SPIRE US DATA CENTRE COLOCATION FUND II (AUD)

A UNIT CLASS OF SPIRE CAPITAL MASTER FUND

MONTHLY REPORT – MAY 2022

Monthly Update

The Spire US Data Centre Colocation Fund II (AUD) ('Spire Feeder Fund') decreased by 1.57% for the month of May with the unit price closing at $1.6439.

Negatively affecting the unit price during the month of May was the 1.60% increase in the value of the Australian dollar from US$0.7065 to US$0.7178. The Fund does not hedge currency exposure.

Valterra Partners ('Valterra') provided a comprehensive update on ColoHouse (as at 31 March 2022) on 19 May 2022 as part of the Spire Capital Reporting Season. A recording of this call can be found here and a copy of the presentation can be found here (slide 14 onwards). A summary of the key points is provided on page 2 under 'Investment Update – Underlying Investment Entity as at 31 March 2022, by Valterra Partners'.

The valuation of the Underlying Investment Entity remained unchanged at net 1.21x cost and is not expected to be revalued until a meaningful change in the progress of ColoHouse's business plan (as per Valterra's Valuation Policy).

Performance (Net of Fees)*

As at 31 May 2022.
Underlying Fund is valued as at 31 December 2021
Please note, the inception date for individual investors is the date units were issued in the Spire Feeder Fund at time of application

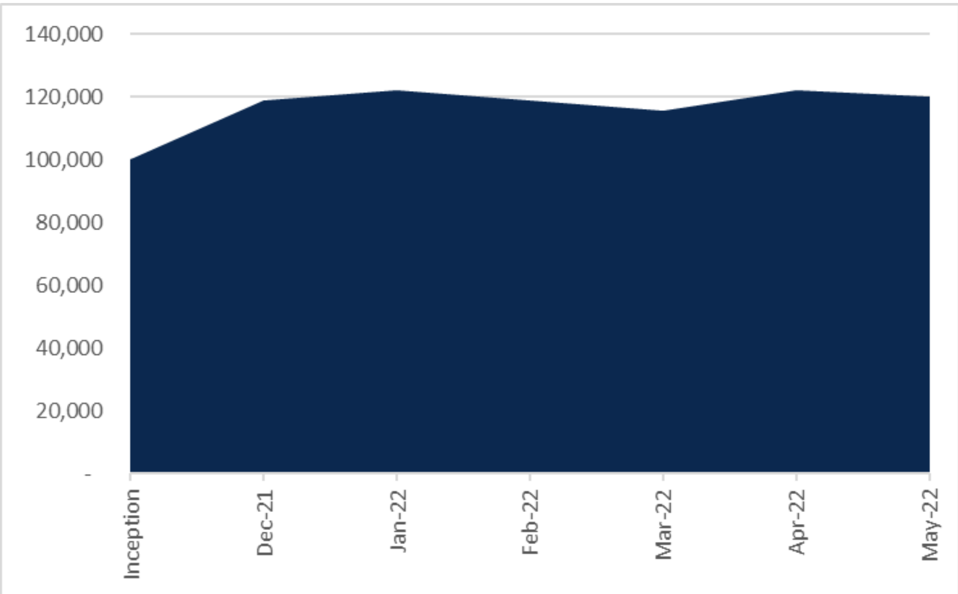
1 month	3 months	6 months	1 year	3 years (p.a)	Since Inception[1]	Inception Foreign Exchange Impact	TVPI[2]
-1.57%	0.98%	20.08%	N/A	N/A	20.08%	1.20%	1.2008

Asset Allocation as at 31 May 2022	
Cash AUD	3.80%
Cash USD	0.01%
Investments USD	96.19%

**Past performance is not an indicator of future performance. Performance and Growth table and chart are based on the aggregated total application amount and units issued during the capital raising period and includes Unit Price growth from commencement of NAV based unit pricing following completion of capital raising in December 2021. Unit Price and performance do not include the value of Foreign Income Tax Offsets (FITOs) which have been distributed in addition to cash. Individual investor performance will vary according to the Application Price at which they were issued Units in the Fund, which in turn was based upon the AUD / USD exchange rate applicable on the day that an investment is accepted.*

