

Important information

This Product Disclosure Statement (**PDS**) is a summary of significant information you'll need to consider when making a decision about the Spaceship Universe Portfolio ARSN 623 321 022 (**Fund**). It contains a number of references to additional important information contained in the Spaceship Voyager Reference Guide available at spaceship.com.au, which forms part of this PDS (together, **Disclosure Documents**).

A reference in this PDS to a '**Spaceship Voyager Portfolio**' is a reference individually to each of the Spaceship Universe Portfolio, Spaceship Earth Portfolio and Spaceship Origin Portfolio, as well as the Spaceship Galaxy Portfolio and Spaceship Explorer Portfolio (which are investment options offered through the Spaceship Master Fund individually). To invest in a Spaceship Voyager Portfolio you will be required to set up an account with Spaceship by providing a unique email address and password (**Spaceship Account**).

The information in this PDS is general information only. It has been prepared without taking account of your personal circumstances, financial situation or needs.

You should consider the Disclosure Documents, and obtain appropriate financial and taxation advice, before deciding whether the Fund is right for you.

The Fund is a fully digital investment product accessible through the Spaceship mobile and web applications (together, the **Spaceship app**). By making an application, you agree to receive communications in digital form only (including via email or the Spaceship app with a copy of, or hyperlink to, the relevant communication).

This offer is only open to persons who are Australian residents for tax purposes and who have an Australian residential

address. Spaceship Voyager Portfolio customers are required to be at least 16 years old. All monetary amounts referred to in this PDS are in Australian dollars.

Numerical figures included in this PDS may be subject to rounding adjustments. Any discrepancies between totals or sums of components contained in this PDS are due to rounding. All fees in the PDS are quoted inclusive of Goods and Services Tax (**GST**) and net of reduced input tax credits unless otherwise stated. All financial information, operational information, and statistics contained in this PDS are believed to be current as at the date of this PDS.

Information in this PDS may change from time to time. Where a change is not materially adverse to unitholders, it may be updated via our website and can be found anytime by visiting spaceship.com.au under Important Documents (in the Spaceship Voyager and Continuous Disclosure Section). You can ask us to provide a link to a digital copy of any updated information, which we'll do free of charge - just email us at help@spaceship.com.au.

A reference in this PDS to 'Business Day' means a day (other than a Saturday, Sunday or public holiday) in Sydney, New South Wales.

Neither Spaceship Capital Limited (**Spaceship Capital, we, us, our**), nor its related entities (**Spaceship Group**), officers, employees, or service providers for the Fund, guarantee the performance of the Fund, the repayment of capital from the Fund or any particular rate of return.

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1. About Spaceship Capital

Spaceship Capital is the responsible entity of the Fund, and the issuer of units in the Fund. We are responsible for the operation, investment decisions, management and administration of the Fund.

Our obligations are governed by the Fund's constitution (**Constitution**), the *Corporations Act 2001* (Cth) (**Corporations Act**), general trust law and other relevant laws.

We may delegate some of our functions to third parties, such as a custodian to hold the assets of the Fund.

2. How the Fund works

A registered managed investment scheme and unit trust

The Fund is a unit trust registered under the Corporations Act as a managed investment scheme. When you invest in the Fund, your money is pooled together with other unitholders' money and invested as described in section 5.

When you invest you'll get units in the Fund

A unit represents a proportionate beneficial interest in the Fund's assets as a whole (but not a right to any particular assets). You can increase your investment by acquiring units in the Fund or decrease your investment by withdrawing your investment and therefore redeeming units in the Fund.

How units are valued

The unit price (or value of each unit), at any time, is determined by dividing the Fund's Net Asset Value (**NAV**) by the number of units on issue in the Fund at that time. Units are usually valued each Business Day. The unit price will vary as the market value of the net assets of the Fund rises or falls.

The Fund invests in companies listed on Australian and international securities markets. Because international markets typically close the following morning, the unit price for a Business Day is calculated after 11.00am (Sydney time) on the following Business Day. We do this to ensure that the unit price captures the market value of shares listed on international securities markets, as at the close of those markets.

Distributions

We generally calculate distributions annually on or around 30 June each year, and pay distributions within 90 days of that date. We may change the timing of distributions, or whether a distribution will be paid for a particular year, at our discretion. To be eligible for a distribution, you must be a unitholder on the distribution calculation date.

