MERCHANT OPPORTUNITIES FUND

ARSN 111 456 387

INTERIM FINANCIAL REPORT
For the six months ended 31 December 2016

Merchant Opportunities Fund ARSN 111 456 387 For the six months ended 31 December 2016

Contents	Page
Corporate Directory	1
Directors' Report	2 - 4
Independent Auditor's Review Report	5 - 6
Auditor's Independence Declaration	7
Directors' Declaration	8
Condensed Interim Statement of Comprehensive Income	9
Condensed Interim Statement of Financial Position	10
Condensed Interim Statement of Cash Flows	11
Condensed Interim Statement of Changes in Equity	12
Notes to the Condensed Interim Financial Statements	13 - 18

Merchant Opportunities Fund ARSN 111 456 387 Corporate Directory

Responsible Entity

CIP Licensing Limited

Directors of the Responsible Entity

David McKay French
Owen Evans
- Non-Executive Director
Lance Livermore
- Executive Director
Christopher Heyworth
- Executive Director

Nigel Allfrey - Non-Executive Director (Appointed 1

September 2016)

Michael Peet - Non-Executive Director (Retired 31

October 2016)

Secretary

Richard Symons

Registered Office

CIP Licensing Limited Suite 1B 103 Bolsover St, Rockhampton QLD 4700

Auditors of the Fund

HLB Mann Judd Level 4, 130 Stirling Street PERTH WA 6000 Merchant Opportunities Fund ARSN 111 456 387 Directors' Report For the six months ended 31 December 2016

The Directors of CIP Licensing Limited (ABN 63 603 558 658), the Responsible Entity of Merchant Opportunities Fund ("the Fund"), submit their report for the Fund for the six months ended 31 December 2016, and the auditor's review report thereon.

Directors

The names of the directors of the Responsible Entity in office during the period and until the date of this report are:

David McKay French – B.Econs, Dip.Corp Management, Executive Director (appointed 6 January 2015)

David French is the Managing Director. David was responsible for building Capricorn Investment Partners Limited (CIPL) from scratch. CIP Licensing Limited is a special purpose AFS licencing vehicle which was created as part of a restructure of CIPL. The business now looks after about \$570 million in investments including those held in two managed investment schemes. David has more than 20 years' experience in finance and economics, most of which have been in investment markets. David was rated as high as number 3 in Australia as an investment analyst, holds a Bachelor of Economics, a Diploma in Corporate Management and is RG 146 compliant. David has also completed a range of other courses relating to valuation of companies and investments. With the assistance of two qualified advisors, David oversees all financial planning, investing and superannuation matters for new and existing clients.

Owen Evans - BA (Hons), MSc(Econ), Non Executive Director (appointed 8 August 2014)

Owen Evans is a non-executive Director. Mr Evans is an experienced investment professional with almost 30 years' experience in research, valuation and funds management. He has been rated number 1 analyst for building materials, construction and emerging companies while at UBS Australia and judged Money Management Fund Manager of the Year in 2005 and 2006 as Chief Investment officer at MIR Australia. Between 1997 and 2010, Mr Evans was sole analyst on the IPO's of Bristile, AWB, Transfield Services, Worley Parsons and NRW. He is currently principal of Yaz Investment Pty Ltd, and provides consulting services for mid-sized Australian Companies such as Adelaide Brighton, Brickworks Ltd, Calibre Global and Dulux. He also provides investment consulting advice for global fund managers. Mr Evans is currently non-Executive President of the Manly Warringah Basketball Association and is a Director of the Sydney Harbour Foreshore Authority.

Lance Livermore – Executive Director (appointed 22 April 2015)

Lance Livermore is a Certified Financial Planner and also a Certified Practicing Accountant. He attained his original qualification in Albury prior to establishing himself in a financial controller role with Potter Warburg in Melbourne. He has in excess of 30 years' experience in both stockbroking and financial planning and was a founding partner of Bailey Livermore Financial Services, a predecessor organisation of the Pentad Group and Capricorn Investment Partners Limited.

Merchant Opportunities Fund ARSN 111 456 387 Directors' Report (continued) For the six months ended 31 December 2016

DIRECTORS (continued)

Christopher Heyworth – Executive Director (appointed 22 April 2015)

Christopher Heyworth is a qualified accountant (Institute of Chartered Accountants in England and Wales) who has worked in the financial planning industry for more than 25 years. He is a Certified Financial Planner and has been the principal of his own business as well as working as a significant co-owner alongside others prior to the planned sale of the Pentad Group in 2013. Chris continues as an employed financial planner under the new ownership structure. Earlier career experience includes mainstream accounting and audit roles with multi-national commercial enterprises in a variety of locations.

