



Lioncrest

Lion Active ETF

ASX: ROAR | ARSN 685 354 518

Product Disclosure Statement

Issued 19 May 2026

Contact Details

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For lodging complaints and dispute resolution, please refer to Section 09 on page 16 of this PDS.

Issued by

K2 Asset Management Ltd

ABN 95 085 445 094 / AFSL 244 393

About this PDS

This Product Disclosure Statement ('PDS') has been prepared and issued by K2 Asset Management Ltd ('K2', 'we' 'us' or 'Responsible Entity') and is a summary of general information relating to an investment in Lion Active ETF (ARSN 685 354 518) (the 'Fund').

Units in the Fund (the 'units') are offered and issued by the Responsible Entity on the terms and conditions described in this PDS. By becoming an investor in the Fund, you agree to be bound by this PDS. The information provided in the PDS does not take account of your personal financial situation or needs. You should obtain professional financial advice tailored to your personal circumstances and consider the suitability of the Fund in view of your financial position, investment objectives and needs before making an investment decision.

This PDS is dated 19 May 2026 and a copy of this PDS was lodged with ASIC on that date. At the time of lodgement of this PDS with ASIC, the Responsible Entity has made an application to the ASX for the quotation of units in the Fund on the ASX with the exchange ticker: ROAR. If the application is approved by ASX and the units in the Fund are quoted on the ASX, the units will be able to be traded on the ASX. No representation is made concerning the Fund's quotation on the ASX. Neither ASIC, ASX nor their officers take any responsibility for the contents of this PDS. Admission to the official list of ASX is in no way an indication of the merits of the Fund.

This PDS is not an offer or invitation for the Fund in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. It is your obligation to seek any advice on and observe any legal restrictions on investment in the Fund which may apply to you.

No guarantee of the repayment of capital or a rate of return

Neither the Responsible Entity, the Investment Manager, Custodian and Unit Registry nor any of their respective employees, agents and officers guarantee the success, repayment of capital, rate of return on income or capital or investment performance of the Fund. It is your obligation to seek any advice on and observe any legal restrictions on investment in the Fund which may apply to you.

Update of information

Information in this PDS is subject to change of a type that is not materially adverse from time to time. Such updates will be published on the ASX Market Announcement Platform and at www.k2am.com.au. A paper copy of any updated information will be provided free of charge on request by emailing invest@k2am.com.au, and on the K2 website.

As a disclosing entity, the Fund has regular reporting and disclosure obligations under the Corporations Act. In accordance with ASIC guidance, all material information will be available to investors at www.k2am.com.au. A copy of any document lodged with ASIC to comply with disclosure requirements may be obtained from or inspected at an ASIC office. On request, the Responsible Entity will provide investors with copies of the most recent annual

financial report for the Fund, the half-yearly financial report and any continuous disclosure notices. A copy of this PDS has been lodged with ASIC and ASIC takes no responsibility for the content of this PDS.

Updated information about performance, unit prices, Fund size and other general information about the Fund will be published on the ASX Market Announcement Platform and at <https://lioncrestpartners.com>.

New Zealand Investors

The offer to which this PDS relates is only available to persons receiving this PDS in Australia and New Zealand (electronically or otherwise). New Zealand investors must read 'Information for New Zealand Investors' see Section 12 on page 19 before investing in the Fund.

Authorised use of PDS

The Responsible Entity has authorised this PDS for the use of investors who invest directly into the Fund, as well as for investors who invest indirectly through an investor directed portfolio service, master trust, wrap account or an investor directed portfolio service-like scheme ('IDPS'). The operator of an IDPS is referred to in this PDS as the 'IDPS Operator' and the disclosure document for an IDPS is referred to as the 'IDPS Guide'. If you invest through an IDPS, your rights and liabilities will be governed by the terms and conditions of the IDPS Guide. The Responsible Entity consents to the use of this PDS by IDPS Operators who include the Fund on their investment menus but accepts no responsibility for IDPS Operators or any failure by an IDPS Operator to provide Indirect Investors with a current version of this PDS or to withdraw the PDS from circulation if required by the Responsible Entity.

References in this PDS

All amounts in this PDS are in Australian dollars. All fees are inclusive of goods and services tax ('GST') and take into account Reduced Input Tax Credits ('RITC') and Input Tax Credits ('ITC') if applicable. All fees in this PDS are rounded to two decimal places. All references to time and to Business Days are to Sydney time and Business Days.

For a glossary of terms used in this PDS see Section 14 on page 21.

Fund Constitution

The responsibilities and obligations of the Fund's Responsible Entity are governed by the Fund's constitution ('Constitution'), the Corporations Act and general trust law. The Constitution, together with the PDS, the Corporations Act and other laws, regulate our legal relationship with investors in the Fund. If you invest in the Fund, you agree to be bound by the terms of the Fund's PDS and the Fund's Constitution. You can request a copy of the Constitution free of charge. Please read these documents carefully before investing in the Fund.

We may amend the Constitution from time to time in accordance with the provisions in the Constitution and the Corporations Act.

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Investment Manager

Lioncrest Partners Pty Ltd
 ABN 50 6777 520 473
 CAR No. 1315184
 of the Frazis Capital Management AFSL 521445
 Level 32, 1 Farrer Place
 Sydney NSW 2000
 Web: <https://lioncrestpartners.com>

Responsible Entity

K2 Asset Management Ltd
 ABN 95 085 445 094, AFSL No 244393
 Level 44, 101 Collins Street,
 Melbourne VIC 3000
 Ph: +61 3 9691 6111
 Web: www.k2am.com.au

Administrator/Registry/Custodian

Apex Fund Services Pty Ltd
 ABN 81 118 902 891
 Level 10, 12 Shelley Street
 Sydney NSW 2000
 Web: www.apexgroup.com

01 Key features at a glance

Key features	
Fund category	The Fund invests globally in listed equities with a focus on growth opportunities. The Fund may also invest in cash, ETFs and fixed interest instruments.
ASX code	ROAR
ARSN	685 354 518
Suggested investment timeframe	Minimum 5 years
Benchmark	Solactive GBS Global Markets Large & Mid Cap USD Index
Typical number of stocks held ¹	30-50 positions primarily investing in globally listed equities. The actual number of investments in the Fund may vary from time to time and also while the Fund is being established.
Investment management fee	0.99% of NAV (incl. GST & net of RITC/ITC)
Performance fee	20% p.a (incl GST) of the excess return of the Fund that exceeds the Benchmark, subject to a High Water-mark.
Recoverable Expenses	As at the date of this PDS, recoverable expenses are capped at 0.35% p.a. of the NAV of the Fund
Investment objective	The Fund's investment objective is to deliver capital growth in excess of the Benchmark over a medium to long timeframe.
Investments	The Fund will invest across the following asset classes: <ul style="list-style-type: none"> • Global listed equities with market capitalisation over \$1 billion at entry • Index and sector-specific ETFs • Listed Australian cash and credit ETFs • Fixed income ETFs • Cash (Foreign currencies and AUD)
Unit prices	Available at https://lioncrestpartners.com
Applications	Throughout the Trading Day.
Minimum initial investment	No minimum number of units that investors can buy on the ASX market.
Additional investment	You can add to your investment at any time by purchasing additional units on the ASX market.
Redemptions	Throughout the Trading Day.
Minimum withdrawals	There is no minimum number of units that investors can sell on the ASX market.
Access to your investment	Settlement of your sale proceeds occurs via the CHESSE settlement service on the second Business Day after trade date.
Reporting	Monthly performance updates will be available on https://lioncrestpartners.com
Distributions	Distributions will generally be made annually at 30 June but may be made more frequently at the discretion of the Responsible Entity.
Investment Manager	Lioncrest Partners Pty Ltd
Responsible Entity	K2 Asset Management Ltd
Administrator, Registry & Custodian	Apex Fund Services Pty Ltd
Auditor	KPMG Australia

02 Key parties

The Responsible Entity

K2 Asset Management Ltd

K2 Asset Management Ltd (ABN 95 085 445 094) (AFSL 244393), a subsidiary of K2 Asset Management Holdings Ltd (ABN 59 124 636 782), which is a public company listed on the Australian Securities Exchange (ASX: KAM), is the Fund's Responsible Entity and issuer of this PDS. K2 was established in Melbourne in 1999 and specialises in managed funds for retail, wholesale and institutional investors.

The responsibilities and obligations as the Fund's Responsible Entity are governed by the Fund's constitution ('Constitution'), the Corporations Act and general trust law.

As Responsible Entity, K2 oversees the operation and management of the Fund and is required to act in the best interests of investors. K2 will also act as a buyer and seller of units on the ASX market on behalf of the Fund to assist in providing liquidity to investors. K2 has appointed a market participant to help it perform this market making function.