Distributions will generally include net income earned from holding and disposing of the Fund's assets during the year, taking into account taxable gains and losses. This is divided by the total number of units in the Fund on issue at the end of the day the distribution is calculated to determine the income per unit. All income distributions are paid in Australian dollars.

Making an investment in the Fund

You can make an initial investment in the Fund by opening a Spaceship Account using the Spaceship app and completing the application process. This includes providing any identification documents that we may need to verify your identity.

You can also make additional investments from time to time, or by choosing an automated option such as establishing an investment plan, through the Spaceship app. Investment plans are subject to a minimum recurring amount of \$5. A maximum of \$500,000 per individual investment generally applies.

You will generally be issued units in the Fund the Business Day after we have processed your application or investment and the necessary funds. The number of units issued to you is calculated as the amount you invested divided by the unit price for the relevant day.

Where we receive your investment instruction and the necessary funds:

- before 4.00pm (Sydney time) on a Business Day, you'll generally receive the unit price calculated as at the close of markets on that day; or
- after 4.00pm (Sydney time) on a Business Day, you'll generally receive the unit price calculated as at the close of markets on the next Business Day.

We can accept or reject in whole or in part an application for an investment in the Fund at our discretion. See section 8 below for more details on how to apply.

Withdrawing your investment from the Fund

You can withdraw all or part of your investment by making a withdrawal request through the Spaceship app. Your withdrawal will only be processed on a Business Day.

Withdrawing your investment involves redeeming units for the amount you have asked to withdraw. The number of units redeemed is based on the withdrawal amount divided by the unit price on the Business Day your request is processed.

Where we receive your request to withdraw your investment from the Fund:

- before 4.00pm (Sydney time) on a Business Day, you'll generally receive the unit price calculated as at the close of markets on that day; or
- after 4.00pm (Sydney time) on a Business Day, you'll generally receive the unit price calculated as at the close of markets on the next Business Day.

In the Spaceship app, you can see your available money which displays the amount of funds available for investment or withdrawal to your linked bank account, including cleared funds you have transferred to us as well as other amounts held by us on your behalf (e.g. distributions from Spaceship Voyager Portfolios).

Withdrawal proceeds will usually be reflected in your available money within the five Business Days after we receive your request and any additional information we may require (such as identification documentation). You can then direct payment of these funds to a linked bank account through the Spaceship app. We may deduct any money you owe us in relation to your investment before paying the withdrawal proceeds to your available money.

Withdrawals of \$500,000 or more are normally processed within five Business Days after we accept your request but may take up to 21 Business Days. Withdrawing your investment and redeeming units could make you liable for tax on any gain (see section 7). We may suspend or delay withdrawals in certain circumstances in accordance with the Constitution (including where the Fund is illiquid) and this may be for longer than 21 Business Days.

We may ask to verify your bank account details through a third party provider, upon application and where you wish to change your nominated bank account. If you are unable to complete the verification process, we may refuse your request to change bank details.

You should read the important additional information about investing in and withdrawing your investment from the Fund before making a decision. Go to section 1 of the Reference Guide. This material relating to investing in and withdrawing your investment from the Fund may change between the time when you read this PDS and the day you acquire the product.

3. Benefits of investing in the Fund

Significant features

The Fund is actively managed to gain exposure to Australian and international listed companies selected in accordance with the WWG methodology.

Companies within the Fund are subject to eligibility and accessibility requirements, including whether we can access the relevant securities exchange.

The Fund applies a tiered portfolio weighting approach, subject to a maximum weighting for an individual company of 5%.

The Fund is generally rebalanced on a quarterly basis. During a quarter, investment weightings may fluctuate due to changes in the market value of companies.

Key benefits

The key benefits of investing in the Fund include:

- **Investing where the world is going:** invest in companies that are actively selected by Spaceship Group's investment team using its WWG methodology.
- **Transparency of holdings:** we provide transparency in respect of holdings in the Fund, which you can view through the Spaceship app and at spaceship.com.au.
- **Low barriers to get started:** no minimum investment amount and competitive fees lower the barriers to get started, so you can start building wealth today.

