

Ante Real Estate Trust

ARSN 114 494 503

**Annual Financial Report
for the year ended 30 June 2018**

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Directors' report

The Directors of Quattro RE Limited ("**Quattro**" or "**Responsible Entity**"), the Responsible Entity for the Ante Real Estate Trust ("**ATT**" or "**the Trust**") (ASX: ATT) (formally Real Estate Capital Partners USA Property Trust) (ASX: RCU) present their report together with the financial statements of the Consolidated Entity for the financial year ended 30 June 2018 and the independent auditor's audit report thereon.

The Consolidated Entity comprises of the Trust and the entities it controlled during the financial period. The Trust became a registered managed investment scheme under the *Corporations Act 2001* on 26 May 2005.

Responsible entity and Investment Management

The Responsible Entity has carried out the investment management function relevant to the remaining USA property asset of the Trust and engaged consultants, where appropriate, to assist in the review of strategy, its implementation, and the day to day management of the Trust.

Directors

The Directors of the Responsible Entity during or since the end of the reporting period are:

Antony Wood	(Appointed 28 November 2014)
Andrew Saunders	(Appointed 7 October 2014)
Peter Chai	(Appointed 19 April 2017)
Nicholas Hargreaves	(Appointed 1 September 2018)

The Directors consider that because the majority of Directors during or since the end of the reporting period were non-executive and independent, an adequate segregation of responsibilities has applied during the reporting period between the investment management functions and corporate governance functions of the Trust.

Principal activities

The Trust is a registered managed investment scheme domiciled in Australia. The principal activity of the Consolidated Entity during the reporting period was property investment in the United States of America ("**USA**") and New Zealand ("**NZ**"). The Trust currently owns two assets – one in Chicago, USA and the other in Auckland, NZ. The Trust purchased the asset in Auckland during the reporting period. The Trust and the Consolidated Entity did not have any employees during the reporting period.

Results and distributions

The Consolidated Entity's loss for the year ended 30 June 2018 was \$4,277,000 (2017: \$2,802,000 loss). The 2018 loss was largely attributable to a negative fair value movement of \$1,085,000 (2017: \$1,669,000) recognised in the current period on the investment property and increased borrowing costs of \$3,738,000 (2017: \$1,504,000).

In accordance with the strategy of minimising the Trust's operating costs, other operating expenses for the year were reduced to \$901,000 compared with \$990,000 for the previous corresponding period.

No distributions have been paid or are payable in respect of the current or immediately preceding corresponding period and the Directors of the Responsible Entity do not recommend the payment of a distribution.

Directors' report (continued)

Foreign exchange movements

The Trust's assets and liabilities are denominated in US\$ and NZ\$ from 12 February 2018, with the purchase of the Auckland asset. The Trust's earnings are also generated in US\$ and NZ\$, movements in the US\$/A\$ and NZ\$/A\$ exchange rate have a material impact on the Trust's NTA and its earnings.

During the course of the year the A\$ was weaker against the US\$ from a spot rate of \$0.7692 at 30 June 2017 to a spot rate of \$0.7391 at 30 June 2018. The A\$ was stronger against the NZ\$ from a spot rate of \$1.0776 at the time of the acquisition of the Auckland asset on 12 February 2018 to a spot rate of \$1.0903 at 30 June 2018. The Trust's Statement of Financial Position is prepared using predominately the spot rate at 30 June 2018.

From an earnings perspective the average A\$/US\$ exchange rate for the period (1 July 2017 – 30 June 2018) was \$0.7716 compared with the average exchange rate over the prior 12 month period (1 July 2016 – 30 June 2017) of \$0.7545. The average A\$/NZ\$ exchange rate for the period (12 February 2018 to 30 June 2018) was \$1.0781. The Trust's Statement of Profit or loss and Other Comprehensive Income is prepared using predominately the average exchange rate over the period.

Review of operations

1700 W Higgins, Chicago (Higgins) and Investment Facility

The Higgins property has been refurbished and repositioned to a class A/B+ property. The Trust considers that the continued leasing of the property and attaining a stabilised occupancy rate in the target range of 80% to 90%, will position the Trust to realise the embedded added value in Higgins, which forms a key focus of the Trust's strategy.

Higgins is subject to a loan of US\$17,000,000, which is a modified loan as noted in the financial statements. The Higgins loan matured 1 March 2017 and on 28 July 2017 the Higgins loan was further modified, and the maturity date was extended to 1 March 2019.

The Higgins loan modification provides the Trust with the opportunity to add value to the Higgins asset. Under the terms of the loan modification, the Trust is only permitted to sell or refinance Higgins in the period between 15 December 2018 and 1 March 2019. The Trusts strategy is to refinance the asset before 1 March 2019.

As part of the Higgins loan modification to extend the maturity to 1 March 2019, the Trust also entered into an Investment Facility as announced on 1 August 2017 with Alceon Group Pty Ltd (Alceon).

The Investment Facility resulted in the issue of 7,691,521 A Units on 9 January 2018 as detailed in the Notice of Meeting dated 5 December 2017.

On 15 June 2018, Alceon elected to convert 1,874,110 A Units into 187,411,000 Ordinary Units. The issue of the A Units and conversion ability was approved at the meeting of Unitholders held on 8 January 2018. Alceon currently holds an 89% interest in the Ordinary Units of the Trust.

Directors' report (continued)

Acquisition 1-3 Albert Street, Auckland, NZ

In accordance with the investment strategy set out in the Notice of Meeting for the meeting of Unitholders held on 8 January 2018, the Trust announced the acquisition of 1-3 Albert Street, Auckland for NZ\$45.0m on 12 February 2018.

The acquisition was funded by a debt facility from a local bank and the balance was funded from the Investment Facility with Alceon.

As at the date of this report the Investment Facility (Non bank subordinated loan) had an outstanding balance (including accrued interest) of \$25,005,000. The Trust intends to repay the Investment Facility from a fully underwritten renounceable entitlement offer in due course.

Capital management and other funding initiatives

Following the acquisition of 1-3 Albert Street, Auckland, the Trust announced on 8 June 2018 that it was conducting a fully underwritten renounceable entitlement offer to raise approximately \$27.5 million.

Proceeds of the entitlement offer were to be used to:

- Repay the Investment Facility used to fund the acquisition of 1-3 Albert St, and
- Provide for costs and working capital for the Trust and for the refurbishment of Albert Street, Auckland.

The offer was subsequently withdrawn at the request of the ASX due to a minor technicality they had identified - the issue price pursuant to the proposed renounceable entitlement offer being made available to all unitholders was above the 5 day VWAP and the theoretical ex rights price and accordingly despite their being very little historical volume would not be sufficient to create value in the rights.

ATT is working to progress the larger capital raising in a manner acceptable to the ASX. In the interim and subject to no further changes in circumstances ATT intends shortly to launch a smaller 1:1 non-renounceable rights issue at 1c, the same price as previously proposed, 1c (as this does meet ASX technical requirements) to partially repay (circa \$2m) of the investment facility while it continues to work with the full support of Alceon to progress the full rights issue.

In the meantime, the Trust has the required funding to execute the investment strategy as outlined above via the existing investment facility.

Directors' report (continued)

Interest of the Responsible Entity

As at 30 June 2018, there were nil units held by the Responsible Entity (30 June 2017 - nil units) in the Trust.

Mr Andrew Saunders and his associates hold 3,172,964 units in the Trust.

Responsible Entity fees, related party fees, other Directors fees and other transactions

Except as disclosed in this report or in the notes to the consolidated financial statements, no Director of the Responsible Entity has received or become entitled to receive any benefit because of a contract made by the Responsible Entity or a related entity with a Director or with a firm of which a Director is a member or with an entity of which a Director of the Responsible Entity has a substantial interest. Directors of the Responsible Entity are paid Directors fees by the Responsible Entity from its own resources.

All transactions with related parties are conducted on commercial terms and conditions.

Costs incurred by the Responsible Entity in managing the Trust include the cost of advisors to provide the fund management, assets management, legal, accounting and other services. These costs are included in expense recoveries.

	2018 \$'000	2017 \$'000
Transactions with related parties – Consolidated:		
<i>Charged by the Responsible Entity</i>		
• Responsible Entity/Management fees (see i below)	377	78
• Acquisition fees	626	-
• Capital Arrangement fees	209	-
• Due Diligence fees	89	-
• Expense recoveries	287	287
• Loan interest	-	4
<i>Charges by Zerve Pty Ltd</i>		
• US asset management fees	-	238
	1,588	607
Balances outstanding with related parties – Consolidated		
<i>Included in payables:</i>		
<i>To the Responsible Entity and Zerve Pty Ltd</i>		
• Responsible Entity fees	41	65
• Expense recoveries	-	85
• US asset management fees	203	195
(see Note 11)	244	345
Unsecured loan – Consolidated		
• Quattro RE Limited	-	109
(see Note 11)	-	109

i Responsible Entity fees are calculated on the following basis:

- 3% of the gross income of the Trust in accordance with the Trust's Constitution to 24 January 2018
- 0.75% asset value from 24 January 2018

Directors' report (continued)

Events subsequent to the end of the reporting period

On 27 August 2018 the Trust announced the acquisition of 10 Viaduct Harbour Ave, 12 Viaduct Harbour Ave and 110 Customs St, Auckland (Viaduct assets) for NZ\$28.0m on an initial yield of 10.2% yield. The acquisitions will be funded by a local bank and the balance will be funded from the Investment Facility.

The Trust will continue to explore alternative ways to implement the larger capital raising announced on the 8 June 2018 and it is envisaged that in time once an acceptable solution has been agreed with the ASX, a larger rights issue will be announced to fund the real estate portfolio (inclusive of the Viaduct assets) and refinance the Investment Facility into ordinary equity to simplify the Trust's capital structure.

Mr. Nick Hargreaves, who most recently held the position of CEO Jones Lang LaSalle, New Zealand, has agreed to join the board of the responsible entity of the Trust, Quattro RE Limited, as a non-executive director effective 1 September 2018.

Mr Hargreaves is a highly regarded real estate leader and adviser having served as CEO of JLL New Zealand for over 10 years. His extensive knowledge of the New Zealand market, experience as an adviser to global and domestic PERE, institutions and HNW investors, combined with the management experience gained in building a successful real estate business in New Zealand, enhances the Trusts capability to execute on its value add investment strategy.

On 20 September 2018, the non bank subordinated loan was extended for a further 4 year period.

Business strategies and prospects

The continuing business strategies of the Trust predominantly fall into three streams:

1. Actively manage the cash flow and capital of the Trust to enable the successful lease up and stabilization of the Higgins asset, and the refurbishment of 1-3 Albert Street Auckland to significantly improve the office rents in order to deliver an attractive total return and create value for unitholders
2. Implement, if appropriate, a transaction or transactions which are forecast to deliver returns and create value for unitholders and may result in the gap between the Trust's unit price and NTA reducing. This may include, but is not limited to, new sources of equity which assist to fund appropriate property acquisition opportunities, disposing of the Higgins asset once it has reached a stabilized occupancy level, returning the capital to unit holders, or marketing the Trust to potential takeover suitors and
3. Implement, if appropriate, a restructure of the Trust to facilitate the efficient utilisation of embedded tax benefits with the objective of enhancing future total investment returns or enhancing the Trust's NTA.

The risks to the business strategies and prospects include commercial risks such as the identification of suitable assets, the sourcing of appropriate equity and debt finance, foreign exchange risk, taxation risk and in particular the depletion of cash reserves in the event that the Trust is unable to implement or execute one or more the above business strategies.

Directors' report (continued)

Going concern

The consolidated annual financial report of the Trust has been prepared on a going concern basis which contemplates continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business.

