Dollars, at 30 June 2018.

	30 June 2018	30 June 2017
	New Zealand Dollars A\$	New Zealand Dollars A\$
Cash and cash equivalents	348	251
Financial assets held at fair value through profit or loss	<u>53,016,301</u>	<u>63,698,326</u>
	<u>53,016,649</u>	<u>63,698,577</u>

The table within Note 3(b) summarises the sensitivities of the Fund's non-monetary assets and liabilities to foreign exchange risk.

3 Financial risk management (continued)

(a) Market risk (continued)

(iii) Interest rate risk

The Fund does not own interest bearing financial assets that will expose it to material risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial positions and cash flows. The impact of interest rate risk on net assets attributable to unitholders and operating profit is considered immaterial to the Fund.

The impact of interest rate risk on net assets attributable to unitholders and operating profit is outlined in the table below.

30 June 2018	Floating interest rate	3 months or less	Fixed interest rate		Over 5 years	Non interest bearing	Total
	\$	\$	4 to 12 months \$	1 to 5 years \$	\$	\$	\$
Assets							
Cash and cash equivalents	80,071,767	-	-	-	-	-	80,071,767
Due from brokers - receivable for securities sold	-	-	-	-	-	16,606,268	16,606,268
Receivables	-	-	-	-	-	1,407,140	1,407,140
Financial assets held at fair value through profit or loss	-	-	-	-	-	838,856,876	838,856,876
Total assets	80,071,767	-	-	-	-	856,870,284	936,942,051
Liabilities							
Distribution payable	-	-	-	-	-	118,845,562	118,845,562
Payables	-	-	-	-	-	1,375,238	1,375,238
Total liabilities (excluding net assets attributable to unit holders)	-	-	-	-	-	120,220,800	120,220,800
Net exposure	80,071,767	-	-	-	-	736,649,484	816,721,251
30 June 2017							
	Floating interest rate	3 months or less	Fixed interest rate		Over 5 years	Non interest bearing	Total
	\$	\$	4 to 12 months \$	1 to 5 years \$	\$	\$	\$
Assets							
Cash and cash equivalents	40,418,829	-	-	-	-	-	40,418,829
Receivables	-	-	-	-	-	2,488,022	2,488,022
Financial assets held at fair value through profit or loss	-	-	-	-	-	741,137,744	741,137,744
Total assets	40,418,829	-	-	-	-	743,625,766	784,044,595
Liabilities							
Distribution payable	-	-	-	-	-	56,089,824	56,089,824
Payables	-	-	-	-	-	1,250,100	1,250,100
Total liabilities (excluding net assets attributable to unitholders)	-	-	-	-	-	57,339,924	57,339,924
Net exposure	40,418,829	-	-	-	-	686,285,842	726,704,671

An analysis of financial liabilities by maturity is provided in paragraph 3(d).

3 Financial risk management (continued)

(b) Summarised sensitivity analysis

The following table summarises the sensitivity of the Fund's operating profit and net assets attributable to unitholders to price and foreign exchange risk on monetary and non-monetary assets and liabilities on the basis that this information is beneficial to unitholders. The reasonably possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors including historic levels of changes in foreign exchange rates and historic price movements of the Fund. Actual movements in the risk variables may be greater or less than anticipated, including unusually large market shocks resulting from the changes in the performance of the economies, markets and securities in which the Fund invests. As a result, historic variations in risk variables are not a definitive indicator of future variations in the risk variables.

	Impact on operating profit/Net assets attributable to unitholders			
	Price risk		Foreign exchange risk New Zealand Dollars	
30 June 2018	-5.00%	+5.00%	-5.00%	+5.00%
	\$	\$	\$	\$
	(41,942,844)	41,942,844	(2,650,832)	2,650,832
30 June 2017	-5.49%	+5.49%	-5.00	+5.00%
	\$	\$	\$	\$
	(40,688,462)	40,688,462	(3,184,929)	3,184,929

Foreign exchange sensitivity has not been disclosed where the impact is deemed immaterial to the Fund.

(c) Credit risk

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

The Fund is exposed to counterparty credit risk on cash and cash equivalents, amounts due for securities sold and other receivables.

Settlement of securities transactions

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

Cash and cash equivalents

The exposure to credit risk for cash and cash equivalents is low as all counterparties have a rating of A-1 (as determined by the Standard & Poor's) or higher.

