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Proven Real Estate Fund

Financial Statements
31 March 2024

Proven Real Estate Fund

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Independent auditor's report

To the Fund Manager of Proven Real Estate Fund

Report on the audit of the financial statements

Our opinion

In our opinion, the financial statements give a true and fair view of the financial position of Proven Real Estate Fund (the Portfolio) as at 31 March 2024, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards.

What we have audited

The Portfolio's financial statements comprise:

- the statement of financial position as at 31 March 2024;
- the statement of comprehensive income for the year then ended;
- the statement of changes in net assets attributable to unitholders for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

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

Independence

We are independent of the Portfolio in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Responsibilities of management for the financial statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRS Accounting Standards and with the requirements of the Jamaican Companies Act, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Portfolio's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Portfolio or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 ISAs 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 these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Portfolio's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Portfolio's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Portfolio to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

PricewaterhouseCoopers
Chartered Accountants
Kingston, Jamaica
28 June 2024

Proven Real Estate Fund

Statement of Comprehensive Income

Year ended 31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

	2024	2023
	\$'000	\$'000
Income		
Interest income	14,312	9,487
Dividend income	784	-
Rental income	9,836	8,348
Investment property revaluation adjustments	8,500	9,713
Foreign exchange gains/(losses) on investments	198	(115)
Fair value gains on investments	746	348
Gain on disposal of investment securities	1,684	145
	<u>36,060</u>	<u>27,926</u>
Operating expenses		
Management fees	2,202	2,254
Administration expenses:		
Auditors' remuneration	509	484
Bank charges	67	44
Custody and trustee fees	1,800	1,530
Property maintenance	1,093	869
Miscellaneous expenses	840	628
	<u>6,511</u>	<u>5,809</u>
Increase in Net Assets attributable to Unitholders from Investment Operations	<u><u>29,549</u></u>	<u><u>22,117</u></u>

Proven Real Estate Fund

Statement of Financial Position

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

	Notes	2024 \$'000	2023 \$'000
Assets			
Cash and cash equivalents	4	45,246	62,851
Investment securities	5	120,513	88,939
Investment properties	8	135,716	127,216
Receivables	6	50,128	15,035
		<u>351,603</u>	<u>294,041</u>
Liabilities			
Payables		2,052	1,581
Due to related party	7	223	180
		<u>2,275</u>	<u>1,761</u>
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS	9	<u>349,328</u>	<u>292,280</u>


Approved for issue by the Directors of the Fund Manager on 28 June 2024 and signed on their behalf by:

DocuSigned by:

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Johann Heaven

Group Deputy Chief
Executive Officer

DocuSigned by:

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Richard Gordon

Senior Vice President, Group
Chief Investment Officer

Proven Real Estate Fund

Statement of Changes in Net Assets Attributable to Unitholders

Year ended 31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

	2024	2023
	\$'000	\$'000
Net assets attributable to unitholders at beginning of the period	292,280	200,953
Capital transactions		
Issue of new units	105,954	76,650
Redemption of units	<u>(78,455)</u>	<u>(7,440)</u>
Net increase in capital transactions	319,779	270,163
Increase in net assets attributable to unitholders from investment operations	<u>29,549</u>	<u>22,117</u>
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS AT THE END OF THE PERIOD	<u><u>349,328</u></u>	<u><u>292,280</u></u>

