

Spaceship Earth Portfolio

Product Disclosure Statement | 18 November 2020

The issuer and responsible entity is:
Spaceship Capital Limited
ABN 67 621 011 649 AFSL 501605

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 Earth Portfolio ARSN 643 773 282 (**Fund**). It contains a number of references to additional important information contained in the Spaceship Voyager Reference Guide, which forms part of this PDS (together, **Disclosure Documents**).

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. All monetary amounts referred to in this PDS are in Australian dollars.

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. 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 New South Wales.

Neither Spaceship Capital Limited (**Spaceship Capital, we, us, our**), nor its related entities, directors, officers 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.

Summary of key information

Topic	Summary	Page
1 About Spaceship Capital	Spaceship Capital is the responsible entity of the Fund and the issuer of this PDS.	2
2 How the Fund works	The Fund is a registered managed investment scheme and structured as a unit trust. When you invest, you get units in the Fund.	3
3 Benefits of investing in the Fund	Key benefits include investing in companies that have a positive impact on people and the planet, transparency, and low barriers to get started.	4
4 Risks of managed investment schemes	<p>All forms of investment involve some level of risk. Important risks you will be exposed to through your investment in the Fund include:</p> <ul style="list-style-type: none"> • market risk; • security specific risk; • international investment risk; • foreign currency risk; and • concentration risk. <p>Other important risks of investing in managed investment schemes may also apply.</p>	5
5 How we invest your money	The Fund aims to invest in companies that have a positive impact on people and the planet in areas such as poverty, inequality, climate change, the environment, and quality education by contributing towards the advancement of the UN Sustainable Development Goals agenda, and that Spaceship Capital has identified in accordance with its Where the World is Going (WWG) methodology as having competitive advantages and future product or service growth potential.	6
6 Fees and costs	<p>You'll pay management fees of 0.10% per year of your balance, but only on your balance above \$5,000.</p> <p>You won't pay any other fees, including withdrawal fees. And there are no other charges paid by the Fund, such as transaction and operational costs. Costs charged by others, such as audit, banking, brokerage and market data, are paid by us.</p>	7
7 How managed investment schemes are taxed	Investing in the Fund is likely to have tax consequences, so you should seek professional tax advice. Spaceship Capital provides an annual summary of any distributions made to you during the financial year, together with taxation information to help you complete your Australian tax return.	8
8 How to apply	You can invest or withdraw your investment in the Fund by submitting a request electronically through the Spaceship app.	8
9 Additional information	The Reference Guide contains other additional information that you should read before making a decision about the Fund.	8

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. We have appointed 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 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 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 rise or fall.

The Fund invests in companies listed on international stock markets. Because those markets typically close the following morning, the unit price for a Business Day is calculated after 11.00am on the following Business Day. We do this to ensure that the unit price captures the market value of shares listed on international stock 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 one 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 for the Spaceship Earth Portfolio are paid to unitholders by issuing additional units in the Fund.

Distributions will generally include 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 distribution period 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 an 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 on an ad-hoc basis, or establish an investment plan, at any time through the Spaceship app.

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 on the relevant day.

Where we receive your investment instruction and the necessary funds:

- before 5.00pm on a Business Day, you'll generally receive the unit price calculated as at the close of markets on that day; or
- after 5.00pm 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 an application for an investment in the Fund at our discretion. See section 8 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 5.00pm on a Business Day, you'll generally receive the unit price calculated as at the close of markets on that day; or
- after 5.00pm on a Business Day, you'll generally receive the unit price calculated as at the close of markets on the next Business Day.

Withdrawals will usually be paid to you within the five Business Days after we receive your request together with any additional information we may require (such as identification documentation). We may deduct any money you owe us in relation to your investment before paying the withdrawal amount to you.



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.

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).

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 Fund's sustainable investing criteria and the WWG methodology.