The Investment Manager

Lioncrest Partners Pty Ltd

Lioncrest Partners Pty Ltd (ABN: 50 677 520 473) ('Lioncrest' or 'Investment Manager') is a CAR (CAR No. 1315184) of Frazis Capital Management Pty Ltd AFSL (AFSL 521445) and has been appointed as the Investment Manager of the Fund by K2. Lioncrest was formed in 2024 to launch the Lion Active ETF to the Australian market, leveraging the prior finance and funds management experience of the company's partners Michael Frazis, Edward Myer, Angus Walker, and Chris Coen. The Chief Investment Officer Michael Frazis has over ten years experience in funds management in Australia and the United Kingdom, and currently manages two funds under Frazis Capital Management Pty Ltd, both focusing on growth opportunities in the technology and health care sectors. Chris Coen managed portfolios for high net worth individuals and family offices at major financial institutions. Edward Myer and Angus Walker have over ten years experience across distribution and funds management in Australia and Hong Kong.

Indemnity

The above entities are indemnified out of the Fund against all liabilities and expenses incurred by them in properly performing any of their duties, exercising any of their powers, or omitting to act in relation to the Fund, or attempting to do so. Subject to the Corporations Act, provided they act in good faith and without negligence, the above entities are not liable to investors for losses in relation to the Fund (except in certain circumstances, where it can be indemnified from the Fund).

K2, Lioncrest and the other agents of the Responsible Entity do not guarantee the performance of the Fund.

The Fund's past performance is no indication of its future performance. The Fund's returns are not guaranteed.

03 How the Fund works

The Fund is a registered managed investment scheme governed by the Constitution. The Fund comprises assets which are acquired in accordance with the Fund's investment strategy. In a unit trust structure, when you invest your money, it is pooled with other investors funds. Each unit represents an equal share in the net asset of the Fund, or where there are classes of units, of the net assets referable to that class. The rights of investors are set out in the Fund's Constitution.

Investing in the Fund

An application has been made for the Fund's units to be admitted to trading status on the ASX market. Quotation on the ASX market allows investors to trade units on the ASX market in the same way as trading ASX listed securities. Investors do not need to complete an application form and the purchase of your units will be settled in the same way as a purchase of listed securities through the ASX CHESS settlement service. The entry price into the Fund will be the price at which you purchase units on the ASX market.

Withdrawing from the Fund

Investors can withdraw from the Fund by selling units on the ASX market through their stockbroker. Investors do not need to complete a withdrawal form. The exit price will be the price at which you sell units on the ASX market and you receive proceeds from the sale of your units through the ASX CHESS settlement service in the same way as if you had sold securities on the ASX market.

Access to your money

Settlement of your sale proceeds occurs via the CHESS settlement service on the second Business Day after trade date.

Exceptional circumstances may arise where you will be able to make an off-market request to withdraw your investment from the Fund where units in the ASX market have been suspended, subject to any provisions contained in the Fund's Constitution.

Valuation

The Net Asset Value ('NAV') per unit is calculated daily by deducting all liabilities (including fees) referable to the units and dividing this by the number of units on issue. An indicative NAV ('iNAV') is also calculated throughout the Trading Day updating the NAV. The iNAV will be published on <https://lioncrestpartners.com>, as calculated.

Distributions

An investor's share of any distributable income is generally based on the number of units held by the investor at the end of the distribution period, and calculated in accordance with the constitution. The Fund usually distributes income annually at 30 June, but distributions may be made more frequently at the discretion of the Responsible Entity (including but not limited to monthly, quarterly, or one off circumstances as deemed appropriate by the Responsible Entity). Distributions are calculated effective the last day of the distribution period and are normally paid to investors as soon as practicable after the distribution calculation date. Distributions are paid via reinvestments in the Fund, unless the investor indicates to have the distributions directly credited to their bank account. There is no Buy Spread on distributions that are reinvested. In some circumstances, the

Constitution may allow for an investor's withdrawal proceeds to be taken to include a component of distributable income.

Reporting

Monthly performance and other updates will be provided at <https://lioncrestpartners.com>. By purchasing units on the ASX market, you will receive a holding statement from the Unit Registry which sets out the number of units held. The holding statement will specify the "Holder Identification Number" or "Shareholder Reference Number" allocated by CHESS.

By investing, you agree that, to the extent permitted by law, any periodic information which is required to be given to you under the Corporations Act or ASX or ASIC policy can be given to you by making that information available on K2's website.

IDPS Indirect investors

If you are investing through an IDPS, other conditions may apply to investing, and access to your money, in the Fund and to distributions. You should consult the IDPS terms and conditions.

04 Benefits of investing in the Fund

Investing in the Fund offers a range of benefits, including:

Expertise

You benefit from the skill and experience of a dedicated Investment Manager, Lioncrest.

Market Access

You can gain exposure to an actively managed strategy that targets high growth opportunities globally.

ASX Trading and CHESS Settlement

You will be able to buy and sell units on the ASX market and benefit from CHESS settlement and reporting.

05 Risks of managed investment schemes

All investments carry risks. Different investment strategies may carry different levels of risk, depending on the assets acquired under the strategy. The level of risk for each person will vary depending on a range of factors, including age, investment time frames, where other parts of your wealth are invested and your risk tolerance.

Risks that should be considered when investing in the Fund include, but are not limited to, the following:

Active management risk

The Fund does not invest in a predetermined basket of securities, such as a basket of securities that reflects an index, but instead selects securities that meet its investment criteria. There is the risk that the Fund may underperform the markets return. **The fund is expected to have higher volatility and higher risk than typical market indices.**

ASX Market risk

The ability to buy and sell units on the ASX market could be limited and may impact the liquidity of your investment. No trading will occur during any period where ASX suspends trading of the Fund's units. It is also possible that the price at which units trade on the ASX market is materially different to the NAV per unit or iNAV.

Concentration risk

Concentration of investments in the Fund (between individual investments and types of investments) will reduce the potential benefit of diversification. Diversification has the potential benefit of reducing volatility of investment.

Company specific risk

The value of investments can vary because of changes to a company's management, internal operations, product distribution or the company's business environment. Returns are affected by the underlying strength of the cash flows, balance sheets and management of the companies in which the Fund invests. An investment in shares carries the risk of a decline in value or a decrease in, or failure of payment in, distributions because of a number of factors, including a fall in investor confidence, poor management or changes in a company's competitive environment or internal operations.

Conflict of Interest risk

The Responsible Entity, Investment Manager and the Fund's service providers may in the course of operating their respective businesses have potential conflicts of interest which may not be effectively managed and as a result be detrimental to the Fund and its investors. The Responsible Entity has an established conflicts of interest and management policy to manage its obligations as the issuer and responsible entity of funds as well as to ensure that any perceived or actual conflicts are managed appropriately.

Currency risk

Currency risk is the sensitivity of the portfolio value to movement in foreign exchange rates, specifically US Dollars. Therefore, there is a risk that the value of the Fund may be adversely affected by currency movements.

Fund risk

As with all managed funds, there are risks particular to the Fund including: that the Fund could be terminated, the fees and expenses could change, or service providers are changed.

iNAV risk

The iNAV is indicative only and may not accurately reflect the true value of the underlying assets of the Fund.

Interest rate risk

Changes in official interest rates can directly or indirectly impact (negatively or positively) on investment returns. For instance, rising interest rates can have a negative impact on the Fund's or a company's value as increased borrowing costs may cause earnings to decline. As a result, the unit value and the share price of shares in the portfolio may fall.

Legal risk

The Fund may be affected by the actions of governments and regulatory bodies. Legislation could be imposed retrospectively or may be issued in the form of internal regulations of which the public may not be aware. Legislation (including legislation relating to tax) or regulation may be introduced which inhibits the Fund from pursuing its strategy or which renders an existing strategy less profitable than anticipated. These actions may take any form and may be imposed without prior warning by any regulator. This risk is generally higher in developing countries.

Liquidity and Market Maker risk

There may be times when securities may not be readily sold and the Responsible Entity makes no assurances that there will be a liquid market, which may restrict an investor's ability buy or sell units in the Fund.

The Responsible Entity has appointed a market maker to execute the Fund's market making activities and to provide settlement services. The Market Maker may provide liquidity to the investors on the ASX AQUA Market as an active buyer and seller of units in the Fund.