Working capital

The consolidated statement of financial position discloses that the Consolidated Entity had a deficiency of working capital (being the amount of payables in excess of cash and cash equivalents and trade and other receivables) of \$2,169,000 (30 June 2017: \$2,382,000 deficiency). Included in payables are amounts payable to the Responsible Entity and Zerve Pty Ltd of \$253,000 (30 June 2017: \$454,000), tenant security deposits of \$60,000 (30 June 2017: \$123,000), rent received in advance of \$78,000 (30 June 2017: \$21,000) and accrued real estate taxes of \$773,000 (30 June 2017: \$790,000). These amounts, which total \$1,164,000 (30 June 2017: \$1,388,000) are not immediately payable or refundable to tenants, and accordingly, once excluded from the calculation, the deficiency of working capital would be reduced to \$1,005,000 (30 June 2017: \$994,000 deficiency).

The Consolidated Entity currently does not receive sufficient cash income to meet all operating expenses and will not do so until the occupancy of the Higgins property increases, the Higgins property is refinanced or sold, or new assets are acquired by the Trust. The Consolidated Entity continues to utilise its cash to settle its ongoing operating expenses and has recently entered into an investment facility with Alceon to meet these and other obligations for the Trust in the future.

Cashflow budgets

The Responsible Entity has prepared cash flow budgets through to 31 August 2019 which indicates that the Consolidated Entity will have sufficient funds to meet its short term working capital and financing requirements.

Higgins Valuation

The current valuation of the Higgins asset contemplates continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business. In the event a realization of the Higgins asset is required other than in the ordinary course of business it is likely the asset may be realized at materially less than the value stated in the financial statements.

Conclusion

The Directors of the Responsible Entity have determined that because the cash flow budgets prepared above indicate that there are reasonable grounds to consider that the Consolidated Entity will be able to pay its debts as and when they become due and payable, that the preparation of the financial report on a going concern basis to be appropriate.

Significant changes in state of affairs

In the opinion of the Directors of the Responsible Entity there have been no other significant changes in the state of affairs of the Trust which occurred during the financial year not otherwise disclosed in this Directors' report or the attached financial report.

Directors' report (continued)

Indemnification and insurance of officers and auditors

Indemnification

Under the Trust's Constitution, the Responsible Entity, including its officers and employees, is indemnified out of the Trust's assets for any loss, damage, expense or other liability incurred by it in properly performing or exercising any of its powers, duties or rights in relation to the Trust.

The Trust has not indemnified or made a relevant agreement for indemnifying against a liability any person who is or has been auditor of the Trust.

Non-audit services

Pitcher Partners provided non-audit services (tax services) during the financial year as well as their statutory duties as auditor.

The Board of the Responsible Entity has considered the non-audit services provided by Pitcher Partners during the year and is satisfied that the provision of those non-audit services during the year by Pitcher Partners is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Responsible Entity to ensure they do not impact the integrity and objectivity of the auditor; and
- the non-audit services provided do not undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Consolidated Entity, acting as an advocate for the Consolidated Entity or jointly sharing risks and rewards.

Details of the amounts paid and due to the auditor of the Consolidated Entity, Pitcher Partners, and its related practices for audit services provided during the year were:

Taxation compliance services	\$10,000
Audit – half year review	\$19,975
Audit – full year	\$39,600
Audit – compliance plan	\$ 4,125

Environmental regulations

To the best of Directors' knowledge the operations of the USA REIT have been conducted in compliance with the environmental regulations existing under USA federal, state and local legislation.

Lead auditor's independence declaration

The lead auditor's independence declaration is set out on page 8 and forms part of the Directors' Report for the year ended 30 June 2018.

Rounding off

The Trust and Consolidated Entity are of a kind referred to in ASIC Corporations (Rounding in Financial/Directors Reports) Instrument 2016/191 and in accordance with that instrument, amounts in the financial report and the Directors' Report have been rounded off to the nearest thousand dollars unless otherwise stated.

ANTE REAL ESTATE TRUST
ARSN 114 494 503

Signed in accordance with a resolution of the Responsible Entity



Andrew Saunders

Director

Sydney, 28 September 2018



PITCHER PARTNERS
ACCOUNTANTS AUDITORS & ADVISORS

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Pitcher Partners, including Johnston Rorke,
is an association of independent firms
Melbourne | Sydney | Perth | Adelaide | Brisbane

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF QUATTRO RE LIMITED, AS RESPONSIBLE ENTITY OF ANTE REAL
ESTATE TRUST**

In relation to the independent audit for the year ended 30 June 2018, to the best of my
knowledge and belief there have been:

- (i) no contraventions of the auditor independence requirements of the *Corporations
Act 2001*; and
- (ii) no contraventions of any applicable code of professional conduct.

M A GODLEWSKI
Partner

PITCHER PARTNERS
Sydney

28 September 2018

Consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2018	Note	Consolidated	
		2018	2017
		\$'000	\$'000
Revenue and other income			
Rental income from investment properties		2,529	1,364
Recoverable outgoings from investment properties		1,486	1,174
Management income		92	-
Interest income		-	1
Net gain/(loss) on foreign exchange		17	12
Other income		2	-
Total revenue and other income		4,126	2,551
Expenses			
Property expenses		2,284	1,874
Borrowing costs		3,738	1,504
Responsible Entity fees	20	377	78
Custodian fees		15	14
Other operating expenses	4	901	990
Total expenses		7,315	4,460
Change in fair value of investment property		(1,085)	(1,669)
Change in fair value of financial liability		(3)	776
Profit/(loss) before income tax		(4,277)	(2,802)
Income tax	6	-	-
Profit/(loss) for the year		(4,277)	(2,802)

Continued on page 10

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

		Consolidated	
Consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2018 (continued)	Note	2017 \$'000	2016 \$'000
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Unrealised foreign currency translation gain/(loss) - foreign operations		(124)	(92)
Total other comprehensive income		(124)	(92)
Total comprehensive income/(loss) for the year		(4,401)	(2,894)
Total comprehensive income/(loss) for the year attributable to unitholders of the Trust			
		(4,401)	(2,894)
Earnings per unit			
		Cents	Cents
Basic earnings/(loss) per unit	16	(13.63)	(12.87)
Diluted earnings/(loss) per unit	16	(13.63)	(12.87)

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

**Consolidated statement of changes in equity
for the year ended 30 June 2018**

Consolidated Entity	Note	Issued capital \$'000	Translation reserve \$'000	Accum losses \$'000	Total equity \$'000
2017					
Balance at 30 June 2016	14	203,832	3,875	(205,833)	1,874
Total comprehensive income for the year					
Profit/(loss) for the year		-	-	(2,802)	(2,802)
Translation of foreign operations		-	(92)	-	(92)
Total comprehensive income for the year		-	(92)	(2,802)	(2,894)
Transactions with owners, recorded directly in equity					
Units issued	14	529	-	-	529
Total transactions with owners		529	-	-	529
Balance at 30 June 2017		204,361	3,783	(208,635)	(491)
2018					
Balance at 30 June 2017	14	204,361	3,783	(208,635)	(491)
Total comprehensive income for the year					
Profit/(loss) for the year		-	-	(4,277)	(4,277)
Translation of foreign operations		-	(124)	-	(124)
Total comprehensive income for the year		-	(124)	(4,277)	(4,401)
Transactions with owners, recorded directly in equity					
Units issued	14	1,776	-	-	1,776
Total transactions with owners		1,776	-	-	1,776
Balance at 30 June 2018		206,137	3,659	(212,912)	(3,116)

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

**Consolidated statement of financial position
as at 30 June 2018**

		Consolidated	
	Note	2018	2017
		\$'000	\$'000
Assets			
Current assets			
Cash and cash equivalents	7(a)	403	1
Trade and other receivables	8	24	6
Other assets	9	152	113
Total current assets		579	120
Non-current assets			
Investment properties	10	64,849	17,169
Other assets	9	1,727	1,595
Total non-current assets		66,576	18,764
Total assets		67,155	18,884
Liabilities			
Current liabilities			
Trade and other payables	11	2,725	2,389
Non bank subordinated loan	12	25,005	1,636
Financial liabilities, at fair value	12	16,087	15,350
A Units	12	5,817	-
Total current liabilities		49,634	19,375
Non-current liabilities			
Bank loan	13	20,637	-
Total non-current liabilities		20,637	-
Total liabilities		70,271	19,375
Net assets		(3,116)	(491)
Equity			
Issued capital	14	206,137	204,361
Reserves	14	3,659	3,783
Accumulated losses		(212,912)	(208,635)
Total equity		(3,116)	(491)

The consolidated statement of financial position should be read in conjunction with the accompanying notes.

**Consolidated statement of cash flows
for the year ended 30 June 2018**

Consolidated statement of cash flows for the year ended 30 June 2018	Note	Consolidated	
		2018 \$'000	2017 \$'000
Cash flows from operating activities			
Receipts in the course of operations		4,826	2,471
Payments in the course of operations		(5,942)	(2,502)
Payments of interest and other borrowing costs		(1,082)	(906)
Net cash from/(used in) operating activities	7(b)	(2,198)	(937)
Cash flows used in investing activities			
Interest received		-	1
Payments to acquire investments		(43,561)	
Payments for improvements to investment properties		(3,975)	(443)
Transfer funds from/(to) capital reserve		37	131
Net cash from/(used in) investing activities		(47,499)	(311)
Cash flows from in financing activities			
Proceeds from borrowings		59,267	726
Repayment of borrowings		(9,086)	-
Proceeds from issue of units	14	-	529
Transaction costs related to loans and borrowings		(77)	-
Net cash from/(used in) financing activities		50,104	1,255
Net increase/(decrease) in cash and cash equivalents		407	7
Cash and cash equivalents at the beginning of the year		1	24
Effect of exchange rate fluctuations		(5)	(30)
Cash and cash equivalents at the end of the year	7(a)	403	1

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Reporting entity

Ante Real Estate Trust (the “**Trust**”), is a registered managed investment scheme under the *Corporations Act 2001*. The consolidated financial report of the Trust as at and for the year ended 30 June 2018 comprises the Trust and its subsidiaries (together referred to as the “**Consolidated Entity**” and individually as “**Group entities**”). The Trust is a for-profit entity. The principal activities of the Consolidated Entity during the financial year were the derivation of rental income from investment properties located in the United States of America (“**USA**”) and New Zealand (“**NZ**”).

2. Basis of preparation

(a) Statement of compliance

The consolidated financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (“AASBs”) adopted by the Australian Accounting Standards Board (“AASB”) and the *Corporations Act 2001*. The consolidated financial report also complies with International Financial Reporting Standards (“IFRS”) and interpretations adopted by the International Accounting Standards Board (“IASB”). The financial report is presented in Australian Dollars.

The financial statements were authorised for issue by the Directors of the Responsible Entity on 28 September 2018.

(b) Going concern

The consolidated annual financial report of the Trust has been prepared on a going concern basis which contemplates continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business.

Working capital

The consolidated statement of financial position discloses that the Consolidated Entity had a deficiency of working capital (being the amount of payables in excess of cash and cash equivalents and trade and other receivables) of \$2,169,000 (30 June 2017: \$2,382,000 deficiency). Included in payables are amounts payable to the Responsible Entity and Zerve Pty Ltd of \$253,000 (30 June 2017: \$454,000), tenant security deposits of \$60,000 (30 June 2017: \$123,000), rent received in advance of \$78,000 (30 June 2017: \$21,000) and accrued real estate taxes of \$773,000 (30 June 2017: \$790,000). These amounts, which total \$1,164,000 (30 June 2017: \$1,388,000) are not immediately payable or refundable to tenants, and accordingly, once excluded from the calculation, the deficiency of working capital would be reduced to \$1,005,000 (30 June 2017: \$994,000 deficiency).

