



Date: 08/11/2023

Our Reference: 112377092

Box: **236458**

Sequence: **1**

NATHANIEL DENTON BRICKNELL
Basket: NDBRIC

RE: Registration of Prospectus or Letter of Allocation

Company Number: 2023/955092/06

Company Name: EQVEST LTD

We have received a COR46.4 (Registration of Prospectus or Letter of Allocation) from you dated 13/10/2023.

You are hereby informed that the offer of shares in terms of Section 100 of the Companies Act, 2008 (Act 71 of 2008) as amended, dated 13 October 2023 lodged by you in respect of the above company, has this day been duly registered.

Opening date of the Offer: **13 November 2023**

Closing date of the Offer: **15 December 2023**

Yours truly

Commissioner: CIPC



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 100 2472, Website www.cipc.co.za



EQVEST LIMITED

Incorporated in the Republic of South Africa

(Registration Number: 2023/955092/06)

("the Company" or "EQVEST")



PROSPECTUS

This Prospectus sets out the details of an investment offering to the general public to subscribe for up to:

800 000 Class 1 (Eight Hundred Thousand) unlisted Ordinary Shares of no-par value at an issue price of R100,00 (One Hundred Rand) per share (MZANZI MEDIA AND ENTERTAINMENT FUND).

250 000 Class 2 (Two Hundred and Fifty Thousand) unlisted Ordinary Shares of no-par value at an issue price of R100,00 (One Hundred Rand) per share (MEDIA CATALOGUE CORPORATION).

The minimum subscription required for participation by an investor in the Offer is 10 (ten) shares which amounts to a minimum subscription payment of R1 000,00 (one Thousand Rand).

The Offer seeks to raise in aggregate a total equity amount of R105,000,000.00. The minimum amount to be raised in terms of the Offer is R1,000,000 cumulatively for Class 1 and Class 2.

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This includes the projected issuing expenses, inclusive of VAT. Should the minimum amount of each Preference Share Class not be raised in terms of the Offer, the Offer in terms each specific Preference Share Class will become null and void, all moneys received will be returned to Investors and no Preference Shares will be issued pursuant to this Offer.

The definitions and interpretations commencing on **page 12** of this document apply to this entire document, including this cover page, except where the context indicates a contrary intention.

Opening date of the offer: 09:00 am on Monday, 13th of November 2023
Closing date of the offer: 16:30 pm on Friday, 15th of December 2023

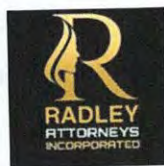
Promotor:



Administered by:



Prospectus prepared by:



zww
[Handwritten signatures]

EQVEST LIMITED

Incorporated in the Republic of South Africa

(Registration Number: 2023 / 955092 / 06)

("the Company" or "EQVEST")

PROSPECTUS AND INVITATION TO SUBSCRIBE FOR SHARES

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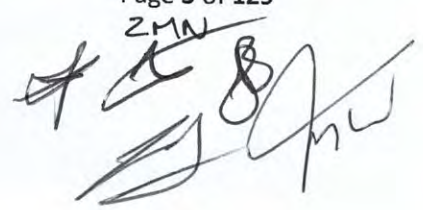
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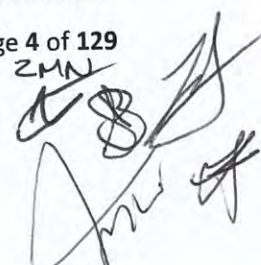
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GENERAL STATEMENTS AND DISCLAIMERS

1.1. INCORPORATION AND NATURE OF BUSINESS

EQVEST LIMITED was incorporated on 22nd August 2023 as an unlisted Public Company based in South Africa, crafted to pioneer new frontiers in the realm of private equity investments. Our core mission revolves around bridging the gap between promising private companies seeking capital and potential investors who may not have ventured into the world of private equity before.

1.2. REGISTRATION OF PROSPECTUS

This Offer to subscribe for shares in the Company is an invitation to the public and as such this Prospectus is required to be issued and has been registered with CIPC.

This is not a Prospectus for the listing of shares of the Company on an exchange.

This Prospectus complies with section 100 of the Companies Act and the Companies Regulations. The written consents of the experts and advisors set out in the Corporate Information and Advisors section of this Prospectus have been attached to the copy of the Prospectus filed with the CIPC. Each of the aforementioned experts and advisors have consented to the use of any statement made by them in this Prospectus and/or the use of their names in this Prospectus, as the case may be, and have not withdrawn such consents as at the date of this Prospectus. The number of each applicable regulation of

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the Companies Regulations is given in brackets after appropriate headings or sub-headings.

This Prospectus constitutes an offer to the public and has been prepared for the purposes of complying with the Companies Act and the Companies Regulations published in terms thereof.

The release, publication, or distribution of this Prospectus in jurisdictions other than South Africa may be restricted by law and therefore persons who are subject to the laws of any jurisdiction other than South Africa should acquaint themselves with and observe any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any jurisdiction.

This Prospectus and any accompanying documentation are not intended to, and does not constitute, or form part of, an offer to sell or an invitation to purchase or subscribe for any securities in any jurisdiction in which it is illegal to make such an offer, invitation or solicitation, or such offer, invitation or solicitation may require **EQVEST LIMITED** to comply with filing and/or other regulatory obligations. In those circumstances, this Prospectus and any accompanying documentation are sent for information purposes only.

*This Prospectus is only available in English. Copies of this Prospectus may be obtained during normal business hours from the registered office of **EQVEST LIMITED** at their respective address set out in this Prospectus from 09:00 on Monday, 13th November 2023 until 16:30 on Friday, 15th December 2023.*

Electronic copies of this Prospectus can be obtained on the Company's website on www.eqvest.co.za.

1.3. FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. All statements, other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning strategy; the economic outlook for the industry; production; cash costs and other operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity and capital resources and expenditure and the outcome and consequences of any pending litigation proceedings.

These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified using forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, anticipated levels of growth, estimates of capital expenditures, acquisition strategy, and expansion prospects or future capital expenditure levels and other economic factors, such as, inter alia, interest rates.

By their nature forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. **EQVEST LIMITED** cautions that forward-looking statements are not guarantees of future performance.

These forward-looking statements have been based on current expectations and projections about future results which, although the Directors believe them

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to be reasonable, are not a guarantee of future performance. Actual results, financial and operating conditions, liquidity, and the developments within the industry(ies) in which **EQVEST LIMITED** operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Prospectus.

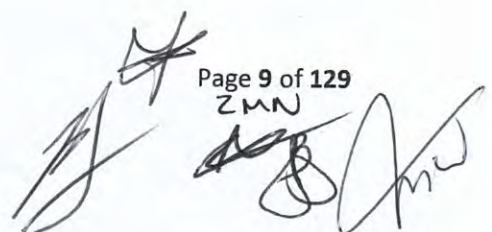
Risk factors which may cause the Company's actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by it in the forward-looking statements include, among other things, economic decline. These risk factors are more fully described in **Annexures "2"** of this Prospectus.

1.4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors and officers, whose names are given in Section 1 paragraph 2 of this Prospectus, accept full responsibility, collectively and individually, for the accuracy of the information given herein and certify that, to the best of their knowledge and belief, 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.

1.5. KING CODE – REGULATION 54 (1) (b)

The King IV Report on corporate governance ("King Code") is intended to govern public listed companies and is not binding on private or unlisted public companies. While the Company has put certain mechanisms in place that

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relate to corporate governance as contemplated in the King Code, it does not strictly apply the requirements of the King Code.

The reason for non-compliance with the principles of the King Code is due to the current size of the Company and the nature of its business. As the Company's governance requirements change, the Directors may introduce increased adherence to the applicable principles of the King Code.

The mechanisms are more fully described in **Annexure "7"** of this Prospectus.

1.6. DISCLAIMER

The contents of this Prospectus do not constitute and should not be construed as investment, tax, legal, accounting and/or other advice. For advice on these matters, we recommend that you should consult your preferred investment, tax, legal, accounting and/or other advisor about any information contained in this Prospectus.

1.7. ADVISOR'S CONSENT

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 being included in this Prospectus, which consents are accessible from the registered offices of **EQVEST LIMITED**.

1.8. GENERAL STATEMENTS

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The Companies and Intellectual Property Commission registers a prospectus in terms of Chapter 4 of the Companies Act. The Companies and Intellectual Property Commission takes no responsibility for the contents of the Prospectus, makes no representations as to the accuracy or completeness thereof and expressly disclaims any liability whatsoever for any loss howsoever arising from or in the reliance upon any part of the contents of this Prospectus.

