

MILLINIUM'S ALTERNATIVES FUND

ARSN 121 722 521

**PRELIMINARY UNAUDITED FINANCIAL REPORT
FOR THE YEAR ENDED 30 JUNE 2015**

MILLINIUM'S ALTERNATIVES FUND
ARSN 121 722 521
ANNUAL REPORT
FOR THE YEAR ENDED 30 JUNE 2015

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Corporate Directory

Responsible Entity	Millinium Capital Managers Limited ABN 32 111 283 357 AFSL 284 336
Directors of Responsible Entity	David Grey (resigned 30 June 2015) Mark Phillips Tom Wallace Paul Bray (non-executive director)
Company Secretary	David Grey (resigned 30 June 2015)
Principal Registered Office in Australia	Level 11, 280 George Street Sydney NSW 2000
Share Register	MainstreamBPO 51-57 Pitt Street Sydney NSW 2000
Independent Auditor	Deloitte Touche Tohmatsu Grosvenor Place 225 George Street Sydney NSW 2000
Solicitors	Baker & McKenzie Level 27 50 Bridge Street Sydney NSW 2000
Stock Exchange Listings	Millinium's Alternatives Fund units are listed on the Australian Securities Exchange ("ASX") ASX Code: MAX
Website address	www.millinium.com.au

Directors' Report

The Directors of Millinium Capital Managers (ABN 32 111 283 357), the Responsible Entity of the Millinium's Alternatives Fund (formerly van Eyk Blueprint Alternatives Plus) (the "Trust"), present their annual report together with financial statements of the Trust for the year ended 30 June 2015.

Principal activities

The Trust invests in accordance with the provisions of the Trust Constitution and the current Product Disclosure Statement.

There has been no significant change in the activities of the Trust during the financial year except as disclosed below.

The Trust did not have any employees during the year.

The Trust is currently listed on the Australian Securities Exchange ("ASX"). The ASX code is MAX (previously VBP).

Directors

The names of the Directors of Millinium Capital Managers in office during the financial period and until the date of this report are:

Name

David Grey (resigned 30 June 2015)
Mark Phillips
Tom Wallace
Paul Bray

Changes in state of affairs

On 9 July 2014 the Responsible Entity announced changes to the Trust's operation and service providers. The Responsible Entity appointed Australian Executor Trustees Limited as custodian for the Trust and FundBPO Pty Limited as administrator.

On 22 August 2014 the Trust received a request from the majority unit holder to redeem its investments due to the liquidation of its own investment vehicle. Prior to the majority unitholder's redemption request, the Responsible Entity had formed a view to reduce debt levels with the secured lender, restructure the Trust and review the investment strategy.

On 12 September 2014 the Responsible Entity announced its intention to change the Trust's name subject to regulatory approval.

On 15 September 2014 The Responsible Entity terminated van Eyk Research Pty Limited as the Investment Manager.

On 25 September 2014 the Trust's name was approved for change to Millinium's Alternatives Fund.

On 1 October 2014, the Trust updated on the market on pay down timings of its lending arrangements and redemption timings and update on the van Eyk Alternatives Fund to meet redemptions by the Trust. On 9 October 2014 the Responsible Entity confirmed further loan pay downs and the status of the underlying investments in the van Eyk Alternatives Fund.

Directors' Report (continued)

Changes in state of affairs (continued)

On 29 October 2014 the Fund repaid the remaining loan principal amount of \$20,431,507 and closed the facility and completed all payments for redemptions between the Trust and the van Eyk Alternatives Fund with a payment of \$47,099,289 made to the van Eyk Alternatives Fund.

On 30 October 2014 the former majority unitholder provided confirmation of no longer being a substantial shareholder in the Trust.

On 16 December 2014, the Responsible Entity entered into a conditional term sheet for the appointment of the Investment Manager, AFG Ventures for specific investment services.

On 5 February 2015, the Fund sold its unit holding in the Patient Capital Option in Millinium's Multi-Strategy Fund for the amount of \$304,658 with payment made on 26 February 2015.

Review of results and operations

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

	Year ended 30 June 2015 \$	Year ended 30 June 2014 \$
Operating (loss)/profit before financing costs attributable to unitholders	(2,631,265)	1,320,180
Distribution paid and payable	88	1,640,371
Distribution (cents per unit) 31 December	-	4.50
Final distribution (cents per unit) 30 June	8.00	8.00

Financial position

Net tangible assets per unit as disclosed to the ASX

Net Tangible Assets ("NTA") per unit as disclosed to the ASX (excluding distributions, but not accumulated imputation credits) are shown as follows:

	As at 30 June 2015 Cents	As at 30 June 2014 Cents
At 30 June	6.3484	6.4485
High during the period	6.5239	6.6882
Low during the period	5.8569	6.4031

Information on underlying performance

The performance of the Trust is subject to the performance of the Trust's portfolio. There has been no change to the investment strategy of the Trust during the year, and the Trust continues to invest in accordance with target asset allocations as set out in the governing documents of the Trust and in accordance with the provisions of the Trust Constitution.

Directors' Report (continued)

Distributions

	Year ended 30 June 2015		Year ended 30 June 2014	
	\$	CPU	\$	CPU
10 April	88	8.00	-	-
31 December	-	-	638,907	4.50
30 June	-	-	1,001,464	8.00
	88	8.00	1,640,371	12.50

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

Fees paid to the Responsible Entity and its associates out of the Trust property during the year are disclosed in Note 15 of the financial statements.

