

Woods PIPES Fund

ARSN 152 110 668

Annual Financial Statements

For the Year Ended 30 June 2023

Woods PIPES Fund
ARSN 152 110 668
Responsible Entity: BlackWall Fund Services Limited
ABN 39 079 608 825
50 Yeo Street, Neutral Bay NSW 2089
PO Box 612, Neutral Bay NSW 2089
Phone: (02) 9033 8611

Woods PIPES Fund

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Directors' Report

About the Fund

Woods PIPES Fund ("Fund") was a registered managed investment scheme. BlackWall Fund Services Limited acted as the Responsible Entity. The Fund came to the end of its term in July 2022. In accordance with the Fund terms the property owner, WRV Unit Trust, discharged the PIPES mortgage by paying any unpaid interest, the PIPES Bonus and PIPES Capital to each unitholder.

The Fund was a hybrid property investment trust (known as "PIPES") with an interest in an entertainment retail property ("The Woods") located at 850 Woodville Road, Villawood. The payment of interest over the term of the PIPES mortgage together with the capital bonus has produced a total internal rate of return (IRR) for members of 13%. All members were given an offer to either receive their \$1.45 final payment of capital plus bonus by way of cash, or alternatively, roll over their funds into units of the newly created Pymont Bridge Road Mortgage Fund ("PBRMF"), with the majority of the funds rolled over into PBRMF.

The Responsible Entity is a wholly owned subsidiary of ASX-listed BlackWall Limited (ASX:BWF). BWF is a fund manager that generates management, performance and transaction fees from real estate investment structures. BWF's portfolio under management currently comprises properties with a total value of over \$500 million. BWF and the Responsible Entity share the same board of directors and key management personnel.

Fund Performance

The Fund had 5,000,000 units on issue and as part of the PIPES structure, investors were entitled to a final capital bonus of 45c per unit at the end of the Funds term.

In accordance with the Fund terms, on termination of the Fund in July 2022, the property owner, WRV Unit Trust, discharged the PIPES mortgage by paying any unpaid interest, the PIPES bonus and PIPES Capital to unitholders on account at the date of termination. This means unitholders received their initial investment of \$1.00 plus a 45 cents performance bonus. When this is combined with the distributions paid over the term of the Fund this equates to a total IRR of 13% per annum.

Distributions to Unitholders

During the year, the Fund paid a performance bonus of 45 cents per unit.

WRV - 850 Woodville Rd, Villawood (The Woods)

The Woods is an entertainment precinct in Sydney's west, approximately 28 kilometres from Sydney CBD. The property has great exposure to Woodville Road and is home to 7 different tenants including Zone Bowling, Chipmunks Playland, Sydney Indoor Climbing Gym, Jump Swim School, Flip Out, The Woods Pantry, Cross Fit Bawn.

Significant Changes in Affairs

The fund came to the end of its term in accordance with its mandate during the financial year.

Going Concern

The fund has settled all its assets and liabilities in July 2022 and no longer has any significant remaining assets or liabilities.

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Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2023

		2023	2022
	Note	\$	\$
Bonus interest from PIPES mortgage	1	2,250,000	-
PIPES interest from PIPES mortgage	1	-	400,000
Total Revenue		2,250,000	400,000
Bonus interest paid to unitholders	2	2,250,000	-
Administration expenses		70	-
PIPES interest paid to unitholders	2	-	400,000
Total Expenses		2,250,070	400,000
Net Loss For the Year		(70)	-
Other comprehensive income		-	-
Total Comprehensive Loss For the Year		(70)	-

The accompanying notes form part of these financial statements.

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Statement of Financial Position

As at 30 June 2023

	Note	2023 \$	2022 \$
Assets			
Current Assets			
Cash and cash equivalents	3	110	477
Receivables	4	120	100,120
Financial assets	5	-	7,250,000
Total Current Assets		<u>230</u>	<u>7,350,597</u>
Total Assets		<u>230</u>	<u>7,350,597</u>
Liabilities			
Current Liabilities			
Payables	6	-	100,597
Borrowings – WOTSO Limited		300	-
Financial liabilities	7	-	7,250,000
Total Current Liabilities		<u>300</u>	<u>7,350,597</u>
Total Liabilities		<u>300</u>	<u>7,350,597</u>
Net Liabilities		<u><u>(70)</u></u>	<u><u>-</u></u>

The accompanying notes form part of these financial statements.