Nigel Allfrey – Non-Executive Director (appointed 1 September 2016)

Nigel has several decades of business experience in the Australian and International Finance industry. He was co-founder and CEO of Impact Investing Pty Ltd, a Sydney based Funds Management Financial Services Technology company that achieved global success and recognition. Prior to that he held senior portfolio management positions with leading fund management firms BlackRock and Bankers Trust. Today Nigel is principal of the Caana Group, a private wealth management firm.

Michael Peet – Non Executive Director (appointed 6 January 2015, resigned 31 October 2016)

Michael Peet has been in the Australian Financial Markets Industry for over 20 years. Positions held include Equity Analyst, Fund Manager, Consultant and Investment Advisor. He is currently employed at Commonwealth Bank of Australia in the Institutional Banking and Markets Division where he holds the position of Director, Head of Emerging Companies Research for CBA's Institutional Stockbroking operations. He was previously employed by CIPL, Alliance Bernstein, UBS and County NatWest Securities. Michael is currently on the Board of Trustees for Samuel Smith & Son's Investment Trust, Gensix.

David French, Owen Evans, Lance Livermore and Christopher Heyworth have been in office from the beginning of the period until the date of this report. Michael Peet resigned his post as Non-Executive Director at the end of October 2016, and was replaced with Nigel Allfrey who commenced his appointment of Non-Executive Director at the start of September 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Fund during the six months was to invest funds in accordance with the provisions of the Fund's Constitution.

The Fund is a diversified investment fund, investing in listed and unlisted Australian shares.

There has been no significant change in the nature of this activity during the six months.

Merchant Opportunities Fund ARSN 111 456 387 Directors' Report (continued) For the six months ended 31 December 2016

SCHEME INFORMATION

Merchant Opportunities Fund is an Australian registered scheme, and was constituted on 18 October 2004. CIP Licensing Limited was appointed as the Responsible Entity of the Fund on 4 May 2015. Previously the responsible entity was Capricorn Investment Partners Limited. CIP Licensing Limited is incorporated and domiciled in Australia. Merchant Funds Management Pty Ltd, the investment manager of the Fund, is responsible for the day to day management of the Fund.

The registered office of the Responsible Entity is located at Suite 1B 103 Bolsover St, Rockhampton QLD 4700. The Custodian is the Trust Company (Australia) Limited. The registered office of the Custodian is located at 35 Clarence Street, Sydney NSW 2000.

REVIEW OF RESULTS AND OPERATIONS

Results

The net operating income of Merchant Opportunities Fund is presented in the Statement of Comprehensive Income. Net operating profit for the six months ended 31 December 2016 was \$6,921,679 (31 December 2015: \$10,463,971).

Distributions

No distribution will be paid for the six months ended 31 December 2016. No distributions were paid for the six months ended 31 December 2015.

SCHEME ASSETS

At 31 December 2016 Merchant Opportunities Fund held net assets of \$44,932,484 (30 June 2016: \$38,160,805).

AUDITOR'S INDEPENDENCE DECLARATION

HLB Mann Judd, our auditors, have provided a written independence declaration to the Directors of the Responsible Entity in relation to their review of the Interim Financial Report for the six months ended 31 December 2016. This independence declaration, which forms part of the Directors' Report, can be found at page 7.

This report is made in accordance with a resolution of the directors.

David French
Executive Director

Rockhampton, 14 March 2017



INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Merchant Opportunities Fund

Report on the Condensed Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Merchant Opportunities Fund ("the Fund"), which comprises the condensed interim statement of financial position as at 31 December 2016, the condensed interim statement of comprehensive income, condensed interim statement of changes in equity and the condensed interim statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' responsibility for the half-year financial report

The directors of CIP Licensing Limited ("the Responsible Entity") are responsible for the preparation of the half-year 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 the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the Fund's financial position as at 31 December 2016 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of the Fund, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.