A **signed Application Form** which is attached to the Prospectus and **payment in full** of the Offer Price must be made into the designated bank account of the Company by the Applicant on or before the Closing Date.

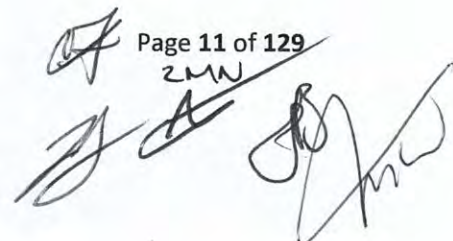
1.9. **WARNING**

Investments of the nature described herein are speculative. Prospective Investors should refer to **Annexure "2"** of this Prospectus concerning other potential risks.

1.10. **EXTENSION STATEMENT**

The Company hereby reserves the right to extend the duration of the offer period stated in this prospectus, subject to compliance with applicable laws and regulations. In the event of an extension, the Company will provide notice of the extension through appropriate channels, including regulatory filings and announcements. Any such extension will be undertaken in accordance with the prevailing legal requirements and guidelines.

Investors are advised to regularly monitor updates and announcements from the Company through authorized communication channels, including regulatory filings and the Company's official website. The Company will strive

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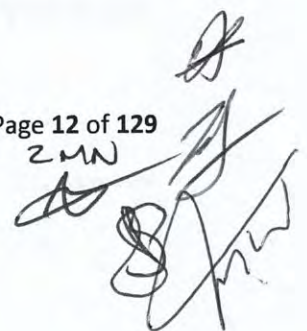
to provide timely and accurate information regarding any extension of the offer period.

Investors are reminded that an extension of the offer period may impact the timelines associated with the offer, including but not limited to the closing date and any deadlines for acceptance of the offer. The Company is committed to maintaining transparency throughout the offering process and will take necessary steps to ensure that investors are well-informed about any developments related to the offer.

1.11. **SECONDARY OFFERING STATEMENT**

Please note that **EQVEST LIMITED** may, at a later date, consider a secondary offering of shares to the public. Details of such a secondary offering, including the number of shares to be offered, pricing, and timing, will be provided separately in a supplementary prospectus / written statement, subject to regulatory approvals and market conditions. We encourage potential investors to stay updated with our company's announcements and disclosures for any future secondary offering opportunities.

Date of issue: 13th of October 2023

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DEFINITIONS AND INTERPRETATIONS

In this Prospectus, unless the context indicates otherwise, reference to the singular shall include the plural and vice versa, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons, and the words in the first column have the meanings stated opposite them in the second column as follows:

"Act"	the Companies Act, 71 of 2008, as amended.
"Administrative Manager"	means Unum Capital (Pty) Ltd, an authorized Financial Services Provider with License Number 564, Registration Number 1999/008361/07, a Private Company with limited liability duly incorporated in accordance with the laws of the Republic of South Africa, full details of which are contained in the Corporate Information Schedule of this Prospectus.
"Advisors"	collectively RED TAPE COMPLIANCE SERVICES (Pty) Ltd, UNUM CAPITAL (Pty) Ltd, ACUTE ACCOUNTANTS' INC, ACUAUDIT INC, WJ ROGERS & ASSOCIATES, RADLEY ATTORNEYS INCORPRATED
"Application Form(s)"	the Application Form in respect of the Offer, which is attached to, and forms part of this Prospectus and which must be completed by all prospective Investors.

"Class Managers: Class 1 and Class 2 Ordinary Shares"	the shares in the Company designated in the MOI as "Class Managers for Class 1 and Class 2 Ordinary Shares" which have the rights and limitations as are set out in the MOI.
"Board"	the board of directors of the Company from time to time comprises of the persons listed at Section 1, paragraph 2 of this Prospectus.
"Business Day"	any day other than a Saturday, Sunday, or South African Public Holiday.
"CIPC"	the Companies and Intellectual Property Commission.
"Closing Date"	15 th December 2023, which closing date may be amended by the Company by way of an announcement released on its website.
"the Commissioner"	means the Commissioner for the South African Revenue Service appointed in terms of Section 6 of the South African Revenue Service Act, 34 of 1997, or the Acting Commissioner designated in terms of Section 7 of that Act.
"the Company"	means EQVEST LIMITED (formerly K2023955092 (South Africa) Limited), Registration Number 2023/955092/06, an unlisted Public Company, incorporated in accordance with the laws of South Africa and "eQvest" shall bear the same meaning.
"Company Secretary"	RADLEY ATTORNEYS INCORPORATED , whose details are contained in the Corporate Information Schedule of this Prospectus.
"Connected Person(s)"	connected person as defined in Section 1 of the Income Tax Act.

	the corporate information and advisors schedule at "Annexure 1 – CORPORATE INFORMATION SCHEDULE" of this Prospectus.
"eQvest"	EQVEST LIMITED (formerly K2023955092 (South Africa) Limited), Registration Number 2023/955092/06, an unlisted Public Company, incorporated in accordance with the laws and regulations of the Republic of South Africa.
"FSCA"	Financial Sector Conduct Authority established by the Financial Sector Regulation Act No. 9 of 2017 and came into operation on the 1 st of April 2018.
"IFRS"	International Financial Reporting Standards, which comprise standards and interpretations approved by the International Accounting Standards Board, International Financial Reporting Interpretations Committee and International Accounting Standards, and Standing Interpretations Committee interpretations, approved by the International Accounting Standards Committee.
"Income Tax Act"	The South African Income Tax Act, 58 of 1962, as amended, consolidated, and re-enacted from time to time, including all schedules thereto.
"Investor(s)"	an individual, trust, company, or other legal entity who subscribes for the offer.
"Last Practicable Date"	13 th of October 2023.
"MOI"	the Memorandum of Incorporation of the Company, as amended from time to time.

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"Offer"	the offer for subscription for Class 1 and Class 2 of 1 050 000 Ordinary Shares during the Offer Period at the Offer Price, the terms of which are set out in this Prospectus.
"Offer Period"	the period from 09:00 am on Friday, 13 th of November 2023 to 16:30 pm on Friday, 15 th of December 2023.
"Offer Price"	R100 per Ordinary Share.
"Opening Date"	09:00 am on Monday, 13 th of November 2023, which opening date may be amended by the Company by way of an announcement released on its website.
"Ordinary Shares"	the shares in the Company designated in the MOI as "Class "1", and "Class "2" Ordinary Shares" which have the rights and limitations as are set out in the MOI.
"Prospectus"	this Prospectus and its provided Annexures.
"Qualifying Company" or "Qualifying Companies"	As defined per the Income Tax Act.
"Register"	The register of Shareholders of the Company.
"Realised Capital Profits"	The Proceeds less the initial cost, plus the costs of improvements, of the relevant assets.
"SARS"	the South African Revenue Service.
"Shareholder"	a holder of Shares in EQVEST LIMITED .
"Shares"	the Class "1" and "2" Ordinary Shares of the Company in terms of the MOI.
"Unum" or "Unum Capital"	means Unum Capital (Pty) Ltd, an authorized Financial Services Provider with License Number 564, Registration Number

	1999/008361/07, a Private Company incorporated under the laws of South Africa, full details of which are set out in the Corporate Information and Advisors section of this Prospectus.
"VAT"	Value Added Tax as contemplated in the Value Added Tax Act, 89 of 1991, as amended from time to time.

The clause headings in this Prospectus have been inserted for reference purposes only and shall not affect the interpretation of any provision of this Prospectus.

Words and expressions defined in any sub-clause shall, for the purpose of the clause of which the sub-clause forms part, bear the meaning assigned to such words and expressions in that sub-clause.

If any provision in a definition is a substantive provision conferring rights or imposing obligations on any Party, effect shall be given to it as if it were a substantive clause in the body of the Prospectus, notwithstanding that it is only contained in this interpretation clause.

If any period is referred to in this Prospectus by way of reference to a number of days, the days shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a day which is not a Business Day, in which case the day shall be the next succeeding Business Day.

The rule of construction that the contract shall be interpreted against the Party responsible for the drafting or preparation of this Prospectus, shall not apply.

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This Prospectus shall be governed by and construed and interpreted in accordance with the law of the Republic of South Africa.

Expressions defined in this Prospectus shall bear the same meanings in any annexure hereto which does not contain its own definitions.

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The class headings in this Prospectus have been inserted for reference purposes only and shall not affect the interpretation of any provision of the Prospectus.

Words and expressions defined in any schedule or part hereof for the purpose of the clause of which the subject-matter is a part bear the meaning assigned to such words and expressions in that schedule.