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Statement of Changes in Net Assets Attributable to Unitholders

For the Year Ended 30 June 2023

As the Fund has no equity, the Fund has not included any items of changes in equity for the current or prior years.

The accompanying notes form part of these financial statements.

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Statement of Cash Flows

For the Year Ended 30 June 2023

	Note	2023 \$	2022 \$
Cash Flows From Operating Activities			
Bonus interest received from PIPES mortgage		197,964	-
Bonus interest paid to unitholders		(197,964)	-
Payments to suppliers		(667)	-
Interest received from PIPES mortgage		-	400,000
Interest distributions to unitholders		-	(400,000)
Net Cash Flows Used in Operating Activities	10	(667)	-
Cash Flows From Investing Activities			
Loan from related party		300	-
Net Cash Flows From Investing Activities		300	-
Cash Flows From Financing Activities			
Discharge of PIPES Mortgage		439,920	-
Return of capital to unitholders		(439,920)	-
Net Cash Flows From Investing Activities		-	-
Net Decrease in Cash Held		(367)	-
Cash and cash equivalents at the beginning of year		477	477
Cash and Cash Equivalents at the End of Year	3	110	477

The accompanying notes form part of these financial statements.

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Notes to the Financial Statements

1. Revenue

	2023	2022
	\$	\$
Bonus interest from PIPES mortgage	2,250,000	-
PIPES interest from PIPES mortgage	-	400,000
Total	2,250,000	400,000

2. PIPES Interest Paid to Unitholders

	2023		2022	
	CPU	\$	CPU	\$
Bonus interest paid	45.0	2,250,000	-	-
Interest paid for September quarter	-	-	2.0	100,000
Interest paid for December quarter	-	-	2.0	100,000
Interest paid for March quarter	-	-	2.0	100,000
Interest paid for June quarter	-	-	2.0	100,000
Total	45.0	2,250,000	8.0	400,000

3. Cash and Cash Equivalents

	2023	2022
	\$	\$
Cash at bank	110	477
Total	110	477

Cash at bank earns interest at floating rates based on daily bank deposit rates.

4. Receivables

	2023	2022
	\$	\$
PIPES interest receivable	-	100,120
Other receivable – related entity	120	-
Total	120	100,120

5. Financial Assets

	2023	2022
	\$	\$
PIPES Mortgage	-	5,000,000
Accrued PIPES Bonus	-	2,250,000
Total	-	7,250,000

The Fund had advanced monies secured by a registered second mortgage over property at Villawood. The investors' capital was returned together with a bonus equating to 20% of the capital growth, which was paid at the maturity date in July 2022.

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6. Payables

	2023	2022
	\$	\$
Distributions payable	-	100,000
Other payable	-	597
Total	-	100,597

7. Financial Liabilities

	2023	2022
	\$	\$
Amounts due to unitholders	-	5,000,000
Accrued PIPES Bonus	-	2,250,000
Total	-	7,250,000

The PIPES Bonus is the investors' share of the valuation uplift of The Woods property in Villawood. The investors' capital was returned together with the PIPES bonus at the end of the Funds term in July 2022.

Terms and conditions

All units in the Fund are the same class and carry equal rights. Under the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets of the Fund.

The units are referred to as 'Property Income and Participating Equity Securities' or PIPES. Holders of units are entitled to participate in investment returns earned by the Fund in the proportion that their unitholding comprises to the total number of units issued and are entitled to one vote per unit at unitholders' meetings. The Fund's PIPES mortgage came to the end of its term in July 2022.

Due to the finite life clause contained within the Fund's Constitution and product disclosure statement, and in accordance with the Accounting Standards, the issued units in the Fund have been classified as debt for these financial statements.