Accountants | Business and Financial Advisers

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Merchant Opportunities Fund is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Fund's financial position as at 31 December 2016 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

HLB Mann Judl

HLB Mann Judd Chartered Accountants

M R W Ohm Partner

Perth, Western Australia 14 March 2017



AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Merchant Opportunities Fund for the half-year ended 31 December 2016, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the Corporations Act 2001 in relation to the review;
 and
- b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia 14 March 2017 M R W Ohm Partner

Merchant Opportunities Fund ARSN 111 456 387 Directors' Declaration For the six months ended 31 December 2016

In accordance with a resolution of the Directors of CIP Licensing Limited, the Responsible Entity of Merchant Opportunities Fund, I state that:

In the opinion of the Directors:

- (a) the financial statements and notes set out on pages 9 to 18 are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Fund's financial position as at 31 December 2016 and of its performance for the six months ended on that date; and
 - (ii) complying with Australian Accounting Standard AASB 134 "Interim Financial Reporting", and the Corporations Regulations 2001; 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.

On behalf of the Board CIP Licensing Limited

David French
Executive Director

Rockhampton 14 March 2017

Merchant Opportunities Fund ARSN 111 456 387 Condensed Interim Statement of Comprehensive Income For the six months ended 31 December 2016

	Notes	31 Dec 2016 \$	31 Dec 2015 \$
Revenue			
Interest income		27,353	
Net gain on financial investments through profit and loss		8,557,442	12,896,752
		8,584,795	12,904,283
Expenses			
Responsible Entity and Fund Manager fees		(297,515)	(73,600)
Auditors' remuneration		(32,246)	
Custodian and administration fees		(21,696)	
Compliance fees		(7,449)	
Performance fees			(2,273,568)
Other expenses		(85,674)	(31,768)
		(1,663,116)	(2,440,312)
Profit from operating activities Other Comprehensive Income		6,921,679	10,463,971
Other Comprehensive income		-	-
Total Comprehensive Income For The Period	2(b)	6,921,679	10,463,971

The above condensed interim statement of comprehensive income should be read in conjunction with the accompanying notes.

Merchant Opportunities Fund ARSN 111 456 387 Condensed Interim Statement of Financial Position As at 31 December 2016

	Notes	31 Dec 2016 \$	30 June 2016 \$
Assets			
Cash and cash equivalents		206,156	1,527,041
Loans and receivables:			
Interest, dividends and other receivables		31,534	143,057
Financial assets held at fair value through profit and loss:		17.000 -0 -	
Equity investments and units in listed and unlisted schemes		45,323,626	36,926,866
Debentures and convertible notes		735,000	2,535,000
Total assets		46,296,316	41,131,964
Liabilities			
Financial liabilities measured at amortised cost:			
Accrued expenses		1,269,037	2,376,128
Accounts payable		31,174	34,518
Responsible entity and fund manager fees payable		58,988	60,513
Applications received		-	500,000
Redemption payable		4,633	-
Total Liabilities (excluding net assets attributable to Unitholders)	_	1,363,832	2,971,159
Net assets attributable to unitholders - Liability	2(b) _	44,932,484	38,160,805

The above condensed interim statement of financial position should be read in conjunction with the accompanying notes.

Merchant Opportunities Fund ARSN 111 456 387 Condensed Interim Statement of Cash Flows For the six months ended 31 December 2016

31 Dec	31 Dec
2016	2015
\$	\$
13,442,319	1,095,583
(11,481,637)	(1,822,087)
50,640	7,531
(145,743)	(123,517)
(2,541,097)	(309,625)
(675,518)	(1,152,115)
	_
100,000	2,300,000
(745,367)	(1,000,072)
(645,367)	1,299,928
	_
(1,320,885)	147,813
1,527,041	140,963
206,156	288,776
	2016 \$ 13,442,319 (11,481,637) 50,640 (145,743) (2,541,097) (675,518) 100,000 (745,367) (645,367) (1,320,885) 1,527,041

The above condensed interim statement of cash flows should be read in conjunction with the accompanying notes.

Merchant Opportunities Fund ARSN 111 456 387 Condensed Interim Statement of Changes in Equity For the six months ended 31 December 2016

The Fund's net assets attributable to unitholders are classified as a liability under AASB 132 *Financial Instruments Presentation*. As such the Fund has no equity, and no items of changes in equity have been presented for the current or comparative six months.

Note 1 Basis of Preparation of the Condensed Interim Financial Report

(a) Reporting Entity

Merchant Opportunities Fund ("the Fund") is an Australian Registered Scheme, and was constituted on 18 October 2004 under the Corporations Act 2001. The Fund is a for profit entity. CIP Licensing Limited was appointed as the Responsible Entity of the Fund on 4 May 2015. Previously the responsible entity was Capricorn Investment Partners Limited. CIP Licensing Limited is incorporated and domiciled in Australia. The registered office of the Responsible Entity is located at Suite 1B, 103 Bolsover St, Rockhampton QLD 4700.