If any provision in a document is a substantive provision containing rights or imposing obligations on any party, effect shall be given to it as if it were a substantive clause in the body of the Prospectus notwithstanding that it is only contained in a schedule or annexure.

If any period is referred to in the Prospectus by a day of reference to a number of days, the days shall be reckoned exclusively of the first and inclusively of the last day, unless the last day falls on a day which is a Business Day, in which case the day shall be the next succeeding Business Day.

The use of construction that the contract shall be interpreted against the Party responsible for the drafting of the Prospectus shall not apply.

Version 2


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EQVEST Limited

(Incorporated in the Republic of South Africa)

(Registration number: **2023 / 955092 / 06**)

("EQVEST" or "the Company")

Board of Directors:

Mark Howard Weetman – Non-Executive Chairman

Louise Miswa Fourie – Non-Executive Director

Zethu Marvin Ndlangamandla – Non-Executive Director

Nathaniel Denton Bricknell - Executive Director

Ian Foster Black - Executive Director

PROSPECTUS

SECTION 1 – COMPANY INFORMATION – REGULATION 56

1. NAME, ADDRESS AND DATE OF INCORPORATION – REGULATION 57

1.1. NAME AND REGISTRATION NUMBER - (REG 57(1)(A) AND (C)):

1.1.1. **EQVEST LIMITED**, Registration Number **2023/955092/06** was registered and incorporated with the CIPC as a Public Company on the 22nd of August 2023.

1.1.2. Registered office and primary business address - (Reg 57(1)(b)(i)):

1.1.3. First Floor Block C, Grayston Square, 93 Grayston Drive, W Rd S, Cnr, Sandton, 2196

1.2. DATE OF INCORPORATION - (REG 57(1)(C)):

1.2.1. 22 August 2023 in the Republic of South Africa.

1.3. DETAILS OF HOLDING COMPANY - (REG 57(3)(B)):

1.3.1. Name: **BLACK SPARROW CAPITAL** Proprietary Limited

1.3.2. Nature of business: Management Services

1.3.3. Registration number: 2023/870163/07

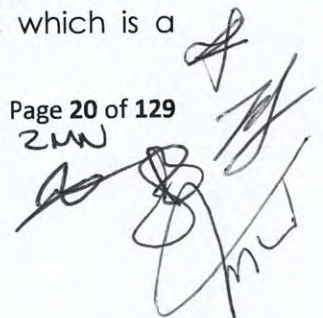
1.3.4. Date and place of incorporation: 13th of July 2023 in the Republic of South Africa.

1.3.5. Effective holding in **EQVEST LIMITED**: The holding company has subscribed for **1 000 000 "Class A" Founding Managers Shares** in **EQVEST LIMITED**, being the entire issued share capital of the Company.

1.4. DETAILS OF SUBSIDIARIES - REGULATION 57(3):

1.4.1. As at the Last Practicable Date, the Company intends to subscribe for:

1.4.1.1. 100% of the existing Securities of **The Mzansi Media and Entertainment Fund Proprietary Limited** (Registration Number: 2023/613998/07), a Private Company incorporated on 07th of March 2023, with its registered office and primary place of business at **5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169**, which is a



special purpose vehicle established for the purposes of holding investors funds.

1.4.1.2. 100% of the existing Securities of The **MEDIA CATALOGUE CORPORATION Proprietary Limited** (Registration Number: 2023/613998/07), a Private Company duly incorporated on the 04th of August 2023. The company's registered office and primary place of business is located at **5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169**. The core mandate of this entity is as an Intellectual Properties Company, specifically devised to acquire, retain, and commercialize rights associated with digital media catalogues.

1.4.2. The purpose of the Offer is to raise capital for the relevant ordinary share classes investment activities. The purpose of the Prospectus is to provide information to the Investors in relation to the Offer.

2. DIRECTORS, OTHER OFFICE HOLDERS, OR MATERIAL THIRD PARTIES – REGULATION 58

2.1 The Board embraces the principles of good corporate governance as espoused in the guidelines of the King IV Report on Corporate Governance of South Africa, 2016 ("King IV").

2.2 The Board is committed to doing business ethically while also building a sustainable company but recognises the short and long-term impact of its activities on the economy, society, and the environment. The Board believes in ethical leadership as the foundation upon which they create value for their stakeholders.

2.3 The Directors have established mechanisms and policies appropriate to the Company's business in keeping with its commitment to the best practices in corporate governance in order to ensure compliance with King IV. These are reviewed by the Directors from time to time. Further details relating to the Company's approach to corporate governance is set out in **Annexure "7"**.

2.4 The Board currently comprises of 2 (two) Executive Directors and 4 (four) Non-Executive Directors. The Chairman is a Non-Executive Director. Details relating to the management of the Company are set out in **paragraph 2.6** below.

2.5 The Directors of the Company have been appointed for three years.

2.6 EXISTING DIRECTORS – REGULATION 58(2)(A)

2.6.1 Name: Nathaniel Denton Bricknell

Nationality: South African

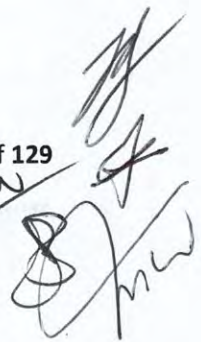
Position: Executive Director

Business Address: 737 Rubenstein Drive, Moreleta Park, Pretoria,
0044

Term of Office: Three consecutive one-year terms of office

Remuneration: R5 000,00 per meeting,

Appointment: 31 August 2023



Occupation: Director,

Qualifications: Occupationally Directed Education Training and Development Practices, Accreditation and Training Services April 2023 — Present.

National Certificate: Occupationally Directed Education Training and Development Practices (SAQA ID 50334).

Facilitate Learning Using a Variety of Given Methodologies, Accreditation and Training Services, Johannesburg April 2023 — April 2023.
US 117871 - Facilitate Learning Using a Variety of Given Methodologies, (NQF 5).

Experience: A dynamic and community-oriented professional serving as a director on multiple entities. Armed with an entrepreneurial mindset, I harness creativity and innovative thinking to steer strategic planning and corporate governance, consistently thinking outside the box to guide the organisation toward its objectives. I am deeply passionate about self-improvement, leadership development, and contributing positively to my community. With a proven track record in initiating and driving positive change, I continuously leverage my skills to further humanitarian causes. My leadership approach is fuelled by a robust commitment to ethical

practice, sustainable growth, and cultivating a corporate culture of transparency and integrity.

2.6.2 Name: Ian Foster Black

Nationality: South African

Position: Executive Director

Business Address: 737 Rubenstein Dr, Moreleta Park, Pretoria, 0044

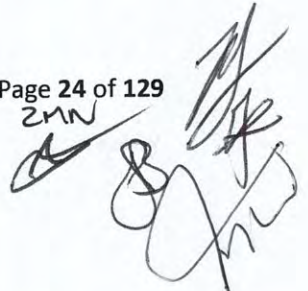
Term of Office: Three consecutive one-year terms of office

Remuneration: R5 000,00 per meeting

Appointment: 31 August 2023

Occupation: Chartered Accountant

Qualifications: 5 Year SAICA articles (South African Institute of Chartered Accountants) - January 2010
UNISA BCom Degree – 2013.
Accredited as Professional Accountant (SA) by SAIPA –2014.
Postgraduate Degree in Advanced Accounting Science.
(Certificate in the Theory of Accounting CTA Level 1) – 2014.



Postgraduate Degree in Advanced Accounting Science.

(Certificate in the Theory of Accounting CTA Level 2) – 2015.

Accredited as Chartered Accountant (SA) by SAICA -2016/17.

Accredited as Registered Auditor (SA) by IRBA – 2018.

Experience:

Ian has a passion for accounting and is a leader in the advisory field today. His knowledge and understanding of business have led him to become an entrepreneur in the truest sense. Ian started his own accounting and auditing businesses in 2018 and has already grown these into successful business employing 18 full time staff and still growing. His use of cutting-edge technology has already identified his business as a leader of the changes taking place in the accounting industry. Ian is also a major shareholder in a variety of business portfolios.

2.6.3 Name: Mark Howard Weetman

Nationality: South African

Position: Non-Executive Chairman of the Board

Business Address: Unit 1, 57 Via Latina Crescent, Irene Corporate Corner, Gauteng, 0178

Term of Office: Three consecutive one-year terms of office

Remuneration: R5 000,00 per meeting,

Appointment: 31 August 2023

Occupation: Director, Key Individual, fund management and advisory

Qualifications: B-Com Finance, University of Kwa-Zulu Natal; - 1990.