8. Auditor's Remuneration

	2023	2022
	\$	\$
Remuneration of the auditor of the Fund:		
Audit or other audit related services	6,200	6,200
Taxation services	1,100	1,100
Total	7,300	7,300

The auditor's remuneration is paid by the Responsible Entity.

9. Commitments and Contingencies

There are no commitments or contingencies as at 30 June 2023 (2022: nil).

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10. Reconciliation of Profit After Income Tax to Operating Cash Flows

	2023	2022
	\$	\$
Loss for the year	(70)	-
Change in assets and liabilities:		
Decrease in financial assets	7,250,000	-
Decrease in receivables	100,000	-
Decrease in financial liabilities	(7,250,000)	-
Decrease in payables	(100,597)	-
Net cash flows used in operating activities	(667)	-

11. Subsequent Events

To the best of the Directors' knowledge, since the end of the financial year there have been no matters or circumstances that have materially affected the Fund's operations or may materially affect its operations, state of affairs or the results of operations in future financial years.

12. Related Party Transactions

(a) Related Parties

In these financial statements, related parties are parties as defined by *AASB 124 Related Party Disclosures*.

(b) Transactions with Related Parties

Total unit holdings held by related parties as at 30 June 2023 was nil (2022: 3,827,600).

In accordance with the terms of the Fund Constitution, the Responsible Entity is entitled to a management fee of 0.75% per annum of the property's value, payable monthly in arrears. The fees are paid from the underlying property assets not from the Fund's assets.

All transactions with related parties were made on normal commercial terms and conditions and at market rates.

Related party transactions that occurred during the year are as follows:

	2023	2022
Expenses	\$	\$
Fund management fee paid to Responsible Entity	18,000	169,100
Distribution paid/payable to related unitholders	2,250,000	306,208
 Borrowings from parent entity	 300	 -
Receivables from related parties	120	100,120
Payables to related parties	-	(76,552)

13. Financial Risk Management

(a) Financial risk management

The main risks the Fund is exposed to through its financial instruments are market risk and liquidity risk. The Fund's exposure to credit risk is to one party being the mortgagor WRV Pty Ltd for which a second mortgage is held as collateral. The Fund's major financial instruments are financial mortgage assets and net assets attributable due to unit holders.

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The Board of Directors of the Responsible Entity has overall responsibility for the establishment and oversight of the risk management framework. They monitor the Fund's risk exposures by regularly reviewing finance and property markets. An analysis of major financial instruments held by the Fund, which are subject to financial risk, is as follows:

	2023	2022
	\$	\$
Financial assets	-	7,250,000

There is no material difference between the carrying value and the fair value of the financial assets.

(b) Market risk

The Fund is exposed to market risk if insufficient cash flows are generated by the underlying property supporting the financial assets to enable PIPES Mortgage interest to be received by unitholders via distributions. The interest rate for the PIPES Mortgage is fixed at 8% for the life of the Fund. Distributions to investors may also be affected by fluctuations in the interest rate applicable to the senior debt facility secured on the property. If interest rates had moved at 30 June, with all other variables held constant, profit would have not been materially affected. Therefore a sensitivity analysis has not been prepared.

(c) Liquidity risk

Units in the Fund are regarded as illiquid. This means that there is no active market in which to sell units except for off-market transfer. The Responsible Entity has no obligation to purchase or redeem units during the term of the Fund. There is no secondary market for units and transfers may only be effected in accordance with the Constitution and with the approval of the Responsible Entity. At the end of the year, the Fund had the following financial liabilities by maturity grouping:

	Maturing within 1 year \$	Maturing over 2 years \$	Total \$
At 30 June 2023			
Financial liabilities			
Payables	-	-	-
Borrowings	300	-	300
Amounts due to unitholders	-	-	-
	300	-	300
At 30 June 2022			
Financial liabilities			
Payables	100,597	-	100,597
Amounts due to unitholders	7,250,000	-	7,250,000
	7,350,597	-	7,350,597

14. Fund Details

The management of the Fund is undertaken at:
50 Yeo Street
Neutral Bay, NSW, 2089

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15. Critical Accounting Estimates and Judgments

The Directors of the Responsible Entity evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Fund.