Merchant Funds Management Pty Ltd is the investment manager of the Fund and is responsible for the day to day management of the Fund.

The condensed interim financial report of the Fund is for the six months ended 31 December 2016.

(b) Statement of Compliance

The condensed interim financial report is a general purpose financial report, which has been prepared in accordance with applicable accounting standards including AASB 134 Interim Financial Reporting, Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ("AASB") and the requirements of the Corporations Act 2001. Compliance with AASB 134 ensures compliance with IAS 34 "Interim Financial Reporting".

The condensed interim financial report does not include all the information required for the full annual financial report and should be read in conjunction with the annual financial report of the Fund for the year ended 30 June 2016.

The condensed interim financial report was authorised for issue by the directors of the Responsible Entity on the 14 March 2017.

(c) Basis of Preparation

The condensed financial statements have been prepared on the basis of historical cost, except for the revaluation of certain financial assets.

The accounting policies and methods of computation applied by the Fund in this interim financial report are the same as those applied by the Fund for the year ended 30 June 2016, and the corresponding half-year. These accounting policies are consistent with Australian Accounting Standards and International Financial Reporting Standards.

(d) Standards and Interpretations applicable to 31 December 2016

In the half year ended 31 December 2016, the directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Fund and effective for the current annual reporting period.

As a result of this review, the directors have determined that there is no material impact of the new and revised Standards and Interpretations on the scheme and, therefore, no change is necessary to accounting policies.

Note 1 Basis of Preparation of the Condensed Interim Financial Report (continued)

Standards and Interpretations in issue not yet adopted

The directors have also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the current reporting period. As a result of this review the directors have determined that there is no material impact, of the new and revised Standards and Interpretations on the Fund and, therefore, no change is necessary to accounting policies.

Note 2 Net assets attributable to unitholders	Six months to 31 December 2016	Year to 30 June 2016
(a) Units on issue	Number	Number
Units on issue as at beginning of reporting period Units issued during reporting period Units redeemed or otherwise cancelled during reporting period Units on issue as at the end of the reporting period	33,599,325 526,963 (593,871) 33,532,417	17,160,342 17,778,029 (1,339,046) 33,599,325
emis on issue as at the end of the reporting period	Six months to 31 December 2016	Year to 30 June 2016
(b) Movement in net assets attributable to unitholders	\$	\$
Net assets attributable to unitholders at beginning of reporting period	38,160,805	10,298,929
Total comprehensive (loss)/income for the period Units issued during the reporting period Units redeemed or cancelled during the reporting period Net assets attributable to unitholders at the end of reporting period	6,921,679 600,000 (750,000) 44,932,484	9,921,905 18,939,971 (1,000,000) 38,160,805

Note 3 Distributions

There were no distributions for the half year.

Note 4 Related parties

The Responsible Entity, CIP Licensing Limited charges a monthly fee of approximately \$10,000 (GST inclusive) and the remaining fees are paid to the Fund Manager, Merchant Funds

Note 4 Related parties (continued)

Management Pty Ltd. Total management fees paid to the Responsible Entity and Fund Manager during the six months ended 31 December 2016 were \$318,081 (GST inclusive) (31 December 2015: \$78,448). There were payables of \$58,988 as at 31 December 2016 (30 June 2016: \$60,513).

In addition, total performance fees paid to CIP Licensing Limited during the six months ended 31 December 2016 were \$2,483,454 (GST inclusive) (31 December 2015: \$266,518). Accrued performance fees as at 31 December 2016 were \$1,218,537 (30 June 2016: \$2,314,128).

Note 5 Contingencies

There are no contingent liabilities or contingent assets as at 31 December 2016 (30 June 2016: Nil)

Note 6 Subsequent Events

The Directors are not aware of any matter or circumstance occurring subsequent to the end of the financial review period that has significantly affected, or may significantly affect, the operations of the Fund, the results of those operations, or the state of affairs of the Fund in future financial years.

Note 7 Financial Instruments

Carrying amount versus fair values

The fair values of financial assets and financial liabilities approximate their carrying amounts in the condensed statement of financial position.

Financial risk management

During the six months ended 31 December 2016 the Fund's financial risk management objectives and policies are consistent with those disclosed in the Fund's annual financial report.