No fees were paid out of Trust property to the directors of the Responsible Entity during the year.

The number of interests in the Trust held by the Responsible Entity or its associates as at the end of the financial year are disclosed in Note 15 to the financial statements.

Units on issue

The movement in units on issue in the Trust during the year is disclosed in Note 8 of the financial statements.

The values of the Trust's assets and liabilities are disclosed on the statement of financial position and derived using the basis set out in Note 2 to the financial statements.

Environmental regulation

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

Information about the directors

The following persons were directors during the year and were directors of the Responsible Entity at any time during or since the end of the financial year.

Mr. Grey (resigned 30 June 2015)

Mr. Grey was the managing director of the Responsible Entity with over 30 years experience within senior management and legal roles. Mr. Grey holds business and undergraduate and post graduate qualifications specialising in corporate law. Mr. Grey is the Company secretary for the Responsible Entity and is RG 146 compliant and a member of the external compliance and investment committees.

Mr. Phillips

Mr. Phillips is an executive director and the Chief officer for investments and has a strong background in funds management and investment banking through his 24 years in the industry. Mr. Phillips holds qualifications in financial planning and other financial markets courses and is RG 146 compliant.

Mr. Wallace

Mr. Wallace is an executive director and investment manager in private equity and property related activities. He was formerly a partner in a Sydney commercial law firm and has over 11 years experience in financial services. He is a solicitor of the Supreme Courts of New South Wales and Queensland and the High Court of Australia with qualifications in law and in real estate and is RG 146 compliant.

Directors' Report (continued)

Information about the directors (continued)

Mr. Bray (non-executive director)

Mr. Bray is a non-executive director educated in the UK and Australia and holds a property qualification and has more than 26 years in funds management in sales, compliance and portfolio construction. Mr. Bray was the CEO and a Director of a major international fund manager, ABN AMRO Asset Management and previously was an owner of his own funds management group which specialised in Australian equities and also consults to other groups in the property management arena.

The directors have been in office since the start of the financial year and up to the date of this report unless otherwise stated.

Options granted

No options were:

- (i) Granted over unissued units in the Trust during or since the end of the financial year; or
- (ii) Granted to the Responsible Entity

No unissued units in the Trust were under option as at the date on which this report is made.

No units were issued in the Trust during or since the end of the financial year as a result of the exercise of an option over unissued units in the Trust.

Interests held by the Responsible Entity and directors

There were no units (2014: Nil) of the Trust held by the Responsible Entity or its associates or by Directors at the date of this report.

Remuneration report

The Responsible Entity of Millinium's Alternatives Fund is Millinium Capital Managers Limited. Key management personnel are the executive directors of Millinium Capital Managers Limited. The key management remuneration disclosures required under AASB 124 are provided in the financial statements of the Responsible Entity.

Proceedings on behalf of the Trust

No person has applied for leave of court to bring proceedings on behalf of the Trust or intervene in any proceedings to which the Trust is a party for the purpose of taking responsibility on behalf of the Trust for all or any part of those proceedings. The Trust was not a party to any such proceedings during the year.

Corporate governance statement

The corporate governance statement details the duties that must be performed by the Responsible Entity in accordance with the Constitution of the Trust and those regulated by the Corporations Act. Please refer to the detailed corporate governance statement on page 32.

Directors' Report (continued)

Matters subsequent to the end of the financial period

No matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect:

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

Likely developments and expected results of operations

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

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

Indemnification and insurance of officers and auditors

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

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 8.

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

Sydney, NSW
15 September 2015

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To be provided by the auditors

MILLINIUM'S ALTERNATIVES FUND
ARSN 121 722 521
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2015

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended	
	Note	30 June 2015 \$	30 June 2014 \$
Revenue			
Interest income		84,338	6,884
Distribution income		-	3,029,184
Net (losses)/gains on financial instruments held at fair value through profit or loss	7	(1,750,622)	201,161
Net gains on foreign currency transactions		15,974	-
Other investment income		28,351	1,528
Total investment (loss)/profit		(1,621,959)	3,238,757
Expenses			
Management fees		(115,430)	(309,512)
Interest expenses		(309,917)	(1,529,060)
Remuneration of auditors	6	(95,490)	(51,000)
Other operating expenses	5	(488,469)	(29,005)
Total operating expenses		(1,009,306)	(1,918,577)
Operating (loss)/profit		(2,631,265)	1,320,180
Finance costs attributable to unitholders			
Distributions to unitholders	9	(88)	(1,640,371)
Decrease in net assets attributable to unitholders	8	2,631,353	320,191
Profit/(loss) for the period		-	-
Other comprehensive income for the period		-	-
Total comprehensive income for the period		-	-

The above statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes.

MILLINIUM'S ALTERNATIVES FUND
 ARSN 121 722 521
 STATEMENT OF FINANCIAL POSITION
 AS AT 30 JUNE 2015

STATEMENT OF FINANCIAL POSITION

		As at	
	Note	30 June 2015 \$	30 June 2014 \$
Assets			
Cash and cash equivalents	10	1,586,512	757,760
Fixed deposits		100,000	-
Accrued income	12	-	1,439,320
Receivables	12	173,365	4,853
Financial assets held at fair value through profit or loss	11	-	114,814,579
Total assets		1,859,877	117,016,512
Liabilities			
Bank overdraft	14	-	35,000,000
Distributions payable	9	-	1,001,464
Other payables		209,527	382,891
Total liabilities (excluding net assets attributable to unitholders)		209,527	36,384,355
Net assets attributable to unitholders - liability	8	1,650,350	80,632,157

The above statement of financial position is to be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY

	Year ended	
	30 June 2015	30 June 2014
	\$	\$
Total equity at the beginning of the period	-	-
Profit/(loss) for the period	-	-
Other comprehensive income	-	-
Total comprehensive income	-	-
Transactions with owners in their capacity as owners	-	-
Total equity at the end of the period	-	-

In accordance with AASB 132 '*Financial Instruments: Presentation*', net assets attributable to unitholders are classified as a liability rather than equity. As a result there was no equity at the start or end of the period.