The Consolidated Entity currently does not receive consistent cash income and will not do so until the occupancy of the Higgins property reaches 90% in accordance with the terms of the Higgins loan associated with the property. The Consolidated Entity continues to utilise its cash to settle its ongoing operating expenses and has recently entered into an equity funding package to meet these and other obligations in the future. The available cash and cash equivalent balances as at 30 June 2018 was \$403,000 (30 June 2017: \$1,000).

Cashflow budgets

The Responsible Entity has prepared cash flow budgets through to 31 August 2019 which indicates that the Consolidated Entity will have sufficient funds to meet its short term working capital and financing requirements.

Conclusion

The Directors of the Responsible Entity have determined that because the cash flow budgets prepared above indicate that there are reasonable grounds to consider that the Consolidated Entity will be able to pay its debts as and when they become due and payable, that the preparation of the financial report on a going concern basis to be appropriate.

(c) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following:

- investment properties are measured at fair value
- financial liabilities are measured at fair value

The methods used to measure fair values are discussed further in Note 3(c), 3(h) and 3(j).

(d) Functional and presentation currency

The consolidated financial statements are presented in Australian dollars ("A\$"), which is the Trust's presentation currency. The Trust's functional currency is Australian dollars; however, the Consolidated Entity is predominantly comprised of operations located in the USA and New Zealand. The functional currency of the controlled entities that hold these operations is United States dollars ("US\$") and New Zealand dollars ("NZ\$").

The Trust and Consolidated Entity are of a kind referred to in ASIC Corporations (rounding in Financial/Directors Reports) Instrument 2016/191, all financial information presented in Australian dollars has been rounded to the nearest thousand dollars unless otherwise stated.

(e) Use of estimates and judgments

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Significant judgements, estimates and assumptions made by management in the preparation of these consolidated financial statements are outlined below:

- **Investment properties – Valuation**

Investment properties are valued each reporting date to reflect their fair value according to the Trust's policy on valuing property (Refer to Note 3(i) for further details).

- **Financial liabilities – Valuation**

The financial liability created by the loan modification agreement has been designated as a financial liability at fair value through profit and loss by Directors of the Responsible Entity (Refer to Note 15 for further details).

3. Significant accounting policies

Except as set out below and on the following page the accounting policies adopted in the preparation of the consolidated financial statements are consistent with those applied in the preparation of the Consolidated Entity's financial statements as at 30 June 2017.

(a) Basis of consolidation

The consolidated financial statements are those of the consolidated entity, comprising the financial statements of the parent entity and of all entities which the parent entity controls. The group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies, which may exist.

All inter-company balances and transactions, including any unrealised profits or losses, have been eliminated on consolidation. Subsidiaries are consolidated from the date on which control is established and are de-recognised from the date that control ceases.

Equity interests in a subsidiary not attributable, directly or indirectly, to the group are presented as non-controlling interests. Non-controlling interests are initially recognised either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis. Non-controlling interests in the results of subsidiaries are shown separately in the consolidated Statement of Profit or Loss and Other Comprehensive Income and consolidated Statement of Financial Position respectively.

(b) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated at the foreign currency exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to Australian dollars at the foreign currency closing exchange rate ruling at the end of the reporting period.

Foreign currency exchange differences arising on translation and realised gains and losses on disposals or settlements of monetary assets and liabilities are recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to Australian dollars at the foreign currency closing exchange rates ruling at the dates that the values were determined. Foreign currency exchange differences relating to investments at fair value through profit or loss are included in gains and losses on investments. All other foreign currency exchange differences relating to monetary items, including cash and cash equivalents, are presented separately in the statement of profit or loss and other comprehensive income.

3. Significant accounting policies (continued)

(b) Foreign currency (continued)

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Australian dollars at the exchange rate at reporting date. The income and expenses of foreign operations are translated to Australian dollars at the average exchange rate for the year.

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve ("Translation reserve") in equity. When a foreign operation is disposed of such that control or significant influence is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Consolidated Entity disposes of only part of its interest in a subsidiary that includes a foreign operation whilst retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests.

(c) Financial instruments

(i) Classification

The Consolidated Entity's financial instruments comprise:

- the category of financial liabilities at fair value through profit or loss comprising loans and borrowings
- financial instruments that are classified as loans and receivables including trade and other receivables
- financial liabilities that are not at fair value through profit or loss including trade and other payables and loans and borrowings
- cash and cash equivalents.

(ii) Recognition

The Consolidated Entity recognises financial assets and financial liabilities at fair value through profit or loss on the date it becomes a party to the contractual provisions of the instrument. Other financial assets and liabilities are recognised on the date they originated.

Financial liabilities are not recognised unless one of the parties has performed or the contract is a derivative contract not exempted from the scope of AASB 139 *Financial Instruments: Recognition and Measurement*.

(iii) Measurement

Financial instruments are measured initially at fair value ("transaction price") plus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately, while on other financial instruments they are amortised.

Subsequent to initial recognition, all instruments classified at fair value through profit or loss are measured at fair value with changes in their fair value recognised in the statement of profit or loss and other comprehensive income.

Financial instruments classified as loans and receivables are carried at amortised cost using the effective interest rate method, less impairment losses, if any. Financial liabilities, other than those at fair value through profit or loss, are measured at amortised cost using the effective interest rate.

3. Significant accounting policies (continued)

(c) Financial instruments (continued)

(iv) Derecognition

The Trust derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition in accordance with AASB 139 *Financial Instruments: Recognition and Measurement*.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expired.

(v) Fair value measurement principles

The fair value of financial instruments is based on valuation techniques. 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. Where other pricing models are used, inputs are based on market data at the end of the reporting period.

The fair value of derivatives that are not exchange-traded is estimated at the amount that the Consolidated Entity would receive or pay to terminate the contract at the end of the reporting period taking into account current market conditions (volatility, appropriate yield curve) and the current creditworthiness of the counterparties. Specifically, the fair value of a forward contract is determined as a net present value of estimated future cash flows, discounted at appropriate market rates on the valuation date.

(vi) Impairment

Financial assets that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. If any such indication exists, impairment testing is carried out and an impairment loss is recognised in profit or loss as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate.

If in a subsequent period the amount of an impairment loss recognised on a financial asset carried at amortised cost decreases and the decrease can be linked objectively to an event occurring after the write-down, the write-down is reversed through profit or loss.

(vii) Specific instruments

Cash and cash equivalents

Cash comprises current deposits with banks. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Derivative financial instruments

The Trust and Consolidated Entity have previously used derivative financial instruments to partially hedge their exposure to interest rate risks arising from investment activities. In accordance with its investment strategy, the Trust and Consolidated Entity do not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting would be accounted for as trading instruments.

Derivatives are recognised initially at fair value; attributable transaction costs are recognised in profit or loss when incurred.

3. Significant accounting policies (continued)

(d) Interest income and expense

Interest income and expense is recognised in the statement of profit or loss and other comprehensive income as it accrues, using the effective interest method of the instrument calculated at the acquisition or origination date. Interest income and expense 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 rate basis.

(e) Expenses

All expenses, including Responsible Entity, Asset management fees and Custodian fees, are recognised in profit or loss on an accruals basis.

(f) Distribution and taxation

Distributions from the US REIT

Distributions of earnings and profits made by the Trust's subsidiary, Mariner American Property Income REIT, Limited (the "**US REIT**") for the financial year are not taxable. Distributions that are in excess of its earnings and profits are treated as non-taxable returns of capital to the Trust to the extent of the Trust's adjusted tax cost basis in the units of the US REIT.

Distributions made by the US REIT which are attributable to capital gains from disposal of the US properties are subject to US tax at a special rate of 35%. The Consolidated Entity recognises a deferred tax liability at 35% on the difference between the fair value of the properties and their tax cost base under the US tax regulation. The deferred tax liability is adjusted to reflect the movement in the fair value of the properties and their tax cost base. To the extent that the fair value of the properties is lower than the tax cost base no deferred tax asset is recognised.

Distributions to unitholders

Distributions from the Trust to unitholders are from available cash flows and not directly related to the accounting profit. Distributions can be a mixture of tax deferred distributions as well as taxable income distributions. Under current legislation the Trust is not subject to income tax as its taxable income (including assessable realised capital gains) is distributed in full to the unitholders. The Trust fully distributes its distributable income, calculated in accordance with the Trust Constitution and applicable taxation legislation, to the unitholders who are presently entitled to the income under the Constitution.

Financial instruments held at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Trust is not subject to capital gains tax.

Realised capital losses are not distributed to unitholders but are retained in the Trust to be offset against any future realised capital gains. If realised capital gains exceed realised capital losses the excess is distributed to the unitholders.

(g) Goods and services tax

Management fees, custody fees and other expenses are recognised net of the amount of goods and services tax ("GST") recoverable from the Australian Taxation Office ("ATO") as a reduced input tax credit ("RITC").

Payables are stated with the amount of GST included. The net amount of GST recoverable from the ATO is included in receivables in the statement of financial position. Cash flows are included in the statement as cash flows on a gross basis.

3. Significant accounting policies (continued)

(h) Investment properties

Investment properties comprise investment interests in land and buildings (including integral plant and equipment) held for the purpose of letting to produce rental income or for capital appreciation or for both. Land and buildings comprising the investment properties are considered composite assets and are disclosed as such in the accompanying notes to the consolidated financial statements.

Investment properties acquired are initially recorded at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition. Where the contracts of purchase include a deferred payment arrangement, amounts payable are recorded at their present value, discounted at the rate applicable to the Trust if a similar borrowing were obtained from an independent financier under comparable terms and conditions.

Investment properties are subsequently stated at fair value with any change therein recognised in profit or loss. Fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

(i) Property valuations

Valuations are undertaken internally by knowledgeable property professionals each reporting period and external, independent valuations are obtained if Directors of the Responsible Entity are of the opinion that the market has moved materially.

The valuations are prepared by considering the aggregate of the net annual rents receivable from the properties and where relevant, associated costs. A yield which reflects the specific risks inherent in the net cash flows is then applied to the net annual rentals to arrive at the property valuation.

Valuations reflect, where appropriate; the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting of vacant accommodation and the market's general perception of their credit-worthiness; the allocation of maintenance and insurance responsibilities between lessor and lessee; and the remaining economic life of the property. It has been assumed that whenever rent reviews or lease renewals are pending with anticipated reversionary increases, all notices and where appropriate counter notices have been served validly and within the appropriate time. Any gain or loss arising from a change in fair value is recognised in profit or loss.

Valuations are predicated on marketing programs with terms of 6-12 months (as stated in the independent valuations) appropriate for the hypothetical sale of individual assets. However, Directors consider that book values may not be realised in the event of a sale without the benefit of an appropriate marketing program.

3. Significant accounting policies (continued)

(j) Rental income

Rental income from investment properties is recognised on a straight line basis over the lease term. Rental income not received at reporting date is reflected in the statement of financial position as a receivable or if paid in advance within payables, as rent in advance. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease, on a straight-line basis, as a reduction of lease income.

Lease incentives provided by the Consolidated Entity to lessees, and rental guarantees which may be received from third parties (arising on the acquisition of investment property) are excluded from the measurement of fair value of investment property and are treated as separate assets as presented in Note 11 if applicable. Such assets are amortised over the respective periods to which the lease incentives and rental guarantees apply, either using a straight line basis, or a basis which is representative of the pattern of benefits.

Contingent rents based on the future amount of a factor that changes other than with the passage of time including turnover rents and CPI linked rental increases are only recognised when contractually due.

