

21 November 2016

The Manager  
The Company Announcements Office  
Australian Securities Exchange

**Pro Rata Non-Renounceable Entitlement Offer  
Cleansing Notice under section 1012DAA(2)(f) of the *Corporations Act 2001* (Cth)**

This notice is given by Millinium Capital Managers Limited (**Responsible Entity**) in its capacity as responsible entity for Millinium's Alternatives Fund (ASX:MAX) (**Fund**) under section 1012DAA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**).

The Responsible Entity today announced a fully underwritten 1:1 non-renounceable pro-rata rights issue of up to 510,204 fully paid MAX units (**New Units**) held at 7pm (AEDT) on Thursday, 24 November 2016 by all unitholders with registered addresses in Australia or New Zealand (**Eligible Unitholders**) at an issue price of \$5.88 per New Unit to raise up to \$3,000,000 (**Entitlement Offer**).

The Responsible Entity confirms that in accordance with section 1012DAA(7) of the Act:

1. the New Units issued under the Entitlement Offer will be issued without a product disclosure statement;
2. this notice is being given under section 1012DAA(2)(f) of the Act as modified by the ASIC Instrument;
3. the Responsible Entity as responsible entity of the Fund and the issuer of the New Units is subject to regular reporting and disclosure obligations;
4. as at the date of this notice, the Responsible Entity as responsible entity of the Fund has complied with:
  - (a) the provisions of Chapter 2M of the Act as they apply to the Fund; and
  - (b) section 674 of the Act as that section applies to the Fund;
5. as at the date of this notice, there is no information that is "excluded information" of the type referred to in, and for the purposes of, sections 1012DAA(8) and 1012DAA(9) of the Act; and
6. the potential effect that the issue of the New Units will have on the control of the Fund and the consequences of this effect is as follows:
  - (a) any unitholders that do not take up their entitlements in full will have their percentage holding of units diluted (the number of units held by those unitholders will not change); and
  - (b) as the Entitlement Offer is fully underwritten by Logic Fund Management Limited (**Underwriter**), the Underwriter may end up owning 48.8% of the issued

units in the Fund following completion of the Entitlement Offer (assuming that no unitholder subscribes for New Units under the Entitlement Offer). In that case, the Underwriter may have the ability to significantly influence decisions requiring unitholder approval, including the ability to pass resolutions to remove and replace the Responsible Entity. However, the final interest of the Underwriter will, of course, depend on the amount of units that Eligible Unitholders subscribe for under the Entitlement Offer (the greater the number of New Units that Eligible Unitholders subscribe for the lower the interest of the Underwriter will be). The Underwriter has also been granted a first right of refusal to underwrite certain capital raising activities by the Fund over the 12 month period from the close of the Entitlement Offer.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Tom Wallace', written in a cursive style.

**Tom Wallace**  
**Managing Director**