



SAKHADINANGLIMITED

**Public company incorporated and registered in the Republic of South Africa
(Registration number 2020/230887/06)**

Prospectus

A general public offer to subscribe for up to 20 000 000 ordinary shares and of no par value at an issue price of R180.00ZAR per share.

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|--------------|--|------------------|
| Opening Date | | 31 August 2025 |
| Closing Date | | 31 December 2026 |

The Prospectus has been presented to members of the public and targeted at named individuals on a private basis for information only.

No person receiving a copy of this Prospectus or an Application form in any territory other than South Africa may treat the same as constituting an invitation or offer to him, nor should it in any event be used as an Application Form unless, in the relevant territory, such an invitation or offer could lawfully be used without contravention of any regulations or other legal requirements. It is the responsibility of any person outside of South Africa wishing to make an Application to satisfy himself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities requiring to be observed in such territory and paying any issue, to transfer or other taxes required to be paid by such territory. The returns indicated are based on after-tax returns for South African residents for individual investors in the top income tax bracket. No indications are able to be made for non South African investors.

An English Copy of this Prospectus will be registered by the Commissioner of CIPC on 30 August 2025. This Prospectus is only available in English. Copies of this Prospectus may be obtained during normal business hours from the registered office of the company set out in the Corporate Information, and Advisors section of this Prospectus or SA Khadinang website

www.khadinang.co.za HYPERLINK "http://www.khadinang.co.za/" HYPERLINK
from the date of issue here of until the 29 September 2025.

The definitions and interpretations commencing on page 6 of this document apply to this entire document, except where the context indicates contrary intention.

Investments in the Company by taxpayers who are not Connected Persons of the Company should qualify as a deduction from income tax in terms of section 11 of the Income Tax Act, 58 of 1962. This Prospectus includes forward-looking statements. Forward-looking statements are statements that include, but not limited to, any statements regarding the future financial position of the Company and its future prospects and generally are identified by the use of forward-looking words such as “aim”, “anticipate”, “believe”, “estimated”, “expect”, “forecast”, “foresee”, “intend”, “likely”, “may”, “planned”, “potential”, “project”, “should”, “target”, “will” or similar words and phrases. These forward-looking statements have been based on current expectations and projections about future results which, although the Directors believe them to be reasonable are not a guarantee of future performance.

On the date of issue of this Prospectus, the Company is authorized to issue 20 000 000 ordinary shares.

The Directors and Officers, whose names are given in paragraph 2 section 1, accept full responsibility, collectively and individually, for the accuracy of the information given in this Prospectus and certify that, to the best of their knowledge and believe, no facts have been omitted which would make any statement false or misleading, they have made all reasonable enquiries to ascertain such facts and that this Prospectus contains all information required by law.

The Advisors whose names are included in this Prospectus, have given and have not prior to registration withdrawn their written consent to the inclusion of their names in the capacities stated and, where applicable, to their reports be included in this Prospectus.

If you have any doubt about the contents of this document, you should consult independent legal, tax, accounting, structuring investment or other relevant advisors when contemplating any investment decision described in this document.

The information contained in this document has been prepared to assist in informing and initial view of the offer and does not constitute accounting, investment, legal, tax and/ or other advice. The document does not purport to contain all the information that an investor may require, nor is it intended to replace any form of financial, legal or technical due diligence. The content hereof may not be used and/or relied upon for any purpose other than to evaluate whether you wish to participate in the Offer.

Furthermore, the information contained in this document constitutes factual information as contemplated in section 1(3)(a) of the Financial Advisory and Intermediary Services Act No 37

of 2002 and does not constitute an express or implied recommendation, guidance or proposal that any particular transaction in respect of the Ordinary Shares is appropriate to the particular investment objective, financial situation or need of a prospective investor.

While all efforts have been made to ensure the accuracy of the information provided in this document, neither it nor any of the information contained in it has been independently verified, and neither the Company, the CEO nor any Advisor gives any guarantee, representation or warranty, whether expressed or implied, in relation to the accuracy or completeness of the information, or that reasonable care has been taken in compiling or preparing the information.

In the event of any conflict or inconsistency between the terms of this Prospectus and the Company's MOI, the terms of the MOI will prevail.

The Commission will register the prospectus in terms of Chapter 4 of the Companies Act, 71 of 2008. In doing so, the Commission takes no responsibility for the contents of the Prospectus, makes no representations as to the accuracy or completeness of this Prospectus and expressly disclaims any liability whatsoever for any loss however arising from or in the reliance on any part of the contents of this Prospectus.

Warning

Public Company Investments are speculative by their very nature and prospective investors should refer to Annexure A of this Prospectus concerning certain of the potential risks. The tax

relief offered on this investment, more fully described in section 4 of this prospectus, may mitigate against inherent investment risks.

Disclaimer:

It is important to note that the registration of the Prospectus with the CIPC does not indicate support or qualify the potential investor. The registration merely indicates the compliance of this prospectus to the minimum requirement of the Companies Act, No. 71 of 2008 and its Regulations as amended.

DEFINITIONS AND INTERPRETATIONS

In this Prospectus, unless otherwise stated or the context indicates otherwise, the words the first column have the meanings stated opposite the min the second column, and related expression have corresponding meanings, words in singular include the plural and vice versa, words denoting one gender include the other genders, words denoting natural persons include artificial or juristic persons (whether or not incorporated) vice versa.

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| “Ordinary Shares” | the 20000000 ordinary shares and of no par value that the company has issued at an issue price of 100.00 ZAR per share. |
| “Ordinary shareholder” | A holder of an ordinary share. |
| “Dividend” | A dividend equal to 7.5% of all proceeds declared and/or paid in respect of any share in accordance with the provisions of 4.1 below. |
| “Act” or the “Companies Act” | The Companies Act No71 of 2008 as amended |
| “Administrator” | a personal liability company incorporated and Registered in accordance with the laws of South Africa, full details of which are contained in the (Corporate Information and advisors) Annexure of this Prospectus. |
| “Advisors” | Collectively, the Attorney, the Auditors, the Company Secretary, the Compliance Officer and the Tax Advisors. |

“Application”

Each Investor whose name appears in an application form (Provided that there is not more than one applicant per application).

“Application Form”

The mandate and application form in respect of the Offer.

“Attorneys”

A personal liability company incorporated and registered in accordance with the laws of South Africa, full details of which are contained in the (Corporate Information and Advisors) Annexure of this Prospectus.

“Auditors”

A personal liability company incorporated and registered in accordance with the laws of South Africa, full details of which are contained in the (Corporate Information and advisors) Annexure of this Prospectus.

“Average CPI”

In respect of any period, the average Consumer Price Index which applied during such period.

Where—**“Ordinary shares”**

Average CPI for the period in question. The sum of the CPI Rates which applied one each date during the period in question for which CPI is published as contemplated in the definition of CPI.

“Board” or “Directors”

The directors of the Company for time being and from Time to time, which, as at the last Practicable Date comprise the persons identified in paragraph 2 of Section 1.

“Business Day”

Any day other than Sunday, a Sunday statutory holiday in South Africa.

“Closing Date”

The closing time and date of the Offer, expected to

be17h00 on 31 December 2026, but which maybe amended by the Company by way of the application of the supplementary Prospectus.

“Commission ”or “CIPC”

The Companies and Intellectual Properties Commission.

“Company ”or“ Khadinang”

SA Khadinang Limited (2020/230887/06, a Public Company Incorporated and registered in accordance with the laws of South Africa, the full details of which are contained in the “corporate Information and Advisors ”Annexure of this Prospectus.

“Company Secretary”

A person liability company incorporated and registered in Accordance with the laws of South Africa, full details of which are contained in the (Corporate Information and advisors) Annexure of this Prospectus.

Compliance Officer”

A person liability company incorporated and registered in Accordance with the laws of South Africa, full details of which are contained in the (Corporate Information and advisors) Annexure of this Prospectus.

“Connected Person(s)”

A connected person as defined in section 1 of Income Tax Act.

“CPI”

A Consumer Price Index, as released by Statistics South Africa Publication P0141 on a monthly basis.

“Distribution”

Has the meaning given to this term in the Companies Act.

“FAIS”

Financial Advisory and Intermediaries Services Act NO 37 of 2002, as amended.

“FSCA”

The Financial Services Chattered Accountants

“FSP”

Financial Services Provider as defined in section 1 of FAIS.

“Gross Capital Investment”

A subscription price paid by a holder of an Ordinary Share In respect of an Ordinary Share acquired by such

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| | Shareholder, as the case maybe. |
| “Income Tax Act” | The Income Tax Act No.58 of 1962, as amended including schedules thereto. |
| “Investor(s)” | An individual, trust, company or other legal entity who or which subscribes for Ordinary Shares pursuant to the offer. |
| “Investment Portfolio” | The portfolio of the investments created by investing the Proceeds raised from the issue of the Shares. |
| “IRR” | The internal rate of return in respect of a particular class of Shares. |
| “King Code” | Has the meaning given to this term in paragraph 4 Section 4 of this prospectus. |
| “Last Practicable Date” | 14 March 2023 being the last practicable date prior to the finalization of this Prospectus. |
| “Management Agreement” | The agreement concluded between the Manager on or about 30 August 2025, in terms of which among other things the Manager is appointed to minister and manage the Company and its qualifying investments, the material details of which are set out in Annexure D. |
| “Manager” or “Promoter” | A person liability company incorporated and registered in accordance with the laws of South Africa, full details of which are contained in the (Corporate Information and advisors) Annexure of this Prospectus. |
| “Property Investment /Mining/Entertainment ” | Property Investment/Mining/Entertainment operations, mining/agriculture rights and other related and associated assets. |
| MOI” | The Memorandum of Incorporation of the Company from time to time, drafted in accordance with the Company Act and section 123 Of the Income Tax Act. |

“Net Investment”

In respect of Shares, the Gross Capital Invested in respect Of such shares less the Tax Benefits applicable to such shares.