Proven Real Estate Fund

Statement of Cash Flows

Year ended 31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

	2024 \$'000	2023 \$'000
Cash Used in Operating Activities		
Increase in net assets attributable to unitholders from investment operations	29,549	22,117
Adjustments for:		
Investment property revaluation adjustments	(8,500)	(9,713)
Interest income	(14,312)	(9,487)
Foreign exchange (gains)/losses on investments	(198)	115
Rental income	(9,836)	(8,348)
	<u>(3,297)</u>	<u>(5,316)</u>
Changes in operating assets and liabilities:		
Receivables	(35,093)	14,780
Payables	471	(269)
Due to related party	43	(10)
Purchase of investments	(77,183)	(30,000)
Sale of investments	45,000	15,000
	<u>(70,059)</u>	<u>(35,375)</u>
Interest received	13,905	9,277
Rental income received	9,539	8,544
Net cash used in operating activities	<u>(46,615)</u>	<u>(17,554)</u>
Cash Flows from Financing Activities		
Proceeds from sale of units	105,954	76,650
Redemption of units	(78,455)	(7,440)
Net cash provided by financing activities	<u>27,499</u>	<u>69,210</u>
Net (decrease)/increase in cash and cash equivalent	(19,116)	51,656
Effects of foreign exchange rate changes on net cash balances	1,511	5,268
Cash and cash equivalent at the beginning of the period	<u>62,851</u>	<u>5,927</u>
CASH AND CASH EQUIVALENT AT THE END OF PERIOD	<u><u>45,246</u></u>	<u><u>62,851</u></u>

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

1. Identification and Activities

Proven Real Estate Fund is a portfolio under the Proven Non-Diversified Funds, an open-ended Collective Investment Scheme registered by the Financial Services Commission under certificate number UT/PNDF/010 on 24 January 2022. Proven Non-Diversified Funds is a product offered by Proven Wealth Limited which is an Investment Management Company licensed to deal in securities by the Financial Services Commission under license number P-05-1168. Proven Wealth Limited (“the Fund Manager”) is a company incorporated and domiciled in Jamaica with its registered office at 7 Haining Road, Kingston 5, Jamaica.

The Trustee and Custodian of the Fund is JCSD Trustee Services Limited, a Company duly incorporated and licensed under the Laws of Jamaica and having its registered office at 40 Harbour Street, Kingston, Jamaica. The Trust Deed was signed by the Fund Manager and the Trustee and Custodian on 27 March 2018 and is available for inspection at 7 Haining Road, Kingston 5, Jamaica.

The portfolio invests in various types of real estate properties, real estate unit trusts, REITs, and other investments permitted by the Financial Services Commission (FSC). Investments are made in Jamaica.

The financial statements show the financial position and results of operations of the Portfolio.

2. Material Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

(a) Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS Accounting Standards) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to entities reporting under IFRS Accounting Standards. The financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB).

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain financial assets. The preparation of financial statements in conformity with IFRS Accounting Standards requires the Fund Manager to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on the Fund Manager’s best knowledge of current events and actions, actual results could differ from those estimates.

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

2. Material Accounting Policies (Continued)

(a) Basis of preparation (continued)

Standards, interpretations of and amendments to published accounting standards effective in the current year

Certain standards, amendments and interpretations to existing standards have been published that became effective during the current financial period. The Portfolio has assessed the relevance of all such new interpretations and amendments and has concluded that the following standards, interpretations, and amendments are relevant to its operations:

Narrow scope amendments to IAS 1, Practice statement 2 and IAS 8, (effective annual periods beginning on or after 1 January 2023). The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies. There was no significant impact on the Portfolio from the adoption of this new standard on its financial statements.

Amendments to IAS 1, 'Presentation of financial statements' (effective for annual periods beginning on or after 1 January 2023). These amendments clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date. The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. There was no significant impact on the Portfolio from the adoption of this amendment.

Standards, interpretations of and amendments to published standards that are not yet effective

At the date of authorisation of these financial statements, a number of new standards, amendments and interpretations to existing standards have been issued which were not effective at the date of the statement of financial position, and which the Portfolio has not early adopted. The Portfolio has assessed the relevance of all such new standards, interpretations and amendments and has determined that there are no standards, interpretations, and amendments that are relevant to its operations.

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

2. Material Accounting Policies (Continued)

(b) Units issued and redeemed

Units are issued to unitholders based on the prevailing unit price at the time of issue. Units redeemed by unitholders are based on the prevailing unit price at the time of redemption.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Portfolio operates ('the functional currency'). The financial statements are presented in Jamaican dollars, which is the Portfolio's functional currency.

(ii) Transactions and balances

Foreign currency transactions are accounted for at the exchange rates prevailing at the dates of the transactions. At the date of the statement of financial position, monetary assets and liabilities denominated in foreign currencies are translated using the closing exchange rate.

