



DISCLOSURE STATEMENT FORTUNA SYNDICATE NO 152

1. INTRODUCTION

Fortuna Limited was founded by **John Galvin** in 2007 with a vision of providing a high quality thoroughbred syndication, administration and racing management service to its clients. **Fortuna**, a New Zealand Thoroughbred Racing Authorised Syndicator, races horses in New Zealand and Australia with **Mark Walker/Sam Bergerson** being its principal NZ based Trainers, **Mark Walker** its Australian based Trainer. **Kevin Myers** also trains one NZ based horse for Fortuna

Fortuna is very client focused and it aims to be the very best it can on behalf of its clients with all aspects of Thoroughbred Syndication Management. Hence its motto:

"Selected, Trained, Ridden and Managed – By Professionals"

2. Directory

Name of Promoter:	Fortuna Limited
Address of Promoter:	5 Johnnybro Place, Rototuna North, Hamilton 3210
Manager and Director:	John Eric Galvin
Bankers:	Westpac Banking Corporation
Accountants:	One Base Accounting - Hamilton
Solicitors/Legal Advisors:	Harkness Henry – Hamilton

3. Business Plan

- This Syndicate will race just one horse, that being the Two Year Old Filly by SWISS ACE out of SIGIRIYA
- The objectives of the Syndicate are to educate, train and race the Syndicate racehorse with the primary aim to win prize money for the Syndicate Members and to share in the fun and camaraderie associated with owning and racing a racehorse that is in shared ownership.
- This Filly was acquired at the NZ Bloodstock Ready To Run Sale on 20 November 2024 – she is now spelling at Te Akau Stud where she will have a 2 week paddock spell before being commencing her first stable preparation under the care of Fortuna's NZ Trainers, Mark Walker and Sam Bergerson, of Te Akau Racing Stables based at Matamata.
- Mark and Sam will assess her during this first preparation which will include jumpouts and trials and make a decision whether she will make her race day debut as a 2yo or be put aside for her 3yo season which commences 1 August 2025.
- Based on her pedigree, physical type and confirmation, her best distances are likely to be in the 1100 metre to 1600 metre range
- A strong, well grown filly of good medium size, this Filly presents as a genuine sprinter/miler type who is quite forward, and so there is a good possibility that she could run as an Autumn 2yo

4. Bloodstock

- | | |
|-------------------------|-----------------------|
| (a) Name | No Racing name yet |
| (b) Breeding (Sire/Dam) | SWISS Ace – SIGIRIYA |
| (c) Sex | Filly |
| (d) Foaling Year | 2022 (DOB 03/10/2022) |
| (e) Microchip number | 985125000124565 |
| (f) Brand Marks | G/H - 162/2 |

5. Initial Costs and Expenses

- | | |
|--------------------------------------|---------------------------------|
| (a) Purchase of Bloodstock | |
| (i) Purchase Date | 20th November 2024 |
| (ii) Public Auction | NZ BLOODSTOCK READY TO RUN SALE |
| (iii) Cost | \$70,000 Plus GST |
| (iv) | |
| (b) Breakdown of other Initial Costs | |
| Promoter Fee | \$ 10,000 plus GST |
| Marketing Fee | \$ 7,500 plus GST |
| Sales/Research Fee | \$ 2,500 plus GST |
| Vet Reports | \$ 700 plus GST |
| Insurance (to 32/01/25) | \$ 3,600 plus GST |
| Working Capital | \$ 11,555 no GST |
| Other (specify) | Nil |

Note that a Full breakdown of Initial Costs is provided in Schedule One (Page 10).