“Net Asset Value”

The Net Assets Value of a Company calculated in Accordance with that Company’s normal accounting policies.

“Offer”

The offer subscription for Ordinary Shares, the terms of which hare contained in this Prospectus.

“Offer Period”

The period from (and including) 31 August 2025 to (and including) 31 December 2026, subject to any extension of the Offer Period determined by the Board.

“Ordinary Shareholder(s)”

The holder of issued Ordinary Shares, being as the last Practicable date.

“POPI”

The Protection of Personal Information Act No. 4 of 2013 as amended.

“Proceeds”

Any proceed received by an Ordinary Shareholder in respect of the Shares held by such Shareholder, including but not limited to any Proceeds received pursuant to any dividends or distribution declared or paid, the by back of such Shares by the Company, the conversion of such Shares into a different type of Shares; the listing of the Shares or any other actual or deemed the disposal or transfer of the Shares which constitute a “distribution” as contempt lasted in the Act. It being recorded, for the avoidance of doubt, that the “proceeds” contemplated in this definition shall refer to such proceeds prior to taking into account any dividends with holding Tax which may be or become payable in respect of any dividend (if any) payable in proceeds.

“Prospectus”

This Prospectus and its Annexure.

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| “Qualifying Company” | The qualifying Company as defined in section of the 121(1) Of the Income Tax. |
| “Qualifying Investment(s)” | An investment made by the Company, in accordance with the requirement of section 121(1) of the Income Tax Act, in a Qualifying Company. |
| “Qualifying Share(s)” | Annequityn share issued to the Company by a Qualifying Company. |
| “R”, “Rand” | South African Rand, the official currency of South Africa. |
| “Register” | The securities register of Shareholders maintained by the company in accordance with section 50 of the Companies Act. |
| “SARS” | The South African Revenue Services. |
| “Shareholders”, | The registered holders of Shares for the time being and From time to time. |
| “Shares” | The shares which the Company is authorized to issue for time being and from time to time, including the Ordinary Shares as at the Last Practicable Date. |
| “South Africa” or “SA” | The Republic of South Africa. |
| “Tax Advisors” | A personal liability company incorporated and registered in accordance with the laws of South Africa, full details of which are contained in the “Corporate Information and Advisors” annexure of the Prospectus. |
| “Target Post-Exit Tax IRR” | The targeted internal rate of return on Net Investment After expenses and 12 exit taxes. |
| “Tax Benefit” | The tax benefit in respect of any Share is an amount equal to the Gross Capital Invested in respect of such Share multiplied by the applicable tax rate. |

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| “Vat”, “Vat Act” | Value Added Tax Act No.89 of 1991. |
| “Public Company” | A Public Company, as defined in Section 50 of the Income Tax Act. |
| “SAKHADINANG LIMITED” | Public company incorporated and registered in the Republic of South Africa (Registration number 2020 /230887/06). |

PROSPECTUS

Didiza Benjamin
 Maleka Thapelo James
 Maake Lintus
 Didiza Emily Kojang
 Rathupetsane Martha Mathukwane

SECTION1-INFORMATION ABOUT THE COMPANY

- NAME,ADDRESS,INCORPORATION AND OBJECT(REG57)

1.1 SA Khadinang Limited (registration number2020/230887/06) is Public Company

Duly incorporated and registered in accordance with the laws of South Africa incorporated on 15 May 2020. It was Incorporated as a private company named SA Khadinang (Pty) Ltd. All the issued shares are currently held by SA Khadinang Limited, whose registered office is 35 Fricker Road, Ethos Building, Illovo, Sandton, 2196. (Reg. 57(3)).

- The Company’s registered office and primary place of business are set out in the “Corporate Information and Advisors” annexure of this Prospectus (Reg.57 (1)(b)).
- As at Last Practicable Date the Company had subsidiaries (Reg.57 (3)).
- The Company was established to enable investors to acquire a shareholding in a Public Company, which seeks to invest in a portfolio of Property/Mining and Entertainment Assets in South Africa targeted by the Company.
- The key investment highlights are outlined in more detail in the section below and include:
 - Up-front tax relief of up to 45% in the year of investment (assuming a natural person paying tax at the maximum marginal rate of tax);
 - An attractive risk adjusted Target Post-Exit Tax IRR in excess of approximately 16% per

- annum;
- A target average excess cash yield of approximately 7.0 % on the Gross Capital Investment. This equates to earn an average yield of approximately 5,5% on the net investment for individual and trust investors(assuming a Tax rate of 45%);
- An average yield of approximately 4,2% on the net for the Company investors. It is intended that surplus cash will be periodically reinvested in the Company by acquiring additional Propert/Mining and Entertainment Assets, as opposed to being distributed to investors;
- A defined exit mechanism through either relisting or an open market disposal.

1.7 The purpose of this Prospectus is to provide potential investors with information about the Company and the offer, so as to raise capital to enable the Company to take advantage of the strong flow of attractive investment opportunities currently being seen by the Company. In the immediate, there are business prospects in the Property development industry with a solid business plan to develop the entire African continent European market.

Another lucrative opportunity is to set up production Producer products, similar to Tesla's electric vehicle who's IP has been offered to the company and to promote peace through Music and Dialogue.

2. DIRECTORS, OTHER OFFICER SHOLDERS AND MATERIAL THIRD PARTIES(REG58)

Directors, Proposed Directors and Prescribed Officers

The Board presently comprises 1 directors and 4 non-executive directors, of which are classified as independent. Details relating to the management of the Company are set out in paragraph 2.2.

The full names, business addresses, occupations and positions of the Directors and Prescribed Officers, all of whom are South Africans, are set out below as per Reg.58(2)(a)

Name: Didiza Benjamin (Reg.58(2)(a))

Business Address: 35 Fricker Road, Ethos Building, Illovo, Sandton, 2196.

Occupation: Chairman

Position: Director

Name: Maleka Thapelo James(Reg.58(2)(a))

Business Address:35 Fricker Road, Ethos Building,Illovo,Sandton,2196.

Occupation: Communications Manager

Position: Director

Name: Maake Lintus (Reg.58(2)(a))

Business Address: 35 Fricker Road, Ethos Building, Illovo,Sandton,2196.

Occupation: Business Development

Position: Director

Name: Didiza Emily Kojang (Reg.58(2)(a))

Business Address: 35 Fricker Road, Ethos Building, Illovo, Sandton,
2196.

Occupation: Marketing

Position: Director

Name: Rathupetsane Mathukwane Martha (Reg.58(2)(a))

Business Address: 35 Fricker Road, Ethos Building, Illovo, Sandton,
2196

Occupation: Stakeholder

Position: Director

Advisors and Company Secretary (Reg.58 (2)(b))

The Company Secretary is Computershare, whose name and address are set out in the "Corporate Information and Advisors" Annexure of this Prospectus. The Company Secretary is represented by a duly representative of Computershare Ltd (Reg.58 (2)(b)(iii)).

The names and business addresses of the Advisors are set out in the "Corporate Information and Advisors" Annexure of this Prospectus (Reg.58(2)(b)(i) and (ii)). 2.3

Additional Information Relating to Directors

The Board shall consist of not less than three Directors, in addition to the minimum number of Directors that the Company must have to satisfy any requirement, whether in terms of the Companies Act or its MOI, to appoint an Audit Committee or a Social and Ethics committee. The Shareholders shall, subject to the aforegoing, be entitled, by ordinary resolution, to determine such maximum number of Directors as they from time to time shall consider appropriate (Reg. 58(3)(a)).

At least 30% of the Directors shall be elected by an ordinary resolution of the Shareholders at a general or Annual General Meeting, provided that the Directors shall be elected from the nominations received from the Ordinary Shareholder/s. All elected Directors shall retire at the first Annual General Meeting and at every annual general meeting thereafter (Reg.58(3)(a)).

Directors and Prescribed officers are not entitled to remuneration in their capacity as directors or prescribed officers unless their remuneration is approved by way of a special resolution of the Shareholders passed within two years of the date on which such remuneration is paid to the Directors or Prescribed officers in accordance with the Companies Act and the MOI of the Company (Reg. 58(3)(b)).

