

Whitehaven

Equity Income Fund

Whitehaven®
private portfolios

ARSN: 166 733 133

Product Disclosure Statement

Dated 03 December 2019

Whitehaven Private Portfolios Ltd
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Important Information

This Product Disclosure Statement ('PDS') is a summary of significant information about the Whitehaven Equity Income Fund ARSN 166 733 133 (Fund). You should read and consider this PDS before making a decision whether to invest in the Fund.

The information provided in this PDS is general information only and does not take into account your personal financial situation, needs or objectives. You should consider the appropriateness of this information and seek independent financial advice tailored to your personal circumstances before making a decision regarding an

investment in the Fund. References in this PDS to "Whitehaven", "we", "us" and "our" refer to Whitehaven Private Portfolios Ltd.

About this PDS

The PDS has been prepared to comply with the requirements of the laws of Australia. Investment in the Fund is not being offered to any person whose registered address is outside of Australia unless Whitehaven is satisfied that it would be lawful to make such an offer. The PDS may only be used by investors receiving it (electronically or otherwise) in Australia. No investments will be accepted on the basis of the PDS once replaced with a later PDS.

This PDS does not constitute an offer or invitation in any place where, or to any person whom, it would be unlawful to make such an offer or invitation.

In this PDS, 'business day' refers to a business day on which Australian banks are open for business in Brisbane, excluding Saturday and Sunday.

The PDS is available in electronic format, including access via our website. If you receive the PDS electronically, please ensure that you have received the PDS in its entirety. If you are unsure whether the electronic documents you have received are complete, please contact us. Printed copies are available free of charge.

Certain information in this PDS is subject to change. Information that is not materially adverse can be updated by us. Visit our website for updated and further information on the Fund, including updated disclosure information, unit prices and

performance. We recommend that you obtain and review such information before you invest. Alternatively, you can call us and we will send you the requested information free of charge.

Other Information

Whitehaven, its officers, employees or agents do not in any way guarantee the capital value of your investment or the performance of the Fund. Whitehaven is the responsible entity of, and issuer of units in, the Fund and has prepared this PDS. This PDS has been issued pursuant to a disclosure regime for simple managed investment schemes, which is a prescriptive regime (including in relation to format and content). Please contact us if you require further information before making a decision to invest in the Fund.

1. About Whitehaven Private Portfolios

Whitehaven is one of the leading private portfolio managers in Australia, providing tailored investment management services since 2008.

Whitehaven holds Australian Financial Services Licence 300878 which enables it to operate the Fund as a registered managed investment scheme. As responsible entity of the Fund, Whitehaven is responsible for managing the Fund in accordance with its constitution, and for developing the Fund's investment strategy. Whitehaven has an experienced team of investment professionals that has been assembled from a variety of Australian and international financial services fields, predominantly in funds management, stock-broking, chartered accounting and wealth management. Whitehaven is a wholly-owned subsidiary of MWL Financial Group Pty Ltd.

2. How the Whitehaven Equity Income Fund works

How the Fund works

The Fund is a managed investment scheme, structured as a unit trust, registered with the Australian Securities & Investments Commission (ASIC). When you invest in the Fund, your money is pooled with other investors' money and used to acquire assets in accordance with the Fund's investment strategy for the benefit of all Investors.

The terms of the units, including an investor's rights and obligations, are set out in this PDS and the Fund's constitution. The constitution can be amended in certain circumstances. We can amend the constitution without your consent if we reasonably consider that the amendments will not adversely affect investors' rights. Otherwise, we must obtain the approval of the required number of unitholders at a meeting of unitholders (a resolution may bind you, regardless of how or whether you vote). A copy of the Fund's constitution is available upon request by contacting Whitehaven.

As an Investor you have a fixed beneficial interest in the assets of the Fund (as a whole), calculated as the proportion your unit holding bears to all of the units in the Fund which have been issued. You do not have a right to demand that any particular assets of the Fund be transferred to you. The ASIC website (www.moneysmart.gov.au) has more information on managed investment schemes.

Applications

Applications for units in the Fund must be lodged with a completed application form which can be found at www.whitehavenpp.com.au or contact us to obtain one. See Section 8 for further information.

You can pay the application money by cheque or electronic funds transfer (EFT). If you choose to pay your application money by EFT, you must also send a completed application form to us before we can process your application.