B-Com Honors (finance) - University of Kwa-Zulu Natal; - 1991.

Master of Business Leadership (MBL), University of South Africa – 1996.

Experience: Mark is a Key Individual in terms of FAIS and has extensive experience serving as an executive in several organisations.

Mark worked as a product developer and fund manager before starting Unum Capital and joining the Company. He performed technical and strategic roles and held the position of Chief Executive Officer at Vunani Private Client Stockbrokers, where he managed operations and engaged with regulators and exchanges.

Mark has demonstrated specialist expertise in financial derivatives trading, portfolio management, and product development throughout his career.

2.6.4 Name: Louise Mispa Fourie

Nationality: South African

Position: Non-Executive Director

Business Address: Unit 1, 57 Via Latina Crescent, Irene Corporate Corner, Gauteng, 0178

Term of Office: Three consecutive one-year terms of office

Remuneration: R5 000,00 per meeting,

Appointment: 31 August 2023

Occupation: Director

Qualifications: BSc. Biochemistry, University of Pretoria – 2013
CAIA Association (Chartered Alternative Investment Analyst Association) Level 1 & 2 – September 2014 to 2016.

CFA Institute (Chartered Financial Analyst) CFA Level 1 June 2013 Investment Foundations Certificate (Claritas) CFA Institute October 2013.

Experience: Louise is an experienced professional with a diverse background in compliance oversight, operations and portfolio management. Prior to her role at Unum Capital, Louise worked as an investment analyst and gained expertise in portfolio management, fund research, client communication, administration, compliance officer tasks, and training junior staff. Louise joined Unum Capital in March 2018. She provides expertise in compliance, policymaking, and operational requirements.

2.6.5 Name: Zethu Marvin Ndlangamandla

Nationality: South African

Position: Non-Executive Director

Business Address: First Floor Block C, Grayston Square, 93
Grayston Drive, W Rd S, Cnr, Sandton, 2196

Term of Office: Three consecutive one-year terms of office

Remuneration: R5 000,00 per meeting,

Appointment: 31 August 2023

Occupation: Non-executive Director, Head of Risk Committee

Qualifications: National Diploma in Accounting – 2005.
B-Tech in Corporate Admin – 2008.
RE 01 (FAIS Individual Key Exam) - 2014.
RE 05 (FAIS Representative's Exam) - 2017.
Post Graduate Diploma in Risk Management – 2023.

Experience: Zethu has an extensive amount of experience in the Financial Services Industry having worked for several well-known Corporates such as First National Bank, Sanlam, and Rand Mutual Assurance. He has successfully completed the FAIS Representative and the Key Individual's Regulatory Exams. He has fulfilled several different roles over the past few years that have added to his wealth of knowledge and experience. Within the Sales division of the group, he has done valuable work in Key-Client Relationship Management; Market Analysis, as well as Portfolio Analysis. His experience in the industry testifies to his professional philosophy of appreciating all the facets of business. He brings a unique element to the Company and has already added to the growth of the company. Zethu was appointed as the Chairman of Risk Committee from August 2023

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due to his knowledge, interest, and growth in the discipline of Governance Risk and Compliance.

2.6.6 Name: Leandri Black

Nationality: South African

Position: Non-Executive Director

Business Address: 737 Rubenstein Dr, Moreleta Park, Pretoria, 0044

Term of Office: Three consecutive one-year terms of office

Remuneration: R5 000,00 per meeting,

Appointment: 31 August 2023

Occupation: Non-executive Director, Head of Audit Committee

Qualifications: Philosophiae Doctor in Interdisciplinary Studies (Summa Cum Laude) – 2022.

Doctor of Letters (Litterarum Doctor) – 2014.

Philosophiae Doctor in Theology (Cum Laude) – 2013.

Master of Theology in Ministry (Cum Laude) – 2012.

B.Compt (Honors) – 2009.

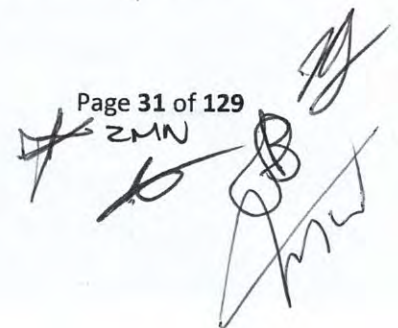
B.Com Accounting – 2006.

Experience: Leandri Black is a distinguished accounting and business management professional with a strong educational background, including a B. Com Accounting and B. Compt (Honors) Degree. Starting her career at Certified Master Auditors, she later excelled as a Financial Accountant at Micros South Africa and then as a Financial Manager at Buxus (Pty) Ltd. Currently, she serves as the Group Financial Manager at Acute Accountants Inc., managing the financial strategies of the entire group. Throughout her career, Leandri's leadership, analytical skills, and commitment to excellence have driven significant financial successes for her organizations. Beyond work, she's dedicated to continuous learning, keeping updated with industry trends and furthering her expertise.

The board is anticipated to meeting a minimum of 4 times per year.

2.7 KEY INDIVIDUAL – REGULATION 58(2)(A):

2.7.1 The Key Individual is appointed and remunerated by the Administrative Manager means Unum Capital (Pty) Ltd, an authorized Financial Services Provider with license number 564, registration

ZMN


number 1999/008361/07. Located at Unit 1, 57 Via Latina Crescent, Irene Corporate Corner, Gauteng, 0178.

2.7.2 Name: Mark Howard Weetman
Nationality: South African
Position: Non-Executive Chairman of the Board and Key Individual
Business Address: Unit 1, 57 Via Latina Crescent, Irene Corporate Corner, Gauteng, 0178
Occupation: Director, Key Individual, fund management and advisory.
Qualifications: B-Com Finance, University of Kwa-Zulu Natal; - 1990. B-Com Honors (finance) - University of Kwa-Zulu Natal; - 1991 Master of Business Leadership (MBL), University of South Africa – 1996.
Experience: Mark is a Key Individual in terms of FAIS and has extensive experience serving as an executive in several organisations. Mark worked as a product developer and fund manager before starting Unum Capital and joining the Company. He performed technical and strategic roles and held the position of Chief Executive Officer at Vunani Private Client Stockbrokers, where he managed operations and engaged with regulators and exchanges. Mark has demonstrated specialist expertise in financial derivatives trading, portfolio management, and product development throughout his career.

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2.8 ATTORNEYS, BANKERS, AUDITORS AND COMPANY SECRETARY – REGULATION 58(2)(B)

2.8.1 Company Auditor: Acuaudit with Registration Number 2012/026556/21, Building 20, Cambridge Office Park, 5 Hauhinia Road, Highveld Techno Park, Centurion, Gauteng, 0169, Tel: 010 072 2288, **Ian Foster Black (UNISA BCom Degree – 2013).**

2.8.2 Company Bankers: First National Bank with Registration Number 1929/001225/06, Sixth Floor, 1 First Place, Simmonds Street, Johannesburg, 2001, Tel: 0860 11 22 44.

2.8.3 Company Accountant: Acute Accountants with Registration Number 2018/390407/21, Building 20, Cambridge Office Park, 5 Hauhinia Road, Highveld Techno Park, Centurion, Gauteng, 0169, Tel: 010 072 2288, **Ian Foster Black (UNISA BCom Degree – 2013).**

2.8.4 Company Legal Advisor: Radley Attorneys Incorporated, 102 River Road, Lyttelton Manor, Centurion, Gauteng, 0157, Tel: (012) 880 2738 / 076 950 1066. **Nacinda Combrink (LLB, North- West University, 2013).**

2.8.5 Company Secretary: Radley Attorneys Incorporated, 102 River Road, Lyttelton Manor, Centurion, Gauteng, 0157, Tel: (012) 880 2738 / 076 950 1066. **Nacinda Combrink (LLB, North- West University, 2013).**

2.9 ADDITIONAL INFORMATION RELATING TO DIRECTORS – REGULATION 58(3)

2.9.1 APPOINTMENT OF DIRECTORS – REGULATION 58(3)(A)

2.9.1.1 Directors are elected by the Shareholders by an ordinary majority vote in accordance with Section 68 of the Act. "A" **Founding Managers Shares** Shareholders are entitled by notice in writing to the Company to appoint the directors and to remove and/or replace any such directors from time to time. Directors are appointed for a three consecutive one-year terms of office period until they are removed from office.