Number of shares	20
Cost per share	NZ\$6,000

Please note that at Manager's discretion, shares can be issued in smaller parcels than 5%

5. On-going Costs and Expenses (All costs are inclusive of GST if any)

- (a) Pre-Training, Training, Nominations and Acceptances, Transportation, Covers, Vet Care, Farrier, Management Fees, - Annual Estimated costs of **\$52,000 inclusive of GST if any.**
- (b) Members will be required to meet all ongoing costs associated with educating, training, spelling, racing, transportation, animal health, insuring the bloodstock and administration costs of the Syndicate. The Manager requires the Members to make financial contributions to the Syndicate bank account to meet the Syndicate's actual or prospective obligations. Under normal circumstances the regular monthly payments made by Members (**i.e. \$220 per month per 5% share**) to the Syndicate, will cover all expenses associated with racing the horse. However in the event they do not, the Manager will issue a capital call on a pro rata basis to all Members to cover any additional costs
- (c) Regular monthly payments
- | | |
|-------|--|
| (i) | \$250 per 5% share |
| (ii) | 1st of each month commencing 1st January 2025 |
| (iii) | 03-1557-0246029-001 Westpac Bank, Hamilton. |

Note: On written request, supporting invoices or other evidence for costs invoiced will be provided by the Promoter or any person associated with this syndicate

6. Minimum Amount

Fortuna Ltd as Promoter is fully underwriting this acquisition, so no Minimum Amount is required for the Syndicate to proceed. *Note: Subscriptions are held in trust. This means that pending allotment of shares; no subscriptions will be disbursed from the syndicate bank account.*

7. Insurance Information

- | | |
|-------------------|---|
| a. Insurer | New Zealand Bloodstock Insurance |
| b. Term | 20th November 2024 to 31st January 2026 |
| c. Value | \$90,000 incl GST if any |
| d. Type of policy | Death Only |

8. Veterinary Report(s)

Dr Jack O'Brien - Dated 26th November 2024

The veterinary report is not attached. Copies of the veterinary report(s) may be obtained from the Promoter by request at its mailing address or its email address john@fortuna-nz.com or by requesting a copy from NZ Thoroughbred Racing (syndication@nzh racing.co.nz).

9. Material interests and Commissions

(a) Disclosures of any material or pecuniary interests

[Note: Any material or pecuniary interest that the Promoter or Manager or a person associated with the Promoter or Manager has in this Bloodstock Syndicate or its Bloodstock must be disclosed in this Disclosure Statement. If any bloodstock offered has been sold by the Promoter, or by Associated Persons of the Promoter, within 12 months prior to the Offer, the purchaser, price paid and date of each transaction within that period shall be shown.

(b) Confirmation of Disclosure of Commissions etc.

The nature of all commissions, fees or rebates and other benefits that have been or may be received in the future by the Promoter or the Manager (or an Associated Person of the Promoter or Manager), specifically in relation to the Bloodstock Syndicate or any of its Bloodstock have been disclosed in sections 4 and 5 of the Disclosure Statement. Any such commissions, fees, rebates or other benefits that may be received in the future will be disclosed to the Participants in writing at the material time.

- The Promoter or Manager has received no commission, fees or rebates other than those disclosed in this Disclosure Statement

10. Standard Industry Risks

- (a) Racing
 - (i) Not all yearlings/prospective racehorses proceed to become racehorses.
 - (ii) There is a significant possibility that any racehorse could injure itself and thereby need a long recuperation period or be unable to race again.
 - (iii) Racehorses are unlikely to have any significant value at the end of their racing career with the exception of well-bred and/or highly performed horses, suitable to become breeding stock.
- (b) Special Risks or factors attaching to this Offer.

There are no Special Risks or Factors pertaining to this offer

11. Governing Documents

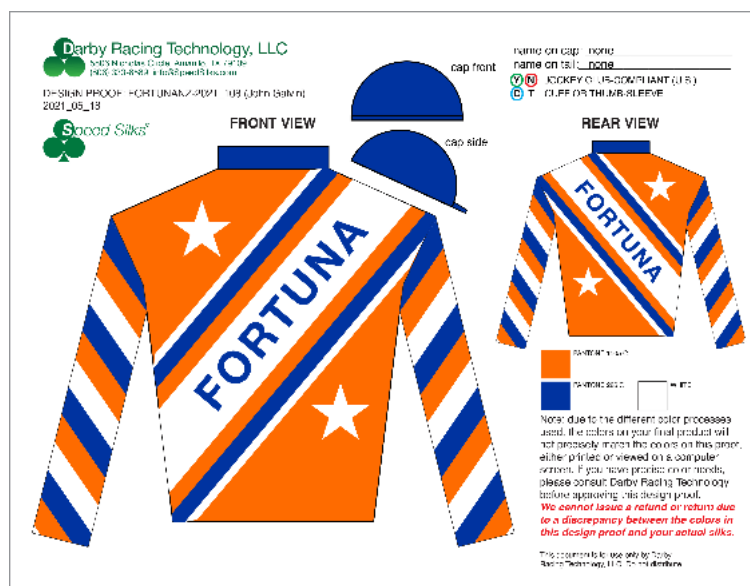
- The Syndicate Agreement which governs the Syndicate is attached