There is a risk that the Market Maker may not always be able to make a market in times of, amongst other things, market disruption, system failure, suspension, unusual market conditions and uncertainty about the value of the portfolio. Investors may not be able to buy or sell units on the ASX AQUA Market in such Circumstances. There is also a risk that the Market Maker could make an error in executing the Fund's market making activities. Additionally, the Fund may enter into transactions to acquire or to liquidate assets in anticipation of the market maker fulfilling its settlement processing obligations in a correct and timely manner. If the market maker does not fulfil its settlement processing obligations in a correct and timely manner, the Fund could incur a loss. If the market maker defaults on its obligations, the Responsible Entity may seek to replace the market maker.

Furthermore, in certain circumstances, the ASX may suspend trading in units in the Fund or remove the units from quotation on the ASX AQUA market. In such circumstances, the Responsible Entity may suspend the creation and redemption of units in the Fund, which may or may not coincide with a trading suspension imposed by the ASX. If during such a suspension, those units

continue to trade on the ASX AQUA market, it is likely that their trading price would diverge from the Fund's NAV per unit or iNAV.

Market risk

The value of investments may fluctuate significantly over short periods of time. These fluctuations can be caused by changes in interest rates, economic cycles, investor sentiment, pandemic outbreaks, environmental issues and political, social, technological and legal events. These changes can directly or indirectly create an environment that influences (negatively or positively) the value of investments in the Fund.

In addition, a downward move in the general level of the equities market can have a negative impact on the performance of the Fund. As such returns are not guaranteed, and you may lose some money.

Operational risk

Operational risk addresses the risk of trading and back office or administration issues that may result in a loss to the Fund's portfolio. This could be the result of oversight, ineffective security processing procedures, computer system problems or human error. Lioncrest and K2 have instituted certain practices and processes within their respective operations and business administrations designed to wherever possible mitigate the operational risk consequences that arise.

Speculative investment strategy risk

A number of the investment strategies to which the Fund may be exposed are speculative and entail substantial risks. Since market risks are inherent in all securities investments to varying degrees, there can be no assurance that the investment strategies will be successful.

Underlying fund risk

The Fund may implement some of its investment strategy by investing in ETFs. These ETFs will have separate investment objectives and investment strategies and as such, the Fund would be exposed to the Fund Risks that these funds have.

Stock selection risk

The Fund may make poor investment decisions resulting in sub-standard returns (for example where the Fund invests in a company, fund or issuer that significantly underperforms the share market).

Termination of the Fund or Fund or units, removal from quotation risk

To allow for continued quotation of securities under the ASX AQUA Rules, certain requirements are imposed. There is a risk that the Fund will not be able to continue to meet these requirements in the future or that ASX may change the quotation requirements. The Responsible Entity may also elect to terminate the Fund in the future for any reason, such as if the Fund's objectives can no longer be achieved.

Investment manager risk

The Investment Managers can be wound up or liquidated, they can cease to manage the Fund and be replaced, their investment methodology can change, they can poorly manage operational risks and their funds can perform poorly. If any of these occurred, K2 would do all things reasonably practicable to recover the value

of the Fund's investments and seek a new investment manager or program, with a similar investment profile, if thought appropriate. In addition, if key personnel of the Investment Manager are lost (for example, through departure, disability or death) this is likely to have an impact on the performance of the Fund.

Cyber security risk

With the increased use of technologies such as the internet and other electronic media and technology to conduct business, the Responsible Entity, the Fund, as well as the Responsible Entity's service providers and their respective operations can be susceptible to operational, information security and related risks including cyber security attacks or incidents.

06 How we invest your money

Before choosing to invest in the Fund, you should consider the likely investment returns, the risks of investing and your investment timeframe. The Fund should be considered a Long-Term investment.

Investment objective

The Fund's investment objective is to deliver capital growth in excess of the Benchmark over a medium to long timeframe (minimum 5 years).

Benchmark

Solactive GBS Global Markets Large & Mid Cap USD Index.

Risk level of the Fund

Very High – There is a risk that investors may lose some or all of their investment.

Typical Number of stocks held

The Fund typically holds 30-50 positions primarily investing in globally listed equities. If deemed appropriate and in limited circumstances of significant market movements, the Fund may hold a significant cash exposure (up to 100%). Should this occur, the Investment Manager will endeavour to return the Fund to within the outlined position range held as soon as practicable.

Investor suitability

This product is intended for investors seeking capital growth and who have a very high risk and return profile for that portion of their investment portfolio. It is likely to be consistent with the financial situation and needs of an investor with a minimum five-year investment timeframe and who is unlikely to need to withdraw their money on less than one week's notice. The fund should be considered higher risk than typical equity market indices.

Investment style and approach

The Fund invests in global, fast-growing, listed companies with market capitalizations over A\$1 billion. The fund focuses on companies with high growth potential across technology, healthcare and consumer sectors, amongst others. The Fund invests in companies with high organic growth potential, customer loyalty and market leadership. To make this assessment, the manager engages with stakeholders including consumers, suppliers, competitors and ex-employees, and utilizes third party data. Companies with these characteristics may compound value at a higher rate than the market overall, due to the higher pace of customer and revenue growth as they take market share. The Fund

employs a proprietary quantitative risk management framework that defines clear levels to take profit and reduce risk, to harvest profits and avoid extended sell-offs. Positions are selected based on their fundamental return opportunity, and are then managed systematically using proprietary quantitative models. The Fund does not have predetermined allocation ranges across asset classes or limits on geographical exposure. This may vary under the investment strategy.

Asset allocation

The Fund will typically be invested in 30-50 positions.

The investment universe of the Fund includes:

- Global listed equities with market capitalisation over \$1 billion at entry
- Index and sector-specific ETFs
- Listed Australian cash and credit ETFs
- Fixed income instruments
- Cash (Foreign currencies and AUD)

Restrictions

The Fund is not permitted to:

- engage in short selling
- invest in derivatives; and or
- engage in net leverage.

These investment parameters are target objectives which the Fund attempts to maintain on an ongoing basis. However, it is possible that, for short periods of time the Fund may not fully comply with these investment guidelines.

Leverage

The Fund does not use net leverage to increase the net invested position of the Fund. The fund may maintain currency deficits to manage FX exposure and may use leverage in exceptional circumstances for risk management purposes.

Labour, environmental, social and ethical considerations

The Fund does not take into account labour standards, or environmental, social or ethical considerations when selecting or retaining or realizing investments.

The Fund does not pursue a sustainable investment strategy nor have a sustainable investment objective. The Fund is not designed for investors wishing to invest in a fund that meets any environmental, social or governance (ESG) objectives, or objectives relating to labour standards or other ethical matters. The Fund is not marketed as an ESG product.

Valuation, Location and Custody of Assets

The Fund's assets are held in accordance with normal business practice with Apex Fund Services Pty Ltd. The role performed by the Custodian is set out in Section 11 page 18.

Changing the investment strategy

The investment strategy and asset allocation parameters may be changed. If a change is to be made, investors in the Fund will be notified in accordance with the Corporations Act.

If the investment strategy changes significantly, you would be given at least 30 days' notice before those changes come into effect. Further, only a small number of investment professionals are responsible for managing the Fund and their personal circumstances can change. We aim to reduce this risk by having additional resources available. K2 may terminate Lioncrest's appointment according to a number of bases set out in the Investment Management Agreement, including Lioncrest becoming insolvent, ceasing to carry on an investment management business or breaching a provision of its agreement with K2. In this event, Lioncrest will be entitled to accrued management fees and expenses incurred in respect of the period to termination.

Fund performance

Up to date information on the performance of the Fund can be obtained from <https://lioncrestpartners.com>.

07 Fees and costs

Consumer advisory warning

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 investment 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 fees 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 **Australian Securities and Investments Commission (ASIC) Moneysmart** website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

Fees and costs summary

This section 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 managed investment scheme as a whole.