(k) Deferred leasing and tenancy costs

Expenditure on direct leasing and tenancy costs is capitalised and written off over the lease term in proportion to the rental revenue recognised in each financial year.

(l) Operating segments

The Consolidated Entity determines and presents operating segments based on the information provided to the Chief Executive Officer (CEO) of the Responsible Entity, who is the Consolidated Entity's chief operating decision maker.

(m) Adoption of new and amended accounting standards that are first operative at 30 June 2018

There are no new and amended accounting standards effective for the financial year beginning 1 July 2017 which affect materially any amounts recorded in the current or prior year.

(n) Accounting standards and Interpretations Issued but not Operative at 30 June 2018

The following standards and interpretations have been issued at the reporting date but are not yet effective. The directors' assessment of the impact of these standards and interpretations is set out below;

AASB 9 Financial Instruments – (applicable to annual reporting periods beginning on or after 1 January 2018).

The Standard will be applicable retrospectively and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

The key changes that may affect the Group on initial application include certain simplifications to the classification of financial assets, and upfront accounting for expected credit loss. The Group is continuing to assess any possible impacts of adopting the Standard and at this point does not expect a material transition adjustment at 1 July 2018.

3. Significant accounting policies (continued)

(n) Accounting standards and Interpretations Issued but not Operative at 30 June 2017 (continued)

AASB 15: Revenue from Contracts with Customers – (applicable to annual reporting periods commencing on or after 1 January 2018).

When effective, this Standard will replace the current accounting requirements applicable to revenue with a single, principles-based model. Except for a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers.

This Standard will require retrospective restatement, as well as enhanced disclosures regarding revenue. The directors anticipate that the adoption of AASB 15 will not have a material impact on the Group's financial statements, as the revenue is predominantly rental income.

AASB 16 Leases – (applicable to annual reporting periods commencing on or after 1 January 2019). The standard contains requirements about lease classification and recognition, measurement and presentation and disclosures of leases for lessees and lessors. The directors anticipate that the adoption of AASB 16 will not have a material impact on the Group's financial statements.

4. Other operating expenses

	Consolidated	
	2018	2017
	\$'000	\$'000
Audit and accounting at the Head Trust	85	69
Expense recovery	287	287
US asset management fees	-	239
Legal	(22)	161
Other trust level expenses	200	81
Property general and administrative expenses	305	88
Registry services	33	24
Taxation	13	41
	901	990

5. Auditor's remuneration

	Consolidated	
	2018	2017
	\$	\$
Auditors of the Trust – Pitcher Partners:		
Audit and review of the financial reports	59,575	58,500
Other regulatory audit services	16,625	20,850
Taxation services	10,000	10,000
	86,200	88,350
Auditors of the subsidiaries – Frank Rimerman:		
Audit and review of the financial reports	-	24,150
	-	24,150
	86,200	112,500

6. Taxation

The Trust is subject to 35% capital gains tax in the U.S.A. on the future disposal of its investment property. In previous years, the Trust recognised a deferred tax liability being 35% of the difference between the fair value in US dollars compared to the tax cost base in US dollars, translated to Australian dollars. However, due to the diminution in value of the investment property, the fair value is now less than the tax cost base and as a result, it is not probable that a capital gains tax liability would arise. As at the reporting date, the fair value of the investment property remains less than the tax cost base.

The Trust has not recognised a deferred tax asset of \$3,340,965 (2017: \$3,270,267) in relation to the investment property, as it is not probable that future taxable profits will be available against which the Trust can utilise the benefit.

7(a). Cash and cash equivalents

	Consolidated	
	2018	2017
	\$'000	\$'000
Cash held at banks	403	1
	403	1

7(b). Reconciliation of cash flows from operating activities

	Consolidated	
	2018	2017
	\$'000	\$'000
Profit/(loss) before tax	(4,277)	(2,802)
Adjustments for:		
Foreign exchange gain	(17)	(12)
Amortisation of deferred loan charges and others	-	-
Lease straight-lining	(111)	(40)
Changes in fair value of investment properties	1,085	1,669
Change in fair value of financial liability	3	776
Interest received classified as investing activity	-	(1)
Borrowing costs	3,737	1,504
	420	1,094
Change in assets and liabilities during the financial year:		
Change in trade and other receivables and other assets	(189)	44
Change in trade and other payables	(336)	(571)
Borrowing costs paid	(2,093)	(1,504)
	(2,618)	(2,031)
Net cash from/(used in) operating activities	(2,198)	(937)

8. Trade and other receivables

	Consolidated	
	2018 \$'000	2017 \$'000
Current		
Other receivables	24	6
	24	6

9. Other assets

	Consolidated	
	2018 \$'000	2017 \$'000
Current		
Prepaid expenses	152	85
Withholding tax receivable	-	28
	152	113
Non-current		
Property related deposits*	1,727	1,595
	1,727	1,595

* Property related deposits are comprised of tenant improvement reserves, capital replacement reserves, insurance escrows and real estate taxes escrows held in the United States.

10. Investment properties

	Consolidated	
	2018 \$'000	2017 \$'000
Non-current		
Investment properties – at fair value	64,849	17,169
	64,849	17,169
<i>The movement in carrying amount is reconciled as follows:</i>		
Carrying amount at the beginning of the year	17,169	18,987
Purchase of West Plaza, Auckland	42,898	-
Lease straight-lining	110	40
Improvements to investment properties (including tenant incentives)	3,975	443
Gain/(loss) due to foreign currency translation	885	(634)
Deferred leasing costs	845	-
Fair value increment/(decrement)	(1,033)	(1,667)
Carrying amount at the end of the year	64,849	17,169
Comprising:		
Deferred rental income	1,366	1,201
Deferred leasing costs	891	-
Fair value of properties (excluding straight-lining)	62,592	15,968
	64,849	17,169

10. Investment properties (continued)

Measurement of fair value

Investment properties are measured at fair value with any change therein recognised in profit or loss.

(i) Fair value hierarchy

The Trust has an internal valuation process for determining the fair value at each reporting date. An independent valuer, having an appropriate professional qualification and recent experience in the location and category of the property being valued, values individual properties if considered appropriate. These external valuations are taken into consideration by the Directors of the Responsible Entity when determining the fair values, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties have each acted knowledgeably, prudently and without compulsion.

An independent valuation of the Higgins property was conducted as at 30 June 2017 by Colliers International.

The fair value measurement for investment property of \$21,951,000 (Higgins) and \$42,898,000 (1-3 Albert St) has been categorised as a Level 3 fair value based on the inputs to the valuation technique used (see Note 10(ii)).

(ii) Level 3 fair value

The following table shows reconciliation from the opening balances to the closing balances for Level 3 fair values.

	\$'000
Balance at the beginning of the year	17,169
Items included in profit and loss	
• Change in fair value of investment property (unrealised)	(1,033)
• Rental income (Lease straight lining)	110
Item included in other comprehensive income:	
• Gain due to foreign currency translation	885
Purchase of 1-3 Albert Street, Auckland	42,898
Deferred leasing costs	845
Improvements to investment properties	3,975
Balance at the end of the year	64,849

10. Investment properties (continued)

Valuation technique and significant unobservable inputs

The following table shows the valuation technique used in measuring the fair value of investment property, as well as the significant unobservable inputs used.

Valuation technique for the Higgins property	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flows: The valuation model considers the present value of the net cash flows to be generated from the property, taking into account expected rental growth rate, vacancy periods, occupancy rate, lease incentive costs such as rent free periods and other costs not paid for by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the determination of an appropriate discount rate takes into consideration the quality and location of the building, tenant credit quality and lease terms.	- Expected market rental growth: 3.0% p/a - Current occupancy of 46%, and stabilized occupancy of 90% - Total lease up period of 35 months. Average absorption per month of 483sft - Vacancy period between leases: 6-9 months - Vacancy factor and credit loss: 9% commencing in years 3 once property has reached stabilised occupancy - Risk adjusted discount rate: 8.5%.	The estimated fair value would increase/(decrease) if: - Expected market rental growth was higher/(lower) - The current occupancy rate was higher/(lower) - The lease up or absorption period of the vacant space was shorter/(longer) - The vacancy periods between leases was shorter/(longer) - The vacancy factor is lower/(higher). - The stabilised occupancy is higher/(lower) - The risk adjusted discount rate was lower/(higher).

Leases as lessor

The Consolidated Entity leases out the investment property under operating leases. Leases at the Higgins property are subject to either fixed rent reviews, indexed rent reviews or market rent reviews and subsequent renewals are negotiated with the lessee. No contingent rents are charged. The weighted average lease term at the Higgins property at 30 June 2018 is 7.6 years (2017: 6.9 years for the Higgins property). The future minimum lease payments receivable under non-cancellable leases are as follows:

	Consolidated	
	2018	2017
	\$'000	\$'000
Less than one year	2,658	1,649
Between one and five years	5,964	5,476
More than five years	6,713	8,762
	15,335	15,887

11. Trade and other payables

		Consolidated	
		2018	2017
		\$'000	\$'000
Current			
Payable to the Responsible Entity/Zerve Pty Ltd	(see Note 20)	253	454
Trade payables		956	924
Tenants' security deposits		60	123
Rent received in advance		78	21
CAM charges payable to tenants'		261	-
Accrued real estate taxes		773	790
Accrued interest payable		215	77
		2,596	2,389
Non-Current			
Tenants' security deposits		129	-
		129	-

12. Financial liabilities

		Consolidated	
		2018	2017
		\$'000	\$'000
Current			
At fair value			
Bank loans – secured	(see Note 13)	16,087	15,350
Other borrowings – Non bank subordinated loan	(see Note 13)	25,005	1,636
A Units	(see Note 13)	5,817	-
		46,909	16,986
Non-current			
Bank loans - secured	(see Note 13)	20,637	-
Total financial liabilities		67,546	16,986

Debt maturity profile

The debt maturity profile as at the reporting date was as follows:

Property	Loan maturity date		Rate	2018	2017
				\$'000	\$'000
Higgins(Secured)	1 March 2019	Fixed	6.25%	16,087	15,350
Non bank subordinated	31 May 2018	Fixed	14.0%	25,005	1,636
A Units	30 June 2019	N/A	-	5,817	-
1-3 Albert St(Secured)	9 February 2020	Floating	BKMB(NZ)	20,637	-
				67,546	16,986

13. Current and Non current financial liabilities – Terms and Conditions

Bank Loans Secured

Higgins Loan (Modification 28 July 2017)

On 28 July 2017 the Higgins loan was further modified with the maturity date extended to 1 March 2019. Key terms of the new modified loan are:

- Borrower to pay a US\$110,000 Modification Fee which was paid on 28 July 2017.
- Borrower to make additional new equity contributions of US\$3,450,000 of which US\$2,050,000 was made on 28 July 2017 and US\$1,400,000 was made on 30 September 2017.
- All existing equity contributions and additional new equity contributions accrue a 10% p.a. cumulative coupon. The coupon is payable on a sale or refinance of the property.
- The additional new equity contributions are added to the existing capital reserve account and used for the purpose of paying for leasing, tenant incentives, capital works and building improvements. The Borrower will not be required to make any further additional new equity contributions to the capital reserve account other than the US\$3,450,000 noted above, but is entitled to make further additional new equity contributions of up to US\$2.0 million.
- The existing capital reserve account balance of US\$2,855,000 can be drawn for the purpose of paying for leasing, tenant incentives, capital works and building improvements.
- The property cannot be sold or refinanced prior to 15 December 2018. If the property is sold or refinanced between 15 December 2018 and the maturity date and no event of default has occurred, the capital event waterfall is first to the A note holder (the lender) of principal and any unpaid interest; secondly in repayment of all the Borrower's equity contributions to the capital reserve plus accrued coupon; thirdly to lender for A note accrued default rate interest, late fees and deferred amounts; fourthly 50:50 between the B Note holder up to an amount equal to the B note and interest accrued (including default rate interest) on the B note and the Borrower, and hereafter to the Borrower ("**capital event waterfall**").
- The modification is personal to the Borrower and cannot be passed on to third parties.
- There are no financial covenants in respect of the modified loan.