16. Statement of Significant Accounting Policies

The Fund is a managed investment scheme registered in Australia. The financial statements for the Fund were authorised for issue in accordance with the resolution of the Directors of the Responsible Entity on the date they were issued.

Basis of preparation

These financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. The financial statements of the Fund also comply with IFRS as issued by the International Accounting Standards Board.

The financial statements have been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The following is a summary of the material accounting policies adopted by the Fund in the preparation of the financial statements. The accounting policies have been consistently applied, unless otherwise stated.

Presentation of financial statements

Both the functional and presentation currency of the Fund is Australian dollars.

Going concern

As disclosed in the Directors' Report, the fund has settled all its assets and liabilities in July 2022 and no longer has any significant remaining assets or liabilities. These financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlements of liabilities in the ordinary course of business. The Responsible Entity will meet any filing fees and other administrative expenses as they fall due.

Financial Assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

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Impairment of financial assets

The fund recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

Financial Liabilities

Financial liabilities are recorded initially at fair value, net of transaction costs incurred. Financial liabilities are subsequently stated at amortised cost and interest is recognised over the period of the borrowing using the effective interest method.

Pipes Mortgage

Mortgage loans are measured initially at fair value plus transaction costs and subsequently amortised using the effective interest rate method, less impairment losses if any.

The Responsible Entity assesses at each reporting period date whether there is any objective evidence that mortgage loans are impaired. A mortgage loan is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the mortgage loan (an incurred "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the mortgage loan that can be reliably estimated.

Evidence of impairment may include indications that the borrower or a group of borrowers is experiencing other financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

If any such indication of impairment exists, an impairment loss is recognised in the statement of comprehensive income as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the loan loss provision account.

For the purpose of a collective evaluation of impairment the Fund considers credit risk characteristics such as asset type, industry, geographic location, collateral type, past due status and other relevant factors.

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Loans and receivables/payables

Loans and receivables/payables are non-derivative financial assets/liabilities with fixed or determinable payments that are not quoted in an active market. This category includes short term receivables/payables.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Payables

Liabilities for creditors are carried at cost which is the fair value of the consideration to be paid in the future for goods or services received, whether or not billed to the Fund at balance date. The amounts are unsecured and are usually paid within 30 days of recognition.

Revenue

Interest income is recognised using the effective interest method when interest is received/receivable. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate. All revenue is stated net of the amount of GST.

Income Tax

Under current income tax legislation the Fund is not liable to Australian income tax provided the unitholders are presently entitled to the taxable income of the Fund and the Fund generally distributes its taxable income.

GST

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Unit prices

Unit prices are determined in accordance with the Fund's Constitution and Product Disclosure Statement and are calculated as net assets attributable to unitholders of the Fund, less estimated costs, divided by the number of units on issue.

New Accounting Standards and Interpretations

None of the new standards and amendments to standards that are mandatory for the first time for the current financial year affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. Based on our preliminary assessment, we do not expect them to have a material impact on the Fund.

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Directors' Report - Continued

Information on Officeholders

The names of the Officeholders of the Responsible Entity in office at any time during or since the end of the year are set out below.

Joseph (Seph) Glew **Non-Executive Director and Chairman**

Seph has worked in the commercial property industry in New Zealand, the USA and Australia. Seph has driven large scale property development and financial structuring for real estate for over 40 years. In addition, since the early 1990s Seph has run many "turnaround" processes in relation to distressed properties and property structures for both private and institutional property owners.

While working for the Housing Corporation of New Zealand and then AMP, Seph qualified as a registered valuer and holds a Bachelor of Commerce. In the 1980s he served as an Executive Director with New Zealand based property group Chase Corporation and as a Non-Executive Director with a number of other listed companies in New Zealand and Australia.