2.9.2 REMUNERATION OF DIRECTORS – REGULATION 58(3)(B)

2.9.2.1 The remuneration payable to each Director and Prescribed Officers for their services rendered is R5 000,00 per meeting.

2.9.3 BORROWING POWERS OF THE COMPANY – REGULATION 58(3)(C)

2.9.3.1 The borrowing powers of the Company exercisable by Directors are not limited or restricted by the MOI.

2.9.3.2 The Directors may raise or borrow from time to time for the purposes of the Company as they see fit. Such borrowing powers of the Company exercisable by Directors can be amended by way of amending the MOI by way of special resolution passed by the Shareholders pursuant to the Act.

2.9.3.3 The borrowing powers of the Company exercisable by Directors have not been exceeded or varied since the Company's incorporation.

2.9.4 THIRD PARTY SERVICES UNDER A CONTRACT – REGULATION 58(3)(D)

2.9.4.1 PORTFOLIO AND ADMINISTRATIVE MANAGER

2.9.4.1.1 Administrative and Portfolio Entity – Unum Capital (Pty) Ltd.

2.9.4.1.2 Unum Capital Registration number: 1999/008361/07 is licensed as a Financial Services Provider in terms of Section 8 of FAIS under license number 564. A copy of the FSCA license is contained in Annexure 4 of this Prospectus. Located at Unit 1, 57 Via Latina Crescent, Irene Corporate Corner, Gauteng, 0178.

2.9.4.1.3 Unum Capital (Pty) Ltd is the Portfolio and Administrative Manager of **EQVEST LIMITED** and is responsible for, inter alia.

2.9.4.1.3.1 Compliance Monitoring

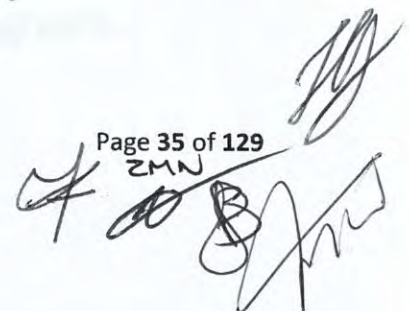
2.9.4.1.3.2 Key Individual Functions

2.9.4.1.3.3 Monthly Accounting and Audit-Preparation; and

2.9.4.1.3.4 FSCA reporting.

2.9.5 As at the Last Practical Date, the Company does not have any subsidiaries, nor are they managed by/proposed to be managed by a third party. **(Reg 58(3)(d)(iii))**.

2.9.6 DIRECTORS' DECLARATIONS



2.9.6.1 None of the Directors have been declared bankrupt, insolvent or have entered into any individual voluntary compromise arrangements or have been publicly criticised by any statutory or regulatory authorities, including recognised professional bodies, or have been disqualified by court from acting as a director of a company or for acting in the management or conduct of the affairs of the Company, or have been convicted of any offence involving dishonesty.

2.9.6.2 No payment has been made to any Director at the Last Practical Date, to induce him to become a director or in connection with the promotion or formation of the Company.

2.9.6.3 Formal letters of appointment have been entered into with all Directors and are available for inspection at the registered office of the Company up until 10 (ten) business days after the Closing Date.

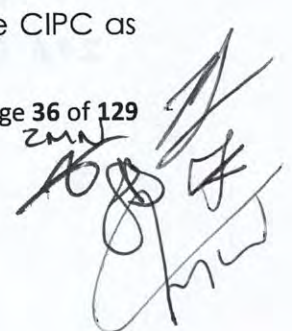
3 HISTORY, STATE OF AFFAIRS AND PROSPECTS OF EQVEST – REGULATION 59:

3.1 MATERIAL CHANGES TO PROFITS AND LOSSES – REGULATION 59(1)

3.1.1 There have been no material changes to the profits and losses of the company since the incorporation.

3.2 OVERVIEW – REGULATION 59(2)(B)

3.2.1 K2023955092 (South Africa) Limited (Registration number: 2023/955092/06) was registered and incorporated with the CIPC as



a public company on 22nd August 2023. (Reg 57(1)(a)(c) and Reg 59(3)(a)(i)(ii)).

3.2.2 It changed its name to **EQVEST LIMITED** on 24th August 2023. (Reg 59(3)(b)).

3.2.3 On 31st of August 2023, the Shareholders resolved to amend the MOI to enable the Company to issue various classes of Securities, each having its own specific investment mandate, and each being managed by its own designated Management Committee in order to fulfil the mandate. (Reg 59(3)(b)).

3.2.4 EQVEST'S SHARE CLASS PORTFOLIO INVESTMENT COMMITTEE

3.2.4.1 The Company has established a Share Class Portfolio Investment Committee responsible for making investment decisions on behalf of the shareholders. The composition and functioning of the Share Class Portfolio Investment Committee has its own unique characteristics and risk profile as fully described in **Annexure "6"**.

3.2.4.2 The Share Class Portfolio Investment Committee, in accordance with the Company's policies and guidelines, shall evaluate investment opportunities, conduct due diligence, and make informed investment decisions based on the specific characteristics and risk profile of the Share Class Portfolio investment.

3.2.5 INVESTMENT PROCESS

3.2.5.1 **EQVEST LIMITED** with the assistance of the Portfolio Manager together with the Share Class Portfolio Investment Committee will apply relevant Investment processes in considering investments.

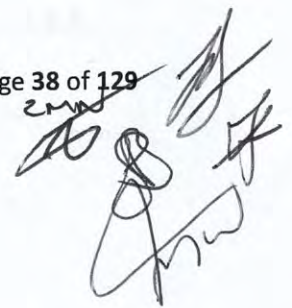
3.2.5.2 The Investment process is further detailed in the Share Conditions in **Annexure "8"**.

3.2.6 POST INVESTMENT MANAGEMENT

3.2.6.1 The Board together with the relevant Share Class Portfolio Investment Committee will implement a post investment review to mitigate risk, and as such will annually review the material activities of the relevant Share Class. These reviews will be conducted to ensure that all crucial parameters are in keeping with best practise and assist the Investor with updates to the performance of their investment.

3.3 NATURE OF BUSINESS – REGULATION 59(2)(A))

3.3.1 **EQVEST LIMITED** is an unlisted Public Company based in South Africa, crafted to pioneer new frontiers in the realm of private equity investments. Our core mission revolves around bridging the gap between promising private companies seeking capital and potential investors who may not have ventured into the world of private equity before.



- 3.3.2 **Sector Focus:** While our initial emphasis has been on private companies within the media and entertainment sector, our spectrum of interest is expanding, and we have begun to entertain engagements with qualifying entities in the energy sector as well.
- 3.3.3 **Due Diligence and Quality Control:** To safeguard both our brand and our investors, **EQVEST LIMITED** has instituted a rigorous vetting process each Qualifying Company (QC). Each Qualifying Company (QC) is meticulously benchmarked against our proprietary set of 6 investing standards, ensuring only the most promising and compliant entities find their way to our platform.
- 3.3.4 **Investor Education:** We believe in the empowerment of our investor community. To this end, **EQVEST LIMITED'S** platform provides resources designed to educate and inform aspiring investors about the nuances of private equity. It is worth noting that while we are committed to ensuring transparency and clarity, **EQVEST LIMITED** does not offer specific investment, tax, legal, accounting, or other advice. We recommend that prospective investors consult their preferred advisors for specific guidance on matters presented in this Prospectus.
- 3.3.5 **Investment Structure:** Investors in **EQVEST LIMITED** are purchasing ordinary shares in our public company. These shares carry no voting rights. The capital accumulated through this endeavour is subsequently channelled by **EQVEST LIMITED** into purchasing shares in QCs, where **EQVEST LIMITED** assumes the responsibility of managing these investments to foster growth and potential returns.

3.3.6 **Geographical Concentration:** With a staunch commitment to nurturing and tapping into the vast potential of South African businesses, our current operational focus remains exclusive to South Africa.

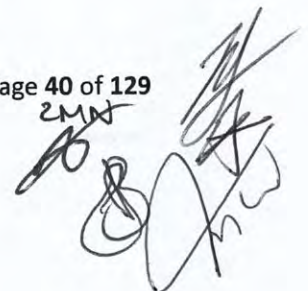
3.3.7 **EQVEST LIMITED** does not fall within the ambit of the Collective Investment Schemes Control Act, 45 of 2002.

3.4 NATURE OF BUSINESS – INTENDED SUBSIDIARIES:

3.4.1 **MZANZI MEDIA AND ENTERTAINMENT FUND** Proprietary Limited 2023/613998/07 ("MMEF") stands as a vanguard in the realm of private equity, being meticulously crafted to cultivate and fortify the burgeoning South African media and entertainment industry. Operating at the confluence of passion and pragmatism, MMEF primarily targets and capitalizes on high-potential opportunities prevalent within the sector, with a pronounced focus on television, out-of-home media, and the dynamic advertising landscapes.