1-3 Albert St loan

- The facility is with BNZ in NZ and the terms are typical for a secured property loan of this nature with a maturity date of 2 years after drawdown of the loan. The interest rate is a 2.55% p.a. margin on BKBM rate. The loan is secured by a charge over the property.

Other borrowings (Non bank subordinated loan and A Units)

The keys terms (limit, repayment and interest rate) of the Non bank subordinated loan and A Units are as follows:

1. Non bank subordinated loan limit of \$23,431,550 plus accrued interest to repayment date:
 - Five days post settlement of the next renounceable entitlement offer to unitholders of ATT and 31 May 2018 (terms agreed to extend for a further 4 years from September 2018)
 - Interest rate of 14% p.a. accrued monthly and capitalised.
2. A Units limit of \$5,817,411:
 - The date of completion of the sale of Higgins
 - 30 June 2019
 - No interest

13. Current and Non current financial liabilities (continued)

The changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes are as follows:

	2017	Cash flows	Non-cash changes			2018
			Acquisition	Foreign exchange movement	Fair value changes	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Long-term borrowings	-	20,637	-	-	-	20,637
Short-term borrowings	16,986	29,467	-	580	(124)	46,909
	16,986	50,104	-	580	(124)	67,546

14. Capital and reserves

Capital management

Given the nature of that loan, the level of debt or gearing ratio for the Group is not a relevant measure. Management's capital management strategy is to actively manage the cashflow of the Trust to enable the successful lease up and stabilization of the Higgins asset so that its value can be realised. This may include, but is not limited to, raising additional capital, restructuring the existing loan, entering into a new loan, or some combination of these. There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Issued capital

The movement in the Trust's issued capital during the year is shown below:

	2018		2017	
	No. of units	\$'000	No. of units	\$'000
Opening balance	23,163,160	204,361	14,123,771	203,832
Units issued:				
Placement/Rights Offer			9,039,389	529
Conversion of A units	187,411,000	1,776	-	-
Closing balance	210,574,160	206,137	23,163,160	204,361

14. Capital and reserves (continued)

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations which are predominantly represented by the Higgins property and its corresponding secured loan. The balance of the translation reserve at 30 June 2018 was \$3,659,000 (30 June 2017: \$3,783,000) and will be realised upon disposal of the property and extinguishment of its corresponding secured loan.

15. Financial instruments – Fair values and risk management

The Consolidated Entity's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risks to which the Consolidated Entity is exposed are market risk, currency risk, interest rate risk, credit risk and liquidity risk. The nature and extent of the financial instruments outstanding at the end of the reporting period and the risk management policies employed by the Consolidated Entity are discussed below.

(a) Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

30 June 2018		Carrying amount				Fair value			
	Note	Designated at fair value	Cash, Loans and receivables	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets not measured at fair value									
Trade and other receivables	8	-	24	-	24	-	-	-	-
Cash and cash equivalents	7(a)	-	403	-	403	-	-	-	-
Financial liabilities measured at fair value									
Bank Loans – secured	12	16,087	-	-	16,087	-	-	16,087	16,087
Financial liabilities not measured at fair value									
Trade payables	11	-	-	2,725	2,725	-	-	-	-
Borrowings	12	-	-	25,005	25,005	-	-	-	-
A units	12	-	-	5,817	5,817	-	-	-	-
Bank loan	13	-	-	20,637	20,637	-	-	-	-

15. Financial instruments – Fair values and risk management (continued)

(a) Accounting classifications and fair values (continued)

30 June 2017	Carrying amount					Fair value			
	Note	Designated at fair value	Cash, Loans and receivables	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets not measured at fair value									
Trade and other receivables	8	-	6	-	6	-	-	-	-
Cash and cash equivalents	7(a)	-	1	-	1	-	-	-	-
Financial liabilities measured at fair value									
Bank Loans – secured	12	15,350	-	-	15,350	-	-	15,350	15,350
Financial liabilities not measured at fair value									
Trade payables	11	-	-	2,389	2,389	-	-	-	-
Loan Borrowings	12	-	-	1,636	1,636	-	-	-	-

(b) Measurement of fair values – Bank Loan Secured

(i) Valuation techniques and significant unobservable inputs

The following table show the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Contingent consideration	<i>Discounted cash flows:</i> The valuation model considers the present value of expected payments, discounted using a risk-adjusted discount rate. The expected payments are determined by considering the actual interest payable on the loan and the amount expected to be paid to the secured lender at maturity under the capital event waterfall (Refer Note 12).	- Risk-adjusted discount rate 6.25% (2017: 6.25%) - Valuation of secured property \$17,169,000 (2017: \$17,169,000) (Refer Note 10)	The estimated fair value would increase (decrease) if: - the risk-adjusted discount rate was lower (higher) - the valuation of the secured property was higher (lower)

15. Financial instruments – Fair values and risk management (continued)

(ii) Level 3 fair values

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

	Contingent consideration \$'000
Balance as at 1 July 2017	15,350
Change in fair value of financial liability (unrealised)	(3)
Loss due to foreign currency translation	740
Balance as at 30 June 2018	16,087

(c) Financial risk management

The Consolidated Entity has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

(i) Risk management framework

The Consolidated Entity's Responsible Entity has overall responsibility for the establishment and oversight of the Consolidated Entity's risk management framework. The Responsible Entity has established a framework for developing and monitoring the Consolidated Entity's risk management policies. The Responsible Entity regularly reviews these policies.

The Consolidated Entity's risk management policies are established to identify and analyse the risks faced by the Consolidated Entity, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Consolidated Entity's activities.

The Consolidated Entity's Audit Committee oversee how management monitors compliance with the Consolidated Entity's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Consolidated Entity.

(ii) Credit risk

Credit risk is the risk of financial loss to the Consolidated Entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Consolidated Entity's receivables from customers and investments in debt securities.

The Consolidated Entity has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The carrying amounts of financial assets best represent the maximum credit risk exposure at the end of the reporting period. There were no significant concentrations of credit risk to counterparties at 30 June 2018. There are no financial assets that are past due or impaired which are considered to have significant credit risk.

15. Financial instruments – Fair values and risk management (continued)

Trade and other receivables

The Consolidated Entity's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

At 30 June 2018, the maximum exposure to credit risk for trade and other receivables by geographic region was as follows:

	2018 \$'000	2017 \$'000
USA	14	4
Australia	30	-
New Zealand	(20)	-
	24	4

(iii) Liquidity risk

Liquidity risk is the risk that the Consolidated Entity will not be able to meet its financial obligations as they fall due. The Consolidated Entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Consolidated Entity's reputation. The Consolidated Entity's liquidity risk is monitored on a monthly basis by the Responsible Entity.

The table below presents cash flows on financial liabilities payable by the Consolidated Entity by remaining contractual maturities at the end of the reporting period. The amounts disclosed are the contractual, undiscounted cash flows:

Contractual cash flows						
	Carrying amount \$'000	Total \$'000	6 months or less \$'000	6-12 months \$'000	12-24 months \$'000	More than 24 months \$'000
2018						
Non-derivative financial liabilities						
Trade payables	2,725	2,725	1,659	1,066	-	-
Bank loans and borrowings	16,087	16,087	457	15,630	-	-
Other borrowings	25,005	25,005	25,005	-	-	-
Bank loan	20,637	20,637	-	-	20,637	-
	64,454	64,454	27,121	16,696	20,637	-
2017						
Non-derivative financial liabilities						
Trade payables	2,389	2,389	1,501	888	-	-
Bank loans and borrowings	15,350	15,350	15,350	-	-	-
Other borrowings	1,636	1,636	1,430	-	206	-
	19,375	19,375	18,281	888	206	-

There are no cash flows associated with derivatives that are cash flow hedges and that are expected to occur and impact profit or loss

15. Financial instruments – Fair values and risk management (continued)

(iv) 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 Consolidated Entity's income or value of its holdings 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 strategy on the management of investment risk is driven by the Trust's investment objective. The market risk is managed on a daily basis by the Responsible Entity in accordance with the investment guidelines as outlined in the Trust's PDS and subsequent announcements.

Currency risk

The Trust is exposed to exchange rate fluctuations on its investments in the United States of America ("USA"), since its USA investment is denominated in Australian dollars ("AUD"). The US REIT invests in properties in the USA acquired with USA dollars ("USD") loans which provide a partial natural hedge.

As at the reporting date, the Consolidated Entity's total gross exposure to financial assets and liabilities which are held in foreign currency at the end of the reporting period was as follows:

	2018			2017	
	AUD	USD*	NZD*	AUD	USD*
	\$'000	\$'000	\$'000	\$'000	\$'000
Cash and cash equivalents	170	66	167	-	1
Receivables and other assets	30	14	(20)	-	6
Other assets - current	39	38	75	36	77
Other assets - non-current	-	1,727	-	-	1,595
Payables	(137)	(2,172)	(416)	(577)	(1,812)
Loans and borrowings	(30,822)	(16,087)	(20,637)	-	(16,986)
Net statement of financial position exposure	(30,722)	(16,414)	(20,831)	(541)	(17,119)

* These amounts are expressed in AUD but represent financial instruments that are denominated in USD and converted to AUD on consolidation.

15. Financial instruments – Fair values and risk management (continued)

(iv) Market risk (continued)

Currency risk (continued)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the AUD against the USD at 30 June 2018 would have affected the measurement of financial instruments and affected equity and profit or loss by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Consolidated			
	Profit or loss		Equity, net of tax	
	Strengthening \$'000	Weakening \$'000	Strengthening \$'000	Weakening \$'000
30 June 2018				
USD (10% movement)	128	(57)	(503)	615
30 June 2017				
USD (10% movement)	148	(181)	(153)	188

Interest rate risk

The US REIT does not have any floating rate mortgage loans. The Trust's total foreign denominated loans of \$16,087,000 and \$20,637,000 are fixed interest rate loans.

The NZ loan with BNZ is a variable interest rate loan. A strengthening (weakening) of the interest rate would affect the profit and loss. The analysis below shows the impact of a 1% interest rate change.

Interest movements – variable rate instruments

	Impact on Borrowing Costs					
	2018			2017		
	Actual \$'000	+1% \$'000	-1% \$'000	Actual \$'000	+1% \$'000	-1% \$'000
Loans and borrowings - variable	368	449	288	-	-	-

Exposures arise predominantly from assets and liabilities bearing fixed interest rates. The Consolidated Entity's exposure to interest rate risk is set out in the following table. For interest rates applicable to each class of asset or liability refer to individual notes to the financial statements. As at the reporting date, the interest rate profile of the Consolidated Entity's interest bearing financial instruments as reported was:

	Consolidated	
	2018 \$'000	2017 \$'000
Fixed-rate instruments		
Loans and borrowings	(61,729)	(16,986)
Variable-rate instruments		
Cash and cash equivalents	403	1
Loans and borrowings	20,637	-

16. Earnings per unit

The calculation of basic earnings/(loss) per unit at 30 June 2018 was based on the loss attributable to unitholders of the Trust of \$4,276,977 (2017: \$2,801,902 loss) and a weighted average number of units outstanding of 31,378,437 (2017: 21,776,295), calculated as follows:

	2018 \$	2017 \$
Net profit/(loss) attributable to unitholders of the Trust	(4,276,977)	(2,801,902)
Weighted average number of units (basic)		
In units		
Issued units at 1 July	23,163,160	14,123,771
Effect of units issued	10,349,864	7,652,524
Weighted average number of units at 30 June	33,513,024	21,776,295

Diluted earnings per unit

As there are no diluting factors in the year and comparative years, the diluted loss per unit is equal to the basic.

