

360 CAPITAL TOTAL RETURN ACTIVE FUND

ARSN 602 303 613

Financial Report

For the year ended 30 June 2017

Contents	Page
Responsible entity report	2
Auditor's independence declaration	5
Statement of profit or loss and other comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Statement of cash flows	9
Notes to the financial report	10
Directors' declaration	25
Independent auditor's report	26

360 Capital Total Return Active Fund

Responsible Entity report

For the year ended 30 June 2017

The Directors of 360 Capital FM Limited (CFML) (ABN 15 090 664 396) (AFSL No 221474), the Responsible Entity, present their report together with the financial report of 360 Capital Total Return Active Fund ARSN 602 303 613 (Fund) (Active Fund) for the year ended 30 June 2017.

The Active Fund forms part of the stapled entity, 360 Capital Total Return Fund (Stapled Fund) (ASX: TOT) comprising 360 Capital Total Return Passive Fund (Passive Fund) (Parent Entity) ARSN 602 304 432 and its controlled entities and 360 Capital Total Return Active Fund.

On 23 December 2016, unitholders of the Passive Fund and the Active Fund passed a resolution to change the Responsible Entity from 360 Capital Investment Management Limited (CIML) to 360 Capital FM Limited. The change in Responsible Entity was effective from this date. The Directors of CIML were the same and only Directors as CFML, as listed below, for the period and up to the date of the change of the Responsible Entity.

Directors

The following persons were Directors of 360 Capital FM Limited from the date of the change of the Responsible Entity up to the date of this report, unless otherwise stated:

David van Aanholt (Chairman)

Tony Robert Pitt

William John Ballhausen

Graham Ephraim Lenzner

Andrew Graeme Moffat

Principal activities

The Stapled Fund listed on the ASX in April 2015 as a unique, opportunistic fund investing in various forms of Australian real estate assets. The Fund's objective is to deliver a total return of 12.0% plus per annum through disciplined investment in a broad range of real estate opportunities including:

- repositioning assets, including short term re-leasing positions and refurbishment projects;
- investing in investment properties that generate rental income;
- underwriting potential capital raisings in the real estate sector including syndicates and both unlisted and listed funds;
- taking strategic positions in unlisted funds, including providing liquidity solutions to existing unitholders of those funds;
- capitalising on mispriced trading opportunities within ASX listed AREIT sector;
- participating in mergers and acquisition activities occurring within the Australian real estate markets; and
- participating in special situations which arise from time to time within Australian real estate markets including distressed sales, investments with restructuring potential, and providing loans.

Operating and financial review

The Fund's statutory net loss attributable to unitholders for the year ended 30 June 2017 was \$129,983 (2016: \$50,630).

The Fund's statutory balance sheet as at 30 June 2017 had total assets of \$11.7 million (2016: \$6.0 million).

360 Capital Total Return Active Fund

Responsible Entity report

For the year ended 30 June 2017

Capital raise

The Stapled Fund completed a \$40.6 million capital raising on 9 May 2017, comprising of \$5.3 million via a placement to institutional investors and a \$35.3 million non-renounceable 1 for 1 entitlement offer. The proceeds from the capital raise were used to increase the Stapled Fund's strategic investment in Industria REIT and invest in a mezzanine debt business.

Capital management

On 24 July 2017, the Stapled Fund announced a proposed on-market buyback for up to 30.0% (19,777,434 stapled securities) of the issued securities in the Fund. The proposed buyback is subject to Unitholder approval on 23 August 2017. If approved by members, the proposed buy-back will be funded from existing cash reserves.

Distributions

The Fund did not declare any distributions during the year.

Significant changes in state of affairs

In the opinion of the Directors, there were no significant changes in the state of affairs of 360 Capital Total Return Active Fund that occurred during the year under review other than those listed above or elsewhere in the Responsible Entity's report.

Likely developments and expected results of operations

The Fund will continue to invest in real estate based activities and actively manage a diversified portfolio of investments as outlined in the Stapled Fund's Product Disclosure Statement (PDS) dated 17 March 2015.