Our fund is not merely a financial entity; it is a commitment to the nation's talent. By providing pivotal funding, MMEF champions local production companies, ensuring they can realize their artistic and commercial visions. Moreover, we play an instrumental role in the acquisition and ownership of essential media infrastructure, fortifying the industry's foundation. Recognizing the importance of advertising's cyclical nature, MMEF also shoulders upfront inventory expenses for media buyers, catalysing their operations and ensuring sustained growth.

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In essence, MMEF's business model is intricately woven into the fabric of South African media and entertainment. We stand as a beacon of support, illuminating opportunities and ushering in a new era of industry growth and prosperity. Located at 737 Rubenstein Drive, Moreleta Park, Pretoria, 0044. – Reg 59(2)(b) and 59(3)(a)(i)(ii).

3.4.2 MEDIA CATALOGUE CORPORATION Proprietary Limited 2023/916654/07 ("MCC") is a dedicated entity established to manage, safeguard, and monetise a diverse portfolio of intellectual properties relating to media catalogues. This portfolio encompasses a broad spectrum of media including, but not limited to, television series, literature (books), and musical compositions. MCC's primary role is to serve as the custodian of these intellectual assets, ensuring their strategic deployment and utilization to optimize returns for stakeholders. Through its management, MCC aims to harness the value of these assets, positioning itself as a leading figure in the consolidation and commercialization of intellectual media properties in the African continent. Located at 737 Rubenstein Drive, Moreleta Park, Pretoria, 0044. – Reg 59(2)(b) and 59(3)(a)(i)(ii).

3.5 DIRECTORS' OPINION REGARDING PROSPECTS – REGULATION 59(3)(C)(I)

3.5.1 In compliance with Regulation 59(3)(c) of the Companies Act and regulations in South Africa, we, the Board of Directors of **EQVEST LIMITED**, hereby present our informed perspective on the prospects of our company and the Offers listed on the Platform.

Financial Performance: Having evaluated our financial metrics, encompassing revenue streams, profitability trajectories, and debt structures, we remain confident in **EQVEST LIMITED'S** financial robustness.

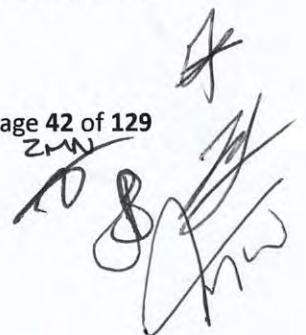
Market Share: Our diligent market analysis indicates that **EQVEST LIMITED** continues to maintain a commendable portion of the market, reinforcing our solid foothold in our sector.

Competitive Position: Our assessment of the competitive landscape confirms **EQVEST LIMITED'S** resilient strengths. We have identified our core competitive advantages while also acknowledging areas of potential improvement.

Strategic Plans: We have initiated comprehensive strategies focusing on growth, diversification, and innovation, aligned with the ever-evolving demands of our industry. We are optimistic that these strategies will drive sustainable value for our stakeholders.

Risk Factors: In our assessment, we have duly considered potential risks, including those linked to industry trends, broader economic dynamics, and operational challenges. While we acknowledge the inherent risks in our sector, we believe that our proactive risk management strategies will adequately address and mitigate these factors.

Subject to the disclosed risk factors, we are of the informed opinion that the Offers listed on the Platform possess reasonable prospects of fulfilling their investment mandates and achieving their targeted returns. This viewpoint is not born out of mere instinct but is grounded

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in methodical research, detailed analysis, and judicious contemplation of all relevant facets.

Our perspective represents more than just an opinion; it underscores our commitment to transparency, due diligence, and accountability to all our stakeholders. We encourage all prospective investors to leverage this assessment, along with other contents of this prospectus, to make enlightened investment decisions.

In concluding, we are collectively dedicated to upholding the highest standards of governance, ensuring that our decisions and actions consistently prioritize the interests of our shareholders and the sustainable growth of **EQVEST LIMITED**.

3.6 STATE OF AFFAIRS OF EQVEST LIMITED – REGULATION 59(3)(D)

3.6.1 The Company has not traded, and no investments have been made into Qualifying Companies, nor does it have any subsidiaries.

3.7 PRINCIPAL IMMOVABLE PROPERTY OWNED AND OCCUPIED – REGULATION 59(3)(E)

3.7.1 The Company does not own any immovable property, nor does it own any interest in a company which owns immovable property.

3.7.2 The Company operates out of offices occupied and used by the Holding company who have agreed to charge the Company rental for its occupation and use of these premises of R5 000,00 per

location. In addition, the Company will have the right to occupy and use these premises for so long as the holding company retains its shareholding, and the lease agreements are valid. Located at **737 Rubenstein Drive, Moreleta Park, Pretoria, 0044 and First Floor Block C, Grayston Square, 93 Grayston Drive, W Rd S, Cnr, Sandton, 2196**

3.8 CAPITAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES – REGULATION 59(3)(F)

3.8.1 At the Last Practicable Date, the Company has made no material commitments for capital expenditure for the acquisition, construction or installation of any buildings, plant or machinery.

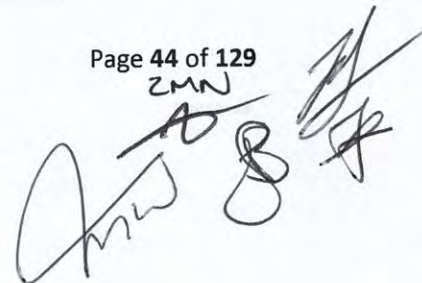
3.8.2 At the date of this Prospectus, the Company has no material contingent liabilities.

3.9 TURNOVER, PROFIT AND LOSS AND DIVIDENDS – REGULATION 59(3)(G)

3.9.1 No turnover has been declared since incorporation. (Reg 59(3)(g)(i)).

3.9.2 No Profits and losses after tax have been declared since incorporation. (Reg 59(3)(g)(ii)).

3.9.3 No dividends have been declared since incorporation. (Reg 59(3)(g)(iii)).



3.9.4 The report by the Auditor in terms of Regulation 79 of the Companies Act is set out in "**Annexure 8**" – **Regulation 79 Independent Auditors Report.**

3.10 PRO FORMA STATEMENT OF FINANCIAL POSITION BEFORE AND AFTER THE OFFER

The unaudited pro forma statement of financial position of **EQVEST LIMITED** as at the Last Practicable Date, assuming the Offer is fully subscribed, are set out below.

STATEMENT OF FINANCIAL POSITION	Forecast Feb-24	Forecast Feb-25	Forecast Feb-26
Assets			
Non-Current assets	185,000,000	226,000,000	273,600,000
Investment: Mzansi Media and Entertainment Fund	80,000,000	88,000,000	96,800,000
Investment: Media Catalogue Corporation	25,000,000	50,000,000	80,000,000
Investment: AI Labs (Pty) Ltd	20,000,000	22,000,000	24,200,000
Investment: Nu Corp Energy (Pty) Ltd	60,000,000	66,000,000	72,600,000
Current Assets	2,342,680	3,550,735	5,548,105
Cash & cash equivalents	2,342,680	3,550,735	5,548,105
Total Assets	187,342,680	229,550,735	279,148,105
Equity & Liabilities			
Retained income	111,000	2,452,680	3,549,735
Profit and loss (this year)	2,452,680	1,097,055	1,997,370
Equity	185,001,000	226,001,000	273,601,000
Class A shares	1,000	1,000	1,000
Class 1: Mzansi Media and Entertainment Fund (Pty) Ltd	80,000,000	88,000,000	96,800,000
Class 2: Media Catalogue Corporation	25,000,000	50,000,000	80,000,000
Class 3: AI Labs (Pty) Ltd	20,000,000	22,000,000	24,200,000
Class 4: NU Corp Energy (Pty) Ltd	60,000,000	66,000,000	72,600,000
Total Equity and Liabilities	187,342,680	229,550,735	279,148,105