17. Operating segments

The main businesses of the Consolidated Entity are investment in properties located in the United States of America and New Zealand which is leased to third parties.

The Consolidated Entity has three reportable segments, based on the geographical location of each segment. Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit or loss after income tax as included in the internal management reports that are reviewed by the Chief Executive Officer (“CEO”) of the Responsible Entity. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

The amounts set out on the following page are expressed in AUD but represent amounts that are denominated in USD and NZD and converted to AUD on consolidation.

17. Operating segments (continued)

Consolidated Entity – 2018	USA \$'000	Australia \$'000	NZ \$'000	Total \$'000
External revenues	2,974	92	990	4,056
Interest income	1	(1)	-	-
Net gain/(loss) on foreign exchange	-	17	-	17
Other income	-	30	23	53
Total income	2,975	138	1,013	4,126
Borrowing costs	1,145	2,204	389	3,738
Other operating expenses	2,156	946	475	3,577
Total expenses	3,301	3,150	864	7,315
Changes in fair value of investment properties	(1,085)	-	-	(1,085)
Change in fair value of financial liability	(3)	-	-	(3)
Loss before income tax	(1,414)	(3,012)	149	(4,277)
Income tax	-	-	-	-
Profit/(loss) after income tax	(1,414)	(3,012)	149	(4,277)
Segment assets	23,797	240	43,118	67,155
Segment liabilities	18,260	30,959	21,052	70,271
Consolidated Entity – 2017	USA \$'000	Australia \$'000	NZ \$'000	Total \$'000
External revenues	2,538	-	-	2,538
Interest income	1	-	-	1
Net gain/(loss) on foreign exchange	-	12	-	12
Other income	-	-	-	-
Total income	2,539	12	-	2,551
Borrowing costs	924	580	-	1,504
Other operating expenses	2,352	604	-	2,956
Total expenses	3,276	1,184	-	4,460
Changes in fair value of investment properties	(1,669)	-	-	(1,669)
Change in fair value of financial liability	776	-	-	776
Loss before income tax	(1,630)	(1,172)	-	(2,802)
Income tax	-	-	-	-
Profit/(Loss) after income tax	(1,630)	(1,172)	-	(2,802)
Segment assets	18,848	36	-	18,884
Segment liabilities	17,161	2,214	-	19,375

18. Parent entity

As at, and throughout, the financial year ended 30 June 2018 the parent entity ("Parent Entity") of the Consolidated Entity was the Trust.

	2018 \$'000	2017 \$'000
Results of the Parent Entity		
Loss for the year	(3,012)	(1,172)
Other comprehensive income	-	-
Total comprehensive loss for the year	(3,012)	(1,172)
Financial position of the Parent Entity at year end		
	2018 \$'000	2017 \$'000
Current assets	240	36
Non-current assets	-	3,160
Total assets	240	3,196
Current liabilities	30,959	2,213
Non-current liabilities	-	-
Total liabilities	30,959	2,213
Total equity of the Parent Entity comprising of:		
	2018 \$'000	2017 \$'000
Issued capital	206,137	204,361
Reserves	(3,185)	(3,185)
Accumulated losses	(203,205)	(200,193)
Total equity	(253)	983

19. Group Entities

		Consolidated Entity Interest	
	Class of units	30 June 2018	30 June 2017
		%	%
Parent Entity			
Ante Real Estate Trust			
Controlled entities			
RCU RRT, LLC	Ordinary	99.9	99.9
Mariner American Property Income REIT, Limited	Ordinary	99.9	99.9
ATT USA 1 Trust	Ordinary	100	-
ATT NZ 1 Trust	Ordinary	100	-
Controlled entities of Mariner American Property Income REIT, Limited			
Mariner Higgins LLC	Ordinary	100	100
Mariner One Centennial LLC	Ordinary	100	100

The parent entity, ATT USA 1 Trust and ATT NZ 1 Trust are incorporated in Australia whilst all the other controlled entities are incorporated in the USA. Mariner American Property Income REIT Limited and RCU RRT LLC also have preferred units on issue held by external parties. Overall, Ante Real Estate Trust owns 99.9% of the issued capital of Mariner American Property Income REIT Limited and RCU RRT LLC. There are no significant restrictions which restrict the ability of the controlled entities to transfer funds to the parent by way of cash distributions or loan repayments.

20. Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions or is part of the key management of the Trust. Related party transactions are transfers of resources, services or obligations between related parties and the Trust, regardless of whether a price has been charged.

Quattro RE Limited (formerly Real Estate Capital Partners Managed Investments Limited) (the "Responsible Entity") and its related party, Zerve Pty Limited are considered to be related parties of the Trust.

Key management personnel

The Trust does not employ personnel in its own right. However, it is required to have an incorporated Responsible Entity to manage the activities of the Trust and this is considered the Key Management Personnel ("KMP"). The Directors of the Responsible Entity at any time during the financial year were as follows:

Antony Wood	(Appointed 28 November 2014)
Andrew Saunders	(Appointed 7 October 2014)
Peter Chai	(Appointed 19 April 2017)
Nicholas Hargreaves	(Appointed 1 September 2018)

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

Unit holdings of the Responsible Entity and its key management personnel

Other than as noted below, neither the Responsible Entity nor its key management personnel held any units in the Trust during the financial year (2017: Nil).

Mr. Andrew Saunders, the Company Secretary of the Responsible Entity, and his associates own 3,172,964 units in the Trust following the completion of the Entitlement Offer.

Related party investments held by the Trust

As at 30 June 2018 the Trust held no investments in the Responsible Entity or their associates (2017: Nil).

20. Related parties (continued)

Responsible Entity fees, related party fees and other transactions

Except as disclosed in these consolidated financial statements, no Director of the Responsible Entity has received or become entitled to receive any benefit because of a contract made by the Responsible Entity or a related entity with a Director or with a firm of which a Director is a member or with an entity of which a Director of the Responsible Entity has a substantial interest. All transactions with related parties are conducted on normal commercial terms and conditions.

	2018 \$'000	2017 \$'000
Transactions with related parties – Consolidated:		
<i>Charged by the Responsible Entity</i>		
• Responsible Entity fees (see i below)	377	78
• Acquisition fees	626	-
• Capital Arrangement fees	209	-
• Due Diligence fees	89	-
• Expense recoveries	287	287
• Loan interest	-	4
<i>Charges by Zerve Pty Ltd</i>		
• US asset management fees	-	238
	1,588	607
Balances outstanding with related parties – Consolidated		
Included in payables:		
<i>To the Responsible Entity and Zerve Pty Ltd</i>		
• Responsible Entity fees	41	65
• Expense recoveries	-	85
• US asset management fees US	203	195
(see Note 11)	244	345
Unsecured loan – Consolidated		
• Quattro RE Limited	-	109
(see Note 11)	-	109

- i Responsible Entity fees are calculated on the following basis:
- 3% of the gross income of the Trust in accordance with the Trust's Constitution to 24 January 2018
 - 0.75% of asset value from 24 January 2018.

21. Capital commitments

As at 30 June 2018 the Consolidated Entity had no outstanding capital commitments for the refurbishment of the Higgins property (30 June 2017: NIL).

22. Contingencies

Contingent liabilities

In the opinion of the Responsible Entity there are no contingent assets, contingent liabilities or commitments subsisting at or arising since the reporting date not otherwise disclosed in this report.

23. Events subsequent to the end of the reporting period

On 27 August 2018 the Trust announced the acquisition of 10 Viaduct Harbour Ave, 12 Viaduct Harbour Ave and 110 Customs St, Auckland (Viaduct assets) for NZ\$28.0m on an initial yield of 10.2% yield. The acquisitions will be funded by a local bank and the balance will be funded from the Investment Facility.

The Trust will continue to explore alternative ways to implement the larger capital raising announced on the 8 June 2018 and it is envisaged that in time once an acceptable solution has been agreed with the ASX, a larger rights issue will be announced to fund the real estate portfolio (inclusive of the Viaduct assets) and refinance the Investment Facility into ordinary equity to simplify the Trust's capital structure.

Mr. Nick Hargreaves, who most recently held the position of CEO Jones Lang LaSalle, New Zealand, has agreed to join the board of the responsible entity of the Trust, Quattro RE Limited, as a non-executive director effective 1 September 2018.

Mr. Hargreaves is a highly regarded real estate leader and adviser having served as CEO of JLL New Zealand for over 10 years. His extensive knowledge of the New Zealand market, experience as an adviser to global and domestic PERE, institutions and HNW investors, combined with the management experience gained in building a successful real estate business in New Zealand, enhances the Trusts capability to execute on its value add investment strategy.

On 20 September 2018, the non bank subordinated loan was extended for a further 4 year period.

Directors' declaration

1. In the opinion of the Directors of Quattro RE Limited ("Responsible Entity"), the Responsible Entity for the Real Estate Capital Partners USA Property Trust ("Trust"):
 - (a) the consolidated financial statements and notes, set out on pages 10 to 43, are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2018 and of its performance for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
 - (b) subject to the matters described in Note 2(b) ("Going concern") there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.
2. The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from persons performing the chief executive function and chief financial officer function for the year ended 30 June 2018.
3. The Directors draw attention to Note 2(a) of the financial report which contains a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Responsible Entity:



Andrew Saunders
Director

Sydney, 28 September 2018



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**ANTE REAL ESTATE TRUST
ARSN 114 494 503
INDEPENDENT AUDITOR'S REPORT
TO THE UNITHOLDERS OF ANTE REAL ESTATE TRUST**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Ante Real Estate Trust "the trust" and its controlled entities "the Group", which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 30 June 2018 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.
- (c) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2(a).

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 Group 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 judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Investment Property	
Refer to Note 10 in the Notes to the Financial Statements.	
The Group has an interest in a commercial investment property which is carried at a fair value of \$64,849,000 at 30 June 2018 which represents 96.5% of total assets. Fair value is determined by reference to a valuation, with changes in fair value recognised in the income statement. Valuations contain a number of key inputs and assumptions which are based on market evidence of transaction prices for comparable properties. Minor changes in certain assumptions can lead to significant changes in the valuation. Note 10 of the financial report discloses the key assumptions. Refer to Note 1 of the financial report for a description of the accounting policy for this asset.	Our procedures included, amongst others: • Evaluating the Group's processes and assessing the design and operating effectiveness of relevant controls over recording and reporting the terms and conditions of the investment; • Obtaining an understanding from management of amongst other things, vacancy rates, growth rates, discount rates, unit values, and capital expenditure; • Obtaining the most recent independent experts report from management. Considering their competence and independence, as well as evaluating the scope and methodology of their work; • Agreeing data used in the valuation to the actual and budgeted financial performance of the property; • Considering the adequacy of the key inputs and assumptions used by the valuer by comparing them to prior period valuations and other market evidence; • Considering the adequacy of the disclosures in the financial statements.

Financial Liabilities, at Fair Value

Refer to Note 12 in the Notes to the Financial Statements.

The Group has interest bearing liabilities carried at \$16,087,000 at 30 June 2018.

Note 12 of the financial report discloses the terms and conditions of the loan, with the loan comprising two Notes. Note A of US\$11m bearing a fixed interest rate of 6.25%, while Note B of US\$6M being at fair value.