The minimum initial investment of the Fund is \$20,000. We may waive this minimum investment requirement at our discretion. You can make additional investments of \$5,000 or more in the Fund.

If you are investing via an IDPS service you should refer to the IDPS Guide for the minimum investment amount and you should use the application form attached to the IDPS Guide (and not the application form for the Fund) to invest in the Fund.

Withdrawals

You can withdraw part or all of your investment in the Fund at any time by writing to us and requesting a withdrawal. Please ensure that the withdrawal request is signed by all relevant parties to the investment. The minimum withdrawal amount is \$5,000.

If a withdrawal could result in an investor holding less than \$10,000 then we may regard the withdrawal request as being for the entire amount invested. If you have invested through an IDPS, your IDPS operator will provide you with information about withdrawals and any additional requirements.

Withdrawal proceeds are usually paid within 10 business days after the withdrawal request is received and are paid by direct credit to your nominated bank account. Withdrawal requests are processed in accordance with our specified procedures and cut-off times.

It is expected that the Fund will remain liquid at all times. However, if the Fund is not liquid (as defined in the Corporations Act), then you will only be able to withdraw units if we make a withdrawal offer to investors in accordance with the requirements of the Corporations Act.

In some circumstances you may not be able to withdraw from the Fund within the usual period, such as if we receive withdrawal requests at any one time for more than 10% of the value of the net assets of the Fund or if withdrawals are suspended. Under the Fund's constitution, in specified circumstances, Whitehaven can suspend withdrawals. Any withdrawal request received during a period of suspension will be taken to have been received by Whitehaven immediately after the end of the suspension period.

Cut-off Times

The daily cut-off times for both applications and redemptions is 1pm [Sydney Time]. Generally, if we receive a completed application or redemption request on or before 1pm [Sydney Time], then the application or redemption will be processed that day, at the unit price at the close of business that day. If we receive a completed application or redemption request after 1pm [Sydney Time], then the application or redemption will be processed at the unit price at the close of business for the next business day. The processing time for applications and redemption requests may take longer if the application is not complete, including if all the required identification documents have not been provided. Any delay in processing and application may result

in you receiving a different unit price than you expected.

Unit Pricing

When you invest in the Fund you will be issued units based on the issue price.

The price of units will vary as the value of the assets in the Fund rises or falls. Unit prices are generally calculated at the close of business on each business day in Sydney based on the net asset value of the Fund, divided by the number of units on issue.

The unit price will also be adjusted for transaction costs (also described as the 'buy/sell spread'), such as brokerage. In the case of the unit price on the issue of units, the unit price is increased by an allowance for the estimated costs of the purchase of assets in the Fund. In the case of a withdrawal price, the unit price is reduced by the allowance for the estimated cost of the sale of assets in the Fund. See Section 6 for further information.

We may exercise any discretion we have under the constitution for the Fund in relation to unit pricing in accordance with our 'Unit Pricing Policy'.

Distributions

The Fund is expected to earn income, such as distributions, dividends, interest and realised gains, from its investments. Distributions are generally paid on a quarterly basis, as soon as practicable after the end of each distribution period. Whitehaven may decide to make an interim distribution during a distribution period and will inform investors accordingly.

Your share of a distribution from the Fund depends on how many units you hold at the end of the distribution period. The distribution amount an investor receives is calculated by multiplying the number of units the investor owns on the entitlement dates (i.e. the end of the distribution period) by the distribution rate per unit. The amount of each distribution may vary and unit prices for the Fund normally fall following a distribution.

If you or your IDPS operator invests in the Fund just prior to a distribution, then you may receive some of your investment back immediately as income. If you withdraw from the Fund just before a distribution, then you might turn accrued income into a capital gain (or a reduction in your capital losses) as the withdrawal proceeds might reflect a share of the income for the distribution period.

We recommend that you seek professional tax advice relevant to your particular situation.

You can have your distribution reinvested or directly paid to your nominated bank account. If you do not make a direction on the application form your distribution will be automatically reinvested. Transaction costs are not applied in calculating the issue price for units issued under a distribution reinvestment.

Investors may vary their election by writing to us at any time. A letter of variation becomes effective on the next distribution payment date.

Transferring units

You may transfer units in the Fund to another person by providing us with:

- a standard transfer form signed and completed by both you and the party receiving the units; and
- other such information and confirmations (including to comply with AML/CTF requirements) that we may request.