Other

The Fund is not materially exposed to credit risk on other financial assets.

The clearing and depository operations for the Fund's security transactions are mainly concentrated with one counterparty, namely BNP Paribas Securities Services. BNP Paribas Securities Services is a wholly owned subsidiary of BNP Paribas S.A. who is a member of a major securities exchange, and at 30 June 2018 had a credit rating of A-1 (2017: A-1). At 30 June 2018, substantially all cash and cash equivalents and balances due from brokers are held in custody by BNP Paribas Securities Services.

Maximum exposure to credit risk

The maximum exposure to credit risk before any credit enhancements at the end of each reporting period is the carrying amount of the financial assets. None of these assets are impaired, nor past due but not impaired.

3 Financial risk management (continued)

(d) Liquidity risk

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous. The Fund is exposed to daily cash redemptions of its units. Its policy is therefore to primarily hold investments that are traded in an active market and can be readily disposed and the fund maintains sufficient cash and cash equivalents to meet normal redemption volumes.

The investment manager monitors liquidity on a daily basis. In order to manage the Fund's overall liquidity, the responsible entity has the discretion to reject an application for units and to defer or adjust redemption of units if the exercise of such discretion is in the best interests of unitholders. The Fund did not reject or withhold any redemptions during 2018 and 2017.

The table below analyses the Fund's financial liabilities into relevant maturity groupings based on the remaining period at balance sheet date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows. Units are redeemed on demand at the unitholder's option. However, the Board of Directors does not envisage that the contractual maturity disclosed in the table below will be representative of the actual cash outflows, as holders of these instruments typically retain them for the medium to long term.

	Less than 1 month	1-6 months	6-12 months	Over 12 months
	\$	\$	\$	\$
At 30 June 2018				
Payables	1,375,238	-	-	-
Distributions payable	118,845,562	-	-	-
Net assets attributable to unitholders	<u>816,721,251</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>936,942,051</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Less than 1 month	1-6 months	6-12 months	Over 12 months
	\$	\$	\$	\$
At 30 June 2017				
Payables	1,250,100	-	-	-
Distributions payable	56,089,824	-	-	-
Net assets attributable to unitholders	<u>726,704,671</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>784,044,595</u>	<u>-</u>	<u>-</u>	<u>-</u>

4 Fair value measurements

The Fund measures and recognises the following assets and liabilities at fair value on a recurring basis:

- Financial assets / liabilities designated at fair value through profit or loss
- Financial assets / liabilities held for trading
- Derivative financial instruments

The Fund has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting period.

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

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

4 Fair value measurements (continued)

(i) *Fair value in an active market (level 1)*

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

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

The quoted market price used for financial assets and liabilities held by the Fund is the last traded price.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

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

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

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

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

Investments in other unlisted unit trusts are recorded at the net asset value per unit as reported by the investment managers of such funds. The Fund may make adjustments to the value based on considerations such as: liquidity of the Investee Fund or its underlying investments, the value date of the net asset value provided, or any restrictions on redemptions and the basis of accounting.

Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions. The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Fund holds.

Recognised fair value measurements

The following table presents the Fund's assets and liabilities measured and recognised at fair value as at 30 June 2018 and 30 June 2017.

30 June 2018	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Financial assets designated at fair value through profit or loss:				
Listed equity securities	798,626,066	-	-	798,626,066
Listed investment trusts	<u>40,230,810</u>	<u>-</u>	<u>-</u>	<u>40,230,810</u>
Total	<u>838,856,876</u>	<u>-</u>	<u>-</u>	<u>838,856,876</u>
30 June 2017	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Financial assets designated at fair value through profit or loss:				
Listed equity securities	682,132,960	-	-	682,132,960
Listed investment trusts	<u>59,004,784</u>	<u>-</u>	<u>-</u>	<u>59,004,784</u>
Total	<u>741,137,744</u>	<u>-</u>	<u>-</u>	<u>741,137,744</u>

4 Fair value measurements (continued)

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

Transfers between levels

There were no transfers between levels in the fair value hierarchy in 2018 and 2017.

Fair value measurements using significant unobservable inputs (level 3)

There were no investments classified as Level 3 within the Fund as at 30 June 2018 and 30 June 2017.