The Directors' emoluments are set below: (Reg.58(3)(b))

| Director | Year Ended 30 August 2021 | Proposed Year ended 30 August 2025 |
|-----------------|----------------------------------|---|
| Benjamin Didiza | R0 | R750 000 |
| Thapelo Maleka | R0 | R450 000 |

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| LintusMaake | R0 | R200000 |
| MarthaRathupetsane | R0 | R200 000 |
| EmilyKojangDidiza | R0 | R200 000 |
| | | |

The Directors may from time to time:

Borrow for the purpose of the Company such sums as they think fit;

Secure the payment or repayment of any such sums or any other sum as they think fit, whether by the creation and issue of debentures, mortgage or charge upon all or any of the property or assets of the Company ;and

Make such regulations regarding the transfer of debentures, the issue of certificates therefore and all such other matters incidental to debentures as Directors think fit.

The borrowing powers of the Company as contemplated in 2.3.6 are not limited. The Company is a newly established company which has not yet traded and its borrowing powers has not exceeded or varied during the immediately preceding three years (Reg.58(3)(c)).

Management of Company(Reg.58(3)(d))

The Company is managed by the CEO whose business address and registered address is listed in the “Corporate Information and Advisors” Annexure H of this Prospectus(Reg.58(3)(d)(i)).

The CEO has an experienced management team with extensive asset management experience, including:

Raising of funds for investment;

Originating, evaluating and selecting suitable investment opportunities;

Ongoing monitoring and managing of investments; and

Managing and execution of disposal and realization of investments.

The Company entered in to a Management Agreement with the CEO on the 13 July 202g5. The CEO’s address is Rosebank Towers,15 Biermann Avenue, Rosebank,2132.The CEO has been appointed, among other things, to:

Identify suitable investment opportunities for the Company;

Manage negotiation and conclusion of those opportunities for the Company;

Manage the ongoing monitoring of the Company’s investments and;

Manage and execute the realization of the Company's investments (Reg.58(3)(d)).

The material terms of the Management Agreement, other than management fees and investment team which are summarized in the remaining provisions of this paragraph 2.4, are summarized in Annexure D.

The CEO is entitled to receive the following fees as consideration for the management services which it provides pursuant to the Management Agreement:

An annual investment management fee, payable monthly in advance, equal to 2.0% of the net value of the assets of the Company at the end of prior month concerned, as determined by an independent third party and excluding VAT; and

A monthly amount of R30,000.(excluding VAT and reviewable annually),for each investment held by the Company in a Qualifying Company during the immediately preceding month, in consideration for seconding to such qualifying company a non-executive director.

The CEO is entitled to conclude separate contractual arrangements from time to time pursuant to which the CEO may share the fees received by it with persons who introduced investors to the Company from time to time.

The Investment Team of the CEO comprises:-

TEAM NAMES & MANAGEMENT COMPANY NAME

In addition, all investments are considered by the CEO's investment committee members.

Brief CV's of the investment team and the investment committee are contained in Annexure G.

The Company and/or the CEO will not charge a once off capital raising fee (Reg.58 (3)(d)(iii)).

The Company and the CEO have agreed in the Management Agreement that the CEO shall be entitled to an annual management fee of 2% of the value of the net assets of the Company (excluding VAT),payable monthly in advance, as determined by the Administrator.(Reg. 58(3)(d)(iii)).

The CEO will, subject to the relevant requirements being met, be entitled to receivean "Ordinary Share" Dividend from time to time. The "Ordinary Share" Dividend is defined, and will be calculated, as follows as per MOI of the Company:

.1A dividend equal to 7.5% of all the proceeds declared and/or paid in respect of “Ordinary Shares”.

The IRR in respect of Ordinary Shares shall be calculated taking the following into account:

- The net investment in respect of the class of shares in question as at the date of the calculation, as the initial outflow; and

The Proceeds declared in favour of the holders of the class of shares in question prior to the date of the date of calculation.

With effect from the date on which the IRR in respect of any particular class of shares is equal to the Average CPI in respect of the period commencing on the date on which the first Share of that class of shares was issued until the date on which the IRR is calculated (“CPI Hurdle”):-

The IRR shall no longer be calculated in respect of such class of shares; and

The “Ordinary Share” dividend shall be payable in respect of all proceeds which are declared or distributed in excess of the CPI Hurdle in respect of the class of shares in question.

The Company has entered into a Management Agreement which shall endure for an initial period of 7 years. After the expiry of the initial 7 year period, the Management Agreement shall endure in definite period terminable:-

On the 6 months’ notice in writing from either the CEO or the Company to the either of them;
or

In accordance with the termination provisions of the Management Agreements, as further detailed in Annexure D.

- **HISTORY, STATE OF AFFAIRS AND PROSPECTS OF COMPANY**

- History of Company (Reg.59)

- 3.1.1 Overview (Reg.59(2)(b) and 59(3)(a))

The Company was incorporated as a private company named SA Khadinang (Pty)Ltd. On 13 March 2020. On 15 May 2020 the Company was converted to a public company and its name was changed to SA Khadinang Limited. Save as set out in paragraph 3.2.1 below, the Company has not commenced business (Reg. 59(3)(a)(i). There has been no material change in its business during the past three years (Reg.59 (3)(b).

The primary investment objective of the Company is to:-

- Establish and maintain the Public Company status to enable Investors to retain the Tax Benefit on the Gross Capital Investment;
- Invest in the portfolio of Property Development/Mining and Entertainment Assets. The Company's focus is to generate income that will allow the Company to maximise annual cash flow, whilst retaining a capital growth under pin that assists in producing attractive investment returns to the investor;
- Generate an attractive risk adjusted return for the investor over the life of the investment. The target Post-Exit Tax IRR of the Company is expected to be in excess of approximately 16% per annum.
- - Generate a target average excess cash yield of approximately 3.0% on the Gross Capital Investment. This equates to an average yield of approximately 6.5% on the Net Investment for individual and trust Investors (assuming a tax rate of 45%) and an average yield of approximately 4.2% on the Net Investment for company investors. It is intended that this surplus cash will be periodically re-invested to the Company by acquiring additional forms as opposed to being distributed to Investors; and
 - Some of the capital raised will be invested in known mining projects that have been made accessible to Khadinang. The mining projects will ensure diversification of the investment capital and subsequently increased revenue streams for the Company.

Integral to generating the returns in 3.1.1.2(iii) is the tax relief which investors are able to access, as more fully described in Section 4 of this Prospectus.

Strategic Partners

Manager

The Manager is a multi-asset strategy manager of investment funds and products structured to create and preserve wealth for its clients, partners, managers and shareholders through investments in private equity, listed equity, mine assets and credit, the manager has investment professionals based in South Africa, Canada and the UK.

Directors

The Directors of the Company are responsible for the setting up and the maintenance of the Public Company Structure. The Directors are responsible for reporting to the FSCA and SARS as well as the maintenance of the accounting records, compliance and Investor Relations functions. There is no further charge for these functions that are fulfilled by the Directors. Where external consultants are used, such charges will be billed to the Company.

Administrator

The Company has appointed the Administrator as the fund administrator. The Administrator is a leading alternative investment fund administrator in South Africa with more than R25 billionworth of assets under administration for alternative investments and R260 billion in assetsunder management at group level. It employs over 250 staff. The Administrator is responsiblefor receiving funds from investors, investing and custody of unutilised capital, paying for equity into underlying Qualifying Companies, calculation of the Company's Net Asset Value and Reporting to the Investors on a quarterly basis. In addition, all dividends paid to Investors areadministered by the Administrator. The Administrator acts as a firewall for investors to ensure that funds raised by the Company are in the custody of an independent third party.

Company Secretary

The Company has appointed Computer Share as its Company Secretary.

Attorneys

The Company has appointed Peta Attorneys Inc as Its legal Advisors.

Commercial Bankers

The appointed commercial bankers of the Company are Rand Merchant Bank (acting through its First National Bank division).

Material Changes(Reg.59(3)(b))

There have been no material changes in the business of the Company during the past three years.

Prospects(Reg.59(3))

Business Description and Investment Strategy

In line with the philosophy behind Public Company, being the stimulation of growth in the South African economy, the Company seeks to invest in a series of Greenhouse Farming businesses.

The following represent the key characteristics of the Company's intended activities:

- Acquiring Mining Assets and day to day operational management undertaken by the Company (subject to the oversight of the Company's executive management and investment committee);
- Greenhouse Farming acquired will generate an annual yield by operating as "Farms" as defined in the Income Tax Act;
- The fundamental investment philosophy of the Company is a focus on capital protection, investment focus is on lower risks investments, where the Company will forgo excess returns for down side risk protection. This is achieved through various mechanisms such as:
 - Company Representatives sit on the board of each investment and act as investment committee members.
- The investment strategy and philosophy of the Company is intended to deliver attractive, diversified, risk-adjusted returns and it should be noted that:-
 - The Gross Capital Investment invested in the Company is 100% deductible from the investor's taxable income in the year in which the investment is made. This applies to individuals, companies and trusts;
 - Therefore, investors may receive upfront tax relief of up to 45% of the amount invested in the financial year invested and will not incur recoupment if the investment is held for five years;
 - The investment mandate is designed to focus on capital preservation through investing in Natural Resources backed companies which generate predictable income streams; and
 - Notwithstanding the capital preservation focused investment strategy, the targeted returns represent an attractive risk-adjusted return on investment.
- Investment Mandate
- Whilst suitable Qualifying Investments are being identified, the capital will be invested in management income products, secured loans, debt and debt related securities.
- The Company's policy is to build a diverse portfolio of Qualifying Investment companies in line with the investment strategy. Within a maximum three-year period, the capital raised will be progressively invested into Qualifying Investments with the objective that ultimately at least 80% of the Company's capital raised will be invested

into qualifying instruments.

