Pepper Residential Securities Trust No **39** ABN 88 387 567 924

Special purpose financial statements - 31 December 2024

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Pepper Residential Securities Trust No 39 Trust Manager's declaration 31 December 2024

Trust Manager's declaration

As detailed in Note 1 to the financial statements, Pepper Residential Securities Trust No 39 (the "Trust") is not a reporting entity as, in the opinion of the Trust Manager, there are unlikely to exist users of the financial statements who are unable to command the preparation of statements tailored so as to satisfy specifically all of their information needs. Accordingly, the "special purpose financial statements" have been prepared to satisfy the reporting requirements of the Trust Manager and Trustee in accordance with the Master Trust Deed.

The Trust Manager has prepared the attached financial statements and notes thereto as set out on pages 3 to 14.

The Trust Manager declares that the financial statements and notes:

- (a) comply with applicable accounting standards as detailed in Note 1(b) Statement of compliance; and
- (b) give a true and fair view of the financial position and performance of the Trust.

In the Trust Manager's opinion:

- (a) the attached financial statements and notes thereto are in accordance with the Master Trust Deed; and
- (b) there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.

This report is made in accordance with a resolution of Director.

Mario Rehayem

Chief Executive Officer

28 May 2025

Pepper Residential Securities Trust No 39 Statement of comprehensive income For the 12 month period ended 31 December 2024

	Period ended
	31 December
	2024 \$
Revenue	40,891,224
Loans and advances interest income	1,111,829
Bank interest income	(32,192,514)
Borrowings interest expense	
Net interest income	9,810,539
Fee income	547,254
Net operating income	10,357,793
Expenses	
Servicer fees	2,105,801
Loan enforcement costs	104,774
Trustee fees	82,335
Trust manager fees	528,126
Non-recoverable GST	70,676
Loan loss expense	1,357,777
Bank charges	19,068
Other expenses	99,768
Total operating expenses	4,368,325
	5,989,468
Profit before income tax expense	
Finance costs attributable to unitholders	
Distributions to unitholders	(5,989,468)
Profit after income tax expense for the year attributable to the unitholders	<u>-</u>
Other comprehensive income	
Total comprehensive income for the period	

Pepper Residential Securities Trust No 39 Statement of financial position As at 31 December 2024

	3.	As at 1 December
	Notes	2024
Assets	Notes	\$
Cash and cash equivalents		24,152,812
Loans and advances		502,626,803
Receivables		18,182
Total assets	5	526,797,797
Liabilities		
Borrowings	7 5	20,515,223
Other payables		285,510
Distributions payable		5,997,064
Total liabilities		26,797,797
Equity		

Pepper Residential Securities Trust No 39 Statement of changes in equity For the 12 month period ended 31 December 2024

	Issued capital \$	Retained earnings	Total \$
Balance at 18 January 2024	-	<u> </u>	
Total comprehensive income for the period	<u> </u>		-
Balance at 31 December 2024	<u> </u>	•	in sole g

Pepper Residential Securities Trust No 39 Statement of cash flows For the 12 month period ended 31 December 2024

	Period ende 31 Decembe	
	202	4
Cook flows from an audina and the	Notes	\$
Cash flows from operating activities		
Interest received	40,368,40	8
Interest paid	(30,808,16	3)
Fee income	547,25	
Payments to suppliers	(2,743,220	0)
Payment of acquisition of loan portfolios	(749,999,96	10 -
Collection of net loans from borrowers	247,650,020	
Net cash used in operating activities	5 (494,985,656	
Cash flows from financing activities		
Proceeds from borrowings	750,000,000	0
Repayment of borrowings	(230,869,128	
Contribution from unitholders	7,596	1
Net cash provided by financing activities	519,138,468	
Net increase in cash and cash equivalents	24,152,812	2_
Cash and cash equivalents at the end of the period	24,152,812	2_

1 About this report

(a) Financial reporting framework

The Trust is not a reporting entity because, in the opinion of the Trust Manager there are unlikely to exist users of the financial statements who are unable to command the preparation of the reports tailored so as to satisfy specifically all of their information needs. Accordingly, these 'special purpose financial statements' have been prepared to satisfy the Trust Manager's reporting requirements under the Master Trust Deed.