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

MILLINIUM'S ALTERNATIVES FUND
ARSN 121 722 521
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2015

STATEMENT OF CASH FLOWS

		Year ended	
	Notes	30 June 2015 \$	30 June 2014 \$
Cash flows from operating activities			
Purchase of financial instruments held at fair value through profit or loss		(3,047,642)	-
Proceeds on sale of financial instruments held at fair value through profit or loss		116,111,599	14,256,744
Net payments for investment activities		(100,000)	-
Distributions received		-	3,194,799
Net cash payments from foreign currency transactions		15,974	-
Interest received		1,378,658	6,996
Other income received		28,351	1,780
GST recovered		(23,512)	-
Management fees paid		(115,430)	(307,000)
Payment of interest expenses		(692,808)	(1,783,000)
Payment of other operating expenses		(377,325)	267,661
Net cash inflow from operating activities	16(a)	113,177,865	15,637,980
Cash flows from financing activities			
Proceeds from applications by unitholders	8	-	3,152,886
Payments for redemptions by unitholders	8	(76,480,335)	(18,446,115)
Repayment of borrowings		(35,000,000)	-
Distributions paid		(868,778)	(1,181,306)
Net cash outflow from financing activities		(112,349,113)	(16,474,535)
Net increase/(decrease) in cash and cash equivalents		828,752	(836,555)
Cash and cash equivalents at beginning of the year		757,760	(33,405,685)
Cash and cash equivalents at end of the year	10	1,586,512	(34,242,240)
Non-current financing activities		129,881	161,630

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

NOTES TO THE FINANCIAL STATEMENTS

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1 General information

These financial statements cover the Millinium's Alternatives Fund (formerly van Eyk Blueprint Alternatives Plus) (the "Trust") as an individual entity. The financial statements are presented in the Australian currency for the year ended 30 June 2015.

The Trust is an Australian registered managed investment scheme under the *Corporations Act 2001*. The Trust commenced operations on 13 December 2006 and was admitted to the Australian Securities Exchange "ASX" on 19 December 2006 and is domiciled in Australia.

The Responsible Entity of the Trust is Millinium Capital Managers (the "Responsible Entity"). The Responsible Entity's registered office is Level 11, 280 George Street, Sydney, NSW 2000.

The Responsible Entity is incorporated and domiciled in Australia.

The Trust invests in accordance with the provisions of the Trust Constitution and the current Product Disclosure Statement.

The financial statements were authorised for issue by the directors on 15 September 2015. The directors of the Responsible Entity have the power to amend and reissue the financial statements.

2 Summary of significant accounting policies

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

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. The Trust is a for-profit unit trust for the purpose of preparing the financial statements.

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

The statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and do not distinguish between current and non-current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets and net assets attributable to unit holders. The amount expected to be recovered or settled within twelve months after the end of each reporting period cannot be reliably determined.

(i) Compliance with International Financial Reporting Standards (IFRS)

The financial statements of the Trust also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

2 Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(ii) *New and amended standards adopted by the Trust*

The Trust had to change some of its accounting policies as a result of new and revised accounting standards which became effective for the annual reporting period commencing 1 January 2015. The affected policies are:

- AASB 2013-5 *Amendments to Australian Accounting Standards - Investment Entities*
- AASB 2013-4 *Amendments to Australian Accounting Standards - Novation of Derivatives and Continuation of Hedge Accounting*

The amendments made by AASB 2013-5 introduce an exception from the consolidation requirements for investment entities. The amendments provides relief from the requirements to consolidate any investment in subsidiaries. The Trust meets the definition of an investment entity under the standard. Therefore, any investment subsidiaries (other than those subsidiaries that provide investment related services) must be measured at fair value through profit and loss. The adoption of the amendment has no impact as the Trust does not have investment in subsidiaries.

The adoption of AASB 2013-4 did not have any impact on the current period or any prior period and is not likely to affect future periods.

There are no other standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2014 that have a material impact on the Trust.

(iii) *New standards and interpretations not yet adopted*

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2015 reporting period and have not been early adopted by the Trust. The directors' assessment of the impact of these new standards (to the extent relevant to the Trust) and interpretations is set out below:

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

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities. It has now also introduced revised rules around hedge accounting and impairment. The standard is not applicable until 1 January 2018 but is available for early adoption. The directors do not expect this to have a significant impact on the recognition and measurement of the Trust's financial instruments as they are carried at fair value through profit or loss. The derecognition rules have not changed from the previous requirements, and the Trust does not apply hedge accounting. AASB 9 introduces a new impairment model. However, as the Trust's investments are held at fair value through profit or loss, the change in impairment rules will not impact the Trust. The Trust has not yet decided when to adopt AASB 9.