[1]***Inception Date** – 31 December 2021. Inception date occurred from the commencement of NAV based unit pricing, following the completion of capital raising in December 2021. Please note however that each investor's performance numbers are calculated on an individual basis from their time of application and may differ from the above.*
[2]***TVPI** – is the "Total Value Paid In" ratio and is, according to the Institutional Limited Partners Association (ILPA) perhaps the best available measure of performance before the end of a (closed-ended) fund's life. TVPI is the total estimated value of the fund's investments, both distributions received plus the value of the remaining investments in the fund, divided by the amount of capital paid into the fund to date. For the purposes of calculating TVPI Spire capital includes the value of any Foreign Income Tax Offsets in the value of distributions received. This ratio has other names, including Multiple of Investment Capital (MOIC) and the Return on Invested Capital (ROIC).*

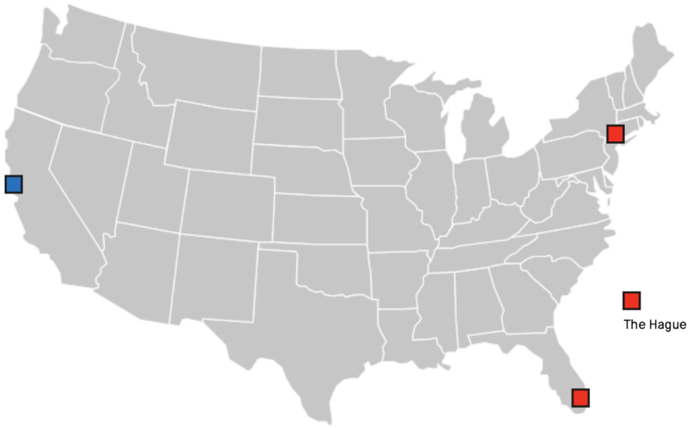
Growth of AU$100,000 Investment*



Investment update (Underlying Investment Entity as at 31 March 2022, from Valterra Partners)

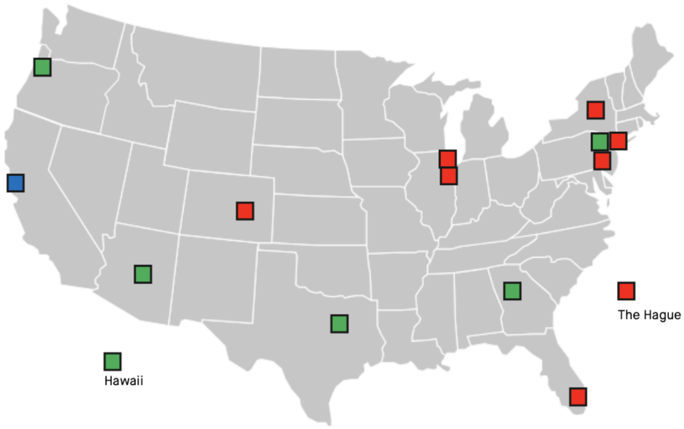
Illustration 1 - The Journey So Far

2020...



- RED: 3 active datacenter locations: NYC (Orangeburg), and Miami in the US, The Hague in Europe
- BLUE: development datacenter location in San Francisco

...Today



- RED: 8 active datacenter locations: NYC (Orangeburg), Miami, Chicago (x2), Philadelphia, Albany (NY), Colorado Springs in the US, The Hague in Europe
- GREEN: major points of presence in key datacenter markets and buildings: Portland, Phoenix, Dallas, New Jersey, Atlanta
- BLUE: development datacenter location in San Francisco
- Private Cloud and IaaS offerings