We reserve the right to decline transfer requests at our discretion, including because we have not received all requested information from you or the party to whom you propose to transfer your units.

A transfer of units involves a disposal of units, which may have tax implications. Stamp duty may also be payable on the transfer (including where there is a change in legal ownership but no change in beneficial ownership) unless an exemption applies. You should obtain tax and stamp duty advice before requesting a transfer.

Keeping you informed

We aim to keep our investors informed. When you invest, you will be provided with online access which will allow you to view investment information at any time. To register for online access, please contact us. We will also provide you with the following:

- Transaction statements for each application and withdrawal you make.
- Annual tax and distribution statement.
- Annual tax statement.

Investors who access the Fund through an IDPS will receive reports directly from the IDPS operator, not from us.

3. Benefits of investing in the Whitehaven Equity Income Fund

The Fund offers investors exposure to an actively managed and diversified portfolio of ASX listed securities. In addition to this, the Fund will also

actively manage a portfolio of exchange traded options with the primary objective of using these to generate additional income for the Fund, as well as lowering volatility and providing some risk management benefits to the portfolio.

Benefits of investing in the Fund include:

Income Returns – a significant focus for the management of the Fund is on generating sustainable and repeatable income returns.

Variety of Income Sources - the Fund will target its income returns from a variety of sources including dividends, interest and option premium income.

Regular distributions – the Fund will distribute available income on a quarterly basis

Actively Managed – the Fund will be actively managed by Whitehaven and it will construct the Fund's portfolio independent of index weightings.

Non-Index Weightings – the investment strategy allows the Fund to have substantially different weightings to the S&P/ASX 50 Index, if we believe there is a solid investment case.

Professionally Managed – your money is managed by a professional investment team.

4. Risks of managed investment schemes

All investments carry risk. The level of risk may be different for different types of funds depending on the underlying assets held in accordance with a fund's investment strategy. In general, assets with the highest long-term returns may also carry the highest level of short-term risk.

The key risks of investing in the Fund are typical of the risks associated with managed investment schemes that have an investment strategy that involves investing in shares of Australian listed companies. Investors should be aware that the value of the underlying investments of the Fund will vary over time and future returns may differ from past returns and returns are not guaranteed, which means that there is always the chance that you could lose money on your investment.

The level of risk you are prepared to accept when investing in the Fund will depend upon various factors including your age, financial objectives, investment timeframe, risk tolerance, where other parts of your wealth are invested and whether your investment portfolio will be appropriately diversified after making the investment. The value of your investment and the returns from

your investment in the Fund will vary over time. Future returns may differ from past returns. We do not guarantee the performance or returns of the Fund and you may lose some or all of the money that you have invested in the Fund.

The significant risks of the Fund are described below, but there could be other risks that adversely affect the Fund. You should seek your own professional advice on the appropriateness of this investment for your particular circumstances and financial objectives.

A summary of the significant risks for the Fund are:

Individual investment risk

Individual investments made by the Fund will fluctuate in value, meaning that they can and do rise or fall in value for a number of reasons. For example, a company may undergo changes in its financial or operating circumstances and may also face broader influences such as political and industry changes. Unlisted securities are considerably less liquid than listed securities.

Liquidity risk

If a security is not actively traded it may not be readily bought or sold without some adverse impact on the price paid or obtained. As the Fund will invest in securities listed on the Australian Securities Exchange (ASX), if there is an interruption of regular trading in the market or for a particular asset of the Fund, there may be delays in processing withdrawal requests.

Manager risk

By investing in the Fund, you delegate your control over investment decisions to Whitehaven. The performance of the Fund is therefore affected by our performance and there is a risk that Whitehaven will not perform according to expectations.

As an actively managed portfolio, there is no assurance that the investment techniques and the risk analysis employed by us in making investment decisions for the Fund will produce the desired results. In addition, the Fund could be adversely affected by changes to our management team.

Fund risk

There is a risk that the Fund could terminate, the fees and expenses could change or that Whitehaven could be replaced as responsible entity. There is also a risk that investing in the Fund may give different results than investing in the

market personally because of income or capital gains accrued in the Fund and the consequence of withdrawals by other investors.

The laws and government policies affecting the Fund and its investments may change over time and those changes could have an impact on your investment in the Fund or the way the Fund is operated.

Performance risk

The performance of the Fund or the return of capital is not guaranteed. The value of your investment in the Fund will go up and down with the value of the Fund's assets. The level of returns will vary and future returns may differ from past returns. Accordingly, you

could receive back less than you invested and there is no guarantee that you will receive any income.