Fair value of financial instruments not carried at fair value

The carrying value of trade receivables and trade payables are assumed to approximate their fair values. Net assets attributable to unitholders' carrying value differs from its fair value (deemed to be redemption price for individual units) due to differences in valuation inputs. This difference is not material in the current or prior year.

The carrying value of financial instruments not measured at fair value approximate their fair values.

5 Auditor's remuneration

The following fees were paid or payable for services provided by the auditor of the Fund:

	Year ended	
	30 June 2018 \$	30 June 2017 \$
(a) Audit services		
<i>Audit and other assurance services</i>		
PricewaterhouseCoopers		
Audit and review of the Financial Statements of the Fund	17,292	17,292
Audit of the compliance plan	3,500	5,171
Total remuneration for audit and other assurance services	20,792	22,463
(b) Taxation services		
<i>Taxation services</i>		
PricewaterhouseCoopers		
Tax compliance services	12,752	17,534
Total remuneration for taxation services	12,752	17,534

The auditor's remuneration in 2018 and 2017 was borne by the Investment Manager.

6 Net gains on financial instruments held at fair value through profit or loss

Net gains/(losses) recognised in relation to financial assets and financial liabilities held at fair value through profit or loss:

	Year ended	
	30 June 2018 \$	30 June 2017 \$
Financial instruments		
Net gain/(loss) on financial instruments held for trading	(3,177)	2,167
Net gain on financial instruments designated as at fair value through profit or loss	139,655,496	68,651,072
Total net gains on financial instruments held at fair value through profit or loss	139,652,319	68,653,239

7 Net assets attributable to unitholders

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

Prior to 1 July 2017 the Fund classified its net assets attributable to unitholders as liabilities in accordance with AASB 132. On 1 July 2017, the Fund has elected into the AMIT tax regime. The Fund's constitution has been amended on the same date and it no longer has a contractual obligation to pay distributions to unitholders. Therefore the net assets attributable to unitholders of the Fund meet the criteria set out under AASB 132 and are classified as equity from 1 July 2017 onwards.

As a result of the reclassification of net assets attributable to unitholders from liabilities to equity, the Fund's distributions are no longer classified as finance cost in the statement of comprehensive income, but rather as dividends paid in the statement of changes in equity.

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

	Year ended			
	30 June 2018	30 June 2017	30 June 2018	30 June 2017
	No.	No.	\$	\$
Opening balance	303,563,010	284,437,172	726,704,671	689,464,732
Applications	57,013,598	42,247,844	147,759,702	108,212,126
Redemptions	(25,768,910)	(29,281,822)	(66,723,926)	(74,595,100)
Units issued upon reinvestment of distributions	10,529,767	6,159,816	25,405,612	14,906,534
Increase/(decrease) in net assets attributable to unitholders	-	-	150,128,902	(11,283,621)
Distributions to unitholders	-	-	(166,553,710)	-
Closing balance	<u>345,337,465</u>	<u>303,563,010</u>	<u>816,721,251</u>	<u>726,704,671</u>

*Net assets attributable to unitholders are classified as equity at 30 June 2018 and as a financial liability at 30 June 2017. Refer to Note 1 for further details.

As stipulated in the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets in the Fund.

There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Fund.

Capital risk management

The Fund considers its net assets attributable to unitholders as capital, notwithstanding 'net assets attributable to unitholders' is classified as a financial liability until 30 June 2017. Net assets attributable to unitholders can change significantly as the Fund is subject to applications and redemptions at the discretion of unitholders.

Applications and redemptions are reviewed relative to the liquidity of the Fund's underlying assets by the Investment Manager. Under the terms of the Fund's Constitution, the Responsible Entity has the discretion to reject an application for units and to defer or adjust a redemption of units if the exercise of such discretion is in the best interests of unitholders.