Focus on integration

- ColoHouse acquired 4 businesses in 2021, onboarded two product lines and expanded to 8 facilities – integration remains key and the biggest risk to success
- Early-stage wins demonstrate the cross-pollination potential of the product and geographic combination, but are not themselves evidence of true integration
- Success is combining five distinct businesses and corporate cultures into one efficient, optimized operating company
- Currently through the first phase of integration: harmonized the service catalog, developed organizational structure plan, refined purchasing process, billing system integration and customer support
  - Successfully completed, guiding work streams for phase two now underway
  - Integration process expected to last for entire 2022
- Integration process being managed day-to-day by organization expert and former Equinix integration leader, resulting in high quality execution to date
- Organizational changes implemented or underway:
  - Kevin Reed (Valterra) currently Interim CEO, replacing Paul Bint
  - CEO search underway and expecting completion over summer (hired recruiter CTG Partners)
  - Kyle Verzello (LumeCloud) appointed President of the Organization
  - Bill McNutt hired as Head of Facilities, responsible for day-to-day operation of the building footprints. Former Digital Realty, Core Scientific, Salute Mission Critical
  - Peter Giammarinaro appointed as ColoHouse CFO. Former TelX
  - Currently finalizing search for ColoHouse SVP Sales to report to John Bonczek (CRO) and a dedicated HR manager

Financials - 2022 Budget vs Acquisition Plan

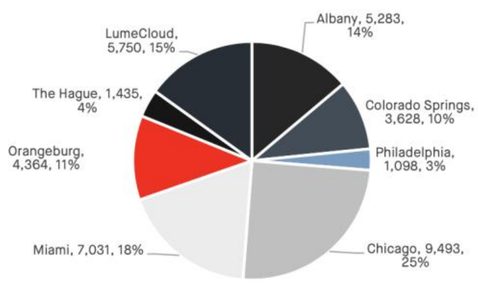
- In 2021, net of one acquisition that ultimately did not occur, the EBITDA of the combined portfolio was estimated at $4.1mm (not accounting for integration costs)
- For 2022, it is budgeted that ColoHouse (even with integration processes ongoing) will generate $4.6mm of EBITDA, outperforming the acquisition pro- forma. EBITDA is adjusted for one-time acquisition expenses, GAAP lease accounting adjustments and amortization of commissions to sales staff
- Viewed on an "last quarter annualized" basis, an industry standard metric, the business is anticipated to stabilize and grow throughout the year
  - By Q4, ColoHouse is anticipated to be generating $7.0mm in LQA EBITDA off $40.9mm in LQA revenue
  - Margins grow throughout the year to 17.2% by Q4 as the scale benefits of the platform and in-place SG&A are realized
- Revenue is diverse across the portfolio:
  - Chicago is a significant contributor of revenue but is low margin given it is an active turnaround situation
  - Orangeburg a relatively low contributor to revenue, but retains significant EBITDA upside through high incremental margin MRR growth

- Services (Cloud and IaaS) forecast to account for ~30% of revenue in 2022, comprised of Cloud and IaaS
- For Q1 2022, ColoHouse revenue was in line with plan and was impacted by the timing of certain new deals
  - Financials are currently being finalized due to audit and integration
  - Albany (IaaS) and Cloud outperformed budget
  - Orangeburg booked but not-billed well ahead of schedule
  - Miami, Colorado Springs and The Hague (timing) were behind plan although pipeline remains strong

2022 ColoHouse Budget

$000s	Q1	Q2	Q3	Q4	2022
Revenue	8,858	9,222	9,785	10,218	38,083
COGS	5,258	5,446	5,473	5,492	21,670
Gross Profit	**3,600**	**3,776**	**4,312**	**4,726**	**16,414**
SG&A	2,842	3,099	2,902	2,964	11,807
EBITDA	**758**	**677**	**1,410**	**1,762**	**4,607**
Gross Margin	40.6%	40.9%	44.1%	46.2%	43.1%
EBITDA Margin	8.6%	7.3%	14.4%	17.2%	12.1%
LQA					
Revenue	35,430	36,889	39,141	40,873	
EBITDA	3,030	2,709	5,640	7,047	