Market, country and political risk

Economic, technological, political, legal and market conditions are variable. Changes in these factors can have both positive and negative influences on the value of the Fund's investments.

Interest rate risk

Changes in interest rates can have a positive or negative impact directly or indirectly on investment values or returns. For example, hybrid securities, cash and other interestbearing securities are very sensitive to fluctuations in interest rates.

Derivatives risk

Derivatives risks include illiquidity, the value of derivative positions not moving in line with the movement in the underlying asset, and the Fund being unable to meet payment obligations as they arise in relation to derivatives contracts. There is also counterparty risk, where the counterparty to the derivative contract cannot meet its obligations.

Cyber risk

There is a risk of a financial loss, fraud, business interruption or a data breach (including access to personal information of investors) as a result of unauthorised access to our systems or the Fund's broking or banking accounts.

5. How we invest your money

You should consider the likely investment return, the risks involved and your investment timeframe when deciding whether to invest in the Fund.

Whitehaven Equity Income Fund

Inception date	28 January 2014
Target investors	The Fund may be suitable for investors who are looking for an investment with the benefits listed above and are prepared to accept the risks as set out in Section 4.
Fund objective	To provide a running income distribution yield of at least 8% p.a. over a rolling five year period ¹ .
Investment strategy	The Fund will be actively managed and will invest in a diversified portfolio of ASX listed securities including shares, hybrids, bought and sold options, exchange traded products, listed investment entities and cash ³ .
Benchmark	For performance comparison purposes, the Fund is compared against the following benchmarks: <ul style="list-style-type: none"> • 80% of the S&P/ASX50 Accumulation Index; and • 20% of the S&P/ASX Bank Bill Index
Suggested minimum investment timeframe	At least 5 years.
Asset allocation²	Australian Equities: 50-100% Cash ³ : 0-50% Maximum position in any single security ⁴ : 15% A security position includes the aggregate of the physical shares and derivatives (including exchange traded options) associated with those physical shares.
Risk level	The Fund is considered to be a medium to high-risk investment when compared to investments in managed investment schemes that invest in asset classes such as cash or fixed interest securities. However, the Fund offers potentially more favourable returns over the medium to long term than cash or fixed interest securities. This is why the minimum suggested timeframe for an investment in the Fund is at least 5 years. This is our assessment of the potential for loss and unit price variability over the short term. Refer to Section 4 for more information on the risks of an investment in the Fund.
Fund performance	Performance history information can be obtained from our website or by contacting us. Past performance is not a reliable indicator of future returns, which can differ materially.
Environmental, social and ethical considerations	We do not take into account labour standards, environmental, social or ethical considerations when making investment decisions relating to the Fund.
Changes to the Fund	Subject to law and the constitution of the Fund, we have the right to make changes to the Fund at any time and in some cases without giving prior notice. Changes may include closing the Fund to new investors, terminating the Fund or changing the Fund's investment objective, benchmark, asset classes, asset allocation ranges and investment strategy. If there is a material change, we will update this PDS and inform investors of the material change as required by law.

¹ The income distribution yield is calculated after fees and before taxes, but inclusive of franking credits.

² The asset allocation ranges are indicative only. The Fund will be rebalanced within a reasonable period of time should the exposure move outside these ranges.

³ Cash includes cash, fixed income securities/products, or other interest-bearing securities/products.

⁴ Upper limits may be exceeded in the short term due to market movements.

Our investment style

Our investment style is underpinned by a two stage investment process which commences with a comprehensive screening process of our investment universe. This screening process incorporates a number of quantitative and qualitative factors and is designed to identify those large capitalisation stocks that we consider to offer the best match to our investment criteria. Generally, for a stock to meet our investment criteria, it would have a solid history of

growing earnings, a stable and strong balance sheet, excellent cash flow generation, strong market position and/or competitive advantage and the ability to grow dividends.

We then overlay this stock screening process with a derivative selection process which is designed to maximise the net amount of income received from selling options whilst managing and controlling the Fund's overall volatility and net exposure to the share market. At the heart of this derivative selection process lie a

number of option strategies which we select and match to the underlying stock selection process to optimise the amount of income generated from each trade. Any short derivatives positions will be backed by physical assets or long derivatives positions. Long derivatives exposures will be backed by cash or other liquid assets. The Fund does not intend to use derivatives for the purposes of leverage or gearing. Losses as well as gains are possible on these derivative instruments.