(b) Statement of compliance

An entity preparing special purpose financial statements is not required to comply with the disclosure requirements of all Australian Accounting Standards and Interpretations. Accordingly, special purpose financial statements cannot be described as complying with Australian equivalents to International Financial Reporting Standards ('A-IFRS') as they do not comply with all requirements of A-IFRS.

The financial statements have been prepared in accordance with the Master Trust Deed, recognition and measurement requirements of applicable Australian Accounting Standards and Interpretations (except for AASB 9 Financial Instruments - Classification and Measurement), and the disclosure requirements of Accounting Standards AASB 101 Presentation of Financial Statements, AASB 107 Statement of Cash Flows and AASB 108 Accounting Policies, Changes in Accounting Estimates and Errors.

They were authorised for issue by the Trust Manager on 28 May 2025.

(c) Basis of preparation

These financial statements cover the 12-month reporting period from 18 January 2024 to 31 December 2024. The financial statements have been prepared on the basis of historical cost. Historical cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

(d) Going concern

The financial statements have been prepared on the basis that the Trust is a going concern, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

2 Material accounting policies

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

(a) Distributions

Distributions to the beneficiary comprise the net Trust income of the Trust in accordance with the relevant Series Notice and the Master Trust Deed.

(b) Transfers to / from unitholders' funds

Income is transferred directly to the residual unit holders' funds and arises from the taxable income of the Trust.

(c) Revenue recognition

The accounting policies adopted for the major components of revenue are as follows:

2 Material accounting policies (continued)

(c) Revenue recognition (continued)

(i) Interest income

Loans and advances are measured on an amortised cost basis in the Statement of financial position. Revenue is generally recognised over the life of the loan, taking into account income and expenditure directly attributable to the loan. The rate at which revenue is recognised is referred to as the effective interest rate ('EIR') and is equivalent to the rate that effectively discounts estimated future cash flows throughout the estimated life of the loan to the net carrying value of the loan. The revenue stream includes interest revenue, loan premium revenue and early termination interest adjustments payable upon early redemption of a loan. When a financial asset is classified in Stage 3 for impairment (refer to Note2(d)(iii)), subsequent interest income is recognised in profit or loss by applying the EIR to the net carrying amount of the financial asset.

(ii) Fee income

The key judgements in applying AASB 15 Revenue from Contracts with Customers include the timing and amount of variable consideration (at a point in time or over time) to be recognised in relation to fees earned, and the determination of whether multiple services provided in a single servicing contract are distinct. The material components of fee income include those fees such as arrears fees and legal fees that do not meet the criteria for recognition as part of the EIR. Fees that relate to a provision of a specific transactional service are recognised when the service has been completed. Prior to the adoption of AASB 15, revenue was recognised in the period in which it was earned. There was no material impact from the change in accounting policy to AASB 15 on other fee revenue.

(d) Financial assets and financial liabilities

(i) Financial assets

Financial assets are measured at amortised cost.

(ii) Financial liabilities

Financial liabilities are measured at amortised cost except for financial liabilities designated at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, are subsequently measured at fair value.

(iii) Impairment

The impairment requirements apply to financial assets measured at amortised cost, lease receivables, amounts receivable from contracts with customers as defined in AASB 15, loan commitments, certain letters of credit and financial guarantee contracts.

The Expected Credit Loss ('ECL') values are derived from internally developed statistical models and are adjusted to reflect probability-weighted forward-looking information. The Trust's loan portfolios are segmented, at a minimum, by product, region, and credit quality (arrears), to calculate ECL provisions.