2022 ColoHouse Budget Revenue By Location

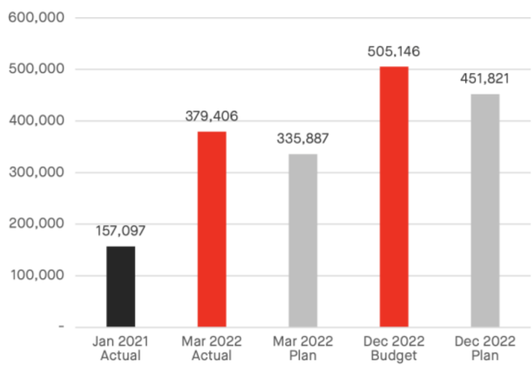


Portfolio update across locations

Orangeburg

- Original thesis: NYC market (25mm people) underbuilt since Northern Virginia exodus, anticipating that movement to the edge will drive significant demand to NYC market
- Thesis is playing out; as one of the few providers with available space and power, Orangeburg has seen a significant influx of demand
- Largest ever deal ($160k MRR) signed with one of the largest trading firms in the world – a high quality credit tenant
- Pipeline includes expansion with Rackspace (existing client), multiple new credit tenants ($5-15k MRR) and another similar sized deal to the above (~$175k MRR)
- Currently Orangeburg occupies ~95% of its space but ~60% of its power
- By July will have a mezzanine location built out that will assume the remaining 40% of power
- Signing an additional 800kw of space and power for large deal above
  Taking lease on additional 25,000 sq ft and 1MW of provisioned power to continue expansion – a 3.8MW deployment by the time we are finished!
- This was a facility that was critical to the business plan and it is pleasing to see it ahead of schedule

Orangeburg MRR Progression



Albany / IaaS

- The IaaS business at Albany has grown ahead of plan and the facility is now full
- Currently undertaking a significant capacity expansion at Albany to provide additional space and power to continue growing
- Also, rolling out IaaS in Orangeburg and considering deployments in Chicago and Colorado Springs
- Largest customer in Albany has expanded significantly since acquisition and is now also deploying into The Hague
- Excellent early "portfolio win" for the expanded business
- Currently implementing 8-10% price increases for new and existing customers, not in budget

Chicago

- Late 2021 deal bought from a distressed seller
- Currently assessing cost and revenue bases, importantly have not lost customers since acquisition given stability of ownership
- Chicago viewed as a significant opportunity for IaaS deployment that will drive this location well ahead of acquisition plan

Miami

- Currently integrating the South Reach Network space acquired in December 2021 to aid expansion of this location
- MRR bookings and EBITDA in line with plan, although need to upgrade some space and equipment to continue growth

Philadelphia

- Smaller location acquired with Data102
- Adjacent suite (operated by Verizon), available with Verizon to remain a tenant. Not prioritized to date but intention is to expand this location

Colorado Springs

- Leadership change has resulted in this location being slightly behind plan, but remains quality "carrier hotel" space with expansion potential

The Hague

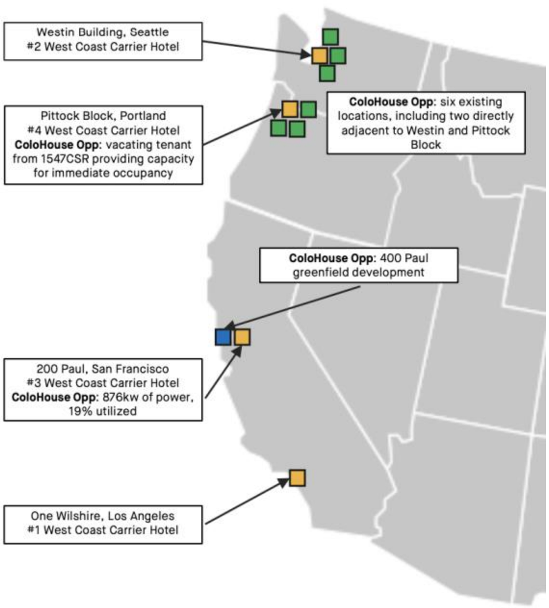
- Very strong start to year, more booking in March than entire 2021
- Largest IaaS customer has expanded into The Hague for European deployment