Taxes are set out in Section 08 How managed investment schemes are taxed.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

Lion Active ETF		
Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs ^{1 2 3}		
Management Fees and Costs³ The fees and costs for managing your investment	Management fees and costs of 1.34% p.a. of the NAV of the Fund, comprising: Management fee: 0.99% p.a. of the NAV of the Fund PLUS Estimated indirect costs: 0.00% p.a. of the NAV of the Fund PLUS Recoverable expenses recoveries of 0.35% p.a. of the NAV of the Fund	Management fees are comprised of: <ul style="list-style-type: none"> • Management fee⁴ • Indirect costs; and • Recoverable Expenses⁵ The investment management fee component of the management fees and costs is accrued daily and paid from the Fund monthly in arrears and is reflected in the unit price. Indirect costs are calculated on the basis of a reasonable estimate of such costs. Expense recoveries are subject to a maximum of 0.35% p.a of the NAV of the Fund. Any amount of expenses that exceed this cap will be paid by the Investment Manager and not borne by the Fund, until otherwise noted. These costs and expenses are paid directly from the Fund as they are incurred and are reflected in the unit price.
Performance Fees Amounts deducted from your investment in relation to the performance of the product	Estimated performance fee of 1.84% p.a of the NAV of the Fund ⁶	The Investment Manager is entitled to a performance fee where the total excess return of the Fund exceeds the Benchmark. The performance fee is 20% p.a (incl GST and RITC) of the excess, calculated and accrued daily and paid semi-annually from Fund.
Transaction Costs⁷ The costs incurred by the	Estimated transaction costs of 0.10% p.a. of the NAV of the Fund	This estimated transaction cost is incurred and accrued daily on the buying or selling of Fund assets

Fund when buying or selling assets		(as applies). The amount shown is net of any transaction costs recovered from investors via buy-sell spreads.
Member activity related fees and costs (fees for services or when your money moves in or out of the Fund)		
Establishment Fee The fee to open your investment	Nil	Not applicable
Contribution Fee The fee on each amount contributed to your investment	Nil	Not applicable
Buy/sell Spread An amount deducted from your investment representing costs incurred in transactions	+/-0.20% for issue or redemptions	The buy/sell spread is a fee paid to cover transaction costs incurred when units are issued or redeemed. These are costs are incurred only by Authorised Participants who transact directly with us or in the limited circumstances in which other Unitholders may withdraw directly. The Buy Spread is paid into the Fund as part of an application and the Sell Spread is left in the Fund as part of a redemption. Both are reflected in the Unit Price. Buy/sell spreads do not otherwise apply when buying/selling units on the ASX.
Withdrawal Fee The fee to close your investment	Nil	Not applicable
Switching Fees The fee for charging investment options	Nil	Not applicable

¹ All fees quoted above are Inclusive of GST and net of any RITC or ITCs that are expected to be available to the Fund. See below for more details as to how management costs are calculated.

² Your financial advisor may receive payment for providing advice services to you. Additional costs may be charged by your IDPS. Refer to the information below in Additional Explanation of Fees and Costs.

³ Nil' means there is an entitlement under the Constitution, but the Responsible Entity has elected not to charge it. 'Not applicable' means there is no entitlement for the Responsible Entity to charge this fee under the Constitution.

⁴ The Management Fee can be negotiated in certain circumstances. See "Differential fees" below.

⁵ The indirect costs as at the date of the PDS reflect the costs that the Responsible Entity reasonably estimates will apply for the current financial year (adjusted to reflect a 12-month period). As at the date of this PDS, the recoverable expenses are capped at 0.35% of the New Asset Value of the Fund. For further information see "Indirect Costs" and "Recoverable Expenses" under the heading "Additional Explanation of Fees and Costs".

⁶ As the fund is newly established the performance fees are based on reasonable estimates at the date of the PDS.

⁷ The transaction costs are based on the Responsible Entity's reasonable estimate of the transaction costs for the current financial year for the Fund attributed to the Fund (adjusted to reflect a 12-month period).

Example of annual fees and costs for the Fund

This table gives an example of how the ongoing annual fees and costs for the Fund can affect your investment over a 1-year period. You should use this table to compare this product to other managed investment schemes.

The ongoing annual fees and costs in this table are an example only and are not additional to the fees and costs described in the table on page 10.

EXAMPLE – Lion Active ETF		Balance of \$50,000, with a contribution of \$5,000 during the year
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0
PLUS Management fees and costs ¹	1.34% p.a.	And , for every \$50,000 you have in the Fund you will be charged \$670 each year
PLUS Performance fees	1.84% p.a.	And , for every \$50,000 you have in the Fund you will be charged \$920 each year
PLUS Transaction costs	0.10% p.a.	And , you will be charged or have deducted from your investment \$50 in transaction costs.
EQUALS Cost of Fund ²		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees of: \$1,640 What it costs you will depend on the investment option you choose and the fees you negotiate.

¹ Management fees and costs are charged on your investment amount and any contribution made during the year. This example assumes the \$5,000 contribution occurs at the end of the first year, so that management fees and costs are calculated using the \$50,000 balance only.

² Additional fees may apply. Please note that this example does not capture all the fees and costs that may apply to you such as the Buy/Sell Spread, any brokerage or advice fees paid to your broker or financial adviser.

³ All fees and costs quoted above are shown inclusive of GST, net of RITCs or ITCs that are expected to be available to the Fund.

Additional Explanation of fees and costs

Management fees and costs

Management fees and costs are expressed as a percentage of the Fund's Net Asset Value. The management fees and costs are made up of management fees and estimated indirect costs. The management fees and costs are 1.34% p.a. of the NAV of the Fund. This includes management fees, indirect costs and recoverable expenses as described below.

Management fees

The management fees of 0.99% p.a. (inc GST and net of RITC) of the Net Asset Value are payable to the Investment Manager. The

management fees are accrued daily and paid from the Fund monthly in arrears and reflected in the unit price.

Indirect costs

Indirect costs are generally any amount the Responsible Entity knows or estimates will reduce the Fund's returns that are paid from the Fund's assets or assets of the interposed vehicles. An interposed vehicle is generally a body, trust/fund or partnership that the Fund's assets are invested in such as underlying funds and some over the counter derivatives. Indirect costs are currently estimated to be 0.00% of the Fund NAV.

Recoverable expenses

There are recoverable expenses other than those referred to in the management fees section above may be reimbursed from the Fund. Responsible entity fees as well as custody, administration, registry, market making costs and compliance expenses are recoverable expenses. There are also other costs incurred in relation to the operation of the Fund and are not expected to be incurred on a regular basis such as but not limited to holding investor meetings; audit, tax and legal costs;; preparation of disclosure documents and overheads. Recoverable expenses have been included in the Management Fees and Costs section in the table on page 10. Expense recoveries are subject to a maximum of 0.35% p.a of the NAV of the Fund. Any amount of expenses that exceed this cap will be paid by the Investment Manager and not borne by the Fund, until otherwise noted.

Performance Fees

Performance fees include amounts that are calculated by reference to the performance of the Fund and paid to the Investment Manager.

The Investment Manager is entitled to a performance fee where the total excess return of the Fund exceeds the Benchmark. The performance fee is 20% p.a (incl GST and net of RITC) of the excess, calculated and accrued daily and paid semi-annually in arrears (Performance Period) from Fund. The payment of performance fee is subject to a High Water Mark.

For the purpose of the performance fee the excess return is calculated as:

- The amount that the NAV (including any distributions and after deducting management fees and expenses but before deducting any accrued performance fee) as at the end of the relevant Performance Period; less
- The High Water Mark

The performance fee figure that is disclosed in the Fees and Costs summary is generally based on an average of the performance fees since inception of the Fund, where the performance fees relevant to the Fund have been averaged to give the performance fees for the Fund. As the Fund was not in operation for the previous five financial years, the performance fee average is calculated by reference to an estimated performance fee based on a number of assumptions regarding historic performance and portfolio holdings.

It is not possible to estimate the actual performance fee payable in any future period, as we cannot forecast what the performance of the Fund will be. Information on current performance fees will be updated from time to time and available at <https://lioncrestpartners.com>.

Transaction Costs

Because the Fund is actively managed, the Fund may incur

transaction costs such as brokerage, buy-sell spread, settlement and clearing costs (including custody costs) and government charges such as stamp duty when assets are bought and sold. This generally happens when the assets of the Fund are changed in connection with day-to-day trading or when there are applications or withdrawals which cause net cash flows into or out of the Fund.

Transaction costs are incurred because investors buy or sell units in the Fund and bid-offer spreads are applied to securities traded by the Fund as a result. Liquid securities generally have a lower bid-offer spread while less liquid assets have a higher bid-offer spread, reflecting the compensation taken by market makers in providing liquidity for that asset.

These transaction costs are offset by the allowances that are included in the on-market entry and exit prices set by the Market Maker when carrying out the market making activities. This is to ensure the costs associated with these transactions (including the market making costs) are not borne by other investors.

Other transaction costs can include legal advisory and other professional costs of the Fund or the transaction costs of interposed vehicles.

Transaction costs are reflected in the Fund's unit price. As these costs are factored into the NAV of the Fund and reflected in the unit price, they are an additional implicit cost to the investor and are not a fee paid to the Responsible Entity.

The estimated gross transaction costs of the strategy of the Fund from the date of this PDS are estimated to be approximately 0.20% p.a., and the net transaction costs 0.10% p.a., both of the Fund's average NAV. These costs may vary in the future.