The key inputs used for measuring ECL are:

- Probability of default ('PD');
- · Loss given default ('LGD'); and
- Exposure at default ('EAD').

2 Material accounting policies (continued)

(d) Financial assets and financial liabilities (continued)

(iii) Impairment (continued)

PD is an estimate of the likelihood of default over a given time horizon. The Trust's PDs are estimated considering the contractual maturities of exposures and estimated prepayment rates. The estimation is based on current conditions, adjusted to consider estimates of future conditions that will impact PD.

LGD is an estimate of the loss arising on default. The LGD models for secured assets consider forecasts of future collateral valuation factoring sale discounts, time to realisation of collateral, cost of realisation of collateral and cure rates. LGD models for unsecured assets consider time of recovery, and recovery rates. The calculation is on a discounted cash flow basis, where the cash flows are discounted by the interest rate of the loan.

EAD is an estimate of the exposure at a future default date, considering expected changes in the exposure after the reporting date, including repayments of principal and interest. The Trust's modelling approach for EAD reflects expected changes in the balance outstanding over the lifetime of the loan that are permitted by the current contractual terms, including: amortisation profiles, early repayment or overpayment, changes in utilisation of undrawn commitments and credit mitigation actions taken before default. The Trust uses EAD models that reflect the characteristics of the portfolios.

The Trust uses forward-looking information that is available without undue cost or effort in its assessment of significant increase of credit risk as well as in its measurement of ECL. The Trust employs experts who use external and internal information to generate a 'base case' scenario of future forecast of relevant economic variables along with a representative range of other possible forecast scenarios. The external information used includes economic data and forecasts published by governmental bodies and monetary authorities.

The Trust has identified and documented key drivers of credit risk and credit losses for each loan portfolio and using a statistical analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. The principal macro-economic indicators included in the economic scenarios used at 31 December 2024 for the purposes of preparing ECL provisions are unemployment rates and cash rates.

The Trust has applied probabilities to the forecast scenarios identified in its measurement of ECL.

The Trust's ECL is determined with reference to the following stages:

Stage 1:

Performing loans:

Predominantly loans less than 30 days past due - requires a loss provision equal to the expected loss over the next 12 months.

Stage 2:

Significant increase in credit risk has occurred:

All the Trust's loans and advances not in Stage 3 and 30+ days in arrears are within Stage 2 - requires a loss provision equal to the expected loss over the expected lifetime of the asset.

Stage 3:

Impaired:

At a minimum, all the Trust's loans and advances 90+ days in arrears are within Stage 3. Loans in Stage 3 require a lifetime expected credit loss provision incorporating a 100% probability of default.

2 Material accounting policies (continued)

(d) Financial assets and financial liabilities (continued)

(iv) Modified financial asset and financial liabilities at amortised cost

A financial instrument is modified when its original contractual cash flows are renegotiated or modified. A financial instrument that is renegotiated is derecognised if the existing agreement is cancelled and a new agreement is made on substantially different terms or if the existing terms are modified such that the renegotiated loan is substantially different from the existing financial instrument. When the modification does not result in derecognition, a gain or loss is recognised in the income statement as the difference between the financial instrument's original contractual cash flows and the modified cash flows discounted at the original EIR.

(v) Derecognition

The Trust derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Trust neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Trust recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Trust retains substantially all the risks and rewards of ownership of a transferred financial asset, the Trust continues to recognise the financial asset and also recognises a borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable, and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the income statement.

On derecognition of a financial asset, other than in its entirety, the Trust allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised, and the sum of the consideration received for the part no longer recognised, and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income, is recognised in the income statement. A cumulative gain or loss recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

(e) Cash and cash equivalents

Cash comprises cash at bank and cash in transit. Cash equivalents are short-term, highly liquid investments that are readily convertible to a known amount of cash, which are subject to an insignificant risk of changes in value and have a maturity of three months or less at the date of acquisition.