Update on Cloud

- LumeCloud was not purchased simply to grow on its prior trajectory, view has been to integrate it into ColoHouse's geographical footprint and generate synergies
- Significant engineering talent has been identified within the legacy LumeCloud business to drive the ColoHouse Cloud business forward
- Developing a next-generation Cloud PODS opportunity:
  - VMware-based cloud platform development based (initially) out of 2 datacenters
  - Provides near-parity experience with public cloud and ability to reduce client deployment time from 10-24 weeks to 1 week
  - A differentiated platform moving deeper in IaaS as a key business model going forward
  - $1.5mm capex per POD, estimated $2.3mm stabilized EBITDA per POD – payback and return dynamics are very strong
  - Ability to lease most equipment, making equity outlay very low
  - Offers clients a simpler end-to-end solution without the need for equipment capex, allows seamless private cloud integration with public cloud applications
  - Market potential is large should initial locations be successful

West Coast strategy

- Original plan for a West Coast deployment was to develop a greenfield location at 400 Paul, a new location located next to 200 Paul – the preeminent carrier hotel in the San Francisco market
- The cash held for the 400 Paul development is held in a restricted account and has not yet been deployed
- Issues with 400 Paul development:
  - Timing to procure key equipment has expanded significantly with pandemic- related supply chain issues
  - Construction timelines have significantly expanded also due to labor and skills shortages
  - 400 Paul is itself a new build location, increases complexity of the build
- Valterra have not yet moved forward as there is a risk with the expanded equipment and construction timeframes that a greenfield development may not be optimal for our hold period (we do not want to be selling a shell or a facility in early lease-up)
- Valterra has developed alternative strategies to ensure that ColoHouse achieves similar quality West Coast carrier hotel exposure, but also to cut out development timeframes and be able to operate immediately:
  - 6 location portfolio, Seattle and Portland - 2 locations adjacent to the Westin Building and Pittock Block buildings, 4 additional locations providing significant West Coast growth potential. $6.0mm in-place EBITDA
  - 1 location, 200 Paul, San Francisco - Significant latent capacity in 200 Paul being offered by software company. $100mm acquisition, $8.0mm in-place EBITDA
  - 1 location, Pittock Block, Portland - Work with 1547CSR to acquire upcoming vacant space



Fund Details

Total Applications (AUDm): (Spire Feeder Fund I + II)	$98.70m
Total Commitments to Underlying Investment Entity (US$): (Spire Feeder Fund I + II)	US$67.71m
Fund Size – Current NAV in AUDm	$65.33m
Unit Price (AUD):	$1.6439
APIR Code:	SPI5102AU
Commencement:	6 August 2021
Distributions:	Annually
Application Status:	CLOSED
Liquidity:	Nil – Closed ended Fund
Fund Manager:	Spire Capital Pty Limited
Investment Manager:	Valterra Partners, LLC
Underlying Investment Entity:	Valterra Data Holdings, LLC – Class D
Trustee:	Spire Capital Pty Limited
Base Management Fee:	0.50% p.a. x NAV
Underlying Management Fees:	2% of Committed Capital
Underlying Performance Fee:	20% of realised profits after an 8% annual return is paid to Limited Partners.

Fund Overview

The Spire US Data Centre Colocation Fund II (AUD) (‘Spire Feeder Fund’) is a unit class of Spire Capital Master Fund and feeder vehicle for Australian investors to access the preferred equity position of COLO Holdings, doing business as ColoHouse.

ColoHouse is a leading provider of institutional quality data centre colocation services across the US. The Spire Feeder Fund is invested in ColoHouse via Valterra Data Holdings, LLC (‘Underlying Investment Entity’) created and controlled by Valterra Partners LLC (‘Valterra’), a specialist lower mid-market private equity firm based in New York. The Spire Feeder Fund was established in August 2021 and is an AUD denominated Australian unlisted unit trust that is fully paid-in, whereby 100% of capital commitments were called upfront. The Inception Price of the of the Spire Feeder Fund (for performance reporting purposes) is $1.3690 per unit, which corresponds to the weighted average unit price paid by investors throughout the Capital Raising period. Please note, the inception date for individual investors is the date units were issued in the Spire Feeder Fund at time of application.

SPIRE GLOBAL PRIVATE EQUITY
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A UNIT CLASS OF SPIRE CAPITAL MASTER FUND
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Important Information