You should read the important additional information about our Where the World is Going methodology before making a decision. Go to section 2 of the Reference Guide. This material relating to our Where the World is Going methodology may change between the time when you read this PDS and the day you acquire the product.

4. Risks of managed investment schemes

All investments carry risk. The likely investment return and the risk of losing money is different for each managed investment scheme as different strategies carry different levels of risk depending on the underlying mix of assets that make up each fund. Those assets with potentially the highest long-term return (such as shares) may also have the highest risk of losing money in the shorter term.

The significant risks for the Fund include:

- **Market risk:** The risk that the market price of the Fund's assets will fluctuate as a result of factors such as economic conditions, government regulations, market sentiment, local and international political events and environmental and technological issues. Market risk may have different impacts on each type of asset, investment style, investment mix and investor.
- **Security specific risk:** The risk associated with an individual asset of the Fund. For example, the price of shares in a company may be affected by unexpected changes in that company's operations such as changes in management or the loss of a significant shareholder.
- **International investment risk:** International investments may be affected by movements in foreign currency exchange rates, interest rates, political and economic uncertainties, lower regulatory supervision and more volatile, less liquid markets compared with Australian investments.
- **Foreign currency risk:** The risk of losses relating to investments exposed to foreign exchange rate movements. Movements in exchange rates between the Australian dollar and foreign currencies can affect the performance of the Fund as it has exposure to international investments. Falls in value of foreign currencies relative to the Australian dollar can have an adverse impact on investment returns for the Fund. The Fund does not use currency hedging to manage the impact of this risk.
- **Concentration risk:** The risk of negative returns where the Fund has concentrated exposure to a particular asset class or sector that is heavily affected by an adverse event. Aligning with its investment strategy, the Fund may have concentrated exposure, relative to the market, to sectors such as technology, communication services, consumer discretionary and healthcare.

Risk can be managed but it cannot be completely eliminated. It is important to understand that:

- the value of your investment will go up and down;
- investment returns will vary and future returns may be different from past returns;
- returns are not guaranteed and there is always the chance that you may lose money on any investment you make; and
- laws affecting your investment in a managed investment scheme may change over time.

The appropriate level of risk for you will depend on your age, investment timeframe, where other parts of your wealth are invested and how comfortable you are with the possibility of losing some of your money.

Obtaining professional advice can help you decide whether an investment in the Fund is right for you. Read the Fund’s Target Market Determination for more information.

You should read the important additional information about the risks of investing in the Fund before making a decision. Go to section 3 of the Reference Guide. This material relating to the risks of investing in the Fund may change between the time you read this PDS and the day you acquire the product.

5. How we invest your money

When deciding whether to invest in the Fund, you should consider the likely investment return, the risk and your investment timeframe.

Asset classes and allocation

The Fund’s asset allocation is made up of companies listed on Australian and international securities exchanges, with an allowance for cash to efficiently manage the Fund.

The Fund’s assets are typically invested within the following asset allocation ranges:

Asset class	Target range
Companies listed on international securities exchanges	50-80%
Australian listed companies	10-30%
Cash	0-15%

Investment profile	
Investment return objective	The primary objective is to provide longer term capital growth by investing in companies that satisfy our WWG methodology.
Investment strategy	A high-growth investment strategy, which invests in companies listed on Australian and international securities exchanges that are assessed by the portfolio manager to meet the Fund’s criteria for investment. These are companies considered to have competitive advantages and future product or service growth potential.
Number of companies in the Fund	50-80
Minimum suggested timeframe for holding investment	7 years
Suitable investor profile	The Fund is designed for investors seeking potential capital growth.
Risk profile	Very High - the potential for higher returns in the long term than lower risk investments, however the potential for greater returns is generally associated with higher risk and volatility.
Changes to the Fund’s investment objective and strategy	The Fund’s investment objective, strategy and asset allocation can be changed without notice in some cases. Unitholders will be informed of any material change to the Fund as required by law.

Ethical considerations

The Fund does not take into account labour standards or environmental, social or ethical considerations in the selection, retention or realisation of its investments.

Proxy voting

We make proxy voting decisions in accordance with our Proxy Voting Policy and the best interests of unitholders.

Securities lending

The Fund does not engage in securities lending.