Buy/sell spreads

If you are an Authorised Participant and in certain limited circumstances where withdrawals are allowed for an Investor, a buy/sell spread of +/-0.20% applies to enter or exit the Fund. The buy/sell spread ensures that the transaction costs associated with the transaction are not borne by other investors. The money is retained in the Fund. The spread is based on the Fund's average transaction costs and may be varied by the Responsible Entity from time to time.

ASX bid/ask spreads

Buying and selling units on the ASX may incur a bid/offer spread, (being the difference between the price at which participants are willing to buy and sell units on the ASX) which may result in the price at which you transact being different from the Unit Price or the prevailing iNAV. The prices on the ASX are determined in the secondary market by market participants who set their own prices at which they wish to buy or sell units in the Fund.

Other fees and costs

Brokerage fees

When buying and selling units in the Fund via the ASX market, you are likely to incur brokerage fees and charges from your stockbroker. You should consult your stockbroker for more information in relation to their fees and charges.

Advice fees

Your financial adviser may receive payment for providing advice services to you. You may separately negotiate an advice fee for the advice services provided to you. Additional costs may be charged

by your IDPS. Refer to the Statement of Advice prepared of Financial Services Guide by your financial adviser in which details of these fees are set out.

Market Maker cost

The Responsible Entity has appointed a market participant to execute certain market making activities to provide liquidity in the units on the ASX and also to facilitate settlement. The Market Maker will earn a fee as a result of these activities which is comprised of a flat fee charged to us paid out of the management fee, and a transaction-based fee which is incurred by the Fund.

Can the fees change?

All fees and expenses in this PDS can change without your consent, however it is not expected that the investment management or performance fees will change while this PDS is current. At least 30 days' notice will be provided in the event investment management or performance fees increase or there is any other change that requires us to give you prior notice. K2 has the right to recover all proper and reasonable expenses incurred in managing the Fund. Changes in the amount of fees and costs charged by service providers, regulators and other third parties may cause the amount of expenses recovered by K2 to increase or decrease from time to time. The Fund's constitution defines the maximum that can be charged for fees described in this PDS.

Differential Fees

The Responsible Entity or Investment Manager may from time to time negotiate a different fee arrangement (by way of a rebate or waiver of fees) with certain Australian Wholesale Investors that satisfy minimum investment requirements.

08 How managed investment schemes are taxed

Investing in a managed investment scheme is likely to have tax consequences. The registered managed investment scheme does not pay tax on behalf of investors. As such, you will be personally assessed for tax on any net income and capital gains generated by the scheme. In normal circumstances, you should expect that some income and/or capital gains will be generated each year. The taxation of managed investment schemes is complicated, and you are strongly advised to seek professional tax advice relevant to your own circumstances before investing in the Fund. This information is only provided for individual investors in the Fund that are Australian tax residents. It should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ. It is noted that the tax law and interpretations may be the subject of tax reform measures by the Australian Government and the ATO's interpretation of these reforms may impact the tax position of the Fund and its investors.

Attribution Managed Investment Trust ('AMIT')

The Responsible Entity intends to make an irrevocable election for the Fund to be treated as an Attribution Managed Investment Trust ('AMIT') for Australian tax purposes. The Fund is treated as flow through entity and, after the Responsible Entity makes an irrevocable election, unit holders will be attributed the determined member components and advised of this in the AMIT member annual ("AMMA") statement. The Fund may cease to meet the requirements to be an AMIT, if for instance 20 or fewer persons indirectly or directly hold over 75% of the interests in the Fund, or a foreign resident indirectly or directly holds over 10% of the

interests in the Fund. If this is the case, the Fund will be treated as a flow through entity under Division 6 and unitholders will be presently entitled to the net income of the trust. If the Fund is a Division 6C Trust it will be taxed as a company (this is not expected to be the case).

The AMIT provisions apply an attribution model whereby the Responsible Entity of the Fund attributes amounts of trust components of a particular character to investors on a fair and reasonable basis consistent with the operation of the Fund's Constitution, which includes provisions in relation to the AMIT regime. Under the AMIT rules, the following will apply:

Fair and reasonable attribution: Each year, the Fund's determined trust components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) will be allocated to investors on a "fair and reasonable" attribution basis, rather than being allocated proportionally based on each investor's present entitlement to the income of the Fund.

Unders or overs adjustments: Where the Fund's determined trust components for a year are revised in a subsequent year (e.g. due to actual amounts differing to the estimates of income, gains / losses or expenses), then unders and overs may arise. Unders and overs will generally be carried forward and adjusted in the year of discovery.

Cost base adjustments: Where the distribution made is less than (or more than) certain components attributed to investors, then the cost base of an investor's units may be increased (or decreased). Details of cost base adjustments will be included on an investor's annual tax statement, referred to as an AMIT Member Annual Statement ('AMMA').

Large withdrawals: In certain circumstances, gains may be attributed to a specific investor, for example, gains on disposal of assets to fund a large withdrawal being attributed to the redeeming investor.

Penalties: In certain circumstances (e.g. failure to comply with certain AMIT rules), specific penalties may be imposed.

The AMIT regime is intended to reduce complexity, increase certainty and reduce compliance costs for managed investment trusts and their investors. Where the Fund's election into the AMIT regime is not effective for an income year (e.g. the Fund does not satisfy the requirements to be a managed investment trust for the income year), the Tax Law applicable to non-AMITs should be relevant. In particular, the Fund should not generally pay tax on behalf of its investors and instead, investors should be assessed for tax on any income and capital gains generated by the Fund to which they become presently entitled.

Deemed Capital Gains Tax ("CGT") Election

Eligible MITs may make an election to apply a deemed capital account treatment for gains and losses on disposal of certain eligible investments (including equities and units in other trusts but excluding derivatives, debt securities and foreign exchange contracts). The Fund has made the election, and as such holds its eligible investments on capital account and gains/(losses) from the disposal of eligible investments should be treated as capital gains/(losses). Capital gains arising on the disposal of eligible investments held for 12 months or greater may be eligible to be treated as discount capital gains (50% for individuals and certain trusts (conditions apply) or 33.3% for complying superannuation funds).

Australian Taxation of Australian Resident Investors

Distributions

For each year of income, each Australian resident investor will be required to include within their own tax calculations and tax return filings their share of taxable income and tax offsets of the Fund attributed to them by K2 as the Responsible Entity of the Fund.

The tax consequences for investors in the Fund depends on the tax components of assessable income, exempt income, non-assessable non-exempt income and tax offsets of the Fund attributed to them.

If an amount of discount capital gains is derived by the Fund and included in the investors share of the Funds net taxable income, the investor will be required to gross up the discount capital gain. The investor will then be able to apply any capital losses available to them to reduce the capital gain.

Investors will receive an Annual Tax Statement (or an "AMMA" for an AMIT) detailing all relevant taxation information concerning attributed amounts and cash distributions, including any Foreign Income Tax Offset ("FITO") and franking credit entitlements, returns of capital, assessable income, and any upwards or downwards cost base adjustment in the capital gains tax cost base of their units in the Fund (in the case of an AMIT).

The investors tax cost base in their units is increased where taxable income is "attributed" to them. Where there has been an amount of discount capital gains derived by the Fund, an amount equal to double the discounted capital gain amount will be included in the increased tax cost base. The tax cost base is decreased where cash distribution entitlements are made to an investor in respect of their units. In addition, reductions are made in respect of certain tax offsets (such as the franking credit tax offset and foreign income tax offset). Where a unit holder's tax cost base is reduced below zero, a taxable capital gain will be made. Unitholders will be advised of the net cost base adjustment amount in their AMMA statement.

An investor may receive their share of attributed tax components of the Fund or net income in respect of distributions made during the year or where they have made a large withdrawal from the Fund, in which case their withdrawal proceeds may include their share of net income or attributed tax components of assessable income, exempt income, non-assessable non-exempt income and tax offsets. In addition, because Australian investors can move into and out of the Fund at different points in time, there is the risk that taxation liabilities in respect of gains that have benefited past investors may have to be met by subsequent investors.

Foreign Income

The Fund may derive foreign source income that is subject to tax overseas, for example withholding tax. Australian resident investors should include their share of both the foreign income and the amount of the foreign tax withheld in their assessable income. In such circumstances, investors may be entitled to a FITO for the foreign tax paid, against the Australian tax payable on the foreign source income. To the extent the investors do not have sufficient overall foreign source income to utilise all of the FITOs relevant to a particular year of income, the excess FITOs cannot be carried forward to a future income year.

Disposal of units by Australian Resident Investors

If an Australian resident investor transfers or redeems their units in the Fund, this may constitute a disposal for tax purposes depending on their specific circumstances.