Events subsequent to balance date

On 24 July 2017, the Stapled Fund announced a proposed on-market buyback for up to 30.0% (19,777,434 stapled securities) of the issued securities in the Fund. The proposed buyback is subject to Unitholder approval on 23 August 2017. If approved by members, the proposed buy-back will be funded from existing cash reserves. The level of buyback will also depend on the price which securities can be repurchased as well as other opportunities available for the Fund's capital.

No other circumstances have arisen since the end of the year which have significantly affected or may significantly affect the operations of the Fund, the results of those operations, or the state of affairs of the Fund in future financial years.

Environmental Issues

The Fund complied with all environmental regulations during the course of the financial year.

Buy back arrangements

As detailed in the Fund constitution, the Responsible Entity is not under any obligation to buy back, purchase or redeem units from stapled securityholders. No buy back arrangements occurred in the year ended 30 June 2017 (2016: 9.0 million units bought back).

Units issued in the Fund

There were 35,262,092 new units issued during the year associated with the institutional placement and entitlement offer completed in May 2017 (2016: Nil).

360 Capital Total Return Active Fund
Responsible Entity report
For the year ended 30 June 2017

Number of interests on issue

As at 30 June 2017 the number of units on issue in the Fund was 65,924,780 (2016: 30,662,688).

Fees, commissions or other charges by the Responsible Entity or Related Parties of the Responsible Entity

All fees payable to the Responsible Entity or its related parties are detailed in Note 11 to the financial statements.

Units held by the Responsible Entity or Related Parties of the Responsible Entity

As at 30 June 2017 related parties of the Responsible Entity held units in the Fund, as detailed in Note 11 to the financial statements.

Indemnification and insurance of Directors and Officers

During or since the end of the financial year, the Responsible Entity has paid insurance premiums to insure each of the aforementioned Directors as well as Officers of the Responsible Entity of the Fund against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity of the Responsible Entity, other than conduct involving a wilful breach of duty in relation to the Responsible Entity.

The Responsible Entity has not otherwise, during or since the end of the financial year indemnified or agreed to indemnify an officer of the Responsible Entity.

Indemnification of auditors

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

Non-audit services

Disclosed in Note 4 are the non-audit services provided by the Fund's auditors. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

Auditor's independence declaration

The auditor's independence declaration required under Section 307C of the Corporations Act 2001 is set out on page 5 and forms part of the Responsible Entity's report for the year ended 30 June 2017.

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



Tony Robert Pitt
Director



Graham Ephraim Lenzner
Director

Sydney
17 August 2017

Auditor's Independence Declaration to the Directors of 360 Capital FM Limited as Responsible Entity for 360 Capital Total Return Active Fund

As lead auditor for the audit of 360 Capital Total Return Active Fund for the financial year ended 30 June 2017, I declare to the best of my knowledge and belief, there have been:

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



Ernst & Young



Mark Conroy
Partner
17 August 2017

360 Capital Total Return Active Fund
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2017

		30 June 2017 \$	30 June 2016 \$
	Note		
Revenue from continuing operations			
Finance revenue		1,487	66,394
Total revenue from continuing operations		1,487	66,394
Total revenue from continuing operations and other income		1,487	66,394
Management fees	11	53,543	37,611
Administration expenses		77,927	79,413
Loss from continuing operations		(129,983)	(50,630)
Loss for the year		(129,983)	(50,630)
Total comprehensive loss for the year		(129,983)	(50,630)

Earnings per unit for continuing operations

attributable to the unitholders of 360 Capital Total Return Active Fund		cents	cents
Basic and diluted loss per security	5	(0.4)	(0.1)

The above statement of profit or loss and other comprehensive income should be read with the accompanying notes.

360 Capital Total Return Active Fund**Statement of financial position****As at 30 June 2017**

		30 June 2017	30 June 2016
	Note	\$	\$
Current assets			
Cash and cash equivalents	9	6,414,740	45,226
Receivables	6	5,236,294	5,946,525
Total current assets		11,651,034	5,991,751
Total assets		11,651,034	5,991,751
Current liabilities			
Trade and other payables		26,268	12,558
Total current liabilities		26,268	12,558
Total liabilities		26,268	12,558
Net assets		11,624,766	5,979,193
Equity			
Issued capital – ordinary units	7	11,974,629	6,199,072
Accumulated losses		(349,862)	(219,879)
Total equity attributable to unitholders		11,624,767	5,979,193
Total equity		11,624,767	5,979,193

The above statement of financial position should be read with the accompanying notes.