Derivatives

The Fund does not invest in derivatives or undertake any hedging activities.

Borrowings

The Fund does not engage in borrowings.

You should read the important additional information about how we invest your money before making a decision. Go to section 4 of the Reference Guide. This material relating to how we invest your money may change between the time when you read this PDS and the day you acquire the product.

6. Fees and costs

Did you know? Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns. For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower administration fees. Ask the Fund or your financial adviser.

To find out more: If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (**ASIC**) website (**moneysmart.gov.au**) has a managed investment fee calculator to help you check out different fee options.

The table below shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole. This table can be used to compare costs between different simple managed investment schemes.

Information about how managed investment schemes are taxed is set out in section 7. You should read all the information about fees and costs because it is important to understand their impact on your investment.

Fees and costs summary - Spaceship Universe Portfolio

Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs ¹		
Management fees and costs² The fees and costs for managing your investment	Monthly fee of: Nil if your balance in each Spaceship Voyager Portfolio remains less than \$100 throughout the month. \$3.00 each month if your balance in a Spaceship Voyager Portfolio is \$100 or more at any time during the month.	The monthly fee of \$3.00, equivalent to an annual fee of \$36, is deducted from your Primary Spaceship Voyager Portfolio ³ each month when your balance in any Spaceship Voyager Portfolio is \$100 or more. Providing the balance remains at \$100 or more, the monthly fee will be deducted by redeeming units from your Primary Spaceship Voyager Portfolio on or around the same date of every month. If your balance goes below \$100, the monthly fee will be deducted on or around the date that your balance reaches \$100 again. Where you hold more than one Spaceship Voyager Portfolio you will only pay the monthly fee on one Spaceship Voyager Portfolio, providing that your Spaceship Voyager Portfolios are invested through a single Spaceship Account.
	Plus a management fee of 0.50% p.a. of the NAV of the Fund.	The management fee is not directly deducted from your account. We calculate and accrue the fee daily, and the fee is deducted monthly in arrears from the assets of the Fund, and reflected in the unit price of the Fund.
Performance fees Amounts deducted from your investment in relation to the performance of the scheme	Nil	We do not charge performance fees.
Transaction costs The costs incurred by the scheme when buying or selling assets	Nil	We do not charge transaction costs.

Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)		
Establishment fee The fee to open your investment	Nil	We do not charge a fee to open an account.
Contribution fee The fee on each amount contributed to your investment	Nil	We do not charge a fee for contributions.
Buy/sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme	Nil	We do not deduct a buy/sell spread.
Withdrawal fee The fee on each amount you take out of your investment	Nil	We do not charge a fee for withdrawals.
Exit fee The fee to close your investment	Nil	We do not charge an exit fee.
Switching fee The fee for changing investment options	Nil	Switching is not available as there is only one investment option.

¹ All estimates of fees and costs in this section are based on information available as at the date of this PDS and reflect our reasonable estimates of the typical fees for the current financial year.

² All fees and costs are inclusive of GST and net of any reduced input tax credits.

³ The Primary Spaceship Voyager Portfolio is the Spaceship Voyager Portfolio you first invested in, by default. You can choose an alternative Spaceship Voyager Portfolio to be your Primary Spaceship Voyager Portfolio in the Spaceship app.

Example of annual fees and costs for the Fund

This table below gives an example of how the ongoing fees and costs for the Fund can affect your investment over a one-year period. You should use this table to compare this product with other managed investment scheme products.

Example – Spaceship Universe Portfolio		Balance of \$50,000 with a contribution of \$5,000 during the year ¹
Contribution fee	\$0	For every additional \$5,000 you put in, you will be charged \$0.
PLUS Management fees and costs ^{2,3}	\$36 each year (\$3 each month) Plus $0.50\% \text{ each year} \times \$50,000 = \$250 \text{ each year}$ deducted indirectly	And, for every \$50,000 you have in the Spaceship Universe Portfolio you will have \$36 each year deducted directly from your account, and \$250 in management fees deducted indirectly each year.
PLUS Performance fees	\$0	And, you will be charged or have deducted from your investment \$0 in performance fees each year.
PLUS Transaction costs	\$0	And, you will be charged or have deducted from your investment \$0 in transaction costs.
EQUALS Cost of the Spaceship Universe Portfolio	If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs of \$286 ³ .	