8 Distributions to unitholders

The distributions were as follows:

	Year ended			
	30 June 2018		30 June 2017	
	\$	CPU	\$	CPU
Distributions				
Distribution paid - December	26,636,758	8.27	22,875,008	7.72
Distributions paid and payable - June	<u>139,916,953</u>	<u>41.59</u>	<u>67,108,232</u>	<u>22.45</u>
Total distributions	<u>166,553,711</u>	<u>49.86</u>	<u>89,983,240</u>	<u>30.17</u>

9 Cash and cash equivalents

	As at	
	30 June 2018	30 June 2017
	\$	\$
Cash at bank	<u>80,071,767</u>	<u>40,418,829</u>
	<u>80,071,767</u>	<u>40,418,829</u>

10 Financial assets held at fair value through profit or loss

	As at	
	30 June 2018	30 June 2017
	Fair value \$	Fair value \$
Designated at fair value through profit or loss		
Listed equity securities	798,626,066	682,132,960
Listed investment trusts	<u>40,230,810</u>	<u>59,004,784</u>
Total designated at fair value through profit or loss	<u>838,856,876</u>	<u>741,137,744</u>
Total financial assets held at fair value through profit or loss	<u>838,856,876</u>	<u>741,137,744</u>

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

11 Receivables

	As at	
	30 June 2018	30 June 2017
	\$	\$
Dividends receivable	149,119	667,223
Distributions receivable	830,724	1,306,642
Interest receivable	56,773	36,911
Reduced Input Tax Credit receivable	257,176	202,785
Applications receivable	<u>113,348</u>	<u>274,461</u>
	<u>1,407,140</u>	<u>2,488,022</u>

12 Payables

	As at	
	30 June 2018	30 June 2017
	\$	\$
Management fees payable	1,002,450	846,302
Redemptions payable	345,708	403,798
Transaction costs payable	<u>27,080</u>	<u>-</u>
	<u>1,375,238</u>	<u>1,250,100</u>

13 Related party transactions

Responsible Entity

The Responsible Entity of Pengana Emerging Companies Fund is Pengana Capital Limited (ABN 30 103 800 568).

Accordingly, transactions with entities related to Pengana Capital Limited are disclosed below.

Key management personnel

Directors

Key management personnel includes persons who were directors of Pengana Capital Limited at any time during the financial year or since the end of the year end and up to the date of this report:

Russel Pillemer	Director
Katrina Glendinning	Director
Nick Griffiths	Director

Key management personnel unitholdings

At 30 June 2018, Katrina Glendinning held 50,796 units in the Fund (2017: 45,048 units).

At 30 June 2018, Nick Griffiths held 29,868 units in the Fund (2017: 25,549 units).

At 30 June 2018, Russel Pillemer held an interest in the Fund through Carole Francine Pillemer's holding of 62,627 units in the Fund (2017: 51,663 units).

Key management personnel compensation

Key management personnel are paid by the Responsible Entity. Payments made from the Fund to the Responsible Entity do not include any amounts directly attributable to the compensation of key management personnel.

Key management personnel loan disclosures

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

Other transactions within the Fund

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

13 Related Party Transactions (continued)

Responsible Entity's fees and other transactions

Under the terms of the Fund's Constitution and the current Product Disclosure Statement for the Fund, the Responsible Entity and the Investment Manager are entitled to receive fees monthly.

The management fee disclosed in the product Disclosure Statement ("PDS") is 1.3340% per annum of the Net Asset Value ("NAV") of the Fund (including GST net of reduced input tax credits). It is calculated and accrued daily and payable monthly in arrears by the Fund. The fee is paid directly from the Fund and reflected in the unit price.

All fees and expenses of the Fund (excluding transaction costs which are covered by the Buy Sell spread, performance fees and abnormal expenses such as the cost of holding an investor meeting) are paid from the management fee.

The performance fee of 20.5% is payable half yearly as at 30 June and 31 December each year. The fee is paid directly from the Fund and reflected in the unit price. Depending on the return of the Fund in relation to the Index, the daily accrual may be a positive or negative amount. The performance fee is not payable unless the return of the Fund is positive for that half year period. If no performance fee is payable to Pengana at the end of a half year period, then the accrued performance fee, positive or negative, will be carried forward into the next half year period and form part of the performance fee for that half year. This means that negative performance by the Fund must be made up before a performance fee is payable.

Transactions with related parties have taken place at arms length and in the ordinary course of business. The transactions during the year and amounts at year end between the Fund and the Responsible Entity and the Investment Manager were as follows:

	30 June 2018	30 June 2017
	\$	\$
Investment Management fees	11,287,513	10,103,595
Aggregate amounts payable to the Investment Manager at the reporting date	1,002,450	846,302

Investments

The Fund did not hold any investments in Pengana Capital Limited or its related parties during the year.