360 Capital Total Return Active Fund
Statement of changes in equity
For the year ended 30 June 2017

	Note	Issued capital \$	Accumulated losses \$	Total equity \$
Balance at 30 June 2016		6,199,072	(219,879)	5,979,193
Total comprehensive loss for the year		-	(129,983)	(129,983)
Transactions with unitholders in their capacity as unitholders				
Issued units – Entitlement offer	7	5,961,057	-	5,961,057
Equity raising transaction costs	7	(185,500)	-	(185,500)
		5,775,557	-	5,775,557
Balance at 30 June 2017		11,974,629	(349,862)	11,624,767
Balance at 1 July 2015		7,746,292	(169,249)	7,577,043
Total comprehensive loss for the year		-	(50,630)	(50,630)
Transactions with unitholders in their capacity as unitholders				
Unit buy back	7	(1,543,024)	-	(1,543,024)
Equity raising transaction costs	7	(4,196)	-	(4,196)
		(1,547,220)		(1,547,220)
Balance at 30 June 2016		6,199,072	(219,879)	5,979,193

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

360 Capital Total Return Active Fund**Statement of cash flows****For the year ended 30 June 2017**

		30 June 2017	30 June 2016
	Note	\$	\$
Cash flows from operating activities			
Cash payments to suppliers (inclusive of GST)		(122,100)	(103,330)
Finance revenue		1,487	66,394
Net cash outflows from operating activities	9	(120,613)	(36,936)
Cash flows from financing activities			
Proceeds from issue of capital	7	5,961,057	-
Payment of transaction costs to issue capital	7	(185,500)	(4,196)
Payments for buy back of units		-	(1,543,024)
Proceeds from loan to related party		714,570	-
Payments for loan to related party		-	(5,593,214)
Net cash inflows/(outflows) from financing activities		6,490,127	(7,140,434)
Net increase/(decrease) in cash and cash equivalents		6,369,514	(7,177,370)
Cash and cash equivalents at the beginning of the year		45,226	7,222,596
Cash and cash equivalents at the end of the year	9	6,414,740	45,226

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

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 1: Basis of preparation

a) Reporting entity

The Active Fund forms part of the stapled entity, 360 Capital Total Return Fund (ASX: TOT) comprising 360 Capital Total Return Passive Fund and its controlled entities and 360 Capital Total Return Active Fund.

The Responsible Entity of the Fund is 360 Capital FM Limited. The registered office and the principal place of business is Level 8, 56 Pitt Street, Sydney NSW 2000 Australia. The nature of operations and principal activities of the Fund are disclosed in the Responsible Entity's report.

On 23 December 2016, unitholders of the Passive Fund and the Active Fund passed a resolution to change the Responsible Entity from 360 Capital Investment Management Limited to 360 Capital FM Limited. The change in Responsible Entity was effective from this date.

The financial report was authorised for issue by the Board on 17 August 2017.

The principal accounting policies adopted in the preparation of the financial report are set out below.

b) Statement of compliance

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001.

International Financial Reporting Standards (IFRS) form the basis of Australian Accounting Standards (including Australian Interpretations) adopted by the AASB, being Australian equivalents to IFRS (AIFRS). The financial report complies with IFRS and interpretations adopted by the International Accounting Standards Board.

c) Basis of preparation

Basis of preparation

360 Capital Total Return Active Fund is a for-profit entity for the purpose of preparing the financial report.

The financial report has been prepared on accruals basis and on the historical cost basis except for financial assets, which are stated at their fair value.

The financial report is presented in Australian dollars.

d) Critical judgements and significant accounting estimates

Critical accounting estimates, judgements and assumptions

The preparation of a financial report in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

d) Critical judgements and significant accounting estimates (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities are:

Income taxes

In circumstances where the Fund becomes subject to income taxes in Australia there are transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain.

The Fund recognises liabilities based on the Fund's current understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Financial assets at fair value through profit or loss

The fair value of investments which are not traded in an active market is determined by using valuation techniques.

The accounting policies set out in Note 13 have been applied consistently to all periods presented in this financial report. The accounting policies have been applied consistently by all entities in the Fund.