Note 15 of the financial report provides a description of the valuation techniques and inputs for the determination of the fair value of Note B.

Our procedures included, amongst others:

- Evaluating the Group's processes and assessing the design and operating effectiveness of relevant controls over recording and reporting the terms and conditions of interest bearing liabilities.;
- Confirming the interest bearing liabilities directly with counterparties.;
- Assessing the maturity profile of the Group's loan to check that the amount maturing within the next twelve months is classified in current liabilities;
- Checking key inputs and assumptions used by management in calculating the fair value of the loan;
- Checking the mathematical accuracy of the calculation;
- Considering the adequacy of the disclosures in the financial statements.

Going Concern

Refer to Note 2(b) of the summary of significant accounting policies.

The Directors of the responsible entity have determined that the use of the going concern basis of accounting is appropriate in preparing the financial report taking into consideration the forecast cash flows for the following twelve months and the available financing facilities.

Note 2(b) discloses that for the year ended 30 June 2018, the Group reported a net loss of \$4,401,000 and had net cash inflows of \$407,000 for the year ended 30 June 2018. As at 30 June 2018, the Group had cash assets of \$403,000 and net assets of \$(3,116,000).

Our procedures included, amongst others:

- Reviewing and challenging the judgements, assumptions and estimates used in the cash flow forecast for the year ending 30 June 2019, approved by the directors of the responsible entity;
- Checking the mathematical accuracy of the cash flow forecast for the year ending 30 June 2019 and agreeing opening cash balances to third party reports;
- Performing sensitivity analysis on the cash flow forecast to determine the extent of changes necessary to result in the Group not having sufficient resources to meet its forecast

The cash flow forecast includes judgements, assumptions and estimates such as future revenue, expenditure and debt restructuring.	liabilities as they fall due for a period of 12 months from the date of the report;
In assessing this key audit matter, we involved senior audit team members who understand the Group's structure.	• Reviewing subsequent events including variations to long term funding agreements; • Considering the adequacy of the disclosures in Note 2(b).

Information Other than the Financial Report and Auditor's Report Thereon

The directors of Quattro RE Limited (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, 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 (directors) 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 are responsible for assessing the ability of the group 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 either intend to liquidate the group or to cease operations, or has 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 judgement 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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 Group'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 Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors 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 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 with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period 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.



MARK GODLEWSKI
Partner
28 September 2018



PITCHER PARTNERS
Sydney

Corporate governance statement

The responsible entity for Ante Real Estate Trust ("**the Trust**") (ASX: ATT) is Quattro RE Limited ("**Responsible Entity**") ABN 55 115 913 810, AFSL 299074.

The following sets out the Responsible Entity's Corporate Governance Practices and compliance with the ASX's Corporate Governance Principles and Recommendations (3rd edition) for the period from 1 July 2017 to 30 June 2018 in accordance with ASX Listing Rule 4.10.3.

Principle 1

Lay solid foundations for management and oversight

The role of the Responsible Entity is to manage the Trust in the unitholders' best interests in accordance with the Trust's Constitution and the *Corporations Act 2001*.

The Board of the Responsible Entity

The Board of the Responsible Entity is appointed by the owner of the Responsible Entity and holds office until required to resign under the terms of the Responsible Entity's Constitution. Reappointment and new appointments will be made in accordance with director appointment policies adopted by the Board of the Responsible Entity. Responsibility for corporate governance matters resides with the Board of the Responsible Entity.

Charter

The Board has adopted a Board Charter that sets out the roles and responsibilities of the Board of Directors.

In the Charter, the Board acknowledges that, in discharging its duties to the unitholders of the schemes for which the Responsible Entity acts as a responsible entity (including the Trust), the interests of the unitholders may be different from those of its shareholder and that it has a duty to act in the best interests of unitholders including, where necessary, give priority to those interests where they conflict with the interests of the of the Responsible Entity.

The Charter includes requirements that the Board will:

- Provide strategic direction upon the Trust's business strategies and objectives
- Approve and monitor the acquisition, sale and financing of the Trust's assets
- Monitor the operational and financial position and performance of the Trust
- Identify the principal risks faced by the Trust and monitoring the effectiveness of risk management systems
- Ensure that financial disclosure and reporting mechanisms result in adequate, accurate and timely information
- Ensure that the market is kept informed of material developments
- Review and evaluate the chief executive officer's performance
- Review and evaluate Board performance
- Maintain corporate governance standards and adhere to ASX Corporate Governance Council's Principles and Recommendations (as may be revised from time to time)

Corporate governance statement (continued)

Principle 1 (continued)

Compliance Committee

The Trust is not required to have a Compliance Committee because a majority of Directors of the Responsible Entity are "external" for the purpose of s601 JA(2) of *Corporations Act 2001*. It was the Board's intention to establish a separate Compliance Committee, but the appointment of a Committee was deferred having regard to the reduction in the scale of the Trust following the sale of the substantial assets of the Trust in February 2013 and the subsequent redemption of approximately 90% of the Trusts units in March 2013.

Pending the appointment of the Compliance Committee, the Board has adopted a Charter which sets out its duties, responsibilities and reporting requirements when acting as a Compliance Committee.

The Board acting as a Compliance Committee monitors the extent to which the Responsible Entity complies with the Trust's Compliance Plan, the Trust's Constitution and the *Corporations Act*.

The Board acting as a Compliance Committee meets quarterly, or as necessary, and is provided with comprehensive compliance reports. The Board minutes its findings when acting as a Compliance Committee in the Board minutes.

The Board when acting as a Compliance Committee has access to all information relevant to the Responsible Entity's compliance with the Compliance Plan and the *Corporations Act*.

The Board when acting as a Compliance Committee may commission independent legal, accounting or other professional advice or assistance, at the reasonable expense of the Responsible Entity.

Compliance monitoring and reporting

A compliance manager has been appointed who is responsible for reviewing and monitoring the efficiency of compliance and risk management systems on an ongoing basis, and ensuring that appropriate compliance and risk mitigation measures are in place.

The compliance manager provides reports at least quarterly for the Board and the Compliance Committee as well as for the business areas responsible for the day to day delivery of business activities.

The compliance manager may report matters directly to the Board without reference to any other party.

The Investment Manager and the service providers provide regular reporting to the Responsible Entity and an annual certification of its ongoing capacity to continue to meet its obligations.

Services Agreement

The Responsible Entity does not have its own employees and has entered into services agreements with persons including related parties to provide the resources necessary to enable the Responsible Entity to undertake operational management of the Trust.

Performance Evaluation

Where service providers are engaged to provide specified activities for the Trust, the engagement is under written agreements and includes performance and service delivery requirements that are subject to monitoring, review and reporting to the Responsible Entity. The compliance manager conducts an annual review of the performance of all service providers.

Corporate governance statement (continued)

Principle 2: Structure of the board to add value

Composition

There are currently four Directors of the Responsible Entity. The majority of Directors (3 out of four) are independent directors. An independent director is understood as a non executive director who is free from any business or other relationship that could materially interfere with, or be perceived materially to interfere with, the independent exercise of their judgment.

Details of the Directors' experience, qualifications and committee membership are set out below.

Tony Wood

Independent Director

Mr Wood is based in New York and is active across an international platform including the Australian, Asian and North American markets. He has over 27 years relevant experience, having previously been Managing Director and founding principal of Blaxland Group until its sale in late 2011.

Former roles have included Director, Jones Lang LaSalle and senior fiduciary positions with BZW-Mirvac, BT Funds Management and Record Investments. Tony's experience encompasses traditional real estate investment with management of listed and unlisted funds, mergers and acquisitions as well as debt and equity finance. Tony holds a B.Sc.(Hons) in Estate Management from Heriot-Watt University in the UK. He is a Fellow of the Royal Institution of Chartered Surveyors and a Fellow of the Australian Property Institute. Tony is also a member of the Audit and Risk Management Committee.

Peter Chai

Independent Director

Mr Chai has worked in financial services for a number of years and more recently, advised on a number of real estate investments by large institutions. Peter's experience will be relevant to ATT as it reviews and further fine tunes its investment strategy.

Andrew Saunders

Director

Mr Saunders has more than 27 years' experience working across the property, banking and funds management industries in Sydney, London, Singapore and the US. Andrew has an established international contact network and considerable expertise in real estate financing, equity securitization, cross border tax structuring, risk management and the building of funds management teams.

He has worked across these various disciplines with Leighton's, CB Richard Ellis, Knight Frank, Macquarie Bank, and Challenger and between 2007 to 2013, he established and operated a joint venture funds management business with the Mulpha Group, Australia. Andrew formed the Quattro business in 2014, which is owned by Andrew and associated family interests.

Corporate governance statement (continued)

Principle 2: Structure of the board to add value Composition (continued)

Nicholas Hargreaves Independent Director

Mr. Nick Hargreaves, who most recently held the position of CEO Jones Lang LaSalle, New Zealand, has agreed to join the board of the responsible entity of the Trust, Quattro RE Limited, as a non-executive director effective 1 September 2018.

Mr Hargreaves is a highly regarded real estate leader and adviser having served as CEO of JLL New Zealand for over 10 years. His extensive knowledge of the New Zealand market, experience as an adviser to global and domestic PERE, institutions and HNW investors, combined with the management experience gained in building a successful real estate business in New Zealand, enhances the Trusts capability to execute on its value add investment strategy.

Independent Professional Advice

With the approval of the Chairman, Directors may seek independent professional advice, at the expense of the Responsible Entity, to assist them in carrying out their duties as Directors.

Appointment

The appointment of Directors to the Board of the Responsible Entity is made by the Board following recommendation from the Nomination Committee. The Nomination Committee comprises the following Directors:

- Tony Wood
- Andrew Saunders

These appointments are made, having regard to a range of criteria, the skills and experience of the nominee, diversity considerations and the business of the company. A formal letter of appointment is issued to the successful nominee. Remuneration is agreed by the Responsible Entity in consultation with the successful nominee. The renewal of an appointment is considered by the Nominee Committee.

Board Performance

Performance of the Board is reviewed by the Chairman in accordance with the Board Charter. In doing so, the Chairman reviews the composition and effectiveness of the Board both individually and as a whole, and seeks to identify where improvement might be made and to assess the quality and effectiveness of information that is provided to the Directors.

The Board also undertakes an annual self assessment of the performance of the Board and individual Directors, facilitated by the Company Secretary. The review includes confidential discussions with individual Directors. The results of these discussions are reviewed by the Board.

Compliance Committee Performance

At least annually, the Board considers the performance of the Board sitting as a Compliance Committee, with a view to identifying areas for improvement and to assess the quality and effectiveness of information it is receiving. The Board will undertake this review both at an individual level and in relation to the Committee as a whole.

Corporate governance statement (continued)

Principle 3: Promote Ethical and Responsible Decision Making

Access to documents

The Board has access to all documents and information necessary to discharge its duties and responsibilities.

Code of Conduct

The Directors and the Trust's management team are required to conduct themselves in accordance with the Code of Conduct.

This Code sets out standards of professional behaviour in areas such as conflict of interest, professional conduct and confidentiality.

Securities Trading Policy

The Responsible Entity has no employees and has outsourced all of its functions to agents which include related parties.

All Directors and officers and all agents who provide management functions to the Trust, are prohibited from trading in securities when in possession of unpublished price sensitive information.

Each Director has agreed to provide notice to the Responsible Entity of any dealings in securities within three business days of such dealings so that the Responsible Entity can comply with its obligation to notify the ASX.

Diversity

The Code of Conduct sets out the Board's commitment to achieving diversity in the appointment of Directors and the engagement of agents to provide management functions to the Trust. The Code of Conduct does not, however, set out the measurable objectives for achieving this commitment. The Board recognises that the Trust is relatively small and has limited operations and that the achievement of diversity is a longer term objective for the Trust.