Exchange differences resulting from the settlement of transactions at rates different from those at the dates of the transactions, and unrealised foreign exchange differences on unsettled foreign currency monetary and non-monetary assets and liabilities are recognised in the statement of comprehensive income.

(d) Revenue recognition

Income comprises the fair value of the consideration received or receivable from investments made in the ordinary course of the Portfolio's activities. Income is recognised as follows:

Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

Gain or loss on sale of investment

Gain or loss on the sale of investments is determined by comparing sale proceeds with the carrying amount of the investment. This amount is recognised in the statement of comprehensive income.

Fair value gains or losses on investments

Fair value gains or losses on investments are recognised when there is a change in the fair value of investments from one period to the next.

Rental Income

Rental income from operating leases is recognised on an accrual basis.

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

2. Material Accounting Policies (Continued)

(e) Taxation

The Portfolio is domiciled in Jamaica and is exempt from paying corporation taxes under section 12(t) of the Income Tax Act.

(f) Expenses

Expenses are accounted for on an accrual basis and are charged to the statement of comprehensive income. In addition to the management fees, the Portfolio is responsible for the payment of all direct expenses relating to its operations such as audit, custody and trustee fees and, professional fees.

(g) Financial instruments

Financial instruments carried on the statement of financial position include cash, securities purchased under agreements to resell, investment securities, receivables, securities sold under agreements to repurchase and payables.

The fair value of the Portfolio's financial instruments is discussed in Note 3.

The Fund Manager determines the classification of the Portfolio's financial assets at initial recognition and re-evaluates this designation at every reporting date.

Fair value through profit or loss

A financial asset is classified in this category if it is so designated by the Fund Manager or is acquired principally for the purpose of selling in the short term.

Purchases and sales of investments are recognised on settlement date - the date on which the Portfolio receives or transfers the security. Investments are initially recognised at fair value, and transaction costs for all financial assets carried at fair value through profit or loss are expensed as incurred.

Investments are derecognised when the rights to receive cash flows from the investments have expired or the Portfolio has transferred substantially all risks and rewards of ownership.

Gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category is included in income and expenditure in the period in which they arise.

The fair value of financial instruments traded in active markets (such as publicly traded securities) is based on quoted market prices at the statement of financial position date. The quoted market price used for financial assets held by the Portfolio is the current bid price. If the market for a financial asset is not active (and for unlisted securities), the Portfolio establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

(h) Receivables

Receivables are carried at cost which approximates the fair value of those assets.

(i) Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise cash on hand and short-term deposits with original maturities of three months or less, net of bank overdrafts.

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

2. Material Accounting Policies (Continued)

(j) Investment property

Investment property comprises rental property and is held for long-term rental yields. Investment property is recorded initially at cost. In subsequent financial years, investment property is recorded at fair values determined by independent valuers, with the appreciation or depreciation in value being taken to the statement of comprehensive income.

(k) Payables

Payables are initially recognised at fair value and are subsequently carried at amortised cost.

(l) Related party balance and transactions

Parties are considered to be related if they have common directors and/or common shareholders or if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related party transactions and balances are recognised and disclosed for the following:

- (i) Enterprises and individuals having operational and financial decision-making responsibilities for the Portfolio that gives them significant influence over the Portfolio's affairs and close members of the family of these individuals.
- (ii) Key management personnel that are those persons having authority and responsibility for planning, directing and controlling the activities of the Portfolio, including management and close members of the families of these individuals.

(m) Leases

As lessor:

Assets leased out under operating leases are included in investment property in the statement of financial position. They are initially recognized at cost and subsequently carried at fair value with any gains/loss on revaluation taken to the profit/loss in the period it which they occur. Rental income is recognised on an accrual.

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management

The Portfolio's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Portfolio's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Portfolio's financial performance.

The Fund Manager is ultimately responsible for the establishment and oversight of the Portfolio's risk management framework. The Fund Manager provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity.

(a) Credit risk

The Portfolio takes on exposure to credit risk, which is the risk that its counterparties will cause a financial loss for the Portfolio by failing to discharge their contractual obligations. Credit risk is the most significant risk for the Portfolio's business. The Fund Manager therefore carefully manages the Portfolio's exposure to credit risk. Credit exposure arises principally from the Portfolio's operating activities. The Portfolio structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to any one investment.