Certain new or amended Australian Accounting Standards have been published that are not mandatory for this reporting period. Based on management's assessment, the recently issued or amended Accounting Standards are not expected to have a significant impact on the amounts recognised or disclosures made in this financial report when restated for the application of the new or amended Accounting Standards.

Note 2: Capital Management

Under the direction of the Board, the Fund manages its capital structure to safeguard the ability of the Fund to continue as a going concern while maximising the return to unitholders through the optimisation of net debt and total equity balances.

In order to maintain or adjust the capital structure, the Fund may adjust the amount of distributions paid to unitholders, return capital to unitholders, issue new units, purchase the Fund's own units, or sell assets to reduce debt. During the year the Fund undertook a unit buy back, refer to Note 7: Equity for further information.

There were no changes in the Fund's approach to capital management during the year.

Note 3: Distributions

The Fund did not declare or pay any distributions during the year.

360 Capital Total Return Active Fund**Notes to the financial report****For the year ended 30 June 2017****Note 4: Auditors' remuneration**

	30 June 2017	30 June 2016
	\$	\$
<u>Audit services</u>		
Audit services	10,000	10,000
Audit of compliance plan	7,250	3,530
	17,250	13,530
<u>Other services</u>		
Taxation compliance services	5,500	5,500
	22,750	19,030

Note 5: Earnings per unit

	30 June 2017	30 June 2016
	¢	¢
Basic and diluted loss per unit	(0.4)	(0.1)

	\$	\$
Basic and diluted loss		
Loss attributable to unitholders of 360 Capital Total Return Active Fund used in calculating loss per unit	(129,983)	(50,630)

	units	units
Weighted average number of units used as a denominator		
Weighted average number of units – basic and diluted	36,811,093	35,914,103

Note 6: Receivables

	30 June 2017	30 June 2016
	\$	\$
Current		
GST receivable	5,710	1,371
Related party loan receivable	5,230,584	5,945,154
	5,236,294	5,946,525

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 6: Receivables (continued)

a) Fair values

The receivables are carried at amounts that approximate their fair value. There are no receivables where the fair value would be materially different from the carrying value.

b) Credit risk

There is a limited amount of credit risk - refer to Note 8 for more information on the risk management policy of the Fund.

Note 7: Equity

(a) Issued capital

	30 June 2017 units	30 June 2016 units
360 Capital Total Return Active Fund - Ordinary units issued	65,924,780	30,662,688
	\$	\$
360 Capital Total Return Active Fund - Ordinary units issued	11,974,629	6,199,072
Total issued capital	11,974,629	6,199,072

(b) Movements in issued capital

Movement during the year in the number of issued units of the Fund was as follows:

	30 June 2017 units	30 June 2016 units
Opening balance	30,662,688	39,678,456
Unit buy back	-	(9,015,768)
Issue of units – Entitlement offer	35,262,092	-
Closing balance	65,924,780	30,662,688

Movement during the year in the value of issued units of the Fund was as follows:

	30 June 2017 \$	30 June 2016 \$
Opening balance	6,199,072	7,746,292
Unit buy back	-	(1,543,024)
Issue of units – Entitlement offer	5,961,057	-
Transaction costs incurred in issuing capital	(185,500)	(4,196)
Closing balance	11,974,629	6,199,072

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 8: Other financial assets and liabilities

Overview

The Fund's activities expose it to various types of financial risks including credit risk, liquidity risk, and market risk. The Board of Directors of the Responsible Entity has responsibility for the establishment and oversight of the risk management framework ensuring the effective management of risk.

The Board has established risk management principles and policies and monitor their implementation. Policies are established to identify and analyse the financial risks faced by the Fund, to set appropriate risk limits and controls, and monitor the risks and adherence to limits. The Board meets regularly to review risk management policies and systems and ensure they reflect changes in market conditions and the Fund's activities.

The nature and extent of the financial instruments and the risk management policies employed by the Fund are discussed in this section.

Credit risk

Credit risk is the risk of financial loss to the Fund if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Fund is exposed to credit risk through the financial assets listed in the table below. The table also details the maximum exposure to credit risk for each class of financial instrument.