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INCOME STATEMENT				
	Feb-23	Feb-24	Feb-25	Feb-26
LISTING INCOME:				
MZANZI MEDIA		2,400,000	2,640,000	2,904,000
Media Catalogue corporation c		750,000	1,500,000	2,400,000
AI LABS (Pty) Ltd		600,000	660,000	726,000
NU CORP ENERGY		1,800,000	1,980,000	2,178,000
	-	5,550,000	6,780,000	8,208,000
ANNUAL AUDIT RECOVERY				
MZANZI MEDIA		800,000	880,000	968,000
Media Catalogue corporation c		250,000	500,000	800,000
AI LABS (Pty) Ltd		200,000	220,000	242,000
NU CORP ENERGY		600,000	660,000	726,000
		1,850,000	2,260,000	2,736,000
TOTAL REVENUE:		7,400,000	9,040,000	10,944,000
EXPENSES				
Sandton Office:				
Rent		60,000	66,000	-
Company Secretarial Services	30,000	120,000	120,000	120,000
Marketing	66,000	264,000	275,000	300,000
Legal Fees	15,000	60,000	60,000	60,000
Phone lines Rental		13,524	14,876	16,364
Telephones		24,000	26,400	29,040
Accounting fees		109,000	119,900	131,890
Website Hosting		-	24,000	26,400

Auditors remuneration		60,000	66,000	72,600
Internet - Rain		26,364	29,000	31,900
MPBX phones x		54,720	-	-
laptop - Project Coordinator		17,000	-	-
	111,000	808,608	801,177	788,194
Moreleta Park Office				
Rent		60,000	66,000	-
		60,000	66,000	-
Board (personnel)				
Salaries, benefits, tax		60,012	155,520	167,962
		60,012	155,520	167,962
Head Office - Sandton (personnel)				
Salaries, benefits, tax		781,200	2,965,248	3,202,474
		781,200	2,965,248	3,202,474
Administrator fees		925,000	1,130,000	1,368,000
Management fees		2,312,500	2,825,000	3,420,000
		3,237,500	3,955,000	4,788,000
TOTAL EXPENSES:	111,000	4,947,320	7,942,945	8,946,630
NET PROFIT:	- 111,000	2,452,680	1,097,055	1,997,370

4 SHARE CAPITAL OF THE COMPANY – REGULATION 60

4.1 The following classes of shares have been created and authorised in accordance with the Company's MOI, the relevant extract of which is included in **Annexure "5"**:

4.1.1 AUTHORISED SHARES (REG 60(A)(I))

4.1.1.1 1 000 000 (one million) "A" Founding Managers Shares.

4.1.1.2 800 000 (eight hundred thousand) "Class 1" Ordinary Shares.

4.1.1.3 250 000 (two hundred and fifty thousand) "Class 2" Ordinary Shares.

4.1.2 ISSUED SHARES (REG 60(A)(I))

4.1.2.1 1 000 000 (one million) "A" Founding Managers Shares have been issued to the holding company **BLACK SPARROW CAPITAL** Proprietary Limited. (Reg 60(a)(iii)).

4.1.2.2 None of the shares have any conversion or redemption rights. (Reg 60(a)(ii)).

4.2 The Shares will have a minimum 5 (five)-year investment period, subject to a 30 (thirty) day embedded put option detailed in section 4.3 below.

4.3 The investment comes with an embedded put option which gives the Share Holder, the right but not the obligation, to demand early repayment of investment capital plus the revenue participation. The Share Holder can put back the Share, either wholly or partially, with 30-days' notice, at any time during the lifetime of the Share.

4.4 The authorised and unissued shares are under the control of the Directors, subject to the provisions of Section 38 of the Act.

4.5 PUBLIC OFFERS AND ISSUE OF SHARES – REGULATION 60(C)

4.5.1 There were no public offers prior to this offer.

4.6 ALTERATIONS OF CAPITAL DURING PRECEDING 3 YEARS – REGULATION 60(B)

4.6.1 On 31st August 2023 the Company adopted a new MOI.

4.6.2 Previously, the Company had the following authorised share capital in terms of its previous MOI. There have been no other changes to the share capital in the preceding 3 years.

<u>Class of Shares</u>	<u>Authorised</u>	<u>Issued</u>
Ordinary no par value Shares	1 000	1000

5 OPTIONS OR PREFERENTIAL RIGHTS IN RESPECT OF SHARES – REGULATION 61

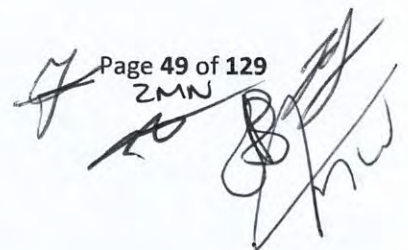
5.1 The Company is not a party to any agreement with any person whereby an option or preferential right of any kind has been granted or is proposed to be granted to such person to subscribe for Shares or the shares of any of its subsidiaries.

6 COMMISSIONS PAID OR PAYABLE IN RESPECT OF UNDERWRITING – REGULATION 62(2)

6.1 This offer is not underwritten, and the Company has not contracted to pay any commission in respect of the underwriting of the Shares.

7 MATERIAL CONTRACTS – REGULATION 63

7.1.1 MATERIAL CONTRACTS – REGULATION 63



7.1.1.1. Below follows a table of agreements concluded with to Directors for managerial remuneration, royalties, and secretarial and technical fees:

- * The Management Agreement
- * The Directors Service Contracts
- * The Share Class Investment Committee Agent
- * Fee Agreement with the Company Secretary

7.2 Other material agreements

7.2.1 There are no other material agreements or contracts that the Board is aware.

8. INTEREST OF DIRECTORS AND PROMOTERS - REGULATION 64

8.1 In the preceding 3 (three) years, no consideration, has been paid, or agreed to be paid to:

8.1.1 any Director or related party;

8.1.2 another company in which a Director has a beneficial interest or of which such Director is also a Director; or

8.1.3 any partnership, syndicate or other association of which the Director is a member, to induce the Director to become a 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 the Company (reg 64(2)(a)).

- 8.2 At the Last Practical Date, the Directors directly or indirectly own 100% (one hundred percent) of the "A" Founding Member Shares in the Company.
- 8.3 No property has been acquired or disposed of by the Company since its incorporation and therefore the Directors have no interests in property acquired or disposed of by the Company since its incorporation. (reg 64 (2)(b)(iii)).
- 8.4 The Directors have no interests in material contracts or transactions other than that disclosed in clause 8.5 below.
- 8.5 Mark Weetman is an Executive Director of Unum Capital. He owns directly or indirectly 100% (one hundred percent) of the shares in Unum Capital.

9. LOANS - REGULATION 65

- 9.1 Material Loans Made to the Company and its Subsidiaries – Regulation 65(2)(a).
- 9.2 As at the Last Practicable Date the Company does not have any loan obligations.

10. SHARES ISSUED OR TO BE ISSUED OTHERWISE THAN FOR CASH - REGULATION 66(a) AND 66(b)

- 10.1 There have been no Shares issued other than for cash since the Company's incorporation.

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11. PROPERTY ACQUIRED OR TO BE ACQUIRED – REGULATION 67

11.1 The Company does not own any immovable property. There are no contracts to acquire property at this stage.

11.2 Whilst the Company does not plan to acquire any immovable property, it does intend to acquire assets that are material to the business and the Company will be utilised to procure these fixed assets using the proceeds of this Offer.

12. AMOUNTS PAID OR PAYABLE TO PROMOTERS – REGULATION 68

12.1 There have not been any amounts paid to promoters, nor are there any prospects that there will be any amounts payable to promoters.

13. PRELIMINARY EXPENSES AND ISSUE EXPENSES – REGULATION 69

13.1 The preliminary and issue expenses (excl. VAT) incurred relating to the preparation and publication of this Prospectus are as follows:

Nature of Expense	Recipient	Amount Incurred
Marketing and Branding of the Public Company and public offering	Index Innovation Group (Pty) Ltd	R120 000,00
Draft of Prospectus	Redtape Compliance Services	R40 000,00

SECTION 2 – DETAILS OF THE OFFER – REGULATION 70

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1. PURPOSE OF THE OFFER – REGULATION 70

- 1.1. The purpose of the Offer is to –
- 1.1.1. Raise capital for the Company by allowing and inviting members of the public to subscribe for “Class 1”, and “Class 2” Ordinary Shares in the Company, and to invest in the qualifying companies;
 - 1.1.2. to increase the issued capital of the Company to enable it to fulfil its mandate;
 - 1.1.3. to invite the Public to invest directly in the various Share Classes of the Company; and
 - 1.1.4. to fund the growth aspirations of each Share Class Manager.
 - 1.1.5. Any amounts raised in excess of the projected issuing expenses, will be used to achieve the Company's goal to increase its capital base. (reg70 (b)).