(f) Receivables

Trade and other receivables are stated at their amortised cost less impairment losses. Trade and other receivables are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

(g) Interest-bearing liabilities

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs. Interest is accrued over the period it becomes due. After initial recognition, interest bearing loans and borrowings are measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any issue costs, and any discount or premium on settlement. All borrowings are secured by loans and advances.

2 Material accounting policies (continued)

(h) Trade and other payables

These amounts represent unsecured liabilities for goods and services provided to the Trust prior to the end of the financial year which are unpaid. Payables are stated at amortised cost.

(i) Trust Manager and Servicer fees

In consideration for performing the Trust Manager and Servicer functions and duties in respect of the Trust, the Trust Manager and Servicer, Pepper Money Limited, is paid a fee from the Trust as set out in the Trust Manager and Servicer Fee Letter.

(j) Loan enforcement costs

In order to enforce the mortgage or preserve its rights under the loan, the Trust will incur from time to time legal and enforcement related expenses. These expenses are passed on to the borrower under the terms of the loan and are recovered through the discharge or claims process. The amounts applied to the loan account are recognised as income (refer to Note 2(c)). The amounts paid to suppliers are recognised as an expense of the Trust.

(k) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority, in which case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

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

(I) Financial liabilities and equity instruments

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. The nature of the loan notes, as set out in the Master Trust Deed, is in accordance with the nature of debt and therefore has been classified as debt. Amounts due to and from residual unit holders are classified within other payables.

3 New accounting standards and interpretations

(a) New and amended standards adopted

There have been no new or amended accounting standards during the reporting period ended 31 December 2024 that have had or may have a significant impact on the financial results of the Trust.

4 Critical estimates, judgements and errors

The preparation of financial statements requires the use of judgement, estimates and assumptions. Should different assumptions or estimates be applied, the resulting values may change, impacting the net assets and income of the Trust. These estimates and assumptions are reviewed on an ongoing basis. The nature of significant estimates and judgements made are noted below.

(a) Determination of impairment losses on loans and advances

The Trust assesses at each balance date whether there is any objective evidence of impairment. In determining whether objective evidence exists and whether an impairment loss should be recorded in the income statement, the Trust makes judgements as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows from a loan before the decrease can be identified within an individual loan. Such evidence may include payment defaults, increased historic loss rates and trends in the relevant industry or market.

Significant increase in credit risk: ECL are measured as an allowance equal to 12-month ECL for Stage 1 assets, or lifetime ECL for Stage 2 or Stage 3 assets. An asset moves to Stage 2 when the credit risk has increased significantly since initial recognition. AASB 9 *Financial Instruments* does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Trust takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Models and assumptions used: The Trust uses various models and assumptions in measuring fair value of financial assets as well as in estimating the ECL. Judgement is applied in identifying the most appropriate model for each type of asset, as well as for determining the assumptions used in these models, including assumptions that relate to key drivers of credit risk.

The following are key estimations that are expected to have the most significant effect on the amounts recognised in financial statements:

<u>Probability of default</u>: PD constitutes a key input in measuring ECL, the calculation of which includes historical data, assumptions and expectations of future conditions.

Loss given default: LGD is based on the difference between the contractual cash flows due and those that the lender would expect to receive, considering cash flows from collateral.

Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and determining the forward-looking information relevant to each scenario: When measuring the ECL the Trust uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

(b) Revenue recognition

Measurement of financial instruments at amortised cost using the EIR method requires calculations based on reliably estimated cash flows through the expected life of financial instruments incorporating behavioural modelling of prepayments. Any fee income accounted for using the EIR method is assessed by management who apply judgement to ensure recognition in the most appropriate period.

AASB 15 requires the identification of performance obligations within a customer contract and a transaction price that is allocated to these obligations. Revenue is recognised upon satisfying these performance obligations. Key judgement is required to determine if fee income is recognised over time or a point in time.