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 fund 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 contribution fees and management costs where applicable. 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 ASIC website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check

This table shows fees and other costs that you may be charged. These fees and costs may be deducted from your investment, the returns on your investment or from the Fund's assets as a whole.

Information on how managed investment schemes are taxed is set out in Section 7 of this PDS.

You should read all of the information about fees and other costs, as it is important to understand their impact on your investment. Unless otherwise specified, all dollar amounts are Australian dollars.

Type of fee or cost	Amount
<i>Fees when your money moves in or out of the Fund¹</i>	
Establishment Fee	Nil
Contribution Fee	Nil
Withdrawal Fee	Nil
Exit Fee	Nil
Management costs	
<i>The fees and costs for managing your investment</i>	The management costs consist of: Management fee – 0.95% p.a. of the net assets of the Fund. Expenses – 0.178%. ²

¹ You may also incur a buy/sell spread when your money moves in or out of the Fund. See 'Buy/Sell spread' under the section 'Additional explanation of fees and costs' for further details.

² Expenses include custodial and audit costs incurred by the Fund. Abnormal expenses (if any) and transactions costs will also be paid by the Fund. See 'Expenses' under the section 'Additional explanation of fees and costs' for further details.

All fees in the table above are shown inclusive of GST, net of Reduced Input Tax Credits. Additional fees and charges may apply. See 'Additional explanation of fees and costs' below for further information.

The information in the table above can be used to compare costs between different simple managed investment schemes.

ASIC provides a calculator on its website www.moneysmart.gov.au. The calculator can be used to calculate the effect of fees and costs on account balances.

Example of annual fees and costs of the Fund

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

The example assumes an account balance of \$50,000 invested in the Fund with no variation in the value of your investment over this period. In practice, the actual fees we charge are generally based on the value of the Fund's net assets which may vary daily. This example also assumes that the additional \$5,000 contribution occurs at the end of the relevant period (that is, no management fees are incurred in connection with the additional investment amount).

Balance of \$50,000 with a contribution of \$5,000 during the year		
Contribution fees¹	Nil	For every additional \$5,000 you put in, you will not be charged any contribution fee.
PLUS management costs	1.075% ²	And, for every \$50,000 you have in the Fund, you will be charged \$537.50 each year, comprising:
Management fee	0.95%	\$475.00
Expenses	0.178%	\$88.85
EQUALS cost of Fund		If you had an investment of \$50,000 at the beginning of the year and put in an additional \$5,000 during that year, you would be charged fees of \$563.85 ³ .

Notes:

¹ You may also incur a buy/sell spread when your money moves in or out of the Fund. See 'Buy/Sell spread' under the section, 'Additional explanation of fees and costs' below for further information.

² Management costs are calculated using the 'indirect cost ratio' for the Fund for the financial year ended 30 June 2019. The 'indirect cost ratio' refers to the management costs that were not paid directly out of your account (for example management fees and expenses) but were paid from the Fund's assets over the relevant financial year, expressed as a percentage of the average net asset value of the Fund. It is not a forecast of the amount of the total management costs in the future. Past performance is not a reliable indicator of future performance, and the amount of the management costs may be higher or lower in the future.

³ The calculation of the management costs in the example assumes that the additional \$5,000 invested in the Fund occurs at the end of the relevant period and therefore no management fees are payable on the additional investment. Additional fees may apply, as well as any abnormal expense recovery. Refer to 'Additional explanation of fees and costs' below more information.

Additional explanation of fees and costs

Management fee

The management fee generally accrues daily and is payable monthly. It is calculated each time a valuation of the Fund is undertaken. It is deducted from the Fund's assets and is reflected in the Fund's unit price.

Expenses

The constitution of the Fund allows all properly incurred expenses to be recovered directly from the Fund, such as custody fees, registry costs, audit and accounting costs. When expenses are paid by the Fund, they will be deducted from the Fund's assets and reflected in the Fund's unit price. Expenses are generally paid when incurred.

Abnormal expenses

Abnormal expenses such as the cost of unitholder meetings, defending legal proceedings and the costs of terminating the Fund will generally be paid by the Fund. Abnormal expenses are not generally incurred during the

day-to-day operation of the Fund and may not be incurred in any year. Abnormal expenses are in addition to administrative expenses.