ADDITIONAL INFORMATION

Applicants should note that the Terms below provide an overview of Key Points relating to the Management of the Syndicate. There is a detailed Syndicate Agreement, which is provided to you as a separate document, and will need to be perused and signed by Applicants before subscription will be accepted.

- Prize money earned will be allocated to Members on a pro rata basis once received. On occasions, some or all of prize money earned may be retained in the Syndicate Bank account to bolster working capital requirements.
- All payments of income or capital to or for the benefit of Members will be made at the same time to all Members and in the same proportion as the Shares held by individual Members of the Syndicate
- Trophies will be allocated to Members at Manager's discretion but are usually balloted.
- Unless the horse is already named, Members will have the opportunity to submit a name for consideration.
- Members will receive regular and timely written updates on all aspects of their horse's preparation and racing programme.
- The Syndicate horse will race in the Fortuna Syndication Colours (see example below)
- **If a Member wishes to sell their share in the Syndicate, there is a defined procedure for how this will be handled; this procedure is outlined in Clause 8 of the Syndicate Agreement.**
- If an offer is received to buy the horse from the Syndicate, the Manager will consider the terms of that offer, then make a recommendation to the Members as to those terms and invite Members to provide their feedback on the recommendation with the majority view to prevail.
- Syndicate Members may from time to time, in accordance with clause 14 of the Syndicate Agreement, appoint, remove and replace the Syndicate Manager, provided that the Members give the Manager six months prior written notice of the proposed removal unless the Manager has breached any of the Manager's obligations in this Agreement, and the breach is incapable of being remedied, or has not been remedied by the Manager within 30 days of receiving written notice of such breach.

Fortuna NZ/Aus Racing Silks



Manager's Powers and Functions

The functions of the Manager are to race and manage the Bloodstock in a manner that is consistent with the best interests of the Members, and the Bloodstock. This includes, but is not limited to, the sole right, in the Manager's discretion, to make decisions without any obligation to consult with the Members, on matters which relate to the racing and management of the Bloodstock such as (but not exclusively so):

- a. the choice of racing programme;
- b. training methods and veterinary treatment
- c. the choice of jockey;
- d. the choice of trainer;
- e. if the Bloodstock is to be raced outside New Zealand
- f. stud management and breeding policy (including if colts are to be gelded)
- g. agistment,

provided those decisions are in the best interests of the Members.

In practice, Members are usually consulted with and advised on the points above.

The Manager is also empowered to execute Ownership and Registration documents on behalf of the Syndicate and its Members with New Zealand Thoroughbred Racing and any other Racing Jurisdictions in which the Syndicate bloodstock may race.

Complaints or Disputes

If a Member has a problem, concern, or complaint about any part of the service offered by the Manager, please tell us so that we can try to fix the problem.

We will try in the first instance to resolve any complaint or dispute internally. We conduct an internal complaints handling process administered by John Galvin. You may contact John by writing to him at;

5 Johnnybro Place, Rototuna North Hamilton 3210, email john@fortuna-nz.com or telephone 021 921 460.

The Syndicate Agreement has a Disputes Resolution Clause (Clause 22) and this Clause governs the process for any Disputes Process and Resolution.