Where an investor holds their units in the Fund on capital account, a capital gain or loss may arise on disposal and each investor should calculate their capital gain or loss according to their own

particular facts and circumstances. As noted above, proceeds on disposal may include a component of distributable income. In calculating the taxable amount of a capital gain, a discount of 50% for individuals and certain trusts (conditions apply) or 33.30% for complying Australian superannuation funds may be allowed where the units in the Fund have been held for 12 months or more. No CGT discount is available to corporate investors.

Any capital losses arising from the disposal of the investment may be used to offset other capital gains the investor may have derived. Net capital losses may be carried forward for offset against capital gains of subsequent years but may not be offset against ordinary income.

Taxation of Financial Arrangements

The taxation of financial arrangements ('TOFA') regime broadly contains rules that cover tax timing treatments for financial arrangements and generally applies to large taxpayers. Generally, where investors are not able to sufficiently ascertain the gains and losses from the units in the Fund, the timing of the gain and losses should be on a realisation basis, i.e. upon disposal. A taxpayer may make an irrevocable election to apply the TOFA regime on the units in the Fund, where the appropriate election should be made in accordance with Subdivision 230-C (Fair Value Method) or Subdivision 230-F (financial reports method).

This election is only available to be made by investors that are not (i) individuals, (ii) superannuation funds and managed investment schemes with assets less than \$100 million, (iii) an ADI, securitisation vehicle or other financial sector entity with an aggregated turnover of less than \$20 million, or (iv) another entity with an aggregated turnover of less than \$100 million, financial assets of less than \$100 million and assets of less than \$300 million. Investors that are not a type of entity listed above may only make the election where they hold the units in the Fund for over 12 months or the units are qualifying securities under Div 16E of the 1936 Act. Units in the Fund should be qualifying securities as the Fund will have a term of over a year, and it is reasonably likely that the sum of all payments under the security will exceed the issue price of the security. Investors should seek professional tax advice to confirm their tax position given the complexity of the TOFA regime.

Australian Taxation of Non-Resident Investors

Australian withholding tax may be withheld from distributions of Australian source income and gains attributed to a non-resident investor. We recommend that non-resident investors seek independent tax advice before investing, taking into account their particular circumstances and the provisions of any relevant Double Taxation Agreement / Exchange of Information Agreement between Australia and their country of residence.

GST and Taxes

GST should not be payable on your investment in the Fund. The creation and redemption of units are not subject to GST. Fees incurred (e.g. management fees) will attract GST at the prevailing rate. Reduced Input Tax Credits and Input Tax Credits will also be claimed by the Fund where appropriate to reduce the cost of GST to the Fund.

Stamp duty should not be payable on your investment in the Fund, as it is intended that the Fund's investments will be limited to US equities and cash.

Foreign Tax Resident Reporting

Laws have been introduced in Australia to implement global

standards relating to the automatic exchange of financial account information between tax authorities to ensure that everyone pays the right amount of tax. As a financial institution, the Responsible Entity must identify accounts held by investors who are foreign tax residents or entities connected to foreign tax residents and report this account information to the Australian Tax Office.

This information is then shared with tax authorities in:

- the United States ('U.S.') under a system known as the Foreign Account Tax Compliance Act ('FATCA'). This is for U.S. citizens and tax residents only and applied from 1 July 2014; and
- other countries under the Common Reporting Standard ('CRS'). The CRS applies to all foreign tax residents from 1 July 2017.

On request by the Responsible Entity, it is important that you provide the Responsible Entity with information about your tax residency, the nature of your business and any beneficial owners. This will enable the Responsible Entity to comply with its obligations under the FATCA and CRS laws. If you do not respond, you may be treated as if you are a foreign tax resident, even if you are not. Penalties may apply if you deliberately or recklessly provide false or misleading information.

Common Reporting Standard ('CRS')

The CRS is a global standard for collecting, reporting and exchanging financial information on foreign tax residents. The CRS requires certain information about an investor's tax residence to be collected. If an investor is a tax resident of any country outside Australia, we may be required to pass certain information about the investor (including account-related information) to the ATO. The ATO may further exchange this information with foreign tax authorities, depending on intergovernmental agreements on the exchange of financial information. Although the CRS does not involve any withholding tax obligations, please be aware that we may use an investor's personal information to comply with the CRS obligations, and may contact an investor if additional information is required.

Tax File Number ("TFN") and Australian Business Number ("ABN")

As the Fund is an Investment Body, the Fund will be required to obtain a TFN or ABN in certain cases from its investors. It is not compulsory for an investor to quote their TFN or ABN. If an investor is making this investment in the course of a business or enterprise, the investor may quote an ABN instead of a TFN. However, failure by an investor to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate, plus the Medicare Levy (currently 47%), on gross payments including distributions or attribution of income to the investor. The investor may be able to claim a credit in their tax return for any TFN or ABN tax withheld. Collection of TFNs is permitted under taxation and privacy legislation.

By quoting their TFN or ABN, the investor authorises K2 to apply it in respect of all the investor's investments with K2. If the investor does not want to quote their TFN or ABN for some investments, K2 should be advised.

09 How to transact on your investment

To invest in units:

1. Read this PDS.
2. Purchase units in the Fund on the ASX market through your stockbroker.
3. Receive confirmation of your investment via the ASX CHESS Settlement Service.

Investing in the Fund

You can invest in units in the Fund by purchasing units on the ASX market through your stockbroker. Investors do not need to complete any application forms and the purchase of units is settled through the ASX CHESS settlement service.

The cost of investing in the Fund will be the price at which you purchase units on the ASX market plus any brokerage fee that you have agreed or negotiated with your stockbroker. You can add to your investment at any time and there is no minimum number of units applicable to you on the ASX.

Subject to the ASX Operating Rules, the Responsible Entity reserves the right to refuse any purchase of units without giving a reason. Investors do not have a right to a cooling off period for units purchased on the ASX market.

Withdrawing from the Fund

You can sell units on the ASX market through your stockbroker. Your exit price will be the price at which you sell units on the ASX market, less any brokerage fee that you have agreed or negotiated with your stockbroker.

There is no minimum number of units that you can sell on the ASX. You can only sell whole units.

Unit pricing (NAV per unit)

The NAV is calculated to reflect the value of the Fund at the close of trading on a previous day. The NAV per Unit is published daily on the Fund's website, <https://lioncrestpartners.com>. The market maker creates and redeems units with the Responsible Entity at a price determined by the NAV of the Fund. The price at which units are traded on the ASX may not reflect the NAV per unit or the iNAV. See Section 05 page 06.

The calculation of unit prices is performed by the Fund's Administrator each Business Day. Broadly, the NAV per unit is calculated by:

1. calculating the aggregate value of the assets of the Fund as at the relevant Business Day;
2. deducting any liabilities for the Fund (including the management fee);
3. deducting any accrued performance fee after the deduction of liabilities; and
4. dividing the resulting NAV by the number of units on issue, this amount being rounded to the nearest cent (0.5 of a cent will be rounded up).

Indicative Net Asset Value ('iNAV')

The iNAV is indicative only and we do not assure that the iNAV will always be up to date or accurately reflect the underlying value of the Fund. The iNAV will be published throughout the Trading Day at <https://lioncrestpartners.com>.

An external agent has been engaged to calculate and disseminate the iNAV. The iNAV will be updated to reflect the real time

movements in markets and foreign currency.

Off-market withdrawal rights

If trading on the ASX market has been suspended for more than five consecutive Business Days, you may be able to apply to the Responsible Entity to make an off-market withdrawal of your investment from the Fund.

If you wish to withdraw from the Fund when permitted, you must complete a withdrawal form which will be available on request from the Responsible Entity.

Off-market withdrawals from the Fund may be suspended during a period in which the Responsible Entity is unable to determine the NAV of the Fund because:

- an exchange or market on which investments in the Fund are quoted is closed or suspended;
- in the opinion of the Responsible Entity, it is not practicable to sell investments or where a disposal would be prejudicial to investors;
- the NAV cannot be reasonably or fairly ascertained; or
- the Fund is unable to repatriate funds to make payments on redemptions or during a period in which any transfer of funds cannot be effected at normal rates of exchange.

No units may be issued or withdrawn during such periods of suspension.

The Responsible Entity may also suspend the issue and withdrawal of units for up to 28 days in certain circumstances if:

- the quotation of units is suspended, halted or revoked;
- approval as an AQUA Product Issuer is suspended or revoked;
- the Responsible Entity considers that it is in the interests of investors;
- a redemption would cause a breach to any law, regulation or obligation under which the Fund operates; or
- it is allowed by any form of ASIC relied or otherwise permitted by law.