	30 June 2017 \$	30 June 2016 \$
Cash and cash equivalents	6,414,740	45,226
Receivables	5,236,294	5,946,525
Total	11,651,034	5,991,751

The Fund manages credit risk and the losses which could arise from default by ensuring that parties to contractual arrangements are of an appropriate credit rating, or do not show a history of defaults. At reporting date, there are no issues with the credit quality of financial assets that are neither past due nor impaired, and all amounts are expected to be received in full.

Interest rate risk

The Fund's interest rate risk arises from cash balances. The potential impact of a change in interest rates by +/-1% on profit and equity has been disclosed in a table below.

360 Capital Total Return Active Fund**Notes to the financial report****For the year ended 30 June 2017****Note 8: Other financial assets and liabilities (continued)**

The Fund's exposure to interest rate risk by maturity period is:

	Floating interest rate \$	Fixed interest maturing in 1 year or less \$	Fixed interest maturing in 1 to 5 years \$	Fixed interest maturing more than 5 years \$	Non-interest bearing \$	Total \$
30 June 2017						
<u>Financial assets</u>						
Cash and cash equivalents	6,414,740	-	-	-	-	6,414,740
Receivables	-	-	-	-	5,236,294	5,236,294
Total financial assets	6,414,740	-	-	-	5,236,294	11,651,034
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	-	26,268	26,268
Total financial liabilities	-	-	-	-	26,268	26,268
Net financial assets	6,414,740	-	-	-	5,210,026	11,624,766
30 June 2016						
<u>Financial assets</u>						
Cash and cash equivalents	45,226	-	-	-	-	45,226
Receivables	-	-	-	-	5,946,525	5,946,525
Total financial assets	45,226	-	-	-	5,946,525	5,991,751
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	-	12,558	12,558
Total financial liabilities	-	-	-	-	12,558	12,558
Net financial assets	45,226	-	-	-	5,933,967	5,979,193

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 8: Other financial assets and liabilities (continued)

Summarised interest rate sensitivity analysis

The table below illustrates the potential impact a change in interest rates by +/-1% would have had on the Fund's profit

	Carrying amount \$	Change in interest rate	
		-1% Profit \$	1% Profit \$
30 June 2017			
<u>Financial assets</u>			
Cash and cash equivalents	6,414,740	(64,147)	64,147
Total increase (decrease)		(64,147)	64,147
30 June 2016			
<u>Financial assets</u>			
Cash and cash equivalents	45,226	(452)	452
Total increase (decrease)		(452)	452

Liquidity risk

Liquidity risk is the risk that the Fund will not be able to meet its financial obligations as they fall due. The Board has a policy of prudent liquidity risk management ensuring that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Fund's reputation.

The Fund monitors its exposure to liquidity by ensuring that there is sufficient cash on hand to meet the contractual obligations of financial liabilities as they fall due.

The following are contractual maturities of financial liabilities, including estimated interest payments (using existing variable interest rates):

	Carrying amount \$	Contractual cash flow \$	Less than 1 Year \$	Between 1-5 Years \$	Over 5 Years \$
30 June 2017					
Trade and other payables	26,268	26,268	26,268	-	-
	26,268	26,268	26,268	-	-
30 June 2016					
Trade and other payables	12,558	12,558	12,558	-	-
	12,558	12,558	12,558	-	-

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Fund's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Fund's market risk is managed in accordance with the investment guidelines as outlined in the Fund's Product Disclosure Statement.

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 8: Other financial assets and liabilities (continued)

Other markets risk

The Fund does not have any material exposure to any other market risks such as currency risk.

Fair values

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The Fund uses a variety of methods to calculate the value of financial instruments and makes assumptions that are based on market conditions existing at each balance date. The carrying value less impairment provision of trade receivables and payables is a reasonable approximation of their fair values due to the short-term nature of trade receivables.

The fair value of the Fund's financial assets and liabilities are approximately equal to that of their carrying values as at 30 June 2017.

At balance date, the Fund did not hold any classes of financial instruments measured at fair value.