Initial Costs and Fees

In addition to the capital cost of the bloodstock, Syndicate members will bear the following initial Costs and Fees:

- **Promoter's fee.** This fee will be 10% of the purchase price of the syndicate bloodstock with a minimum of **\$10,000 + GST** - the fee for this Syndicate is **\$10,000 plus GST**
- **Marketing Contribution Fee.** It is in Members' interest that the Syndicate be filled in a timely fashion as no disbursement can be made, under the NZTR Code of Practice, until the total Syndicate capital is collected. Therefore, a marketing contribution of **\$7,500 plus GST** is collected as part of this Syndicate's Capital.
- **Sales/Research Fee.** Covers the cost of any travel/accommodation/research and inspections by Team Fortuna and any fees by its agents/representatives. **Fee is NZ \$2,500 plus GST for this syndicate**
- **Veterinary Fee.** This fee relates to the Veterinary inspections and reports provided by our Veterinary Surgeon as we undertake due diligence. This fee is **NZ\$700 plus GST approx**
- **Bloodstock Insurance.** The cost of this is **3.8%** plus GST of the value of the Bloodstock and is paid annually (to 31 Jan of the following year) in advance
- **Working Capital.** Usually, the Syndicate will collect an amount of capital from Members to cover working expenses associated with the Bloodstock until such time as Member's ongoing fees commence and any capital remains the property of the Syndicate and its Members. Working Capital for this syndicate is **NZ\$11,555**

Ongoing Costs and Fees

- **All costs associated with the preparation, training, racing and Administration of the Syndicate Bloodstock.** While the annual total of ongoing fees will vary to some degree depending on the path that each individual horse may take, a good indicative figure is approximately **\$52,000 per annum** inclusive of GST if any
- **Fortuna Ltd Administration fee.** This fee is **\$380 plus GST per month** and is included in the expense estimate above.

To cover these costs, each Syndicate member contributes a pre-determined set monthly amount to the Syndicate bank account by Automatic Payment. Quarterly statements will show the state of each member's current account within the Syndicate. The monthly amount is currently **\$500 per month for a 10% share, \$250 per month per month for a 5% share, \$125 per month for a 2.5% share and \$50 per month for a 1% share. These figures are GST inclusive.** Under normal circumstances the regular monthly payments made by Members (i.e \$250 per month per 5% share) to the Syndicate, will cover all expenses associated with racing the horse. **However in the event they do not, the Manager will issue a capital call on a pro rata basis to all Members to cover any additional costs. (see clause 9.1 of the Syndicate Agreement)**

Stakes Fee

In the event that the bloodstock wins stakes money in events that are described as "Listed" or "Group" or "Cups" events in New Zealand or in any race in any International Racing Jurisdiction, the Manager shall be entitled to receive **5% plus GST (if any)** of the stakes money received. (see clause 19.9) of the Syndicate Agreement

Sale of Bloodstock Fee

In the event that the Bloodstock (or part thereof) is sold at a future date the Manager will be entitled to a fee representing **10% plus GST (if any)** of the sale price. (see clause 19.11 of the Syndicate Agreement)

Note that in the event of the bloodstock being sold the Manager, with the approval of the Syndicate Management Committee, may approve a "success fee" payment to Te Akau Racing Stables of up to 5% of the gross sales price

SCHEDULE ONE – SUMMARY OF INITIAL COSTS

Swiss Ace Filly	#152	Syndicate	
	Amount	GST	Total
Horse Purchase Price	70000	10500	80500
Promoter Fee	10000	1500	11500
Marketing Fee	7500	1125	8625
Sales/Research Fee	2500	375	2875
Veterinary fee	700	105	805
Insurance to 31 Jan 2026	3600	540	4140
Working Capital	11555	0	11555
Grand Total	105855	14145	120000
Share 10%			12000
Share 5%			6000
Share 2.5%			3000
Share 1%			1200

20 shares (each share 5%) @ \$6,000. (Note that the Manager has the discretion to issue shares in parcels larger or smaller than 5%)

Ongoing monthly contributions \$220 pm (per 5% share) commencing 1st January 2025