Timothy Brown **Joint Managing Director and CFO**

Tim is Joint Managing Director and Chief Financial Officer for the BlackWall Group and its funds ("Group"). Tim joined the Group in 2008 as Financial Controller and became Chief Financial Officer in 2009. He took on the Managing Director role along with Jessie in late 2019. He has a Bachelor of Commerce from the University of New South Wales and is a member of the of Chartered Accountants of Australia and New Zealand. With over 20 years' experience in the financial services and property industries, he started his career with Deloitte and joined Lend Lease Corporation in 2002. Tim is also on the board of Eastern Suburbs Cricket Club and Coogee Boy's Preparatory School.

Jessie Glew **Joint Managing Director and COO**

Jessie is Joint Managing Director and Chief Operating Officer (COO) for the BlackWall Group and its funds. Jessie has been with BlackWall since early 2011 and has a strong background in, and passion for, the property industry. For the past 13 years, Jessie has specialised in working with distressed properties and spaces, and the operations of the WOTSO business. Jessie holds a Bachelor's degree in International Communication from Macquarie University and NSW Real Estate License.

Jessie joined the Board of The Kids Cancer Project in 2021 and over the last 2 years has provided insights and operational knowledge to help support The Kids Cancer Project.

Richard Hill **Non-Executive Director**

Richard Hill has extensive investment banking experience and was the founding partner of the corporate advisory firm Hill Young & Associates. Richard has invested in BlackWall's projects since the early 1990s. Prior to forming Hill Young, Richard held a number of Senior Executive positions in Hong Kong and New York with HSBC. He was admitted as an attorney in New York State and was registered by the US Securities & Exchange Commission and the Ontario Securities Commission. Richard has served as a director (Chairman) of the

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Westmead Institute of Medical Research and director (Chairman) of Sirtex Medical Limited (Sirtex), formerly listed on ASX.

Robin Tedder **Non-Executive Director**

Robin began his career on the dealing desk of a merchant bank in 1976. In 1981 he founded Hatmax Capital Markets which grew rapidly through organic development and merger with Australian Gilt Securities in 1988, such that by the time he departed after 14 years as CEO in 1995, over 80 people were employed across debt capital markets, both the Sydney Futures Exchange and ASX, in asset management and corporate finance. In 1995 Robin established Vintage Capital which became an active investor in funds management, commercial property, retailing, healthcare and logistics. He has been an investor in Blackwall projects since 1997, is a former member of ASX, and has served on various boards of both listed and private companies since 1984. He is the Chairman of Blackwall's Board Audit Committee.

Alexander Whitelum (to 10 March 2023) **Company Secretary**

Alex joined the BlackWall Group in 2020 and executed all aspects of the Group's corporate and fund transactions, was responsible for corporate governance functions and oversaw investor relations. Previously, Alex was a lawyer at Clayton Utz in their Corporate, M&A and Capital Markets team. Alex holds a Bachelor of Laws (Hons) and a Bachelor of Commerce (Economics) from Macquarie University. He is admitted as a solicitor to the Supreme Court of New South Wales and the High Court of Australia. Alex resigned from the Group effective 10 March 2023.

Agata Ryan (from 10 March 2023) **Company Secretary**

Agata joined BlackWall in February 2023 and oversees all aspects of BlackWall's corporate and fund transactions, the corporate governance and regulatory functions and investor relations. Before joining BlackWall, Agata worked as a lawyer at a boutique property law firm and prior to that was legal counsel in the commercial property legal team at Stockland. Agata holds a Bachelor of Arts, Master of Commerce and Juris Doctor degree from UNSW. She is admitted as a solicitor of the Supreme Court of New South Wales and the High Court of Australia.

Meeting Attendances

Director	Board Meetings Held	Board Meeting Attendance
Seph Glew	6	6
Timothy Brown	6	6
Jessie Glew	6	6
Richard Hill	6	5
Robin Tedder	6	6

Events Subsequent to Reporting Date and Likely Developments

To the best of the Directors' knowledge, since the end of the financial year there have been no matters or circumstances that have materially affected the Fund's operations or may materially affect its operations, state of affairs or the results of operations in future financial years.