Note 9: Cash flow information

(a) Reconciliation of cash and cash equivalents

	30 June 2017 \$	30 June 2016 \$
Cash at bank	6,414,740	45,226
Cash and cash equivalents in the statement of cash flows	6,414,740	45,226

(b) Reconciliation of net profit to net cash inflows from operating activities

	30 June 2017 \$	30 June 2016 \$
Net loss for the year	(129,983)	(50,630)
<u>Change in assets and liabilities</u>		
Decrease/(increase) in receivables	(4,338)	35,567
(Decrease)/increase in payables	13,709	(21,873)
Net cash outflows from operating activities	(120,613)	(39,936)

Note 10: Capital commitments and contingencies

Capital commitments

As at 30 June 2017 the Fund had no capital commitments (2016: Nil).

Contingencies

There are no contingent liabilities as at 30 June 2017 (2016: Nil).

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 11: Related party transactions

Responsible Entity

The Responsible Entity of the Fund is 360 Capital FM Limited. The immediate parent entity of the Responsible Entity is Trafalgar Corporate Pty Limited (ABN 11 080 518 243), and its ultimate parent entity is 360 Capital Group Limited (ABN 18 113 569 136).

On 23 December 2016, unitholders of the Passive Fund and the Active Fund passed a resolution to change the Responsible Entity from 360 Capital Investment Management Limited (CIML) to 360 Capital FM Limited. The change in Responsible Entity was effective from this date.

The registered office and the principal place of business of the Responsible Entity is:

360 Capital FM Limited
Level 8, 56 Pitt Street
Sydney, NSW 2000

Responsible Entity's fees and other transactions

Under the terms of the constitution, the Responsible Entity is entitled to receive fees in accordance with the product disclosure statement.

	30 June 2017 \$	30 June 2016 \$
Fees for the year paid/payable by the Fund:		
Management of the Fund	54,761	27,609
Fund recoveries	1,782	10,002
	53,543	37,611

Management Fee: The Responsible Entity is entitled to a Management Fee of 0.65% p.a. of the gross value of the assets of the Fund during the relevant year for its role in managing and administering the Fund.

Performance Fee: The Responsible Entity is entitled to a Performance Fee of 20% of any total return in excess of 12% p.a. The calculation of total return is based on actual distributions paid to Stapled Unitholders during the relevant financial year plus any increase in the trading price of Stapled Units in the relevant financial year. The Performance Fee is payable yearly in arrears after the end of the relevant financial year.

Acquisition Fee: The Responsible Entity will be entitled to an acquisition fee of up to 1.0% of the total purchase price of an investment of the Fund. The acquisition fee is payable upon the completion of the relevant acquisition.

Disposal Fee: The Responsible Entity will be entitled to a disposal fee of up to 1.0% of the total sale price of an investment sold by the Fund. The disposal fee is payable upon the completion of the relevant sale.

The Responsible Entity agreed to waive its entitlement to acquisition fees associated with the Stapled Fund's acquisition of IDR units during the year as well as disposal fees associated with the sale of IDR units post balance date, on the basis of the Stapled Fund's continuing operations post disposal of its main asset.

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 11: Related party transactions (continued)

Unitholdings

Units held by the Responsible Entity and other Funds managed by and related to the Responsible Entity held units in the Fund as follows:

	30 June 2017	30 June 2016
360 Capital Property Limited		
Number of units held	15,621,124	7,449,415
Interest % held	23.7%	24.3%
Distributions paid/payable by the Fund (\$)	-	-

During the year 360 Capital Property Limited (CPL) took up its full entitlement of 7,449,415 units under the Entitlement Offer completed in May 2017 and acquired an additional 722,294 units on-market in May 2017. Subsequent to the settlement of the accelerated Entitlement Offer on 20 April 2017, CPL's holding increased to 29.6% up to the date the Retail Entitlement Offer settled on 9 May 2017.

Related Party Loans

The Fund has a loan with the Passive Fund which relates to the charging of shared costs between the two stapled entities. The balance of the loan at 30 June 2017 is \$5,230,584 (2016: \$5,945,154). This loan is non-interest bearing and at call.

Key management personnel

The Fund does not employ personnel in its own right. However, it has an incorporated Responsible Entity, 360 Capital Investment Management Limited, to manage the activities of the Fund. The directors and key management personnel of the Responsible Entity are detailed below. No compensation is paid directly by the Fund to directors or to any of the key management personnel of the Responsible Entity.

Payments made by the Fund to the Responsible Entity do not specifically include any amounts attributable to the compensation of key management personnel.