Finalised by John Galvin on 26th November 2023

PEDIGREE

BAY FILLY

Foaled 3rd October 2022

Sire	Secret Savings	Seeking the Gold..... Mr. Prospector
SWISS ACE (AUS)		Jurisdictional..... Damascus
2004	Rapid Serve	Carson City..... Mr. Prospector
		Tennis Partner..... Northern Dancer
Dam	El Roca	Fastnet Rock..... Danehill
SIGIRIYA		Rubimill..... Rubiton
2016	Eclaircissement	Hussonet..... Mr. Prospector
		Dazzle Light..... Danzero

SWISS ACE (AUS) (Bay 2004-Stud 2010). 12 wins-2 at 2, MRC Oakleigh P., Gr.1. Sire of 563 mrs, 377 wns, 21 SW, inc. Julius (ARC Railway S., Gr.1), Swissta, Miss Federer, Secret Spirit, Passing Shot, Niance, The Hottie, Speedy Meady, Blackcrow - Little Giant (H.K.), First Serve, Mywayorthehighway, Ace of Diamonds, Mr Malek, Domain Ace, Just as Sharp, January, Sergio, East Asia, Ichiban, Top Prospect, Huka Eagle, SP Race Ace, Master Brutus, etc.

1st dam

SIGIRIYA, by El Roca. Raced twice. Half-sister to **ICHIBAN**. This is her first foal.

2nd dam

ECLAIRCISSEMENT, by Hussonet. Raced 3 times. Half-sister to **ILLUMINATES** (dam of **HURSLEY**).

Dam of 6 foals, all raced, 4 winners, inc:-

ICHIBAN (Swiss Ace) 3 wins-2 at 2-at 1200m, 1400m, ARC Great Northern Foal S., **L**, Cambridge JC Cambridge Equine Hospital 2YO H.

Staccato (Swiss Ace) 7 wins-1 at 2-from 1200m to 1600m, NZ\$110,005, ARC Bestaff S., Barfoot & Thompson Cup, 2d Waikato RC Print House S., ARC Ellerslie Jewellers H., Weekend Herald H., Barfoot & Thompson Twilight Cup, Waikato RC Nabby's Boxing Gym H., Manawatu RC Pavemasters H.

Mutechi (Swiss Ace) 3 wins-1 at 2-at 1200m, Waikato RC Te Rapa Tavern H., 2d WRC Mercedes-Benz H.

Rock Dreamer. Winner at 1200m in Aust.

3rd dam

DAZZLE LIGHT, by Danzero. Unraced. Half-sister to **STOWAY**, London Lights (dam of **ONLY A**

LADY LISSON GROVE, SMOKO). Dam of 14 foals, 9 to race, 5 winners, inc:-

ILLUMINATES (Strategic) 10 wins-2 at 2-from 900m to 1600m, NZ\$10,000, A\$882,750, AJC Angst S., **L**, Toy Show H., **L**, Aspiration H., **L**, STC Civic S., **L**, Wyong RC Magic Millions 2YO Slipper S., GCTC Heinrich Group Magic Millions 2YO P, AJC Lonhro Welter H., Blackwoods H., Lawler Partners Forensic Accounting H., 2d STC Queen of the Turf S., **Gr.1**, Research S., **Gr.3**, AJC Nivison H., **L**, 3d AJC Wenona Girl H., **L**, Widden S., **L**, NSW Tatt's RC Carrington S., **L**, Gosford RC Belle of the Turf S., **L**, Newcastle JC Tibbie S., **L**. Dam of-

HURSLEY (Makfi) 5 wins from 1600m to 2000m, A\$459,195, VRC TCL S., **L**, MRC Racing Photos H., Helen Egan H., Chandler Macleod H., 2d VRC North East Region H., New York Racing Association H., My Kitchen Rules H., Ascot Racecourse Trophy H., MRC Victorian Transport Association H., Sky High Mt Dandenong H., 3d VRC Western Otway H., MVRG Essendon Nissan H., MRC Wilson Medic One H., ATC Villi's Pies H., MRC Catanach's Jewellers H.