Transaction costs

Transaction costs incurred in the acquisition or disposal of the assets of the Fund such as brokerage, clearing costs, transaction fees, taxes and stamp duty will generally be paid for by the Fund. Where the acquisition or disposal of assets relates to a subscription or redemption from the Fund, the Fund may recover an estimate of these costs from the investor who is applying for, or redeeming, units through the buy/sell spread.

Buy/Sell spread

When units are acquired, a buy spread is added to the value of a unit. The buy spread is an amount which reflects the estimated transaction costs associated with acquiring the underlying investments and may take

into account the difference between the bid/offer price of investments traded and/or the estimated market impact of the acquisitions on the price of the investments being acquired. When units are redeemed, a sell spread is subtracted from the value of a unit. The sell spread is an amount which reflects the estimated transaction costs of disposing of the underlying investments and may take into account the difference between the bid/offer price of investments traded and/or the estimated market impact of the disposals on the price of the investments being sold. The buy/sell spreads are retained by the Fund and not paid to us.

A buy/sell spread seeks to ensure that the estimated transaction costs of the acquisition or redemption are borne by the investor who is applying for or redeeming the units, and not by the existing investors in the Fund. The buy/sell spread may apply even if no transaction to acquire or dispose of assets is required (for example,

where there is an application from one investor and a corresponding redemption by another investor).

The buy/sell spread for the Fund, as at the date of this PDS, is +0.15% for applications and -0.15% for redemptions, but may be varied from time to time. In certain circumstances, the buy/sell spread may increase significantly. Notice will not usually be provided for variations to the buy/sell spread. Current buy/sell spreads that may be applicable to an application or redemption from the Fund are posted on our website.

We may at our discretion reduce the buy/sell spread in certain circumstances, for example where an investor subscribes using assets (rather than cash) on an application or receives assets (rather than cash) on a redemption.

Information about fee changes

We may change certain fees and expenses noted in this PDS without your consent. For example, fees may be increased where increased charges are incurred due to changes to legislation, where increased costs are incurred, if there are significant changes to economic conditions, or if third parties impose or increase processing charges. However, we will provide at least 30 days' notice to you of any proposed increase in fees, charges or expenses (except any changes to the buy/sell spread). We cannot charge more than the constitution of the Fund allows or charge new fees, unless we obtain the required investor approval to do so. The Fund's constitution allows Whitehaven to charge a management fee of up to 1.99% per annum of the net assets of the Fund.

Additional fees may be paid by you to your financial adviser. You should refer to the statement of advice provided by your adviser for details of those fees.

7. How managed investment schemes are taxed

Investing in a registered managed investment scheme is likely to have tax consequences. The information contained in the following summary is intended to be of a general nature only. It does not constitute tax advice and should not be relied on as such. Taxation law is complex and its application is dependent on your individual circumstances. You are strongly advised to seek independent

professional advice on the tax consequences of an investment in the Fund, based on your particular circumstances, before making an investment decision.

Your investment in the Fund is likely to have tax consequences, which generally will occur on an annual basis even if you do not change your investment. It is intended that no income tax will be payable by the Fund as it will distribute all of its income to investors each year. Registered managed investment schemes do not pay tax on behalf of Australian resident investors.

The distributions from the Fund will include the income the Fund has generated from its investing activities. The income will retain its character as it passes to the investors. Given the nature of the Fund and its trading activities, it is expected that all investments will be held on revenue account. As a result, you may receive distributions from the Fund that include interest, dividends and other income, but not capital gains. Australian resident investors are generally subject to tax on their share of the taxable income of the Fund.

Any disposal or redemption of your units in the Fund is likely to trigger a capital gains tax event (provided your investment is held on capital account), and as such you will be required to calculate your capital gain or loss on the disposal.

Tax file number (TFN) and Australian Business Number (ABN)

It is not compulsory for investors to provide their TFN or ABN, and it is not an offence if they decline to provide them. However, unless exempted, if the TFN or ABN is not provided, tax will be deducted from income at the highest marginal rate plus the Medicare levy and any other applicable levies or taxes. TFNs and ABNs can be provided on the Application Form when making an initial investment.

Goods and Services Tax (GST)

The Fund is registered for GST. The issue and redemption of units in each Fund and receipt of distributions will not be subject to GST. However, the Fund may incur GST on fees and expenses that it pays. The Fund may be entitled to claim input tax credits and/or reduced input tax credits on certain of these fees and expenses.