- Targeted Returns
- The key investment Strategy is to protect capital and generate a return for investors.

The Company will target to generate an attractive risk-adjusted return over the life of the investment. The Target Post-Exit Tax IRR expected to be in excess of approximately 16% per annum.

The Company will target an average excess cash yield of approximately 3.0% on the gross capital investment, this equates to an average yield of 55% on the Net Investment for individual and trust investors (assuming a tax rate of 45%) and an average yield of approximately 4.2% on the Net Investment for the company investors. It is intended that this surplus cash will be periodically re-invested in the Company by acquiring more Food Production Houses.

- Deal Flow
- The funds raised by the offer will be invested into a portfolio of Property Development asset acquisitions.
- The Directors, Operator and CEO identify potential attractive investment opportunities on an on-going basis. The potential investments into underlying Qualifying Companies generally have the following characteristics-
 - Several client distribution centres adjacent Production Houses to be opened require capital injection to be operational to fill the gap in the demand for food amid the growing population.

Turnover, Profit and Loss and Dividend Policy (Reg. 59(3)(g))

The Company is a newly incorporated company, established for the purposes described in the Prospectus. As such the Company does not, to date have any profits or losses. The dividend Policy of the Company (i.e. the Distributions payable to Shareholders) is fully described in paragraph 4 below.

4. SHARECAPITAL OF THE COMPANY

The authorized and issued share capital of the Company as at the Last Practicable Date and before the Offer is set out below (Reg. 60(a)(i)):-

Authorized

20,000,000 Ordinary Shares of 5 (five) cents each, confer voting rights to the shareholder as to one vote per Ordinary Share at any meeting of the Ordinary Shareholders (or on a written resolution of the Ordinary Shares, a general meeting of all the Shareholders or on a written resolution of all of Shareholders, as case may be) and confer the right to receive, in proportion to the Ordinary Shares held by each holder thereof, any Dividend declared by the Company.

The dividend is defined, and will be calculated as follows:-

A dividend equal to 16.5% of all Proceeds declared and/or paid in respect of Ordinary Shares.

The IRR in respect of each Share shall be calculated each time when any Proceeds are declared. The IRR in respect of the share shall be calculated taking the following in to account:

The Net Investment in respect of the shares in question, as at the date of the calculation, as the initial outflow; and

The Proceeds declared in favour of those holders of shares in question prior to the date of the calculation.

With effect from the date on which the IRR in respect of shares is equal to the average CPI in respect of the period commencing on the date on which the share is issued until the date on which the IRR is calculated ("CPI Hurdle).

Each Share confers the right to receive any Distribution that is declared in respect or in favour of the Ordinary Share, whether during the existence of the Company or on its dissolution.

The Directors have the discretion to determine by way of a resolution when, how often and in what amounts to declare and/or pay Distributions in respect of the Ordinary Shares.

Subject to the requirements of the Companies Act, the Directors are entitled to declare a Distribution in respect of the Ordinary Shares (whether alone or together with one or more (but not all) other classes of shares where:-

The Company receives a payment or transfer (whether in cash or in specie and irrespective of the nature of such payment/transfer) from investments effected by Company that were acquired or funded using the Gross Capital Investment proceeds (whether in whole or in part) of the subscription for the shares, after taking into account any Dividend to be declared and paid in respect of the ordinary Shares and/or

The Company disposes of all or any part of any investment contemplated in 4.6.1 that was acquired or funded using Gross Capital Investment proceeds (whether in whole or in part) of the subscription for 2022 shares, after taking into account any Dividend to be declared and paid in respect of the Ordinary Shares.

If the Directors are entitled, and resolve, to declare a Distribution to the holders of Ordinary Shares (whether alone or together with any one or more shares) at any time, then the holders of the shares will receive an amount equal to that holder's percentage shareholding *in terse* of the entire Distribution so declared, calculated with ref equal to that holder's percentage shareholding *in terse* of the entire Distribution so declared, calculated with reference to the total number of shareholders that are entitled to participate in the relevant Distribution.

In light of the above and generally speaking, the holders of Ordinary Shares have the exclusive right to Distribute from assets attributable to the shares but not from the assets attributable to any other class of shares created or issued from time to time.

The authorized and issued Ordinary Shares are under the control of the Directors, subject to section 41 of the Company Act and the provisions of the MOI.

The manager is the holder of all issued Ordinary Shares. A part from what is mentioned above, carry special rights that are to be issued pursuant to the Offer.

Upon incorporation, the authorized shares of the Company were 5million Ordinary Shares with no par value.

The authorized shares of the Company were subsequently, in terms of resolutions of the Shareholders passed on 13 December2020,amended as follows:-

The 5million no par value were converted to 5million Ordinary Shares and an additional 15 million Ordinary Shares were created.

The Company's current Authorized Shares are 20million Shares.

The Company has not offered any shares to the public (whether by sale or subscription) during the preceding three years (Reg. 60n(c)).

The MOI adopted by the sole Shareholder of the Company on 26 November 2020 (i.e. Prior to the issue of this Prospectus), grants the Board the authority to allot the Ordinary Shares to Investors.

5. OPTIONS OR PREFERENTIAL RIGHTS IN RESPECT OF SHARES (Reg.61)

The Company is not party to any contract or arrangement (or proposed contract or arrangement), where by an option or prefer entail right of any kind is (or is proposed to be) given to any person to subscribe for any Shares in the Company. until such time requested.

6. COMMISSIONS PAID AND PAYABLE IN RESPECT OF UNDERWRITING OF SHARES, ISSUES (Reg.62)

The issue of the Ordinary Shares offered pursuant to the Prospectus is not underwritten. As such, no underwriting fees and commissions is payable.

7. MATERIAL CONTRACTS (Reg.63)

Save for the Directors' service agreements, as disclosed in Annexure B, the Administration Agreement with Computer Share, as disclosed in Annexure C and the Management Agreement with the CEO, as disclosed in Annexure D, there are no existing or proposed contracts, whether oral or written, entered into or proposed to be entered into by the Company for Directors' and Managerial remuneration, royalties or secretarial and technical fees or services, whether as the Last Practicable Date or within the two years immediately before the Last Practicable Date.

8. INTEREST OF DIRECTORS AND PROMOTERS (Reg.64)

Other than has been disclosed elsewhere in this Prospectus, no consideration has been paid, or agreed to be paid, to:

Any Director or related party;

Another company in which a Director has beneficial interest or of which such Director is also a director, or;

Any partnership, syndicate or other association. of which the Director is a member.

To induce the Director to become Director, to qualify as a Director or for services rendered by the Director or by a company, partnership, syndicate or other association, in connection with the promotion or formation of th

e Company(64)(2)(a).

- At the Last Practicable Date, none of the Directors or the Shareholders of the Managerheld Shares directly in the Company. The Directors may however subscribe for Shares after the Last Practicable Date, on which, on *mutatismut and is* the same terms and conditions as investors.
- No properties have been acquired or disposed off by the Company since its incorporation and, therefore, the Directors had and continue to have no interests in properties acquired or disposed by the Company since its incorporation(64(1)(c)(ii)).
- The Directors have no interest in material contracts or transactions with the Company other than those disclosed in this Prospectus.

- **LOANS (Reg.65)**

At the Last Practicable Date, the Company had no material loans payable and had not advanced any material loans to any party.

- **PROPERTY ACQUIRED OR TO BE ACQUIRED (Reg.67)**

Since the date of the incorporation of the Company and up to the last Practicable Date, the Company has not acquired any immovable property or fixed assets.

- **AMOUNTS PAID OR PAYABLE TO PROMOTERS(Reg.68)**

Save as disclosed in paragraph2.4 (i.e. the management fees payable to the Manager), no amounts have been paid or are payable to any promoter except agreed upon.

- **PRELIMINARY EXPENSES AND ISSUE EXPENSES (Reg.69)**

- An amount of R200000,00 has been budgeted for the expenses of the Offer on full subscription.
- These expenses (exclusive of VAT) are estimated and comprise the following: -

| Service | ServiceProvider | Amount(R) |
|---------------------------|-----------------------|-----------|
| Preparation of Prospectus | NyonilIncorporated CA | R70000 |
| RegistrationOfProspectus | CIPC | R7000 |
| Preparation of the MOI | NyonilIncorporate | R35000 |

| | | |
|--|-------------------|---------|
| Accountancy & Auditors report | NyonilIncorporate | R5000 |
| Compliance & Regulatory fees | ComputerShare | R25000 |
| Appointment of Directors | ComputerShare | R20000 |
| Issue of Shares Certificate and Secretarial fees | ComputerShare | R25000 |
| Total | | R187000 |
| | | |

In the last three years', there have been no preliminary and issue expenses.