Corporate governance statement (continued)

Principle 4: Safeguard Integrity in Financial Reporting

Audit Committee

The Board has established an Audit and Risk Management Committee. The Committee comprises two members both of whom are independent.

The Committee is a committee of the Board, and as such its performance is incorporated into the Board's performance review.

The Committee has a Charter, approved by the Board, which sets out the Committee's functions, duties, responsibilities, composition and proceedings.

The functions of the Committee are to:

- Consider the integrity of the Trust's financial statements
- Monitor the relationship with the Trust's external auditors
- Assess the propriety of related party transactions
- Assist in the maintenance of an effective risk management framework
- Consider the adequacy of insurance policies
- Make recommendations to the Board on significant accounting and financial policies

The duties and responsibilities of the Committee are to:

- Monitor the integrity of financial statements
- Review and approve the audit plans and ensure that those plans are properly carried out
- Determine that no management restrictions are being placed upon the audit function of either the internal or external auditors
- Review and approval all accounting policy changes
- Oversee the independence of the external auditors and their appointment
- Monitor the performance of the audit function

The Chairman of the Board is not permitted to be Chairman of the Audit and Risk Management Committee. The members of the Committee are:

- Tony Wood (Chairman)
- Nicholas Hargreaves

At least once a year the Audit and Risk Management Committee will meet the external auditor. It also meets separately with the external auditor independently of management.

Appointment of Auditor

Pitcher Partners is the current Auditor for the Responsible Entity for:

- The managed investment schemes for which the Responsible Entity is the responsible entity
- The compliance plans for those registered managed investment schemes.

Pitcher Partners was the Auditor for the 2018 financial year and has appointed an audit partner for the compliance plan audits who is different from the individual partners responsible managed investment scheme audits.

The appointment and removal of the external auditor is regulated by the *Corporations Act*.

Corporate governance statement (continued)

Principle 5: Make Timely and Balanced Disclosure

Continuous Disclosure Policy and Procedures

The Responsible Entity has continuous disclosure procedures designed specifically to identify matters requiring disclosure and to allow appropriate announcements to be made in a timely manner consistent with the ASX Listing Rules.

These procedures are in place to ensure that unitholders and the market are provided with full and timely information about the Trusts activities. They form part of the protocols for managing the use and disclosure of information and correlate with the policies described in Principle 3.

The Company Secretary has a duty to inform the Board promptly of any matter that can be reasonably expected to have a material impact on the value of the Trust's operates policies and procedures.

The release of price-sensitive information is made first through the ASX before release to any other party, and is the responsibility of the Company Secretary.

Upon confirmation by the ASX of the release of information to the market, the announcement is posted to the website of the Trust to ensure accessibility to the widest audience. Presentations of material to analysts, brokers and the media are all subject to these disclosure practices.

The continuous and periodic disclosure requirements are embedded into the Trust's Compliance Plan, which is subject to ongoing compliance monitoring and forms part of the annual external compliance audit plan.

Principle 6: Respect the Rights of Unitholders

Communications Policy

The Directors of the Responsible Entity are committed to open and effective communication, ensuring that unitholders are informed of all significant developments concerning the listed vehicles for the Responsible Entity.

The Trust produces two sets of audited financial information each year, the annual report for the year ended 30 June and the half year report for the six months ended 31 December. Both of these are made available to unitholders and other interested parties.

Communication with unitholders is principally conducted through the website, which directs unitholders to all market announcements, presentations and current financial information material. The Directors of the Responsible Entity encourage unitholders to receive electronic communications.

Corporate governance statement (continued)

Principle 6: Respect the Rights of Unitholders (continued) **Communications Policy (continued)**

The types of communication available via the website include:

- All disclosures made to the ASX
- Annual and half year reports
- All investor bulletins and presentations by the Trust's management team
- All correspondence from the Board Chairman sent to unitholders
- All policies and summaries of charters
- Any detailed results information relating to the most recent reporting period.

Principle 7: Recognise and Manage Risk

Risk Management and Internal Controls

The Responsible Entity is the holder of an Australian Financial Services Licence and accordingly is required to have in place processes including compliance, risk management and internal controls appropriate to the nature, scale and complexity of its business to enable it to meet its obligations under the financial services laws.

As part of the overall process to manage risk, the Directors of the Responsible Entity are provided declarations that are required to be made in accordance with section 295A of the *Corporations Act*. When receiving the declaration, the Responsible Entity is provided with assurance from the Chief Financial Officer and Executive Officer that the declaration is based on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial risks. Additional information may be found in the Financial Report under the section "Directors' Declaration"

Corporate governance statement (continued)

Principle 7: Recognise and Manage Risk (continued)

In addition, the Responsible Entity recognises that effective risk management forms part of its approach to creating unitholder value over the life of the Trust. The Responsible Entity has implemented policies and internal controls to ensure that the Trust's assets are protected and material risks are identified and appropriately managed.

The compliance manager monitors and reports to the Board on the risk management system.

The Responsible Entity has in place an integrated risk management framework that enables the identification, assessment, management and reporting of risks.

The Responsible Entity recognises the strategic risks that need to be managed and undertakes a formal review of the Trusts strategy when necessary.

In particular, the Responsible Entity has identified a set of core risks that it believes could directly impact the Trust, and that are inherent in the environment in which it operates, which include:

- Financial risks, specifically
 - o Macroeconomic conditions (broader economic and monetary policy conditions)
 - o Refinancing and capital expenditure (cost of capital to fund development and financial arrangements)
 - o Market volatility (impacts on valuation of assets, financing arrangements, and the price of the Trust securities)
- Property risk (risk to assets, development and redevelopment projects)
- Basis risk – relative pricing of securities
- Liquidity risk – the ability to liquidate a security with minimum delay
- Counter party risk (Credit Risk including Pre-Settlement and Settlement Risk) – risk that a party to a contract will not perform to the terms of the contract
- Business risk – risk that the business model is unsustainable
- Investment Risk – risk that investments in underlying asset are unsound, arising from poor investment processes or poor execution of those processes
- Operations Risk – deficiencies in internal procedures and controls leading to financial loss
- Legal Risk – that contracts are not legally enforceable or documented incorrectly
- Fiduciary Risk – risk that poor compliance and/or monitoring procedures will result in litigation from clients, investors and/or investee companies
- Human resources risk – failure to provide adequate or insufficiently trained specialists to undertake the required tasks and/or failure to appropriately segregate duties amongst staff and/or failure to assign appropriate accountabilities
- Derivatives can be used to mitigate market, basis and/or liquidity risk. A culture of process management, compliance and corporate governance should assist in mitigating the prospect of business, investment, operations, fiduciary and human resource risk
- Insurance risk (assets, contractors and service providers)
- Environmental and sustainability risks, including those arising from government policy.

The risk management structure is further supported by the Trust's Compliance Plan, which identifies and manages the statutory risk applicable to the Trust, its control methodologies and the monitoring obligations of the Trust. The Compliance Plan is available to all unitholders of the Trust on request.

Operational risks are monitored and managed on an ongoing basis by the Trust's management team, and supported by a number of other functional areas that include finance, research, property management services, legal and audit, which provide information, data and reporting.

Corporate governance statement (continued)

Principle 7: Recognise and Manage Risk (continued)

Risk Management and Internal Controls (continued)

Mitigation planning and monitoring is achieved through a range of methods. These include:

- The construction of terms of contract where service providers are engaged and the active management of those contracts
- Reviews to ensure that changes to statutory, government policy and sustainability risk are communicated to the business in a timely manner to plan for expected operating activity amendments
- Financial risk is managed through a dedicated finance function (financial control and reporting, capital management strategy and forecasting and analytics).

Principle 8: Remunerate Fairly and Responsibly

Remuneration

The Responsible Entity does not have a remuneration committee as it does not employ any personnel directly. The remuneration arrangements for the Directors are set by the Responsible Entity. Only independent Directors are remunerated for their duties – it is the practice of the Responsible Entity that no senior executives or non executive directors are remunerated for Director appointments.

Expense Reimbursement

Directors are entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

ASX Additional information

Ante Real Estate Trust (the “Trust”) is a registered managed investment scheme established and domiciled in Australia. The Trust is listed on the Australian Securities Exchange (“ASX”) under the code: ATT. Quattro RE Limited, is the Responsible Entity of the Trust.

The following information in relation to unit holdings is provided as at 6 September 2018.

Substantial unitholders

The number of units held by the Trust's substantial unitholders and the date on which the last notice was lodged with the ASX are as follows:

	Date of notice	No. of securities	% of issued capital
Alceon Group Pty Ltd	15 June 18	187,411,000	89.0

Voting rights

The provisions of the *Corporations Act 2001* governing proxies and voting for meetings of members of registered managed investment schemes apply to the Trust except that no objection may be made to any vote cast at a meeting unless the objection is made at the meeting.

For so long as the Trust is listed on the ASX, the Responsible Entity and its associates are entitled to vote their interest on resolutions to remove the Responsible Entity and choose a new Responsible Entity.

Distribution of equity securities

Analysis of numbers of equity security holders by size of holdings:

Range	No. of unitholders	No. of securities	% of issued capital
1 to 1,000	156	62,771	0.03
1,001 to 5,000	163	474,152	0.23
5,001 to 10,000	85	601,771	0.29
10,001 to 100,000	114	3,460,327	1.64
100,001 and Over	29	205,975,139	97.82
Total	547	210,574,160	100.00

The number of security investors holding less than a marketable parcel of 50,000 securities (\$0.01 on 6 September 2018) is 501 and they hold 3,305,127 securities.

On-market buy back

There is no current on-market buy-back.

ASX Additional information (continued)

Twenty largest equity security holders

The 20 largest holders of quoted equity securities at 6 September 2018 are set out below:

	No. of securities	% of issued capital
ALCEON GROUP PTY LTD	187,411,000	89.00
QUATTRO MANAGEMENT PTY LTD	2,806,667	1.33
LAURUS LIMITED	2,000,000	0.95
HALEVI PTY LTD	1,357,062	0.64
JASCOT RISE PTY LTD	1,206,661	0.57
BEN PORT JOSEPH PTY LTD	1,135,823	0.54
KUSHKUSH INVESTMENTS PTY LTD	1,135,570	0.54
MR LOUIE BORG	1,000,000	0.47
M&TK PTY LTD	992,537	0.47
ONE MANAGED INVT FUNDS LTD	835,000	0.40
JASCOT RISE PTY LTD	784,674	0.37
MR KENNETH EDWARD BAGLIN & MRS OLGA JOYCE BAGLIN	644,199	0.31
B.D. PENFOLD PTY LTD	507,463	0.24
MR ITZHAK BENEDIKT	498,376	0.24
MARYTON AUSTRALIA PTY LTD	435,673	0.21
MR JINXIANG LU	435,000	0.21
MATCHING PTY LTD	390,884	0.19
MR ANDREW JOHN SAUNDERS	366,297	0.17
MR NIV DAGAN	298,507	0.14
BOND STREET CUSTODIANS LIMITED	244,109	0.12
Total	204,485,502	97.11

Corporate directory

Registered and Administration office

Quattro RE Limited as responsible entity for Ante Real Estate Trust
Level 9
117 Macquarie Street
Sydney NSW 2000
AUSTRALIA
Phone: 1800 622 812

Company secretary: Mr Andrew Saunders

Unit registry

Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000
AUSTRALIA
Phone: 02 8280 7111

Auditor

Pitcher Partners
Level 22, MLC Centre
19 Martin Place
Sydney NSW 2000

Website

www.recap.com.au/rcu