Companies within the Fund are subject to eligibility and accessibility requirements, including whether we can access the relevant stock 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:

- **Sustainable investing:** invest in companies that have a positive impact on people and the planet in areas such as poverty, inequality, climate change, the environment, and quality education by contributing towards the advancement of the UN Sustainable Development Goals agenda.
- **Investing where the world is going:** invest in companies that are actively selected by Spaceship Capital using our 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.
- **Simple, low fees:** we've kept it simple by charging one low management fee and no other fees. Refer to section 6 for further details.
- **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 approach to sustainable investing and 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

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

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 and investor.
- **Security specific risk:** the risk associated with an individual asset of the Fund. 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 related 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 renewable energy and technology.

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.



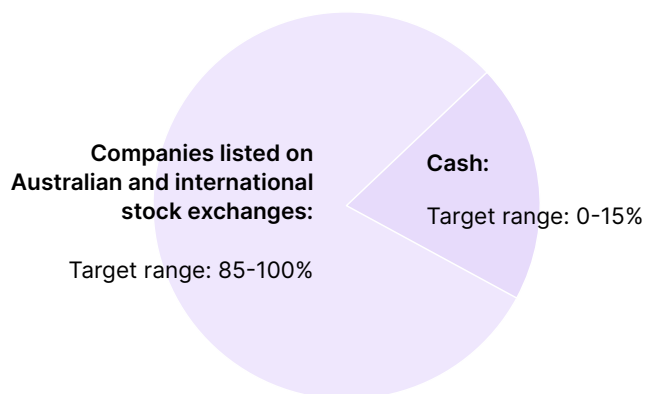
You should read the important additional information about the risks of investing in the Fund before making a decision. Go to section 3 of the Reference Guide. This material relating to the risks of investing in the Fund may change between the time you read this PDS and the day you acquire the product.

5. How we invest your money

Asset classes and allocation

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

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



Ethical considerations

Spaceship Capital takes into account labour standards and environmental, social and ethical considerations when making investment decisions for the Fund as outlined in Section 2 of the Reference Guide.

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.

Investment profile

Investment objective	The primary objective of the Fund is to provide longer term capital growth by investing in companies that contribute towards the advancement of the UN Sustainable Development Goals agenda.
Investment strategy	A high-growth investment strategy, which invests in companies listed on Australian and international stock exchanges that are assessed by the portfolio manager to meet the Fund's criteria for investment.
Number of companies in the Fund	30-50
Minimum suggested timeframe for holding investment	7 years
Suitable investor profile	The Fund is designed for investors seeking potential capital growth.
Risk profile	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 and strategy can be changed without notice in some cases. Unitholders will be informed of any material change to the Fund as required by law.



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** 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.

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.

Type of fee or cost	Amount
Fees when your money moves in or out of the Fund	
Establishment fee	Nil
Contribution fee	Nil
Withdrawal fee	Nil
Termination fee	Nil
Management costs	
The fees and costs for managing your investment	Nil for balances of \$5,000 or less. 0.10% per year of balances above \$5,000.



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.

Example of annual fees and costs for the Fund

This table gives an example of how the 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 products.

Example of a Spaceship Earth Portfolio investment with a balance of \$50,000 and a contribution of \$5,000 during the year:

Contribution fee

Nil For every additional \$5,000 you put in, you will be charged \$0.

Plus management costs

Nil for the first \$5,000. **And** for the initial \$50,000 you have in the Fund you will be charged \$45[†] each year because:

- no management costs payable for the first \$5,000; and
- a management cost of \$45[†] is payable for the remaining \$45,000.

Equals cost of Fund

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 of \$45.*

[†] Management costs are inclusive of the estimated net effect of Goods and Services Tax (GST) (i.e. any GST payable has been reduced by any input tax credits or reduced input tax credits), where applicable.

* This example assumes the \$50,000 is invested for the entire year and the \$5,000 investment occurs on the last day of the year.

Fee changes

We can change the amount of the 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.

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.

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.

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**.

We'll acknowledge your complaint within two Business Days and aim to consider and resolve your complaint within 45 days.

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. Before AFCA can investigate the matter, you must have first given us the opportunity to review it.

The contact details for AFCA are:

Website	www.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;
- 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.