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

AASB 15 will replace AASB 118 *Revenue* which covers contracts for goods and services and AASB 111 *Construction Contracts* which covers construction contracts. AASB 15 is based on the principle that revenue is recognised when control of a good or service transfers to a customer - so the notion of control replaces the existing notion of risks and rewards.

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

There are no other standards that are not yet effective and that are expected to have a material impact on the Trust in the current or future reporting periods and on foreseeable future transactions.

2 Summary of significant accounting policies (continued)

(b) Financial instruments

(i) Classification

The Trust's investments are classified as at fair value through profit or loss. They comprise of:

- Financial instruments held for trading

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

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

These include financial assets that are not classified as held for trading purposes and which may be sold. These are investments in exchange listed equity securities.

Financial assets and financial liabilities designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Trust's documented investment strategy as outlined in the Product Disclosure Statement. The Trust's policy is for the Investment Manager to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

(ii) Recognition/derecognition

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

Financial assets are derecognised when the right to receive cash flows from the financial assets have expired or the Trust has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when the obligation under the liabilities are discharged.

(iii) Measurement

- Financial instruments held at fair value through profit or loss

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of financial assets and liabilities traded in active markets is subsequently based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. Prior to 1 July 2013, the quoted market price used for financial assets held by the Trust was the current bid price and the quoted market price for financial liabilities was the current asking price. The Trust adopted AASB 13 from 1 July 2013 and continues to use the current bid price as the quoted market price for financial assets and the current asking price as the quoted market price for financial liabilities.

2 Summary of significant accounting policies (continued)

(b) Financial instruments (continued)

(iii) Measurement (continued)

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. The Trust uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques used include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models and other valuation techniques commonly used by market participants making the maximum use of market inputs and relying as little as possible on entity-specific inputs.

For further details on how the fair value of financial instruments is determined please see Note 4 to the financial statements.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position where the Trust currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

As the end of the reporting period, there are no financial assets or liabilities offset or with the right to offset in the statement of financial position.

(c) Net assets attributable to unit holders

Units are redeemable at the unit holders' option, however, applications and redemptions may be suspended by the Responsible Entity if it is in the best interests of the unit holders. The units are classified as financial liabilities as the Trust is required to distribute its distributable income, in accordance with the Trust's Constitution.

The units can be put back to the Trust at any time for cash based on the redemption price.

(d) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

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

(e) Investment income

(i) Interest income

Interest income earned on cash and cash equivalents is recognised in the statement of comprehensive income on an accrual basis.

(ii) Dividends

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense. The Trust currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded gross of withholding tax in the statement of comprehensive income.

2 Summary of significant accounting policies (continued)

(f) Expenses

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

(g) Income tax

Under current legislation, the Trust is not subject to income tax as unit holders are presently entitled to the income of the Trust. The benefits of imputation credits and foreign tax paid are passed on to unit holders.

(h) Distributions

The Trust distributes its distributable income, in accordance with the Trust's Constitution, to unit holders by cash or reinvestment. The distributions are recognised in the statement of comprehensive income as finance costs attributable to unit holders.

(i) Increase/(decrease) in net assets attributable to unit holders

Income not distributed is included in net assets attributable to unit holders. Movements in net assets attributable to unit holders are recognised in the statement of comprehensive income as finance costs.

(j) Functional and presentation currency

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

(k) Due from/to brokers

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

(l) Receivables

Receivables may include amounts for dividends and interest. Dividends are accrued when the right to receive payment is established. Where applicable, Interest is accrued on a daily basis. Amounts are generally received within 30 days of being recorded as receivables.

Collectability of receivables is reviewed on an ongoing basis. Receivables which are known to be uncollectable are written off by reducing the carrying amount directly. The amount of the impairment loss is recognised in the statement of comprehensive income within other expenses. Subsequent recoveries of amounts previously written off are credited against other expenses in the statement of comprehensive income.

(m) Payables

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

As the Trust has a contractual obligation to distribute its distributable income, a separate distribution payable is recognised in the statement of financial position as at the end of each reporting period where this amount remains unpaid as at the end of the reporting period.

2 Summary of significant accounting policies (continued)

(n) Applications and redemptions

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

(o) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Trust by third parties such as management, administration and custodian services where applicable, have been passed onto the Trust. The Trust qualifies for Reduced Input Tax Credits (RITC) hence fees for these services and any other expenses have been recognised in the statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the statement of financial position. Cash flows relating to GST are included in the statement of cash flows on a gross basis.

(p) Segment information

The Trust is organised into one main business segment which operates solely in the business of investment management within Australia. While the Trust operates from Australia only (the geographical segment), the Trust may have asset exposures in different countries and across different industries.

(q) Use of estimates

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

For the majority of the Trust's financial instruments, quoted market prices are readily available. However, certain financial instruments, for example over-the-counter derivatives or unquoted securities, are fair valued using valuation techniques. Where valuation techniques (for example, pricing models) are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Investment Manager, independent of the area that created them.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

For more information on how fair value is calculated refer to Note 4 to the financial statements.

3 Financial risk management

The Trust's activities expose it to a variety of financial risks: market risk (including price risk, foreign currency risk and interest rate risk), credit risk and liquidity risk.

The Trust's overall risk management programme focuses on ensuring compliance with the Trust's Constitution, Product Disclosure Statement (PDS) and the investment guidelines of the Trust. It also seeks to maximise the returns derived for the level of risk to which the Trust is exposed and seeks to minimise potential adverse effects on the Trust's financial performance.