Credit review process

The Fund Manager performs ongoing analyses of the ability of borrowers and other counterparties to meet repayment obligations.

(i) Investment securities

The Portfolio limits its exposure to credit risk by investing mainly in liquid securities, with counterparties that have high credit quality. Accordingly, the Fund Manager does not expect any counterparty to fail to meet its obligations.

(ii) Cash

Cash transactions are limited to high credit quality financial institutions. The Portfolio has policies in place to limit the amount of exposure to any one financial institution.

(b) Liquidity risk

Liquidity risk is the risk that the Portfolio is unable to meet its payment obligations associated with its financial liabilities when they fall due and demands for redemption of units, when such demands are made. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Liquidity risk management process

The Portfolio is exposed to cash redemptions by unit holders. The Portfolio's liquidity management process, as carried out within the Portfolio and monitored by the Fund Manager, includes:

(i) Monitoring future cash flows and liquidity on a daily basis. This incorporates an assessment of expected cash flows and the availability of collateral which could be used to secure funding if required.

(ii) Maintaining a portfolio of highly marketable and liquid assets that can easily be liquidated as protection against any unforeseen interruption to cash flow.

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(b) Liquidity risk (continued)

(iii) Optimising cash returns on investments.

The maturity profile of the Portfolio's financial liabilities at year end based on contractual undiscounted payments was as follows:

The Portfolio's undiscounted liabilities at year end, equal their carrying amounts, as these liabilities bear no interest. At 31 March 2024, all liabilities are due within months. The Portfolio is also exposed to liquidity risks from redemption of units held by unit holders. The potential liability arising from these redemptions is fully backed by the assets held by the Portfolio, which can be liquidated by the Portfolio to settle any such amounts which will be then owing.

(c) Market risk

The Portfolio takes on exposure to market risks, which is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in foreign currency exchange rates and interest rates. Market risk exposures are measured using sensitivity analysis. There has been no change to the Portfolio's exposure to market risks or the manner in which it manages and measures the risk.

Interest rate risk

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Floating rate instruments expose the Portfolio to cash flow interest risk, whereas fixed interest rate instruments expose the Portfolio to fair value interest risk.

The Portfolio's interest rate risk policy requires it to manage interest rate risk by maintaining an appropriate mix of fixed rate instruments. The policy also requires it to manage the maturities of interest-bearing financial assets. The Portfolio has no interest-bearing financial liabilities.

The following table summarises the Portfolio's exposure to interest rate risk. It includes the Portfolio's financial instruments at carrying amounts, categorised by the earlier of contractual interest rate repricing or maturity dates.

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

Interest rate risk (continued)

	2024					
	Within 3 Months	3 to 12 Months	1 to 5 Years	Over 5 Years	Non- Interest Bearing	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Assets						
Cash and cash equivalents	45,246	-	-	-	-	45,246
Investment securities	20,000	-	99,500	-	1,013	120,513
Receivables	-	-	-	-	50,128	50,128
Total financial assets	65,246	-	99,500	-	51,141	215,887
Liabilities						
Payables	-	-	-	-	2,052	2,052
Due to related party	-	-	-	-	223	223
Total financial liabilities	-	-	-	-	2,275	2,275
Total interest repricing gap	65,246	-	99,500	-	(48,866)	213,612
2023						
	Within 3 Months	3 to 12 Months	1 to 5 Years	Over 5 Years	Non- Interest Bearing	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Assets						
Cash and cash equivalents	62,851	-	-	-	-	62,851
Investment securities	-	30,000	25,611	32,722	606	88,939
Receivables	-	-	-	-	15,035	15,035
Total financial assets	62,851	30,000	25,611	32,722	15,641	166,825
Liabilities						
Payables	-	-	-	-	1,581	1,581
Due to related party	-	-	-	-	180	180
Total financial liabilities	-	-	-	-	1,761	1,761
Total interest repricing gap	62,851	30,000	25,611	32,722	13,880	165,064

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

Interest rate risk (continued)

The following table indicates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the Portfolio's comprehensive income.