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Remuneration

In accordance with the terms of the Constitution and Product Disclosure Statement, the Responsible Entity is entitled to receive an annual management fee based on 0.75% of the gross asset value of the Fund. The total fees paid to the Responsible Entity and its associates during the year are set out in the Related Party Transactions note.

There were no fees paid or payable from the Fund to the Directors of the Responsible Entity during the financial year.

The Fund does not provide any short term or post employment benefits to its KMP.

Interests in the Fund

Since the fund has terminated in July 2022, the number of units on issue at 30 June 2023 was nil (2022: 5,000,000). The Responsible Entity and its associates do not hold any units in the Fund as at 30 June 2023 (2022: 3,709,900). All capital of the fund was returned to investors on account at the end of the Funds term.

Value of Fund's Assets

The value of the Fund's assets is set out in the Statement of Financial Position in the Total Assets line. Refer to the Financial Assets note for valuation details.

Environmental Regulation

The Fund's operations are not regulated by any environmental regulation under a law of the Commonwealth or of a State or a Territory.

Indemnities of Officers

During the financial period the Responsible Entity has paid premiums to insure each of the Directors named in this report along with officers of that Responsible Entity against all liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director or officer of the Responsible Entity, other than conduct involving a wilful breach of duty. No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an auditor to the Fund.

Non-audit Services and Auditor

Amounts paid to the auditor during the year are detailed at the Auditor's Remuneration note of the financial statements.

A copy of the auditor's independence declaration as required under Section 307C of the Corporations Act 2001 is set out in these financial statements.

ESV Business Advice and Accounting continues in office in accordance with section 327 of the Corporations Act 2001.

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Signed in accordance with a resolution of the Board of Directors of the Responsible Entity.



Tim Brown
Director
Sydney, 29 September 2023



Jessie Glew
Director
Sydney, 29 September 2023

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Directors' Declaration

In the opinion of the Directors of BlackWall Fund Services Limited, the Responsible Entity of Woods PIPES Fund:

- (a) the financial statements and notes are in accordance with the Corporations Act 2001, including:
 - (i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the Fund's financial position as at 30 June 2023 and of its performance for the period ended on that date; and
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

The Statement of Significant Accounting Policies confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the Board of Directors of the Responsible Entity.



Tim Brown
Director
Sydney, 29 September 2023



Jessie Glew
Director
Sydney, 29 September 2023



**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE
CORPORATIONS ACT 2001**

**TO THE DIRECTORS OF BLACKWALL FUND SERVICES LIMITED ("THE RESPONSIBLE
ENTITY")**

As auditor of the financial report of Woods PIPES Fund for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been:

- (i) no contraventions of the independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Dated at Sydney on the 29th of September 2023

A handwritten signature in black ink, appearing to read 'Hemant Nisar'.

ESV Business Advice and Accounting

A handwritten signature in black ink, appearing to read 'Hemant Nisar'.

Hemant Nisar
Client Director



INDEPENDENT AUDIT REPORT TO THE UNITHOLDERS OF WOODS PIPES FUND

Opinion

We have audited the financial report of Woods PIPES Fund ("the Fund"), which comprises the statement of financial position as at 30 June 2023, the statement of profit or loss and other comprehensive income, statement of changes in net assets attributable to unitholders and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of Woods PIPES Fund is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Fund's financial position as at 30 June 2023 and of its performance for the year then ended; and
- complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Fund in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors of the BlackWall Fund Services Limited ("the Responsible Entity") are responsible for the other information. The other information comprises the Directors' Report for the year ended 30 June 2023 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDIT REPORT TO THE UNITHOLDERS OF WOODS PIPES FUND

Responsibilities of the directors for the financial report

The directors of BlackWall Fund Services Limited ("the Responsible Entity") are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of a financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Trust or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

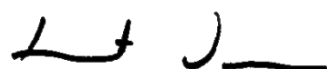
Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.

Dated at Sydney on the 29th of September 2023



ESV Business Advice and Accounting



Hemant Nisar
Client Director