The Trust uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of market risks, and ratings analysis for credit risk.

Financial risk management is carried out by an investment manager under policies approved by the Board of Directors of the Responsible Entity (the "Board"). Compliance with the Fund's Produce Disclosure Statements, Constitution and Investment Guidelines are reported to the Board on a regular basis.

3 Financial risk management (continued)

(a) Market risk

(i) Price risk

The Trust is exposed to price risk on equity securities listed or quoted on recognised securities exchanges and price risk on derivative securities. Price risk arises from investments held by the Trust for which prices in the future are uncertain. Where non-monetary financial instruments are denominated in currencies other than the Australian dollar, the price in the future will also fluctuate because of changes in foreign exchange rates which are considered a component of price risk. All securities held present a risk of loss of capital. The maximum price risk resulting from financial instruments is determined by the fair value of the financial instrument.

Price risk is managed through diversification and a careful selection of securities and other financial instruments within investment guidelines specified in the PDS.

The table under 3(b), summarises the sensitivity of the Trust's assets and liabilities to price risk. The analysis is based on the assumption that the markets in which the Trust invests moved by +/-10% (2014:+/-10%).

The Trust did not have any equity securities in June 2015 and was therefore not subject to price risk.

(ii) Foreign exchange risk

Foreign exchange risk arises when the value of monetary securities denominated in other currencies fluctuate due to changes in exchange rates. The foreign exchange risk relating to non-monetary assets and liabilities is a component of price risk and not foreign exchange risk. However, the Investment Manager monitors the exposure of all foreign currency denominated assets and liabilities.

Compliance with the Trust's policy is reported to the Responsible Entity on a quarterly basis.

The Trust did not have any assets or liabilities denominated in a foreign currency in June 2015 and June 2014 and was therefore not subject to foreign exchange risk.

(iii) Cash flow and fair value interest rate risk

The Trust is exposed to cash flow interest rate risk on financial instruments with variable interest rates.

The Trust's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and statement of cash flows. The risk is measured using sensitivity analysis. The only financial asset held by the Trust subject to interest rate risk is cash and cash equivalents.

3 Financial risk management (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risk (continued)

The table below summarises the Trust's exposure to interest rate risks. It includes the Trust's assets and liabilities at fair value, categorised by the earlier of contractual repricing or maturity dates.

30 June 2015	Floating interest rate \$	Fixed interest rate \$	Non interest bearing \$	Total \$
Financial assets				
Cash and cash equivalents	1,586,512	-	-	1,586,512
Receivables	-	-	173,365	173,365
Fixed deposits	-	100,000	-	100,000
Financial liabilities				
Distributions payable	-	-	-	-
Other payables	-	-	(209,527)	(209,527)
Net exposure	1,586,512	100,000	(36,162)	1,650,350

30 June 2014	Floating interest rate \$	Fixed interest rate \$	Non interest bearing \$	Total \$
Financial assets				
Cash and cash equivalents	757,760	-	-	757,760
Accrued income	-	-	1,439,320	1,439,320
Receivables	-	-	4,853	4,853
Financial assets held at fair value through profit or loss	-	-	114,814,579	114,814,579
Financial liabilities				
Bank overdraft	(35,000,000)	-	-	(35,000,000)
Distributions payable	-	-	(1,001,464)	(1,001,464)
Other payables	-	-	(382,891)	(382,891)
Net exposure	(34,242,240)	-	114,874,397	80,632,157

(b) Summarised sensitivity analysis

The table in the succeeding page summarises the sensitivity of the Trust's operating profit and net assets attributable to unit holders to market risks. The reasonably possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in foreign exchange rates and the historical correlation of the Trust's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market shocks resulting from changes in the performance of and/or correlation between the performances of the economies, markets and securities in which the Trust invests. As a result, historic variations in risk variables should not be used to predict future variances in the risk variables.

3 Financial risk management (continued)

(a) Market risk (continued)

(b) Summarised sensitivity analysis (continued)

	Impact on operating profit/net assets attributable to unitholders	
	30 June 2015	30 June 2014
	\$	\$
<i>Price risk</i>		
+10% increase	-	11,482
-10% decrease	-	(11,482)
<i>Interest rate risk</i>		
+100 basis points	2,531	(342)
-100 basis points	(2,531)	342

(c) Credit risk

The Trust is exposed to credit risk, which is the risk that a counterparty will be unable to pay its obligations when they fall due, causing a financial loss to the Trust.

Concentrations of credit risk are minimised primarily by:

- ensuring counterparties, together with the respective credit limits, are approved,
- ensuring that transactions are undertaken with a large number of counterparties, and
- ensuring that the majority of transactions are undertaken on recognised exchanges

The Trust does not have a significant concentration of credit risk that arises from an exposure to a single counterparty or group of counterparties having similar characteristics. The main concentration of credit risk, to which the Trust is exposed, arises from cash and cash equivalents. None of these assets are impaired nor past their due date. The maximum exposure to credit risk at the reporting date is the carrying amount of cash and cash equivalents and receivables.

An analysis of exposure by rating is set out in the table below:

	Year ended	
	30 June 2015	30 June 2014
	\$	\$
Cash at bank		
Rating		
AA	-	754,000
AA2	1,586,512	-
AA-	-	4,000
	1,586,512	758,000

(i) Settlement of securities transactions

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

3 Financial risk management (continued)

(c) Credit risk (continued)

(ii) Cash and cash equivalents

The exposure to credit risk for cash and cash equivalents is low as all counterparties have a rating of AA- or higher.