¹ This example is prescribed by the Corporations Act, and is based on an assumption that the \$5,000 contribution occurs on the last day of the year (and therefore, the management fees and costs are calculated using an investment balance of \$50,000 only). This example also assumes that the value of your investment remains the same during the year. Please note that this is just an example. In practice, actual investment balances will vary daily and actual fees and costs charged are based on the value of the Fund, which also fluctuates daily.

² All fees and costs are inclusive of GST and net of any reduced input tax credits.

³ This example assumes that the Fund is your Primary Spaceship Voyager Portfolio.

Fee Changes

We can change the amount or type of fees without your consent. You will be given notice of any changes to fees in accordance with the Corporations Act (for example, where there is an increase in fees or charges, you'll be notified at least 30 days before the increase takes effect).

Fee Calculators

ASIC provides a fee calculator on its MoneySmart website (moneysmart.gov.au) which can be used to calculate the effect of fees and costs on your investment in the Fund.

You should read the important additional information about fees and costs before making a decision. Go to section 5 of the Reference Guide. This material relating to fees and costs may change between the time you read this PDS and the day you acquire the product.

7. How managed investment schemes are taxed

Investing in a registered managed investment scheme is likely to have tax consequences. We strongly advise that you seek independent professional tax advice before investing in the Fund.

The Fund does not pay tax on your behalf. You will be assessed for tax on your share of the Fund's net income and net capital gains attributed to you. Tax laws, and the interpretation and administration of them can change over time.

Spaceship Capital provides an annual summary of the distributions made to you during the financial year, as well as a summary of transaction information, to help you complete your Australian tax return.

You should read the important additional information about tax before making a decision. Go to section 6 of the Reference Guide. This material relating to tax may change between the time you read this PDS and the day you acquire the product.

8. How to apply

After you've read the Disclosure Documents, submit your application through the Spaceship app to get started. You can only apply if you're an Australian resident for tax purposes and you have an Australian residential address. Your investment account will only be established after you've successfully completed the application process to our satisfaction. This includes an assessment questionnaire on whether your investment needs and objectives are likely to align with the target market of the Fund.

Cooling-off period

You can change your mind about your investment in the Fund and exercise your right to cancel your investment by telling us in writing. You can exercise your right to do so during a 14 day cooling-off period, which commences on the earlier of confirmation of your investment or five days after your units are issued to you. The amount refunded will reflect any change in unit price and taxation. It may be less than the amount you initially invested. The refund is processed in the same way as other withdrawals and the proceeds will be reflected in your available money in the Spaceship app.

Complaints

We want you to have a good experience when investing with us. If you are dissatisfied or have a complaint about your investment

in the Fund, please contact us at help@spaceship.com.au or **1300 049 532**.

When we receive your complaint we'll aim to acknowledge your complaint within one Business Day or as soon as practicable. In the meantime we'll aim to resolve your complaint within five Business Days.

Where we're unable to resolve your complaint within five Business Days, we'll consider and provide a response to your complaint within 30 days. Exceptions may apply, refer to Spaceship Capital's Complaints Policy for more information.

If an issue has not been resolved to your satisfaction, you can lodge a complaint with the Australian Financial Complaints Authority (**AFCA**). AFCA provides fair and independent financial services complaint resolution that is free to consumers.

The contact details for AFCA are:

Website:	afca.org.au
Email:	info@afca.org.au
Telephone:	1800 931 678
Post:	Australian Financial Complaints Authority GPO Box 3, Melbourne VIC 3001

9. Additional information

Before you make a decision about investing in the Fund, you should read the important information in section 7 of the Reference Guide where you'll find additional information on:

- how to request information from Spaceship Capital;
- the importance of keeping your details up to date and the type of information you can expect from us to keep you informed;
- how we manage your personal information and our Privacy Policy;
- circumstances that mean we may suspend your investment or refuse to process a transaction;
- as well as other information about important operations of the Fund including the Constitution, your rights and liabilities, unitholder meetings, changes to the Fund and termination of the Fund.

This material may change between the time you read this PDS and the day you acquire the product.

Spaceship Capital Limited (ABN 67 621 011 649, AFSL 501605)

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