Where the Fund is not liquid (as defined in the Corporations Act) an investor does not have a right to withdraw from the Fund and can only withdraw where the Responsible Entity makes a withdrawal offer in accordance with the Corporations Act.

The Responsible Entity is not obliged to make such offer. You will be notified in writing of any changes to your withdrawal rights.

If you have invested indirectly in the Fund through an IDPS, the time to process an off-market withdrawal request will depend on the particular IDPS Operator.

Complaints resolution

The Responsible Entity has an established complaint handling process and is committed to properly considering and resolving all complaints.

If you have a complaint about your investment, please contact K2: by telephone: 03 9691 6111;

by post:

K2 Asset Management
Level 44, 101 Collins Street
Melbourne VIC 3000; or

by email: compliance@k2am.com.au.

We will acknowledge receipt of the complaint as soon as possible. We will seek to resolve your complaint as soon as practicable but

not more than 30 days after receiving the complaint.

If you are not satisfied with our response, you may be able to lodge a complaint with the Australian Financial Complaints Authority ('AFCA'): online at www.afca.org.au;

by telephone: 1800 931 678;

by email: info@afca.org.au; or

by post: GPO Box 3, Melbourne VIC 3001.

Please quote our AFCA membership number: 12481

If investing through an IDPS, you should contact the IDPS operator for their complaint processes.

10 ASX AQUA Rules

The Fund has been admitted to trading status on the ASX market under the ASX AQUA Rules framework, this PDS is required to set out the key differences between the ASX Listing Rules and the ASX AQUA Rules. These differences are set out below, and generally relate to the level of control and influence that the issuer of a product has over the underlying instrument.

Requirement	ASX Listing Rules	ASX AQUA Rules
Continuous Disclosure	Issuers of products under the Listing Rules are subject to the continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act.	<p>The Responsible Entity, as an issuer of a product under the ASX AQUA Rules, will not be subject to the continuous disclosure requirements under Listing Rule 3.1 and section 674 of the Corporations Act.</p> <p>However, under the ASX AQUA Rules, the Responsible Entity must provide ASX with information where the non-disclosure of that information may lead to the establishment of a false market in the Fund's units or would materially affect the price of the Fund's units.</p> <p>The Responsible Entity is required to disclose information about the NAV per unit daily. The Responsible Entity must also disclose information about:</p> <ul style="list-style-type: none"> - net monthly applications and redemptions. - dividends, distributions and other disbursements; and - any other information that is required to be disclosed to ASIC under the continuous disclosure obligations of unlisted entities in section 675 of the Corporations Act. <p>The Responsible Entity will make any required disclosures through the ASX Market Announcements Platform at the same time as it is disclosed to ASIC.</p>
Periodic Disclosure	Issuers of products under the ASX Listing Rules are required to disclose half yearly and annual financial information or annual reports under Chapter 4 of the ASX Listing Rules.	<p>The Responsible Entity, as an issuer of a product under the ASX AQUA Rules, is not required to disclose half yearly and annual financial information or reports.</p> <p>However, the Responsible Entity is still required to lodge with ASIC financial reports required under Chapter 2M of the Corporations Act.</p>
Corporate Control	Listed companies and listed managed investment schemes are subject to requirements in the Corporations Act and the ASX Listing Rules relating to matters such as takeover bids, share buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings.	<p>As products quoted under the ASX AQUA Rules are not shares in companies, the issuers of such products are not subject to the corporate governance requirements under the Corporations Act and the ASX Listing Rules.</p> <p>However, the Responsible Entity, as an issuer of a product quoted under the ASX AQUA Rules, is subject to the general requirement to provide ASX with information concerning itself that may otherwise lead to the establishment of a false market or materially affect the price of its products. Section 601FM of the Corporations Act will continue to apply to the Responsible Entity in relation to the removal of a responsible entity of a registered managed investment scheme by investors.</p>
Related Party Transactions	Chapter 10 of the ASX Listing Rules specifies controls over related party transactions (which relate to transactions between an entity and other people in a position to influence the entity).	Chapter 10 of the ASX Listing Rules does not apply to AQUA Products, such as the Fund's units. However, as the Fund is a registered managed investment scheme, it is still subject to the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act.
Auditor Rotation Obligations	There are specific requirements in relation to auditor rotation under Part 2M.4 Division 5 of the Corporations Act.	<p>The Responsible Entity, as an issuer of a product quoted under the ASX AQUA Rules, will not be subject to the requirements of Part 2M.4 Division 5 of the Corporations Act.</p> <p>However, the Responsible Entity, will continue to be required to undertake an independent audit of its compliance with the Fund's compliance plan in accordance with section 601HG of the Corporations Act and the auditor must not be the auditor of the Responsible Entity's financial statements (although they may be from the same firm).</p>

11 The Fund's service providers

The following service providers to the Fund are not responsible for the preparation of this PDS or the activities of the Fund and therefore accept no responsibility for any information contained in this PDS.

The Responsible Entity of the Fund monitors the compliance of all of the following service providers with their contractual obligations through receipt of compliance certifications, performance reviews and audit activity performed by the Fund's external auditor.

The Administrator and Custodian

K2 has appointed Apex Fund Services Pty Ltd (ABN 81 118 902 891) (Apex) as the Fund's administrator and custodian. Apex has been appointed by K2 to hold the Fund's assets and may also provide other services (including service relating to trade and transaction settlement, corporate action reporting and administration, proxy voting, income and distribution processing and cash management). As is standard practice for global investment dealings, Apex engages third party sub-custodians around the world to transact and hold assets for the Fund. Apex in its capacity as the administrator of the Fund will be calculating the NAV and unit price for the Fund on the Valuation Day, preparing unaudited financial statements for the Fund and providing certain other administrative services. Apex's obligations in relation to its administrator role are limited to the provision of services to K2 and has not undertaken any obligations to unitholders as administrator.

Market Maker

Under the ASX AQUA Rules, the Responsible Entity is under certain obligations to facilitate an orderly and liquid market for unitholders. The Responsible Entity has appointed a market maker to maintain continuous liquidity to the market by acting as a buyer and seller to the secondary market.

The primary function of the market maker is to ensure liquidity by providing quotes to the market (bid (buy) and ask (sell) prices) throughout the Trading Day and updating quoted prices to reflect changes in the underlying value of the units.

Subject to the ASX AQUA Rules, the market maker may be changed without notice to investors.

Given the importance of the role of market maker, the Responsible Entity has appointed a market maker that:

- has experience in market making in exchange quoted products and other types of listed securities in Australia and overseas;
- are participants of the ASX and have arrangements with the ASX to act as a market maker; and
- have the necessary skill and expertise to perform a market making function.

Arrangements with the market maker specify certain permitted circumstances in which the market making obligations may be suspended. If the market maker defaults on its obligations, the Responsible Entity may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker. The arrangements with the market maker also provide that the market maker has no liability or responsibility to unitholders for

any act or omission made in connection with the market maker arrangements. A market maker will retain for its own account any

trading profit and bear any loss which may be generated by its market making activities.

Other ASX Service Providers

An iNAV provider is also appointed by the Responsible Entity to calculate an indicative NAV throughout the Trading Day.

The Unit Registry

K2 has appointed Apex Fund Services Pty Ltd (ABN 81 118 902 891) (Apex or Unit Registry) based in Sydney to provide unit registry services to the Fund. K2 and Apex have entered into an agreement that sets out Apex's responsibilities, which include receiving and processing application money and withdrawal payments; maintaining the Fund's register of unitholders; preparing annual investor reporting and statements for the Fund in accordance with legislation; and providing certain other administrative services.

Appointment of New Service Providers

The Responsible Entity may remove the Fund's Custodian, Administrator or Unit Registry and appoint a replacement at any time without notice to investors. Changes to a key service provider will be disclosed to investors in the Fund's periodic disclosures.

12 Information for New Zealand Investors

Warning Statement

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is sub-part 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities for this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars.

These changes may be significant. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

Taxation

If a New Zealand resident wishes to invest in Australia, we strongly recommend that you seek independent tax advice. New Zealand resident investors will be taxed on their units under the foreign investment fund rules or ordinary tax rules, depending on their circumstances. Australian tax will be withheld at prescribed rates from distribution to non-residents to the extent that the distributions comprise relevant Australian sourced income or gains.

13 Additional information

Market making on the ASX Market

The Market Maker is an ASX participant and has agreements with the Exchange to act as a market maker. All obligations and rights pertaining to the Market Maker are set out in the market making agreement. Subject to the ASX Operating Rules, the Responsible Entity may replace the Market Maker for the Fund or appoint additional market makers.