8. How to apply

To invest in the Fund:

1. Read this Product Disclosure Statement.
2. Complete the Application Form, ensuring you follow the accompanying instructions.
3. You can send the completed Application Form together with a cheque or your direct debit request instructions to:

Whitehaven Private Portfolios Ltd
PO Box 259
Fortitude Valley QLD 4006
Australia

The Application Form for the Fund can be found on our website at www.whitehavenpp.com.au

Changing your mind

Generally you have a 14-day cooling off period to decide if an investment in the Fund is right for you. The 14-day period starts on the earlier of:

- the date you receive your initial investment transaction statement; or
- five business days after your units are issued.

Therefore if you wish to cancel your investment, it is important that you write to us before the expiration of this period. However, your investment cannot be returned if you have exercised any rights or powers available under it. Please note that our normal processing rules apply.

The amount repaid to you is adjusted to reflect any increase/decrease in the value of the investment due to market movement. We will also deduct any taxes or duties payable and transaction costs. As a result, the amount returned to you may be less than your original investment.

If you are an investor who qualifies as a "wholesale client" as defined in the Corporations Act 2001, the cooling off period is not available to you.

Investors accessing the Fund through an IDPS should consult their IDPS operator about any cooling off rights they may have.

Complaints

If you wish to discuss any aspect of the Fund or wish to lodge a complaint, please contact us in writing or by phone and we will endeavour to resolve your concerns quickly and fairly. We will acknowledge any complaint in writing and use reasonable endeavours to deal with or resolve complaints within 45 days.

If you are then not satisfied with our handling of your complaint, you may contact:

Australian Financial Complaints Authority

GPO Box 3 Melbourne VIC 3001

Phone: 1800 931 678

Email: info@afca.org.au

Website: www.afca.org.au

9. Additional information

Constitution

The Fund's constitution, this PDS, the application form, the Corporations Act and other laws, such as the general law relating to trusts, govern the relationship between investors and Whitehaven.

Compliance plan

The compliance plan outlines the principles and procedures which we intend to follow to ensure that we comply with the provisions of the Corporations Act and Fund's constitution.

Consents

The parties referred to in this PDS have given, and at the date of this PDS not withdrawn, their consent to be named in this PDS and for information relating to them to be stated in the PDS in the form and context as presented.

Unit Pricing Policy

We may exercise certain discretions in determining the unit price of units on application and withdrawal in the Fund. The Unit Pricing Policy, which can be obtained free of charge by contacting us, sets out the types of discretions that we may exercise and in what circumstances we exercise the discretions and the reasons why we consider the policies are reasonable. We are required to keep a record of any instance where discretion is exercised in a way that departs from these policies.

Related party transactions

All transactions we enter into in relation to the Fund are on arm's length commercial terms.

In our position as responsible entity of the Fund, we may from time to time face conflicts between our duties to the Fund as responsible entity, our duties to other funds we manage and our own interests. We will manage any conflicts in accordance with our conflicts of interest policy, the constitution of the Fund, ASIC policy and the law.

Custodian

We have appointed Sandhurst Trustees Limited as the custodian to hold certain assets of the Fund. Whitehaven may, from time to time, also hold certain assets of the Fund, including cash.

The role of the custodian in holding assets of the Fund is limited. The custodian acts on the instructions of Whitehaven (or its agents) and does not monitor the performance of Whitehaven as responsible entity of the Fund or make investment decisions in respect of the Fund. The custodian is a paid service provider and is not responsible for the preparation of the PDS and therefore, accepts no responsibility for any information in the PDS.

Continuous disclosure

The Fund may be a disclosing entity for the purposes of the Corporations Act and subject to certain regular reporting and continuous disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

If the Fund is a disclosing entity, then you will have the right to obtain, free of charge, the following periodic documents for the Fund:

- the annual financial report most recently lodged with ASIC; and
- any half-year financial report lodged with ASIC or any continuous disclosure notices provided by us after the lodgment of the annual financial report and before the date of the PDS.

Privacy

Your privacy is important to us. The Application Pack for the Fund (which includes the application form and the Investor Identification Forms) requires you to provide personal information to us. Personal information that we hold about you will be collected, used, held and stored in accordance with our Privacy Policy. A copy of this is available on our website at www.whitehavenpp.com.au.