SECTION2 -- DETAILS OF OFFER AND OFFERED SECURITIES

- **PURPOSE OF OFFER(Reg.70)a))**

- The purpose of the Offer is:-
 - to raise up to R2 billion (but not less than R150 million) to co-invest in a portfolio of acquiring Property Development/Mining and Entertainment Assets and to make them operational. The Gross Capital Investment proceeds(net expenses) of the Offer will be applied in accordance with the Company's investment policy as described in this Prospectus;
 - To use the capital raised to fund the expansion of South Africa's Property Development Industry, thereby assisting the country's Mining Sector in supporting local business and creating jobs;
 - To increase the stated capital of the Company to enable it to invest in the local economy;
 - To expand the capital base of the Company;
 - (a) To invest in active mining projects offered to the company and
 - (b) To set up production facility for Independent Power Producer products, similar to Tesla's electric vehicle whose IP has been offered to the company
 - To broaden the shareholder base of the Company;
 - To enable the Company to take advantage of the strong flow of attractive investment opportunities currently being seen by the Manager, by inviting members of the public, financial institutions, pension funds, business associates and employees of the Company to invest directly in the Company; and
 - To establish the Company as the leading Public Company and deploy capital into the South African economy in line with the objective of the Public Company.

1.2 Any amounts raised in excess of the projected issuing expenses will still achieve the Company's goal of increasing its capital base(Reg. 70).

• **TIME TABLE OF OFFER (Reg.71)**

The dates and times for the opening and closing of the Offer are set out below-

| | |
|--|--------------------------|
| <i>Opening date of the Offer (9:00)</i> | <i>30 August 2025</i> |
| <i>Closing date of the Offer (17:00)</i> | <i>31 September 2026</i> |

| | |
|---|--------------------------------------|
| <i>Dead line for Applications(17:00)</i> | <i>30 February 2025</i> |
| <i>Last date for transfer of funds</i> | <i>11 November 2025</i> |
| <i>Share Certificate and tax Certificate in respect of the Ordinary Shares to be dispatched</i> | <i>On or before 31 February 2026</i> |

- In the last three years, there have been no preliminary and issue expenses.
- The Directors reserve the right to extend the Closing Date, by means of publishing a supplementary prospectus, at their discretion. The Offer will close earlier than the dates stated above if fully subscribed or otherwise at the Director's discretion.
- The Directors may in their discretion continue to accept transfer of funds after 11 December 2025

• **PARTICULARS OF OFFER(Reg.72)**

- The Offer comprises an offer to the public to subscribe for up to 20,000,000 Shares of 5(five) cents per share, each having one vote per Ordinary Share. None of the Ordinary Shares is secured.
- The issued shares entitle the holder to:
- Vote at any general meeting or Shareholder's meeting, in person or by proxy, on any matter to be decided by the Shareholders of the Company and to vote in respect of each ordinary Share in the case of a vote by means of a poll;
- Participate proportionately in any distribution made by the company; and
- Receive proportionately the net assets of the company upon its liquidation.
- The company shall convert the ordinary par value shares of 5 cents into ordinary Shares with no par value if and when required to do so pursuant to the provisions of regulation 31 of the Companies Act.
- The Directors consider the issue price of each Ordinary Share to be justified by the prospects of the Company.
- Prospective Investors may apply for Ordinary Shares by completing the Application Form obtainable from the Company Secretary and/or Manager.
- Application Forms must be completed in accordance with the provisions of this Prospectus and the instructions as set out in the Application Form.
- The Company's capital structure and alterations to the share capital since incorporation

and preceding the date of this Prospectus are set out in paragraph 4 of Section 2.

- All prospective investors must apply for the minimum of 5,000,000 Shares up to a maximum such that the investor shall not be considered a Connected Person in relation to the Company. The Directors shall however have the discretion to accept an investment by an Investor of less than 500 Ordinary Shares.
- Applications are irrevocable once received by the Company. No receipts will be issued for Applications and/or payments received.
- The company made from time to time by special resolution:
 - Change the name of the company;
 - Create any new class of shares;
 - Increase or decrease the number of authorized Shares of any class of the Company's Shares
 - Consolidate and reduce the number of the Company's issued and authorized shares of any class;
 - Subdivide its Shares of any class by increasing the number of its issued and authorized Shares of that class without any increased capital;
 - Cancel Shares not taken up by any one or undertaken to be taken up;
 - Reclassify any classified Shares that have been authorized but not issued
 - Classify any unclassified Shares that have been authorized but not issued
 - Determine or vary the preferences, rights, limitations or other terms of any Shares, and such powers shall only be capable of being exercised by the Shareholders by way of resolution.
- **MINIMUM SUBSCRIPTION INTERMS OF OFFER (Reg. 73)**

The statistics of the Offer are set for the below:-

| Details | R |
|---|---------------------|
| <i>Minimum amount to be raised by the Company</i> | <i>R150 000 000</i> |
| <i>Maximum amount to be raised by the Company</i> | <i>R200 000 000</i> |
| <i>Net proceeds after the Offer</i> | <i>R194 000 000</i> |

- The Directors reserve the right to waive the condition as the minimum amount to be raised pursuant to, and/or to increase the size of, the Offer, in their absolute discretion and subject to the publication of a supplementary prospectus.
- The minimum amount that the Directors intend to raise in terms of the Offer is R150,000,000 (Reg. 73(1)).
- The Offer is not underwritten and the Company will not issue fractions of Ordinary Shares.
- Any excess amount raised will achieve the Company's goal to increase its capital base (Reg. 70(b)).
- The Directors intend to apply the monies raised pursuant to the Offer as follows:-
- To pay the expenses listed in 13.2 of Section 1;
- To pay for the following items as part of the budgeted annual running costs expenditure:-

| <i>Details</i> | <i>Amount(R)</i> |
|--------------------------------------|-------------------------|
| <i>Compliance Costs</i> | <i>R70000</i> |
| <i>Secretarial Fees</i> | <i>R40000</i> |
| <i>Accounting Admin Costs</i> | <i>R220000</i> |
| <i>Audit Fees</i> | <i>R35000</i> |
| <i>Custodian Fee</i> | <i>R66000</i> |
| <i>Directors Indemnity Insurance</i> | <i>R30000</i> |
| <i>Legal Fees</i> | <i>R150000</i> |
| <i>Directors fees</i> | <i>R125000</i> |

| | |
|--------------|----------------|
| <i>Total</i> | <i>R725000</i> |
|--------------|----------------|

4.5.2.1 The Company has not borrowed any monies in connection with the preparation of this Prospectus or the Offer which it needs to repay once it has raised funding from the Offer. The CEO will pay the expenses related to the preparation of this Prospectus and then recover the expenses from the Company pursuant to the fund raising(Reg.73(4)).

The Company does not currently require working capital.

If the minimum amount of R150 000 000 is not raised pursuant to the Offer, then the Offer will become null and void, all moneys received will be returned to within seven days after the closing date and no Ordinary Shares will be issued pursuant to the Offer.

If the Offer fails, an announcement to this effect will be made on the Company's Website within 7 days of the Closing Date.

- **RESERVATION OF RIGHTS**

The Directors reserve the right to accept or refuse any Application/s, either in whole or in part, or to abate any or all Application/s in such manner as they may, in their absolute and sole discretion, determine.

- **RESULTS OF ALLOCATIONS**

- **Notification of Allocations**

If any Subscription is rejected or accepted for a lesser number of Ordinary Shares than was applied for, the Company shall refund any surplus Subscription monies received within seven days after the Closing Date.

Issue of Ordinary Shares

All Ordinary Shares to be issued in terms of the Offer will be issued at the expense of the Company.

Issue in Past Three Years

Save for the Ordinary Shares issued to the Manager, no Shares have been issued by the

Company in the past three years.

SECTION 3-STATEMENTS AND REPORTS RELATING TO OFFER

- **STATEMENT OF ADEQUACY CAPITAL(Reg.74(2)(a))**

The Directors are of the opinion that the issued capital of the Company, both before and pursuant to the Offer, is adequate for the business of the Company from the date of issue of this Prospectus.

- **REPORT BY DIRECTORS AS TO MATERIAL CHANGES(Reg.75)**

As at the date of issue of this Prospectus, there have been no other material changes in the assets and liabilities and/or the financial and trading position of the Company since its previous financial reporting period.

- **STATEMENT AS TO LISTING ON STOCK EXCHANGE(Reg.76)**

No application has been made to any stock exchange for the listing of the Ordinary Shares to be issued pursuant to the Offer.

- **REPORT BY THE AUDITOR WHERE BUSINESS UNDERTAKING TO BE ACQUIRED (Reg.77)**

Regulation 77 of the Companies Regulations require the Auditors to prepare a report if the proceeds, or any part of the proceeds, of the issue of the Ordinary Shares or any other funds in terms of the Offer are to be applied directly or indirectly in the purchase of any business undertaking. This report must include statements in respect of:-

The profits or losses of the business undertaking in respect of each of the three financial years preceding the date of this Prospectus; and

The assets and liabilities of the business undertaking at the last date to which the financial statements of the business undertaking were made out.

Until such time as the Directors or the CEO have determined which of the Qualifying Companies that have been identified are to be invested in, and transaction to make to such Qualifying Investments are concluded, the preparation of this report is not applicable or appropriate (i.e. it is not certain as to the business undertakings into which the proceeds of the issue of the Ordinary Shares raised pursuant to the Offer will be Invested).