In accordance with the Trust's policy, the Investment Manager monitors the Trust's credit position on a daily basis and the Board of Directors reviews it on a quarterly basis.

(d) Liquidity risk

Liquidity risk is the risk that the Trust may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

Investments in unlisted unit trusts expose the Trust to the risk that the Responsible Entity or manager of those trusts may be unwilling or unable to fulfill the redemption requests within the timeframe requested by the Trust.

Exposure to liquidity risk for the Trust may arise from the requirement to meet daily unit holder redemption requests or to Trust foreign exchange related cash flow requirements.

In order to manage the Trust's overall liquidity, the Responsible Entity has the discretion to reject an application for units and to defer or adjust a redemption of units if the exercise of such discretion is in the best interests of unit holders. The Trust did not reject or withhold any redemptions during 2015.

(i) Maturities of non-derivative financial liabilities

The table below analyses the Trust's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at reporting date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows. Units are redeemed on demand at the unit holder's option. However, the Responsible Entity does not envisage that the contractual maturity disclosed in the table below will be representative of the actual cash outflows, as holders of these instruments typically retain them from medium to long term.

	Less than 1 month \$	1-6 months \$	Total \$
At 30 June 2015			
Liabilities			
Other payables	209,527	-	209,527
Net assets attributable to unit holders	1,650,350	-	1,650,350
Contractual cash flows	1,859,877	-	1,859,877
At 30 June 2014			
Bank overdraft	-	35,000,000	35,000,000
Distributions payable	1,001,464	-	1,001,464
Other payables	382,891	-	382,891
Net assets attributable to unit holders	80,632,157	-	80,632,157
Total financial liabilities	82,016,512	35,000,000	117,016,512

4 Fair value measurement

The Trust measures and recognises its financial assets and liabilities held at fair value through profit or loss on a recurring basis.

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

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

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

(a) Fair value in an active market (Level 1)

The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and listed equity securities) are based on quoted market prices at the close of trading at the end of the reporting period without any deduction for estimated future selling costs.

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

The quoted market price used for financial assets held by the Trust is the current bid price; the quoted market price for financial liabilities is the current asking price. When the Trust holds derivatives with offsetting market risks, it uses mid-market prices as a basis for establishing fair values for the offsetting risk positions and applies this bid or asking price to the net open position, as appropriate.

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

An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

(b) Fair value in an inactive or unquoted market (Level 2 and Level 3)

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

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

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

Investments in other unlisted unit trusts are recorded at the redemption value per unit as reported by the investment managers of such funds.

The carrying value less impairment provision of other receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Trust for similar financial instruments.

4 Fair value measurement (continued)

(c) Recognised fair value measurements

The Trust did not have financial assets as at 30 June 2015. The table below presents the Trust's financial assets and liabilities measured and recognised at fair value as at 30 June 2014.

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
At 30 June 2014				
Financial assets designated at fair value through profit or loss				
Unlisted unit trusts	-	114,814,579	-	114,814,579
Total financial assets	-	114,814,579	-	114,814,579

Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within level 2. These include unlisted unit trusts. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

Transfer between levels

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

There were no transfers between levels in the fair value hierarchy for the years ended 30 June 2015 and 30 June 2014.

Movement in level 3 instruments

The movement in Level 3 investments during the year was as follows:

	Year ended 30 June 2015 \$
Opening balance	-
Purchases	300,000
Net gains on financial instruments held at fair value through profit or loss	4,658
Transfer into/(out) of Level 3	-
Sales	(304,658)
Closing balance	-

(d) Fair value of financial instruments not carried at fair value

The carrying value of trade receivables and trade payables are assumed to approximate their fair values.

Net assets attributable to unit holders' carrying value differs from its fair value (deemed to be redemption price for individual units) due to differences in valuation inputs. This difference is not material in the current or prior year.

5 Other operating expenses

	Year ended	
	30 June 2015	30 June 2014
	\$	\$
Fund accounting and administration fees	5,761	-
Custody fees	36,510	-
Bank charges	2,782	-
Recoverable fees	312,515	-
Other expense	9,307	5,000
Legal fees	97,816	24,005
Compliance fees	5,940	-
ASX fees	8,333	-
Insurance premiums	4,140	-
Registry fees	5,365	-
	488,469	29,005

6 Remuneration of auditors

During the year the following fees were paid or payable by the Trust for services provided by the auditor of the Trust. The auditor of the Trust is Deloitte Touche Tohmatsu (2014: Deloitte Touche Tohmatsu).

	Year ended	
	30 June 2015	30 June 2014
	\$	\$
Audit and assurance services		
Audit and review of financial statements	90,200	26,000
Audit of compliance plan	-	20,000
Total remuneration for audit and other assurance services	90,200	46,000
Taxation services		
Tax compliance services	5,290	5,000
Total remuneration for taxation services	5,290	5,000
Total remuneration of auditors	95,490	51,000

7 Net (losses)/gains on financial instruments held at fair value through profit or loss

	Year ended	
	30 June 2015	30 June 2014
	\$	\$
Financial assets		
Net realised losses on financial instruments held at fair value through profit or loss	(7,646,752)	(1,091,654)
Net unrealised gains on financial instruments held at fair value through profit or loss	5,896,130	1,292,815
Total net (losses)/gains on financial instruments held at fair value through profit or loss	(1,750,622)	201,161