5 Reconciliation of profit to net cash outflow from operating activities

	Period ended
	31 December
	2024
	\$
Profit before income tax expense	5,989,468
Change in operating assets / liabilities	
Increase in loans and advances	(502,626,803)
Increase receivables	(18,182)
Increase in other payables	285,510
Increase in borrowings	1,384,351
Net cash outflow from operating activities	(494,985,656)

6 Loans and advances

Loans and advances are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are held to collect and carried at amortised cost using the EIR method.

Loans and receivables which are acquired are initially recognised at fair value plus transaction costs. Subsequently, they are carried at amortised cost and interest income is recognised in the income statement using the EIR method.

	As at
	31 December
	2024
	\$
Loans and advances	502,349,935
Accrued interest	1,634,645
	503,984,580
Opening balance of collective impairment provision	
Collective impairment provision provided for during the period	(1,357,777)
Closing balance	(1,357,777)
Total	502,626,803

7 Borrowings

	As at
	31 December
	2024
	\$
Note Class A	429,387,491
Note Class B	50,250,000
Note Class C	5,250,000
Note Class D	12,750,000
Note Class E	6,750,000
Note Class F	8,856,362
Note Class G	5,250,000
Note Class L	637,019
Interest Accrual	1,384,351
Total	520,515,223

8 Establishment

The Trust was established on 18 January 2024. Under the Series Notice, Pepper Money Limited is the beneficiary of the Trust.

Pepper Money Limited is the Trust Manager and Servicer.

Pepper Finance Corporation Limited is Trustee.

BNY Trust Company of Australia Limited is Security Trustee and Custodian.

9 Additional information

Pepper Money Limited, a company incorporated and operating in Australia, is the Trust Manager, residual unit holder and parent of the Pepper Residential Securities Trust No 39.

The principal activities of the Trust in the course of the financial period were the management of residential mortgage loans using funds raised from the note holders.

The Group is made up of the ultimate and immediate Australian parent entity, Pepper Money Limited, and its controlled entities, including the Trust.

10 Events occurring after the reporting period

There has not been any matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect, the operations of the Trust, the results of those operations, or the state of affairs of the Trust in future financial years.



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Independent Auditor's Report to the Trustee of Pepper Residential Securities Trust No 39

Opinion

We have audited the financial report, being a special purpose financial report, of Pepper Residential Securities Trust No 39 (the "Trust") which comprises the statement of financial position as at 31 December 2024, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the period then ended, and notes to the financial statements, including material accounting policy information and other explanatory information, and the Trust Manager's declaration as set out on pages 2 to 14.

In our opinion, the accompanying financial report presents fairly, in all material respects, the Trust's financial position as at 31 December 2024 and of its financial performance and its cash flows for the period then ended in accordance with the Master Trust Deed and the accounting policies described in Note 2.

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 Trust in accordance with the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (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.

Emphasis of Matter – Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 1 to the financial report, which describes the basis of accounting. The financial report has been prepared to assist the Trust to meet the financial reporting requirements of the Master Trust Deed. As a result, the financial report may not be suitable for another purpose. Our report is intended solely for the Trustee and should not be distributed or used by parties other than the Trustee. Our opinion is not modified in respect of this matter.

Responsibilities of the Trust Manager for the Financial Report

The Trust Manager of the Trust is responsible for the preparation and fair presentation of the financial report and has determined that the basis of preparation described in Note 1 to the financial report is appropriate to meet the requirements of the Master Trust Deed and is appropriate to meet the needs of the Trustee. The Trust Manager's responsibility also includes such internal control as the Trust Manager determines is necessary to enable the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Trust Manager is responsible for assessing the ability of the Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trust Manager either intend to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

The Trust Manager is responsible for overseeing the Trust's financial reporting process.

Deloitte

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 Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Trust Manager.
- Conclude on the appropriateness of the Trust Manager's 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 Trust'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 Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Trust Manager 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.

DELOITTE TOUCHE TOHMATSU

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Heather Baister Partner

Chartered Accountants

Sydney, 28 May 2025