- **REPORT BY AUDITOR WHERE COMPANY WILL ACQUIRE AS SUBSIDIARY(Reg.78)**

- Regulation 78 of the Companies Regulations requires the Auditors to prepare a report if the proceeds, or any part of the proceeds, of the issue of the Ordinary Shares or any other funds in terms of the Offer are to be applied in any manner, whether directly or indirectly, resulting in the acquisition by the Company of any securities in another juristic person with the director in direct result that the other juristic person becomes subsidiary of the Company.
- This report must include statements in respect of:-
- The profit and losses of the other juristic person in respect of each of the three financial years preceding the date of this Prospectus.
- The assets and liabilities of the other juristic person at the last date to which the financial statements of the other juristic person were made out.
- How the profit or losses of the other juristic person would, in respect of the shares acquired, have concerned Shareholders of the Company if the Company had held the Shares so acquired at all material times; and
- What allowance would have fallen to be made, in respect of the assets and liabilities so dealt with, for holders of other shares if the Company had held the shares so acquired at all material times.
- The Company intends to use the proceeds from the offer in the manner contemplated in Regulation 78. However, until the Qualifying Companies into which Qualifying Investments are to be made have been determined and transactions concluded it is not possible to give an indication of historical financial performance or records. Accordingly, the provisions of Regulation 78 do not apply in the present circumstances.
- **REPORT BY AUDIT OR OF COMPANY (Reg.79).**

Regulation 79 of the Companies Regulations requires the Auditor to prepare a report on the profits of the company. There are no financial records indicating the profits and losses, dividends and assets. Kindly refer to Annexure F.

SECTION 4 ADDITIONAL MATERIAL INFORMATION

- **TAX DEDUCTIBILITY OF INVESTMENT IN THE COMPANY**

Please take note the below is a summary based on current legislation. It is a general guide which is not intended to constitute a complete analysis of the taxation consequences of Public Company regime contemplated in Section 123 of the Income Tax Act. It is not intended to be, nor does it constitute, legal or taxation advice. The Company, its Staff and Advisors accept no responsibility or liability for the tax consequences of the proposed transaction in the hands of investors who

are advised to consult their own tax advisors. The Manager has however sought an advance tax ruling for the investment strategy which will be made available on request once received.

- Section 12J of the Income Tax Act allows investors to deduct from their taxable income the full amount of their investment in the Company in the tax year in which the investment is made.
- Tax Relief provides downside protection and enhances the potential return of the investment
- The up front tax impact is best illustrated as follows:-

| Investment | Individuals | Trust | Corporates |
|--------------------------|--------------------|--------------|-------------------|
| Gross Capital Investment | R1,000,000 | R1,000,000 | R1,000,000 |

| | | | |
|------------------------|----------|----------|----------|
| Tax Relief | R450,000 | R450,000 | R280,000 |
| Net Investment# | R550,000 | R550,000 | R720,000 |
| Effective % Tax Relief | 45% | 45% | 28% |

#As defined in the Definitions and Interpretations section of this Prospectus

**Dividends received by South African resident corporations are not subject to dividends tax to the extent that they have complied with the relevant formalities.*

***The above is based on an individual earning in excess of R1,500,000 in the tax year in which the investment is made.*

****The "A" Dividend assumes the maximum applicable tax rate applicable to the holder of the relevant class of shares, as contemplated in the definition of "Tax Benefit".*

The following shows the effect of the tax relief for an individual investor who makes an investment of R1,000,000:-

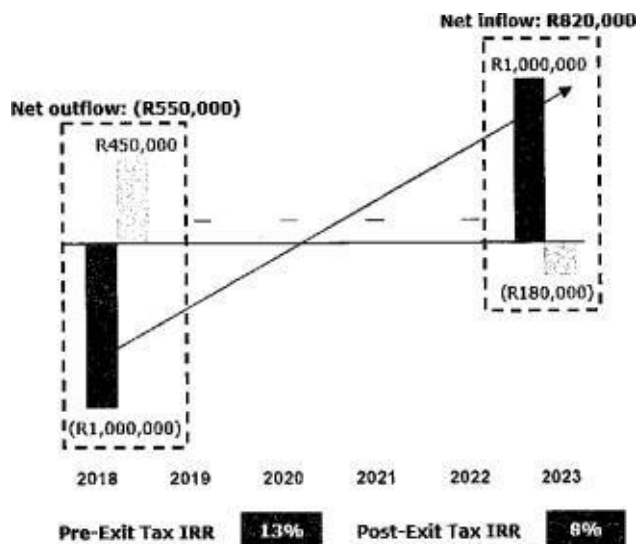
| | |
|--|------------------|
| Gross Capital Investment | R1,000,000 |
| Tax Benefit(45%) | R450,000 |
| Net Investment | R550,000 |
| | |
| Net Assets Value of the Ordinary Share on the date of Investment | R1,000,000 |
| Initial Uplift due to a Public Company Benefit('R) | R450,0000 |
| Initial Uplift to a Public Company Tax Benefit('R) | 81% |

The above table shows that, based on an illustrative investment of R1,000,000 and income tax relief of 45%, an investor's net of the Tax Benefit cost of investment is R550,000 ("Net Investment") and the Net Assets initially attributable to the investment are R1,000,000. Therefore, there is an initial "uplift" of R450,000 or 81%. Investors should note that they are

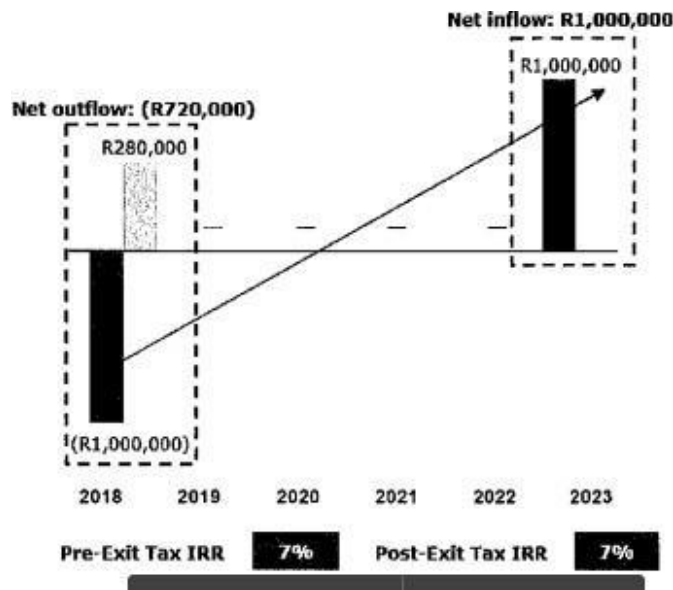
Required to hold the Shares for at least five years in order to retain full amount of income tax relief and, as such, this initial uplift can not be immediately realized.

Illustrated below is the effect of the tax relief for an investor on the compounded rate of return ("IRR") over the five-year investment period:

- The scenario below is intended to outline the tax benefit of the investment and is presented for illustrative purposes. The scenario outlines the tax benefit to an individual investor on the basis of R1,000,000 investment into a S12J Company, which generates a net-pre-tax proceeds of R1,000,000 on disposal at year five. This scenario assumes the investor pays tax at 45% and the investment is exit capital gains tax event:



- The scenario below is intended to outline the tax benefit of the investment and is presented for illustrative purposes. The scenario outlines the tax benefit of a Company investor on the basis of R1,000,000 investment to the Company, which generates net pre-tax proceeds of R1,000,000 on disposal at year five. This scenario assumes the investor pays tax at 28% and that no dividend withholding tax is payable on dividends between South African resident company



- The Company intends to return realized investment surpluses to shareholders by way of dividends. If the investor is a South African resident company and it has complied with the formalities, then such dividend will not be subject to dividends tax.
- A return of capital limited to the amount of the initial investment will not be subject to income tax as a recoupment in the hands of the investor, provided that the investment has been held for no less than five years.
- Capital gains on the disposal of any share held by investors in the Company, as well as original capital returned to investors, will have capital gains tax consequences. The base cost for capital gains tax purposes will be zero.
- The ability of investors to secure the tax relief under section 12j of the Income Tax depends on their individual circumstances and such tax relief is based on current legislation, practice and interpretation.
- An investor will incur a recoupment to the extent that they sell their Ordinary Shares within five years of the date of issue.

- In addition, should any one investor be considered a Connected Person in relation to the Company, where for an example an investor holds more than 20% of the total issued Ordinary Shares, then the income tax deduction as contemplated in section 12a (2) of the Act will not be allowed in the hands of the investor. This will be measured 36 months after the issue of the first shares.
- The Company must satisfy the following requirements by the end of each year of assessment after the expiry of 36 months from the first date of issue of the Company's shares:
 - A minimum of 80% of the expenditure incurred by the Company to acquire assets must be for qualifying shares, and each investee company, must immediately after issuing qualifying shares, hold assets with book value not exceeding R50million in any Qualifying investment, and-
 - The expenditure incurred by the Company to acquire qualifying shares in any one of Qualifying investment must not exceed 20% of the amounts received in respect of the issue of the Company's Ordinary Shares.
 - The Company is prohibited from owning more than 70% of the equity shares in any one of the underlying Qualifying Companies, as per the definition of Qualifying Company in Section 123(1) of the Income Tax Act.
 - Naturally, any change to future tax rates will also affect the after tax returns received by investors. All of these factors have been taken into account in the modeling of the returns, but future movements in the factors are unknown at the time of this Prospectus.