8 Net assets attributable to unitholders

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

	Year ended		Year ended	
	30 June 2015 No.	30 June 2015 \$	30 June 2014 No.	30 June 2014 \$
Net assets attributable to unitholders				
Opening balance	12,476,756	80,632,157	14,796,508	96,084,440
Applications	-	-	482,040	3,152,886
Redemptions	(12,222,078)	(76,480,335)	(2,826,593)	(18,446,115)
Units issued upon reinvestment of distributions	20,325	129,881	24,801	161,137
Decrease in net assets attributable to unitholders	-	(2,631,353)	-	(320,191)
Closing Balance	275,003	1,650,350	12,476,756	80,632,157

As stipulated within the Trust Constitution, each unit represents a right to an individual share in the Trust and does not extend to a right to the underlying assets of the Trust. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Trust.

Capital risk management

The Trust considers its net assets attributable to unit holders as capital, notwithstanding that net assets attributable to unit holders are classified as a liability. The amount of net assets attributable to unit holders can change significantly on a daily basis as the Trust is subject to daily applications and redemptions at the discretion of unit holders.

Daily applications and redemptions are reviewed relative to the liquidity of the Trust's underlying assets on a daily basis by the Responsible Entity. Under the terms of the Trust's Constitution, the Responsible Entity has the discretion to reject an application for units and to defer or adjust a redemption of units if the exercise of such discretion is in the best interests of unit holders.

9 Distributions to unitholders

The distributions for the year were as follows:

	Year ended		Year ended	
	30 June 2015 \$	30 June 2015 Cents per unit	30 June 2014 \$	30 June 2014 Cents per unit
10 April	88	8.00	-	-
31 December	-	-	638,907	4.50
30 June (payable)	-	-	1,001,464	8.00
	88	8.00	1,640,371	12.50

10 Cash and cash equivalents

	As at 30 June 2015 \$	As at 30 June 2014 \$
Cash at bank	1,586,512	757,760
Total	1,586,512	757,760

11 Financial assets held at fair value through profit or loss

	As at 30 June 2015 \$	As at 30 June 2014 \$
Designated at fair value through profit or loss		
Unlisted unit trust	-	114,814,579
Total designated at fair value through profit or loss	-	114,814,579

12 Receivables

	As at 30 June 2015 \$	As at 30 June 2014 \$
Interest receivable	145,000	1,439,320
GST receivable	28,365	4,853
	173,365	1,444,173

13 Other payables

	As at 30 June 2015 \$	As at 30 June 2014 \$
Management fees payable	2,340	-
Interest on bank loan	-	382,891
Audit fees payable	95,490	-
Withholding tax payable	2,893	-
Sundry payables	108,804	-
	209,527	382,891

14 Bank overdraft

	As at 30 June 2015 \$	As at 30 June 2014 \$
Secured		
Bank overdraft	-	35,000,000
Total secured current borrowings	-	35,000,000

On 19 August 2014, the Lender sought an initial amount of \$5,000,000 to be repaid with further timings for repayment to be finalised. The Responsible Entity subsequently paid the initial amount on 31 August 2014 to reduce the principal loan amount on behalf of the Trust.

On 3 October 2014, a further repayment of \$10 million was made against the principal. The remaining loan of \$15 million was paid out in full on 28 October 2014.

15 Related party transactions

Responsible Entity

The Responsible Entity of Millinium's Alternatives Fund is Millinium Capital Managers Limited.

Key management personnel compensation

Key management personnel are paid by Millinium Capital Managers Limited. Payments made from the Trust to Millinium Capital Managers Limited do not include any amounts directly attributable to the compensation of key management personnel.

Responsible Entity's/Manager's fees and other transactions

Under the terms of the Trust Constitution, the Responsible Entity is entitled to receive fees, calculated by reference to the average daily net assets (excluding net assets attributable to unitholders) of the Trust as follows:

- (i) management fee payable to the Responsible Entity is 0.205% (GST inclusive, net of RITC) per annum

All expenses in connection with the preparation of accounting records and the maintenance of the unit register are reimbursed in accordance with the Trust Constitution.

The transactions during the year and the amounts payable at year end between the Trust and the Responsible Entity were as follows:

	Year ended 30 June 2015 \$	30 June 2014 \$
Management fees for the year paid/payable by the Trust to Millinium Capital Managers Limited	115,430	83,882
Management fees for the year paid/payable by the Trust to Aurora Funds Management Limited	-	225,630
Management fees payable to the Responsible Entity at the end of the reporting period	2,340	68,465

15 Related party transactions (continued)

Related party unitholdings

There was no interest in the Trust held by other managed investment schemes also managed by the Responsible Entity.

Investments

The Trust did not hold any investments in any schemes which are also managed by the Responsible Entity.

16 Reconciliation of loss to net cash inflow from operating activities

	Year ended	
	30 June 2015 \$	30 June 2014 \$
(a) Reconciliation of loss to net cash inflow from operating activities		
Decrease in net assets attributable to unitholders	(2,631,353)	(320,191)
Proceeds from sale of financial instruments held at fair value through profit or loss	116,111,599	14,256,744
Purchases of financial instruments held at fair value through profit or loss	(3,047,642)	-
Net payments for investment activities	(100,000)	-
Distributions to unitholders	88	1,640,371
Net losses/(gains) on financial instruments held at fair value through profit or loss	1,750,622	(201,161)
Net change in receivables and other assets	1,270,808	165,980
Net change in payables and other liabilities	(176,257)	96,237
Net cash inflow from operating activities	#REF!	15,637,980
(b) Non-cash financing activities		
During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan	129,881	161,137

As described in Note 2(i), income not distributed is included in net assets attributable to unitholders. The change in this amount each year (as reported in (a) above) represents a non-cash financing cost as it is not settled in cash until such time as it becomes distributable.