Fair Value Hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1 fair value measurements are those instruments valued based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those instruments valued based on inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Note 7 Financial Instruments (continued)

• Level 3 fair value measurements are those instruments valued based on techniques using significant unobservable inputs. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

31 December 2016	Level 1	Level 2	Level 3	Total
Financial assets classified as fair value through profit and loss	\$32,849,818	\$11,500	\$13,197,308	\$46,058,626

During the six months ended 31 December 2016, there was no transfer of assets between the above fair value hierarchy.

Level 3 fair values

Reconciliation of level 3 fair value measurements of financial assets for the six months ended 31 December 2016.

	Fair value through profit or loss
	\$
Opening	10,008,237
Total gains or losses in profit or loss	3,124,910
Purchases	3,275,446
Sales	(1,211,285)
Transfers into Level 3	-
Transfers out of Level 3	(2,000,000)
Closing	13,197,308
Total gains or losses for the period included in	
profit or loss for assets held at the end of the	
reporting period	3,117,306

Note 7 Financial Instruments (continued)

The measurement of fair value for the Level 3 instruments excluding convertible notes has been made based on the following:

	Industry Sector	Basis of valuation	Date of transaction	Fair value as at 31 December 2016	Fair Values as at 30 June 2016
Village National Limited	Property	Net asset backing	December 2015	\$564,745	\$564,745
Inhouse Group Ltd*	Information Technology	Price of most recent investment (third party transaction)	November 2015	\$465,861	\$465,861
Sugar Dragon Limited*	Materials	Price of the most recent capital raising	May 2016	\$925,000	\$925,000
Condor Energy Services Ltd*	Energy	Price of most recent investment (third-party transaction)	March 2014	\$584,500	\$584,500
Valiant Resources Ltd*	Energy	Price of most recent investment (third-party transaction)	December 2014	\$866,670	\$200,001
Coal Stream Pty Ltd*	Energy	Price of MOF's entry price	April 2014	\$554,999	\$554,999
Infitecs Pty Ltd*	Information Technology	Price of the most recent capital raising	June 2015	\$500,000	\$500,000
Affinity Business Insurance Pty Ltd*	Information Technology	Price of MOF's entry price	March 2016	\$900,000	\$600,000
Kontrarian Resource Fund No 1*	Materials	Price of most recent investment (third-party transaction)	March 2016	\$1,750,000	\$250,000
MLS Pty Ltd*	Information Technology	Price of MOF's entry price	March 2016	\$1,000,000	\$1,000,000
Rate My Agent*	Information Technology	Price of MOF's entry price	April 2016	\$500,000	\$500,000
Stoicus Inversion Opportunity Fund*	Financials	Price of MOF's entry price and redemption price	May 2016	N/A**	\$1,203,681
Wave Park Development Pty Ltd*	Energy	Price of most recent investment (third-party transaction)	August 2016	\$812,228	\$124,450
Wangle Technologies	Industrials	Determined by comparing the exercise	N/A	N/A**	\$21,000

Ltd – options*		price of the option with the last bid price of the listed stock			
Alerte Digital Health Pty Ltd*	Healthcare	Price of MOF's entry price and redemption price	December 2016	\$460,971	-
ABIG Pty Ltd*	Information Technology	Price of most recent investment (third-party transaction)	September 2016	\$372,000	-
CannPal Pty Ltd*	Healthcare	Price of MOF's entry price and redemption price	July 2016	\$500,000	•
CGWDH Pty Ltd*	Consumer Discretionary	Takeover offer price	July 2016	\$333,334	-
Dawine Pty Ltd*	Consumer Discretionary	Price of MOF's entry price and redemption price	December 2016	\$122,000	-
Stack A JV Pty Ltd*	Energy	Price of MOF's entry price and redemption price	August 2016	\$1,000,000	-
SC8 Technologies Pty Ltd*	Information Technology	Price of MOF's entry price and redemption price	December 2016	\$250,000	-
Total	•		•	\$12,462,308	\$7,494,237

^{*} The investments in seed and start-up venture capital investments represent 27% of the Fund's net assets. The fair value of these investments is determined with reference to the most recent transaction price which is typically the capital raising price or the most recent third party sale price. Subsequent to the latest transaction, the Responsible Entity has re-assessed the business activities of these entities to determine whether any significant changes in the circumstances or events would imply a change in the investment's fair value as at balance date.

^{**} Stoicus Inversion Opportunity Fund and Wangle Technologies Ltd were sold during the half year ended 31 December 2016. There was no closing balance for these investments.