• **PROCEDURE TO CLAIM TAX DEDUCTION OF INVESTMENT**

- Investors are entitled to deduct the full amount of their investment in the Company from their income tax in the tax year ending 28 February 2025. A provisional tax payer is entitled to claim the deduction in the provisional submission in February 2025. A non-provisional tax payer will deduct the investment in the February 2025 submission.
- The Company will send a certificate to substantiate a claim for the tax deduction to investors within six weeks after the closing date (if the Offer becomes effective).
- Investors can claim the tax relief by claiming the deduction in their 2027 income tax returns

• **LITIGATION STATEMENT**

There are no legal or arbitration proceedings, including any proceedings that are pending or threatened, of which the Company is aware, that may have or have had, in the 12 months preceding the Last Practicable Date, a material effect on the Company's financial position.

- **CORPORATE GOVERNANCE**

The King IV Report on Corporate Governance {“King Code”) is intended to govern public listed companies and is not binding on private or unlisted companies. The Company has put certain mechanisms in place that relate to corporate governance as contemplated in the King Code, but does not apply the requirements of the King Code strictly.

- **FINANCIAL ADVICE**

- This Prospectus constitutes objective information about the Company. Nothing contained in this Prospectus should be construed as constituting any form of investment advice or recommendation, or any guidance or proposal of a financial nature, in respect of any investment. Nothing in this Prospectus should be construed as constituting the canvassing for, or marketing or advertising for, or marketing or advertising of financial services by the Company.

- Investors should be cognisant that the value of, and potential income generated from, an acquisition of Ordinary Shares in the Company may appreciate as well as depreciate. Investors may not realise the initial share acquisition price. If an investor is in any doubt, he should seek advice from his financial advisor, accountant, attorney, banker, or other professional advisors.

- **EXPERT’S CONSENTS**

Each of the Advisors listed in the “Corporate Information and Advisors” section of this Prospectus has consented in writing to act in the capacities stated and to their names appearing in this Prospectus and have not withdrawn their consent prior to the publication of this Prospectus.

- **DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors whose names are given in paragraph 2 Section 1, collectively and individually, accept, to the best of their knowledge and belief, that there are no facts relating to the Company that have been omitted which would make any statement relating to the company

false or misleading, that all reasonable enquiries to ascertain such facts have been made and that this Prospectus contains all information relating to the Company required by law.

- **COMPLAINTS PROCESS & TREATY OUR CUSTOMERS FAIRLY OUTCOMES**

- The Company is committed to service excellence, treating its customers fairly and values the relationship with its investors.

- In terms of FAIS, investors may lodge a complaint with Alinah Seleso, who is the key individual of the Company at 35 Fricker Road, Ethos Building, Illovo, Sandton, 2196. The Company is committed to an effective and fair resolution of any complaints. The Company's complaints resolution procedure is available on request.

-

- **CONFIDENTIALITY**

The Company will not disclose or use any confidential information obtained from investors, except to the extent permitted by the investor/s concerned or required by law. Policies and Procedures in terms of POPI are in the process of implementation.

- **INVESTORS NOT RESIDENT IN SOUTH AFRICA**

This Prospectus is not marketed to persons who are not residents of South Africa. Should a person who is not resident in South Africa be interested in investing in Shares, such person should seek professional advice as to the consequences of making an investment in a Public Company, as they may be subject to tax in other jurisdictions as well as in South Africa.

- **DOCUMENTS AVAILABLE FOR INSPECTION (Reg.53(A)(B)(d)(E))**

Copies of the following documents are available for inspection at the registered offices of the Company at any time during business hours on week days until and including the date that is ten business days after the Closing Date:-

- The MOI;
- The material agreements disclosed in this Prospectus;
- The written consents of the Advisors named in this Prospectus to acting those capacities;
- There porting accountant's report; and
- The company's FSP license.
- **PROFESSIONAL INDEMNITY AND FIDELITY INSURANCE COVER**

As required in terms of FAIS, professional indemnity insurance cover of R25,000,000 has been procured for the Company, through the Manager's umbrella insurance policy. The insurance is managed by _____

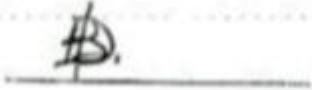
SECTION 5- IN APPLICABLE OR IMMATERIAL MATTERS

The following paragraphs of the Companies Regulations dealing with the requirements for a Prospectus are not applicable or are immaterial to this Prospectus.

- Regulation 54(2);
- Regulation 55;
- Regulation 57(2) and (3)(b);
- Regulation 59(2)(a), (3)(d)(ii), (e), (f) and (4);
- Regulation 61;
- Regulation 64(2)(b)(i), (iii) and (c);
- Regulation 65;
- Regulation 66;
- Regulation 67;
- Regulation 70(b);
- Regulation 72(3);
- Regulation 74(2)(b); and
- Regulation 80.

Signed in Johannesburg by or on behalf of (pursuant to a Power of the Attorney) each Director of the Company on or about 22 March 2022

Didiza Benjamin



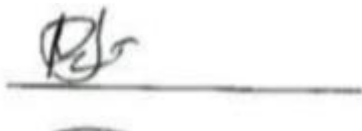
Maleka Thapelo James



Maake Lintus



Rathapetsane Martha Mathutwane



Didiza Kojang Emily



ANNEXUREA–RISK FACTORS

This annexure describes the risk factors that are considered by the Directors to be material

inrelation to the Company and in relation to subscribing for the Ordinary Shares and holdingOrdinary Shares investors should consider carefully the following risk factors in addition to theother information presented in this Prospectus as a whole. If any of the risks described belowwere to occur, it could have a material effect on the company's business, financial condition or results of the operations and consequently on the Ordinary Shares.The risks and uncertainties

described below are not the only ones the Company, the Directors or Investors in the Company may face. Additional risks not currently known to the Company, or the Directors or the directors or that the Company or the directors currently believe are not material, may also adversely affect the Company's business, financial condition and results of operations. The value of shares could decline due to any of these risk factors, and Investors are in any doubt should consult their independent financial advisor. The intention of prospective investors is drawn to the following risks-

| RISK | EXPLANATION OF IMPACT OF RISK ON PERFORMANCE/REPUTATION OF THE COMPANY |
|---|---|
| Past performance | Past Performance by funds managed or advised by the managers should not be regarded as an indication or likely performance of investment by the Company. |
| Economic, governmental, fiscal and Political conditions | Any change of governmental, economic, fiscal, monetary or political policy could materially affect, directly or indirectly, the operation of the company and/or its ability to maintain Public Company status. |
| Uncertainty | Prospective Investors should be aware that the value of the Shares may fluctuate and an Investor may not receive back the full amount originally invested. There is no certainty about the amount and timing Of the future Distribution or that any Distributions will be made. |

ANNEXURE B-SALIENT POINTS OF ADMINISTRATION AGREEMENT

The following is the summary of the salient, material terms of the Administration Agreement. This summary includes paraphrases of the actual wording of the Administration agreement based on the Directors' interpretation and commercial intentions including the Administration Agreement.

- The Administration Agreement was concluded between the CEO and the Company Secretary ("Parties") on or about 13 December 2020 ("Signature Date").
- The Company Secretary has been appointed among other things, to:-
- For all aspects of the investment administration function, which shall include, inter-alia:
- Portfolio take-ons and transfers segregated or otherwise;

- Trade capture and reconciliation;

- Corporate events;
 - Scrip reconciliation; and
 - Fee calculation.
-
- All aspects of the invest or ledger administration function, which shall, interalia;-
 - New port folio set ups;
 - Maintenance of investor level ledger for each fund port folio;
 - Procession of investor details, amendments and changes, including obtaining adequate Know Your Client(KYC) requirements; and
-
- Certain specific aspects of financial management, which may, interalia include: 2.3.1 Maintenance of books of account;
 - Preparation of financial statements and all other statements of account
 - Transaction recording;
 - Bank account reconciliation;
 - All aspects of data warehousing which may, interalia include:-
 - Server environment management;
 - Data base support; and
 - Business continuity and disaster recovery.
-
- Certain services have specifically been identified as being outside of the Company Secretary's scope of work, which includes, interalia: -
-
- Asset management;
 - Underlying investment valuations;
 - Investor relationships, intermediary liaisons, initial screening of applications and proof of deposit, investor query handling, validation of investor identities and due diligence with regard to money laundering or proceeds of crime, and
-
- Reporting to any regulatory authorities.
-
- The Administration Agreement shall commence on the date on which it has been signed by both Parties and shall endure indefinitely unless terminated in accordance with the provisions of the Administration Agreement. The Administration Agreement will terminate:-
-
- Automatically if either Party's authority, consent and /or approval required to conduct its business and to execute and deliver or comply with the provisions of the Administration agreement is suspended or revoked for what so ever reason; or

- At the non-defaulting Party' selection, if either Party:–
- Gives the other 30days' notice of termination in writing; or
- If either Party breaches the terms of the Agreement and fails to remedy such breach within 30 days of being requested in writing to do so ; or
- If either Party commits an act of insolvency as contemplated by the Insolvency Act No.24of1936;or
- If either Party fails to satisfy any judgment against it within 21 days of the date when it should reasonably have become aware of such judgment ; or
- If the breach is capable of being remedied by the payment of monetary compensation, the defaulting Party has failed to pay the money concerned within 10 days after such amount has been finally determined.
- The Company Secretary is entitled to receive the following fees as consideration for the services rendered by it pursuant to the Administration Agreement:–
 - An Administration fee (excluding VAT),invoiced monthly, calculated by applying an annual rate as per the below scale calculated to the Company's Committed Capital;
 - An annual financial reporting fee of R12,000,00(excluding VAT)for liaising with the appointed Auditors in completing the Company's audit;
 - The Administration fee contemplated in 5.1 is subject to a minimum monthly fee of R15,000,00 (excludingVAT).
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ANNEXUREC–SALIENT POINTS OF ADMINISTRATION AGREEMENT

The following is a summary of the salient, material terms of the Administration Agreement. This summary includes paraphrases of the actual wording of the Administration Agreement based on the Directors' interpretation and commercial intentions in concluding the Administration Agreement.