Optical (Swiss Ace) Unraced. Dam of-

illuminare (All Too Hard) 2 wins at 1100m, 1200m, A\$120,910, 2d MRC Redoute's Choice S., **L**, SAJC Magic Millions Adelaide 2YO Classic, 3d MVRG William Crockett S., **L**, 4th SAJC Dequetteville S., **L**.

Fulminate. 5 wins to 1500m, A\$151,860, ATC Sydney City Toyota H., Tab Ipad App H., 2d ATC Bowermans.com.au H., 3d ATC Metro Petroleum H. Producer.

Earla Margaret. Winner at 1600m, QTC Grey Receiver P., 2d SAJC Schweppes H., BTC Variety Qld 25th Year H., 3d SAJC Hop Skip Dump H. Producer.

4th dam

TRAVEL LIGHT, by Bellissimo. Joint third top filly on The 1984-85 NZ 2YO Free H. 6 wins-3 at 2-at 1200m, 2400m, NZ\$16,250, A\$192,400, Queensland Oaks, **Gr.1**, ARC Great Northern Foal S., **Gr.3**, WATC Queen's Cup, **Gr.3**, Avondale JC Portage H., STC Sir Dapper S., Waikato RC Lightning H., 2d AJC Surround S., **Gr.2**, STC Storm Queen S., **Gr.2**, Qld Tatt's RC Tattersall's Cup, **Gr.3**, 3d AJC Queen Elizabeth Randwick S., **Gr.1**, STC Orlando Wines Classic, **Gr.1**, VRC Wakeful S., **Gr.2**, 4th VATC One Thousand Guineas, **Gr.1**, TS Carlyon Cup, **Gr.2**, QTC Queensland Guineas, **Gr.3**. Half-sister to **ROMAN CANDLE**. Dam of 5 named foals, 4 to race, all winners, inc:-

STOWAY (Geiger Counter) 12 wins from 1350m to 2400m, A\$570,810, AJC Summer Cup, **Gr.3**, Hawkesbury Gold Cup, **Gr.3**, AJC Australia Day Cup, **L**, STC Lord Mayor's Cup, **L**, 2d STC Christmas Cup, **L**-twice, 3d AJC Summer Cup, **Gr.3**.

London Lights. 3 wins-1 at 2-to 1350m, STC Sydney Airport Ladies Association H. Dam of-
ONLY A LADY (Sir Tristram) 3 wins from 1400m to 2050m, A\$435,180, AJC Flight S., **Gr.1**, BTC Labour Day Cup, **L**, AJC Edensor Park H., 2d VRC Oaks, **Gr.1**, STC Triscay S., **L**, AJC Druids Friendly Society 2YO H., BTC Doomben Roses H., 4th STC Ansett Australia S., **Gr.1**, VRC Wakeful S., **Gr.2**. Dam of-

REDWOOD FALLS (Woodman) 10 wins-1 at 2-from 1400m to 1800m, A\$93,750, M\$5,960,750 in Aust. and Macau, AJC TL Baillieu H., **L**, Macau Spring Trophy, **L**.

SMOKO (Snitzel) 6 wins at 1000m, 1200m, A\$302,000, WATC Belmont Newmarket H., **L**, 2d WATC Prince of Wales S., **Gr.3**.

LISSON GROVE (Dehere) 2 wins at 2, A\$77,647, SAJC Dermody S., **L**, MRC Hialeah H. Producer.

Lady London. Raced twice. Dam of-

Single in London. 4 wins from 1200m to 1700m in Aust. Dam of-

RIPCORN (Written By) 2 wins-1 at 2-at 1100m, 1200m, A\$1,047,030, to 2023-24, WATC Placid Ark S., **L**, 3d WATC Winterbottom S., **Gr.1**.

London Calling. Unraced. Dam of-

FARAWAY TOWN (Not a Single Doubt) 3 wins-1 at 2-at 1100m, 1200m, A\$843,475, ATC Triscay S., **Gr.3**, 2d ATC Spring S., **Gr.3**, 3d ATC Sires' Produce S, **Gr.1**, Illawarra TC Arrowfield Classic, **Gr.3**.