The sensitivity of the statement of comprehensive income is the effect of the assumed changes in interest rates on net assets attributable to unitholders based on the financial assets carried at fair value through profit or loss. Revaluing fixed rate financial assets at fair value through profit or loss for the effects of the assumed changes in interest rates will impact fair value gains or losses. The effect on changes in net assets attributable to unitholders below is the total of the individual sensitivities done for each asset.

	Change in Basis Points	Effect on Statement of Comprehensive Income 2024 \$'000	Change in Basis Points	Effect on Statement of Comprehensive Income 2023 \$'000
	2024		2023	
JMD	+25	299	+100	889
JMD	-25	(299)	-50	(445)

(d) Capital management

The capital of the Portfolio is represented by the net assets attributable to unitholders. The Portfolio is not directly subject to any externally imposed capital requirement. Capital is managed by the Fund Manager who reports the required information on a quarterly basis to the Financial Services Commission.

(e) Fair value of financial instruments

The fair value of financial instruments traded in active markets is based on quoted market prices at year end. The quoted market price used for financial assets held by the Portfolio is the current bid price.

The financial instruments that, subsequent to initial recognition, are measured at fair value are grouped into levels 1 to 3 based on the degree to which the fair value is observable, as follows:

- (i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical instruments;
- (ii) Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the instrument, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- (iii) Level 3 fair value measurements are those derived from valuation techniques that include inputs for the instrument that are not based on observable market data (unobservable inputs).

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(e) Fair value of financial instruments (continued)

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Portfolio uses a variety of methods and makes assumptions that are based on market conditions existing at each statement of financial position date. Quoted market prices or dealer quotes for similar instruments are used for quoted debt securities. Other techniques, such as estimated discounted cash flows are used to determine fair value for the remaining financial instruments. The following methods and assumptions have been used:

- (i) Investment securities are measured at fair value by reference to quoted market prices when available. If quoted prices are not available, then fair values are estimated on the basis of pricing models or other recognised valuation techniques.
- (ii) The fair value of liquid assets and other assets maturing within three months is assumed to approximate their carrying amount. This assumption is applied to liquid assets and the short-term elements of all other financial instruments.

	2024			Total Balance \$'000
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	
At 31 March 2023				
Investment securities				
Secured loan facility	-	-	47,500	47,500
Quoted preference shares	-	10,000	-	10,000
Certificate of deposits	-	62,000	-	62,000
	-	72,000	47,500	119,500

Reconciliation of level 3 inputs -

	2024 \$'000
Balance at beginning and end of the period	88,333
Purchases	14,999
Disposals	(45,000)
Fair value losses	(10,832)
Balance at period end	<u>47,500</u>

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(e) Fair value of financial instruments (Continued)

	2023			Total Balance \$'000
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	
At 31 March 2023				
Investment securities				
Corporate bonds	-	-	30,000	30,000
Secured loan facility	-	-	58,333	58,333
	-	-	88,333	88,333
Reconciliation of level 3 inputs -				
				2023 \$'000
Balance at beginning of the period				78,912
Purchases				30,000
Disposals				(15,000)
Fair value losses				(5,579)
Balance at period end				88,333

4. Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

	2024 \$'000	2023 \$'000
Cash and bank balances	7,176	946
Repurchase agreements with original maturities of less than three months	6,502	33,555
Certificates of deposit with original maturities of less than three months	31,568	28,350
	<u>45,246</u>	<u>62,851</u>

The weighted average effective interest rate on bank balances and deposits at year end was Nil and 4% (2023- Nil and 4.1%).