- The Administration Agreement was concluded between the Manager and the Advisors ("Parties") on or about 13 December 2020 ("signatureDate").

- The Manager has been appointed among other thing, to:
- -Identify suitable opportunities for the Company;
- Manage the negotiation and conclusion of those opportunities;
- Raising of funds for the operations of the Company's business and if necessary engaging brokers for that purpose;
- Attending to the registration of investments held by the Company from time to time, either in the Company's own name or in the name of a wholly-owned nominee company approved by the Financial Services Board;
- Managing due diligence investigations in relation to potential investments and making recommendations arising there from to the board of Directors of the Company;
- Manage ongoing monitoring of the Company's investments managing and executing the realization of the Company's investments;
- Investigate and managed is disposal and realization of the Company's investments, and managing and executing the realization of the Company's investments, and
- Investigate and manage the disposal and realization of the Company's investments and making recommendations in that regard to the company's investment committee (Reg.58(3)(d)).
- The Manager is entitled to engage in any other business or investment activities either on behalf of other clients or for its own account. The Manager is further more entitled to manage other business which are similar in nature to the business conducted by the Company from time to time.
- The Management Agreement shall endure for an initial period of seven years. After the expiry of the initial seven-year period, the Management Agreement shall endure for an indefinite period and is terminable:-
- On six months' notice in writing from either the Manager or the Company to the other of them, or

- Pursuant to a material breach of the Management Agreement by either Party, which goes to the root of the Management Agreement and:-
- Is incapable of being remedied by the payment of monetary compensation, or
- If the breach is capable of being remedied by the payment of monetary compensation, the defaulting Party has failed to pay the amount concerned within 10 days after such amount has been finally determined.
- The CEO is entitled to receive the following fees as consideration for the services rendered by it pursuant to the Management Agreement:-
- An annual investment Management Fee, payable monthly in advance, equal to 2.0% of the net value of the assets of the Company at the end of the prior month concerned, as determined by an independent third party and excluding VAT, and
- A monthly amount of R30,000 (excluding VAT and reviewable annually), for each investment held by the Company in a Qualifying Company during the immediately preceding month, in consideration for seconding to such qualifying company a non-executive director employed by the CEO, who shall perform the services of a non-executive director of such Qualifying Company.
- In addition to the remuneration payable in terms of 5 above, the is entitled to there imbursement of disbursements properly made in complying with its duties under the Management Agreement, along with fees (payable by the companies in which the Company invest from time to time) for representing the Company at shareholders and Directors' meetings.
 - The Manager however remains solely responsible for the payment of:
 - -All brokers' and agents' commissions(excluding trial commissions);
- Sales costs including, but without limitation, printing charges, research, advertising and marketing;
- Due diligence costs and legal charges in respect in respect of investments which have not been approved by the Company's investment committee; and

- Travel and subsistence costs not recoverable by the Company from companies in which it has invested.

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ANNEXURED

- Secretarial agreement with Computershare attached

ANNEXURE E



ANNEXURE F (Accountants-Auditing-Taxadvisors)



ANNEXURE G


Brief CV's of the investment team and the investment committee...

Computershare,

Our team supporting you will include:




Charles Lourens > Director Professional Services
Charles heads up the Professional Services division of Computershare in South Africa. He has specialist knowledge of registry and the financial services industry and is involved in many of the Computershare client corporate action events and global cross-border solutions. He currently represents Computershare on the Market Advisory and the Equities Working Committees of Strate, the Central Depository, where industry standards are determined. He has project managed more than 300 corporate action events in South Africa over the years and has been involved in more than 300 IPOs and private placements. He has also been extensively involved with solutions for a large number of Black Economic Empowerment schemes and transactions. Charles' extensive registry experience has also helped support the practical introduction of the Strate dematerialisation programme in South Africa. He has also helped facilitate solutions to deliver shares to other Central depositories such as Namibia, Zimbabwe,



Gavin Davis > CE General Manager
C.A.S.A. for over 27 years. 14 years auditing experience mainly in Financial Industry. 8 years Financial Management experience. 24 years Custody and Securities experience, most of which at senior management level. Roles include:- Assistant Manager at Big 5 Audit Practice, Head of Internal Audit at large Merchant Bank, Senior manager Corporate Actions at 2 CSD Participants, General Manager Corporate Events at Transfer Secretary



Nyanisa Majavu > Head: Corporate Advisory Services
Nyanisa is the Head of Corporate Advisory Services. She has vast experience in business and operations management, as well as in organisational and regulatory compliance within the financial services sector. Nyanisa will be working closely with Charles Lourens and other teams within our business to manage relations with issuers and to explore business growth opportunities pertaining to corporate advisory



Fatima Ebrahim > Senior Client Relationship Manager
who will have strategic oversight of our relationship with your IPO and ongoing Client Relationship Manager. Fatima has a vast number of years of experience in the subject of empowerment dating back to 2003. She has worked on complex multi-billion-rand projects i.e. The Telkom IPO re the Khulisa black empowerment Share scheme in 2003, the successful launch of the NEF MTN Asongbe black empowerment share scheme in 2007. Played a key advisory role to Sasol on the Sasol Inzalo Share scheme in 2009. Conceptualised and implemented The National Empowerment ESD Fund in 2011. Fatima has tertiary qualifications in Business Management, Project Management, SAIFM in financial markets.



Trevor Chemblah > Head of Business Improvement
Trevor was recently appointed as Head of Business Improvement. He has over 27 years' experience in Registry and IT and during this time managed the IT Operations for Mercantile Registrars. Before his new appointment, Trevor was Senior Manager of Business Services and Product Support for Technology Services and played an instrumental role in the design and development of the core and subordinate systems used in the South African business. He has served as technical lead on numerous projects and initiatives over the years. Trevor is now responsible for driving innovation and efficiencies across Operations, improving on business processes and productivity, as well as for implementing global Computershare best practices. Qualifications > Project Management, SQL for Oracle, Oracle Forms and Reports, Strate: Understanding of Strate.



Sharon Hubner > Manager Issuer Special Projects
Sharon has over 25 years Corporate Actions, Registry and Relationship Management experience, with extensive operational and project management for BEE schemes; IPO's; Demutualisation's, Listings and Large Clients support for companies like Sanlam, Sasol, Remgro, Richemont and Assupol. Sharon also has extensive knowledge of the CSD Strate processes and Custody settlement and unique knowledge of support for settlement on ZAR X exchange. This wide industry and market knowledge allows us to create tailor made solutions to meet client specific requirements for both local and foreign clients in the listed and unlisted space.

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Computershare

NnyoniInc.

Our team is made up of Registered Auditors, Chartered Accountants and Registered Tax Practitioners who hold pre-eminent skills, experience and integrity within our services range and across various industry sectors. With this wealth of experience and knowledge, we are able to offer tailored business solutions of the highest standards that adequately address the needs of our clients.

A.H.Simelane Inc.

A.H. Simelane Attorney Inc. is a boutique law firm incorporated in terms of section 23 of the Attorneys Act, 53 of 1979. It provides legal services in the fields of energy, environmental, maritime and mining law, and further commercial aspects within these fields. The team of professionals in the firm are also subject matter experts in the respective practice areas of the firm. The firm renders services in both the public and private sector, and further renders legal services for cross border transactions.

ANNEXUREH

Corporate Information and Advisors

| Organization | Description of Services | Address & Contact details |
|------------------|---|--|
| A.H.Simelane Inc | Legal Services | <ul style="list-style-type: none"> 165 West Street, 3rd floor, Unit J, Sandton Contact: Akhona Simelane Phone: 010 634 2830 email: info@ahssimelaneattorneys.co.za |
| Nyoni Inc | Auditing, Financial Services and Tax Advisory | Block C, The Palms Office Park, 391 Main Ave, Ferndale, Randburg, 2194 Contact: Desire Nyoni Phone: <u>0113262181</u> |
| Computershare | Company Secretarial & Management | 15 Biermann Ave, Rosebank, Johannesburg, 2196 Contact: Mnandi Bestbier Phone: <u>0113705000</u> |
| | | |

Signed by: Secretary.
 22 July 2022
 Lindiwe Radebe



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Sign at: Johannesburg on the