Directors

David van Aanholt (Chairman)

Tony Robert Pitt

William John Ballhausen

Graham Ephraim Lenzner

Andrew Graeme Moffat

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

Note 11: Related party transactions (continued)

Management personnel unitholdings

The number of units held directly or indirectly by Directors, Key Management Personnel and their related parties as at 30 June 2017 are as follows:

Name	Position	30 June 2016	Acquisitions	30 June 2017
		Equity Holding		Equity Holding
David van Aanholt	Director	Nil	-	Nil
Tony Robert Pitt	Director	150,000	550,000	700,000
William John Ballhausen	Director	60,000	60,000	120,000
Graham Ephraim Lenzner	Director	50,000	50,000	100,000
Andrew Graeme Moffat	Director	200,000	200,000	400,000
Glenn Butterworth	KMP	Nil	19,642	19,642

Note 12: Events subsequent to balance date

On 24 July 2017, the Fund announced a proposed on-market buyback for up to 30.0% (19,777,434 stapled securities) of the issued securities in the Fund. The proposed buyback is subject to Unitholder approval on 23 August 2017. If approved by members, the proposed buy-back will be funded from existing cash reserves. The level of buyback will also depend on the price which securities can be repurchased as well as other opportunities available for the Fund's capital.

Post balance date, the Fund has entered into a term sheet for a \$7.1 million junior debt facility through its joint venture in AMF.

No other circumstances have arisen since the end of the year which have significantly affected or may significantly affect the operations of the Fund, the results of those operations, or the state of affairs of the Fund in future financial years.

Note 13: Statement of significant accounting policies

a) Changes in accounting policy

There were no changes to the Fund's accounting policies for the financial reporting year commencing 1 July 2016. The policies of the Fund are consistent with the prior year.

b) Basis of consolidation

Stapling

On 21 April 2015, 360 Capital Total Return Fund was formed by stapling together the units of the 360 Capital Total Return Passive Fund and the units of 360 Capital Total Return Active Fund. Equity holders of the Stapled Fund are entitled to an equal interest in each stapled entity.

The Constitutions of the Passive Fund and the Active Fund ensure that, for so long as these entities remain jointly listed, the number of units in the Passive Fund and the number of units in the Active Fund shall be equal and that unitholders in both funds be identical. Both the Responsible Entity of the Passive Fund and the Active Fund must at all times act in the best interest of consolidated entity.

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

b) Basis of consolidation (continued)

The stapling arrangement will cease upon the earlier of the winding up of any of the stapled entities, or any of the entities terminating the stapling arrangement.

c) Segment reporting

The Fund invests solely in the property sector within Australia.

The Chief Operating Decision Maker being, the Managing Director of the Responsible Entity, monitors the performance and results of the Fund at a total Fund level. As a result, the Fund has only one segment.

d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of GST paid. Revenue is recognised for the major business activities as follows:

Distributions from property funds

Distribution income from investments is recognised when the unitholder's right to receive payment has been established, provided that it is probable that the economic benefits will flow to the unitholder and the amount of income can be measured reliably.

Finance revenue

Interest income is recognised on a time proportion basis using the effective interest method. Interest income includes the amortisation of any discount or premium, transaction costs or other differences between the initial carrying amount of an interest-bearing instrument and its amount at maturity calculated on an effective interest basis.

Other income

Other income is recognised when the right to receive the revenue has been established.

e) Finance expenses

Finance expenses which include interest and amortised borrowing costs are recognised using the effective interest rate applicable to the financial liability.

f) Income tax

Under current Australian income tax legislation, the Funds are generally not liable for income tax provided their taxable income and taxable capital gains are fully distributed to unitholders each year. In the circumstances if a managed investment trust undertakes certain trading activities that trust may be liable to pay income tax.

g) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

h) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

i) Receivables

Receivables are recognised initially at fair value and subsequently at amortised cost. The payment terms are usually 30 days after the invoice is raised. They are classified as current assets except where the maturity is greater than 12 months after the reporting date in which case they are classified as non-current.