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

5. Investment Securities

	Carrying Value 2024 \$'000	Carrying Value 2023 \$'000
Investment securities	119,500	88,333
Interest receivable	1,013	606
	<u>120,513</u>	<u>88,939</u>
	Carrying Value 2024 \$'000	Carrying Value 2023 \$'000
Investment securities -		
Corporate bond	-	30,000
Secured loan facility	47,500	58,333
Quoted preference shares	10,000	-
Certificate of deposits	62,000	-
	<u>119,500</u>	<u>88,333</u>
Interest receivable	1,013	606
	<u>120,513</u>	<u>88,939</u>

Investment securities comprise the following:

(a) Corporate bonds

	2024		2023	
	Nominal Value \$'000	Carrying Value \$'000	Nominal Value \$'000	Carrying Value \$'000
Island Car Rental 7.00% 2023	-	-	300	30,000
	<u>-</u>	<u>-</u>	<u>300</u>	<u>30,000</u>

(b) Secured loan facility

	2024		2023	
	Nominal Value \$'000	Carrying Value \$'000	Nominal Value \$'000	Carrying Value \$'000
Antilles Tyre Company	33,912	31,764	33,912	32,722
Happimart Limited	30,000	15,736	30,000	25,611
	<u>63,912</u>	<u>47,500</u>	<u>63,912</u>	<u>58,333</u>

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

5. Investment Securities (Continued)

(c) Quoted preference shares

	2024		2023	
	No. of Stock units/shares	Carrying Value \$'000	No. of Stock units/shares	Carrying Value \$'000
VMFG Redeemable Pref Share 2028 (Class C)	10,000,000	10,000	-	-

(d) Certificate of deposits

	2024		2023	
	Nominal Value \$'000	Carrying Value \$'000	Nominal Value \$'000	Carrying Value \$'000
BOJ 8.50% FR 30D-CD due 13-Oct-2025	34,000	34,000	-	-
BOJ 8.00% FR 13M-CD - due 10-June- 2024	20,000	20,000	-	-
BOJ 8.50% FR 2 YEAR-CD - due 02-Mar- 2026	8,000	8,000	-	-
	<u>62,000</u>	<u>62,000</u>	<u>-</u>	<u>-</u>

6. Receivables

Receivables comprise of the following:

	2024 \$'000	2023 \$'000
Due from brokers	49,764	15,000
Other receivables	364	35
	<u>50,128</u>	<u>15,035</u>

7. Related Party Transactions and Balances

(a) Related party transactions

(i) Transactions with the Fund Manager

	2024 \$'000	2023 \$'000
Management fees	<u>(2,202)</u>	<u>(2,254)</u>

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

7. Related Party Transactions and Balances (Continued)

(b) Related party balances

	2024 \$'000	2023 \$'000
Proven Wealth Limited	223	180

The balance represents unpaid management fees at period end.

	2024 \$'000	2023 \$'000
(ii) Cash and cash equivalents		
Proven Wealth Limited	6,500	33,434

The Portfolio has Reverse Repurchase Agreements with its broker Proven Wealth Limited that have original maturities of three months or less. During the period, the Portfolio recorded \$520,000 (2023 - \$633,000) interest income from the Reverse Repurchase Agreements.

8. Investment Property

	2024 \$'000	2023 \$'000
At beginning of the period	127,216	117,503
Fair value adjustments	8,500	9,713
Balance at the end of the period	135,716	127,216

The portfolio holds three investment properties: Unit 21 R1 Commercial Park, Barnett Industrial Technical Park and The Argyle.

The R1 Commercial Complex was valued at current market value by D.C Tavares & Finson Realty Ltd as at year end.

The Barnett Industrial Technical Park was valued at current market value by NAI Jamaica Langford and Brown. The Argyle was valued at the current market value by Oliver's Property Services.

Rental income in relation to investment properties was \$9,836,000 (2023 - \$8,348,000).

Proven Real Estate Fund

Notes to the Financial Statements

31 March 2024

(expressed in Jamaican dollars unless otherwise indicated)

9. Net Assets Attributable to Unitholders

	2024	2023
	Units	Units
Movement of units issued		
Balance of units issued at the beginning of the period	2,125,580	1,591,433
Units issued during the period	742,597	591,545
Units redeemed during the period	<u>(546,453)</u>	<u>(57,398)</u>
Balance of units issued at the end of the period	<u>2,321,724</u>	<u>2,125,580</u>
	2024	2023
	\$	\$
Net assets attributable to unitholders	349,328,000	292,280,000
Net asset value per unit	<u>150.461</u>	<u>137.51</u>