The Market Maker will quote the bid ask spread based on the NAV of the Fund, taking into account the reasonable cost of the Market Maker in posting liquidity, and in accordance with the ASX liquidity requirements.

Under the market making arrangements, the Market Maker will generally retain for its own account any trading profit or bear any loss generated by its market making activities.

While the Market Makers' ability to maintain continuous liquidity in the market is monitored, there is no guarantee of liquidity, particularly if there is a failure by the market maker to make a market.

The Market Maker uses Fund information such as its NAV and proxy baskets to determine the price of units and places bid-ask spreads around this value before sending these prices to the ASX as bid and ask orders. These orders are published on the market and investors can trade with the market maker or send their own orders to the ASX. The Market Maker orders are updated throughout the trading day to reflect prices of the underlying assets of the Fund.

While the Fund will not disclose every underlying asset in its portfolio daily, the Fund will disclose Material Portfolio Information or MPI that will enable the Market Maker to determine the price it buys and sells units on the ASX. The MPI is intended to represent the value of the Fund during the Trading Day.

The Market Maker creates and cancels units at prices that are determined by the NAV and act as buyer and seller on the 'secondary market' for units in the Fund and are not involved with the applications into and withdrawals from the Responsible Entity directly.

Subject to the ASX AQUA Rules and the agreement with the market maker, the Responsible Entity may appoint or terminate a market maker in respect of the Fund. The Responsible Entity may determine to no longer appoint a market maker in respect of the Fund in circumstances where it is no longer required to do so under the ASX AQUA Rules.

CHES

The Fund uses the ASX Clearing House Electronic Sub-Register System ('CHES'). Settlement through CHES ensures investors' transactions are settled in two days (T+2).

ASX conditions of admission

As part of the Fund's conditions of admission to trading status on the ASX market, the Responsible Entity has agreed to:

- disclose the Fund's portfolio holdings on a quarterly basis within two months of the end of each calendar quarter;
- make available half year and annual financial reports, distribution information and other required disclosures on the ASX Market Announcements Platform;
- appoint a market maker to provide liquidity to investor by acting as a buyer and seller of units

- provide a daily proxy basket to securities (Material Portfolio Information or MPI) as a proxy for the portfolio holdings at the start of each Trading Day;
- provide the tracking performance between the disclosed Material Portfolio Information and the Fund's portfolio holdings on a quarterly basis; and
- provide the iNAV as described in this PDS.

ASIC relief

ASIC has granted relief from the ongoing disclosure requirements in section 1017B of the Corporations Act on the condition that the Responsible Entity complies with the continuous disclosure requirements in section 675 of the Corporations Act.

Privacy

You should also read the important information about how our privacy policy works, before making a decision. Please read the Responsible Entity's Privacy Policy, which can be downloaded at www.k2am.com.au.

Unitholder meetings and voting

Unitholder meetings are to be held in accordance with the Constitution and the Corporations Act. The Responsible Entity may convene and conduct a meeting at any time and must do so if required under the Corporations Act. Investors' rights to request a meeting are contained in the Corporations Act.

Votes are by show of hands, unless a poll is validly demanded or required under the Corporations Act.

Removal and retirement of Responsible Entity

Investors do not have a right to remove K2 as the responsible entity except as provided by the Corporations Act. Subject to the ASX Listing Rules, the Responsible Entity may retire in accordance with the Corporations Act and the Constitution and must retire when required under the Corporations Act.

Duration of the Fund

The Fund will continue until terminated, subject to the Corporations Act and ASX Listing Rules (as apply) either as required by operation of law or by the Responsible Entity on a date specified in a notice given to Investors.

On termination of the Fund, the Responsible Entity must distribute the net proceeds from the realisation of the Fund's assets among the Investors in proportion to the number of units they hold on the termination date. Any proper expenses of termination and winding up will be deducted from the net proceeds of realisation before being distributed to Investors.

Anti-Money Laundering and Counter Terrorism Financing ('AML/CTF')

Australia's AML/CTF laws require the Responsible Entity to adopt and maintain a written AML/CTF Program. A fundamental part of the AML/CTF Program is that up-to-date information must be maintained about investors (including beneficial owner information).

To meet this legal requirement, we may need to collect certain identification information (including beneficial owner information) and documentation ('KYC Documents') from new investors. Existing investors may also be asked to provide KYC Documents as part of an ongoing customer due diligence/verification process to comply with AML/CTF laws.

In order to comply with AML/CTF Laws, the Responsible Entity may

also disclose information including your personal information that it holds about the applicant, an investor, or any beneficial owner, to its related bodies corporate or service providers, or relevant regulators of AML/CTF Laws (whether inside or outside Australia). We may be prohibited by law from informing applicants or investors that such reporting has occurred.

The Responsible Entity shall not be liable to applicants or investors for any loss you may suffer because of compliance with the AML/CTF laws.

IDPS Indirect Investors

Investors who invest through an IDPS which are also known as platforms or wraps ('Indirect Investors') may rely on the information in this PDS to give a direction to the operator of the IDPS to invest in the Fund on their behalf. The Responsible Entity agrees to provide notice to the operators of the IDPS promptly of any supplementary or replacement PDS that is issued under the Corporations Act.

Importantly, investors who invest in the Fund through an IDPS do not become unit holders of the Fund. In those instances the unit holder of the Fund is the operator of the IDPS. The unit holder's rights set out in this PDS may only be exercised by the operator of the IDPS on behalf of the investor for whom they have acquired the units.

Indirect Investors should read this PDS in conjunction with the offer documents issued by the IDPS Operator. Enquiries should be directed to the IDPS Operator.

Consents

Lioncrest and Apex have each given and, as at the date of this PDS, have not withdrawn their written consent to be named in this PDS for their respective roles for the Fund; and their written consent to the inclusion of the statements made about them.

14 Terms used in this PDS

Administrator, Custodian or Apex means Apex Fund Services Pty Ltd (ABN 81 118 902 891)

AFSL means an Australian Financial Services Licence.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

ASX AQUA Rules refer to the ASX rules that apply to the quotation of financial products such as the Fund's units on the ASX market.

ASX Listing Rules means the Listing Rules of ASX and any other applicable rules of ASX, modified to the extent of any express written waiver by ASX.

ASX Operating Rules means the Operating Rules of the ASX, as amended from time to time.

Authorised Participant means an entity which is (or has been engaged to act on behalf of) a trading participant under the ASX Operating Rules and has entered into an agreement with the Responsible Entity. We may provide information to Authorised Participants on the price or value of any Fund asset and certain other matters before we provide this information to other Unit Holders under ASIC relief.

Business Day means the days identified by ASX upon which settlement occurs.

CHESS means the Australian settlement system for products trading on the ASX.

Constitution means the document which describes the rights, responsibilities and beneficial interest of both investors and the Responsible Entity in relation to the Fund, as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Fund means the Lion Active ETF (ARSN 685 354 518).

GST means Goods and Services Tax.

High Water Mark means, until a performance fee for that period first becomes payable, the initial issue price, and once a performance fee has been paid, the NAV of the Fund for that period at the time that a performance fee was most recently paid, adjusted for subsequent distributions.

IDPS means an Investor Directed Portfolio Service. An IDPS service is generally a vehicle through which an investor purchases a range of underlying investment options from numerous investment managers, with the IDPS operator providing the investor with consolidated and streamlined transaction statements and other reporting.

IDPS Operator means an entity that operates and offers an IDPS.

ITC means Input Tax Credits.

Indicative Net Asset Value or iNAV refers to the estimated NAV per unit that will be published on Lioncrest's website throughout the Trading Day to take into account movements in stocks that have live market prices during the Trading Day to the Fund's portfolio.

Indirect Investor(s) means individual(s) who invest in a Fund through an IDPS.

Investment Manager means Lioncrest Partners Pty Ltd (50 677 520 473).

Net Asset Value or NAV means the value of the assets of the Fund less the value of the liabilities of that Fund

Privacy Policy means the policy of the Responsible Entity which governs how it manages investor privacy.

RITC means Reduced Input Tax Credit. The Responsible Entity will apply for reduced input tax credits on behalf of the Fund, where applicable, to reduce the GST cost to the Fund.

Responsible Entity, we or us means or by K2 Asset Management Ltd (ABN 95 085 445 094).

Trading Day means the day and time during which shares are traded on the ASX market.

Unit Price means the NAV divided by the number of Units on issue.

Unit Registry means Apex Fund Services Pty Ltd (ABN 81 118 902 891)

Unitholder, investor or member means a unit holder in the Fund.

Wholesale Investor means persons or entities defined as such under the Corporations Act.