Amounts not recoverable are assessed at each reporting date. Indicators that an amount is not recoverable include where there is objective evidence of significant financial difficulties, debtor bankruptcy, financial reorganisation or default in payment. Any allowances for non-recoverable receivables are recognised in a separate allowance account. Any bad debts which have previously been provided for are eliminated against the allowance account. In all other cases bad debts are written off directly to the statement of profit or loss.

j) Financial instruments

Financial assets and financial liabilities are recognised when a Fund entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets are classified into the following specified categories: "Receivables" and "Financial assets at fair value through profit or loss". The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at fair value through profit or loss

Financial assets designated at fair value through profit or loss comprises investments in unlisted and listed funds. Upon initial recognition, the investments are designated at fair value through profit or loss in accordance with AASB 139 *Financial Instruments: Recognition and Measurement*.

Financial assets 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 together with other related financial information.

Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the statement of profit or loss. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Fund has transferred substantially all the risk and rewards of ownership.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are presented in the statement of profit or loss within income or expenses in the period in which they arise. Dividend/distribution income from financial assets at fair value through profit and loss is recognised in the statement of profit or loss as part of revenue from continuing operations when the Fund's right to receive payments is established.

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

j) Financial instruments (continued)

Receivables

Refer to Note 13 (i).

Financial liabilities and equity

Financial liabilities and equity instruments issued by the Fund are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Impairment

The Fund assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired.

k) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Fund prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

l) Provisions

A provision is recognised in the statement of financial position when the Fund has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate which reflects current market assessments of the time value of money and, where appropriate the risks specific to the liability.

Distributions

A provision for distributions payable is recognised in the reporting period in which the distributions are declared, determined, or publicly recommended by the Directors on or before the end of the financial period, but not distributed at balance date.

m) Issued capital

Issued capital represents the amount of consideration received for stapled securities issued by the Fund. Transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax benefit.

n) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flows.

360 Capital Total Return Active Fund

Notes to the financial report

For the year ended 30 June 2017

o) Accounting standards issued but not yet effective

The following new accounting standards, amendments to standards and interpretations have been issued, but are not mandatory as at 30 June 2017. They are available for early adoption, but have not been applied in preparing these financial statements. The Fund plans to adopt these standards on the effective date. The impact of these new standards and interpretations are as follows:

- AASB 9 – *Financial Instruments (Effective January 1, 2018)*. This standard includes requirements to simplify the approach for the classification and measurement of financial instruments. This is not expected to materially impact the Fund's financial statements
- AASB 15 – *Revenue from Contracts with Customers (Effective January 1, 2018)*. This standard establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. This is not expected to materially impact the Fund's financial statements as the Fund's main asset is a financial instrument which was disposed of subsequent to balance date

In addition to those above, the following amendments have been issued due to amendments of related standards and the annual improvements cycles:

- AASB 2016-2 *Disclosure Initiative: Amendments to AASB 107 (Effective January 1, 2017)*
- AASB 2017-2 *Further Annual Improvements 2014-2016 Cycle (Effective January 1, 2017)*

The recently issued amendments are not expected to have a significant impact on the amounts recognised in the financial statements at the effective date.

360 Capital Total Return Active Fund

Directors' declaration

For the year ended 30 June 2017

In the opinion of the Directors of 360 Capital FM Limited, the Responsible Entity:

- 1) The financial statements and notes that are set out on pages 7 to 24, are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Fund's financial position as at 30 June 2017 and of its performance for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards and *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- 2) There are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.
- 3) The Directors draw attention to Note 1 (b) to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

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



Tony Robert Pitt
Director



Graham Ephraim Lenzner
Director

Sydney
17 August 2017

Independent Auditor's Report to the unitholders of 360 Capital Total Return Active Fund

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of 360 Capital Total Return Active Fund (the Fund) which comprises the statement of financial position as at 30 June 2017, the statement of comprehensive income, statement of changes in equity and the statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the declaration of directors of 360 Capital FM Limited, the Responsible Entity of the Fund.

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

- a) giving a true and fair view of the financial position of the Fund as at 30 June 2017 and of its financial performance for the year ended on that date; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Report and Auditor's Report

The directors of the Responsible Entity are responsible for the other information. The other information comprises the information included in the Fund's 2017 Annual Report, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Responsible Entity.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide the directors of the Responsible Entity with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the directors of the Responsible Entity, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Ernst & Young



Mark Conroy
Partner
Sydney
17 August 2017