Related party schemes' unitholdings

Parties related to the Fund, including the Responsible Entity, its associates and other schemes managed by Pengana Capital Limited, held the following units in the Fund at the end of the year:

30 June 2018	Number of units held	Interest held %	Number of units acquired during year	Number of units disposed of during year	Distributions paid or payable during year \$
Carole Francine Pillemer	62,627	0.02	10,964	-	26,425
Katrina Glendinning	50,796	0.01	5,748	-	25,202
Nick Griffiths	29,868	0.01	4,319	-	8,086
30 June 2017	Number of units held	Interest held %	Number of units acquired during year	Number of units disposed of during year	Distribution paid or payable during year \$
Carole Francine Pillemer	51,663	0.02	5,846	-	14,141
Katrina Glendinning	45,048	0.01	3,545	-	13,486
Nick Griffiths	25,549	0.01	2,908	-	4,783

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

	Year ended	
	30 June 2018	30 June 2017
	\$	\$
(a) Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities		
Profit/(loss) for the year	150,128,903	-
Increase in net assets attributable to unitholders	-	(11,283,621)
Distributions to unitholders	-	89,983,240
Proceeds from sale of financial instruments held at fair value through profit or loss	458,158,764	404,938,033
Purchase of financial instruments held at fair value through profit or loss	(432,831,845)	(390,350,612)
Net gains on financial instruments held at fair value through profit or loss	(139,652,319)	(68,653,239)
Net foreign exchange (gain)/loss	11	46,470
Net change in receivables	919,769	(495,731)
Net change in payables	<u>183,228</u>	<u>44,576</u>
Net cash inflow from operating activities	<u>36,906,511</u>	<u>24,229,116</u>
 (b) Non-cash financing activities		
During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan	<u>25,405,612</u>	<u>14,906,534</u>
	<u>25,405,612</u>	<u>14,906,534</u>

15 Events occurring after the balance sheet date

No other significant events have occurred since the balance sheet date which would impact on the financial position of the Fund disclosed in the balance sheet as at 30 June 2018 or on the results and cash flows of the Fund for the year ended on that date.

16 Contingent assets and liabilities or commitments

There are no outstanding contingent assets and liabilities or commitments as at 30 June 2018 and 30 June 2017.

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) The financial statements and notes set out on pages 5 - 25 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements;
 - (ii) giving a true and fair view of the Fund's financial position as at 30 June 2018 and of its performance for the financial year ended on that date,
- (b) There are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable, and
- (c) Note 2(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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



Katrina Glendinning
Director

Pengana Capital Limited
19 September 2018



Independent auditor's report

To the unitholders of Pengana Emerging Companies Fund

Our opinion

In our opinion:

The accompanying financial report of Pengana Emerging Companies Fund (the Registered Scheme) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Registered Scheme's financial position as at 30 June 2018 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the balance sheet as at 30 June 2018
- the statement of comprehensive income for the year then ended
- the statement of changes in equity for the year then ended
- the statement of cash flows for the year then ended
- the notes to the financial statements, which include a summary of significant accounting policies
- the directors of the Responsible Entity's declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

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

Independence

We are independent of the Registered Scheme in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Other information

The directors of the Responsible Entity are responsible for the other information. The other information comprises the information included in the Annual report for the year ended 30 June 2018, including the Directors' report, but does not include the financial report and our auditor's report thereon.

PricewaterhouseCoopers, ABN 52 780 433 757

One International Towers Sydney, Watermans Quay, Barangaroo, GPO BOX 2650, SYDNEY NSW 2001
T: +61 2 8266 0000, F: +61 2 8266 9999, www.pwc.com.au

Level 11, 1PSQ, 169 Macquarie Street, Parramatta NSW 2150, PO Box 1155 Parramatta NSW 2124
T: +61 2 9659 2476, F: +61 2 8266 9999, www.pwc.com.au

Liability limited by a scheme approved under Professional Standards Legislation.



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

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Responsibilities of the directors of the Responsible Entity for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.



A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:
http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.

PricewaterhouseCoopers

PricewaterhouseCoopers

Buckman

Bianca Buckman
Partner

Sydney
19 September 2018