17 Events occurring after the reporting date

No significant events have occurred since the reporting date which would impact on the financial position of the Fund disclosed in the statement of financial position as at 30 June 2015 or on the results and cash flows of the Fund for the year ended on that date.

18 Commitments

There were no commitments for expenditure at 30 June 2015 (30 June 2014: Nil).

19 Contingent assets and liabilities

There were no outstanding contingent assets and liabilities as at 30 June 2015 (30 June 2014: nil).

Directors' declaration

In the opinion of the Directors of the Responsible Entity:

- (a) the financial statements and notes set out on pages 9 to 30 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Fund's financial position as at 30 June 2015 and of its performance for the year ended on that date.
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.
- (c) the financial statements are in compliance with International Financial Reporting Standards, as stated in Note 2(a)(i) of the financial statements.

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

Sydney, NSW
15 September 2015

CORPORATE GOVERNANCE STATEMENT

Corporate Structure

Millinium's Alternatives Fund (formerly van Eyk Blueprint Alternatives Plus) (the "Trust") is a registered Managed investment scheme under the *Corporations Act 2001*, and Millinium Capital Managers Limited ("Millinium") is the Responsible Entity of the Trust.

A Responsible Entity (the "RE") of a scheme must perform the duties detailed in the Constitution of the Trust and those regulated by the *Corporations Act*. The duties of the RE include, amongst other things:

- Acting honestly
- Exercising a duty of care and diligence
- Act in the best interest of unitholders
- Treat unitholders equally where they hold the same class
- Treat unitholders fairly where they hold different classes
- Make sure the Trust property is valued at regular intervals
- Ensure that all payments from the Trust are in accordance with the Constitution
- Report any breaches that may have a material adverse impact on the interests of unitholders
- Make sure that information acquired through being the RE is not used to gain advantage for the RE or used to harm the interests of unitholders.

The Board

The Board of Millinium Capital Managers Limited is responsible for ensuring that relevant corporate governance standards are applied. The names of the directors are set out in the Directors' Report. Three of the directors are not independent as they have an equity interest, either directly or indirectly, in the shares of Millinium. Mr. Bray is an independent director. These directors each have a number of years experience in the funds management industry, the duties of the RE and in the Trust. The independence obligations of the Board are fulfilled by the Compliance Committee.

The RE has an established code of conduct which covers Directors and staff, and is available at Millinium's website at www.millinium.com.au. This code of conduct, together with the Compliance Committee Charter, also covers Millinium's compliance with legal obligations and the interest of other stakeholders.

In addition, the RE operates the Trust as a scheme under the Corporations Act and therefore the RE must comply with the Compliance Plan lodged with ASIC prior to units in the Trust being issued. The Corporate Governance of the Trust is regulated by the Compliance Committee, which must have a majority of independent members. The Compliance Committee operate under a Compliance Committee charter, and is responsible for monitoring the RE's compliance with the Compliance Plan and reporting any breaches to the Board of the RE and ASIC. It is also responsible for reviewing the operations of the RE.

Financial Reporting

The auditor of the Compliance Plan must be different from the auditor of the RE and the Trust and both report independently to the Compliance Committee. The Managing Director provides written sign off to the board and the compliance committee on the veracity of the financial reporting systems and the risk management procedures outlined below.

The RE Board reviews the results of the external audit process of the Trust and the Compliance Plan to ensure:

- That the Compliance Plan and Trust auditor are appropriately qualified, and legally eligible to act at all times
- That the terms of their appointment are appropriate and accord with the *Corporations Act*
- That the auditors have access to all relevant information as required
- That the auditors conduct all enquiries and provide all reports as required by the *Corporations Act*

The external auditors are invited to attend board and compliance meetings where financial reports and compliance plan audits are discussed.

Public Disclosure

The Board believes that market sensitive information should be released as quickly as possible and has policies in place to ensure that the Trust meets its disclosure obligations under the ASX Listing Rules.

Rights of Unitholders

The Constitution of the Trust and the Corporations Act governs the rights of unitholders, including their rights to the income and assets of the Trust. The RE is not required to hold an annual general meeting of unitholders, however a meeting may be called by unitholders with at least 5% of the votes that may be cast on a resolution or by 100 unitholders who are entitled to vote.

Risk Management and Oversight

The RE manages risks in the Trust through the following methods:

- Appointment of an appropriately qualified external asset manager, reviewed quarterly
- Appointment of appropriately qualified service providers, such as registry, administration and custody
- Compliance with all of ASIC'S and ASX's policies and guidelines
- Recording and reporting complaints by unitholders

The Compliance Committee meets and reviews all external service providers on a quarterly basis. The board of the RE reviews the management contracts of external managers and investment advisers, which are publicly available contracts. Key terms are disclosed in the current Product Disclosure Statement which is available at www.millinium.com.au, as well as summarised in this Annual Report.

Corporate Governance Practices of Millinium and the Trust

The Trust and Millinium have complied with all the Corporate Governance Principles as at 30 June 2015.

Auditor's report

To be provided by auditors