2. OPENING AND CLOSING DATES OF THE OFFER – REGULATION 71

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

Details	Date
Opening Date of the Offer:	09:00 am on Monday, 13 th of November 2023

Closing Date of the Offer:	16:30 pm on Friday, 15 th of December 2023
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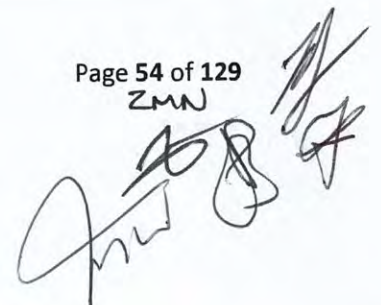
2.1. EXTENSION OF OFFERS REGULATION 103 –

2.1.1. The Company hereby reserves the right to extend the duration of the offer period stated in this prospectus, subject to compliance with applicable laws and regulations. In the event of an extension, the Company will provide notice of the extension through appropriate channels, including regulatory filings and announcements. Any such extension will be undertaken in accordance with the prevailing legal requirements and guidelines.

Investors are advised to regularly monitor updates and announcements from the Company through authorized communication channels, including regulatory filings and the Company's official website. The Company will strive to provide timely and accurate information regarding any extension of the offer period.

Investors are reminded that an extension of the offer period may impact the timelines associated with the offer, including but not limited to the closing date and any deadlines for acceptance of the offer. The Company is committed to maintaining transparency throughout the offering process and will take necessary steps to ensure that investors are well-informed about any developments related to the offer.

3. PARTICULARS OF THE OFFER – REGULATION 72

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- 3.1 The Offer is an offer to the public to subscribe for 800 000 Class 1 Ordinary Shares (**MZANZI MEDIA AND ENTERTAINMENT FUND**) unlisted Ordinary Shares of no-par value, at an issue price of R100 (One Hundred Rand) per Share, and 250 000 Class 2 unlisted Ordinary Shares (**MEDIA CATALOGUE CORPORATION**), of no-par value at an issue price of R100,00 (One Hundred Rand) per share.
- 3.2 The Company is offering for subscription 1 050 000 unlisted Ordinary Shares at a subscription price of R100 per Share. The minimum number of Offered Shares that may be subscribed for in terms of this Offer is 30 000 (thirty thousand) shares at a price of R100 (one hundred Rand) per share. The Offer is conditional upon raising a minimum amount of R3 000 000 (three million Rand). The Directors of the Company reserve the right to amend the minimum capital to be raised in terms of this Offer at their discretion, in compliance with Section 100(11) of The Companies Act 71 of 2008.
- 3.3 None of the Shares are secured.
- 3.4 The issue price of each Share will be exclusive of any costs, expenses or taxation, if applicable.
- 3.5 The full issue price for each Share, together with the costs, expenses or taxation amount (if applicable) in respect thereof is payable in full on the issue date of such Share. The Company will accept payment in Rands or in the Rand amount of a ceded claim.
- 3.6 The "Class 1" Share Offer comprises an offer to the public to subscribe for 800,000.00 "Class 1" Shares.

- 3.6.1 The right to be entered in the Securities Register as the registered holder of such "Class 1" Share;
- 3.6.2 the right to share *pari passu* with all other "Class 1" Shareholders in the funds contributed by the "Class 1" and Shareholders to the Company, including any unpaid profits (determined in accordance with the formula in clause 37.2 of the MOI) accumulated there against, at the dissolution of the Company; and
- 3.6.3 any other rights attaching to the "Class 1" Shares in terms of the Act or any other law;
- 3.7 Applications must be made by completing the "Invest" prompts on the Platform and completing the application form. All applications must be submitted through the Platform by no later than 16h30:00 on 15 December 2023.
- 3.8 Applications must be for a minimum of 1 (one) Share /(s).
- 3.9 Applications will be regarded as complete once payment has been received through the Platform.
- 3.10 Applications will be irrevocable once received by EQvest. No receipts will be issued for applications and/or payments received.
- 3.11 The Company has not issued any Shares since its incorporation (Reg 72(2)).

3.12 The Directors have resolved, via the required resolutions, authorisations and approvals, to issue Shares of no-par value at the Offer Price in terms of the Offer. The Directors consider this price to be justified by the prospects of the Company, and therefore adequate consideration in terms of section 40 of the Companies Act.

3.13 The Company has not issued any securities for a premium in the preceding three years. (reg 72 (3)).

4. SECONDARY MARKET STATEMENT

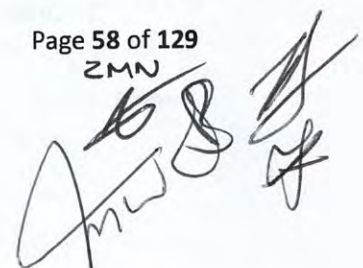
4.1 Prospective investors should be aware that, subsequent to the completion of this offering, a secondary market for the Class 1 and Class 2 Shares may develop. This secondary market shall at all times be subject to the discretion of the Board of Directors and may be further be subject to various factors and risks that can impact the trading and valuation of the Shares.

4.2 The development and stability of a secondary market for the Class 1 and Class 2 Shares are contingent upon a range of factors, including, but not limited to: Market Conditions, the Company's Performance, Competitive Landscape, Regulatory Changes, Investor Perceptions, Public perception, Dividend Policy and/or Market Volatility.

4.3 It is important to note that the secondary market's performance can be unpredictable and subject to change. Investors should carefully consider these factors, among others, before deciding to buy or sell Shares in the secondary market. We cannot guarantee the liquidity,

trading volume, or market price of the Class 1 and Class 2 Shares, and investors may experience difficulty in selling their Shares and/or obtaining favourable prices.

- 4.4 Prospective investors should consult with their financial advisors and carefully review our periodic reports to stay informed about our financial condition, business developments, and other factors that may influence the secondary market for the Class 1 and Class 2 Shares.
- 4.5 Investing in Class 1 and Class 2 Shares involves inherent risks, and past performance is not indicative of future results.
- 4.6 **A secondary offering:** also known as a follow-on offering, occurs when a public company that has already gone through an IPO issues additional shares to the public. The proceeds from the sale of these additional shares go to the company and may be used for various purposes, such as expansion, debt reduction, or acquisitions.
- 4.7 **A partial offering:** is a more general term that does not have a strict definition in financial markets. It could refer to any situation where a portion of a company's shares is offered to the public, whether it's an IPO where only a portion of the company is sold or a secondary offering where only a portion of the existing shares are sold.
- 4.8 **A follow-on:** offer is another term for a secondary offering. It refers to the issuance of additional shares by a public company after its IPO. These additional shares are offered to the public or specific investors, and the company receives the proceeds.

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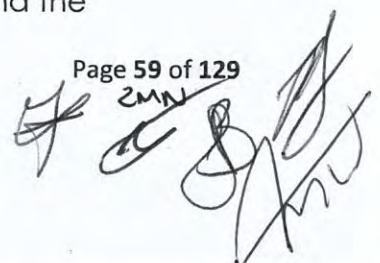
4.9 **Primary Market:** The primary market is where a public company issue and sells its shares to the public for the first time during an IPO. In this process, the company raises capital by creating and selling new shares directly to investors. The proceeds from the sale of these new shares go to the company itself.

4.10 **Secondary Market:** The secondary market, on the other hand, is the marketplace where previously issued shares of the company, which were initially sold during the IPO or in subsequent trading, are bought and sold among investors. In other words, it's where the company's shares are traded between investors, and the company itself does not directly receive funds from these transactions.

4.11 **Extension statement:**

"The Company hereby reserves the right to extend the duration of the offer period stated in this prospectus, subject to compliance with applicable laws and regulations. In the event of an extension, the Company will provide notice of the extension through appropriate channels, including regulatory filings and announcements. Any such extension will be undertaken in accordance with the prevailing legal requirements and guidelines.

4.12 Investors are advised to regularly monitor updates and announcements from the Company through authorized communication channels, including regulatory filings and the

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Company's official website. The Company will strive to provide timely and accurate information regarding any extension of the offer period.

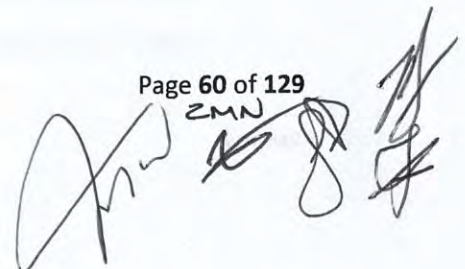
4.13 Investors are reminded that an extension of the offer period may impact the timelines associated with the offer, including but not limited to the closing date and any deadlines for acceptance of the offer. The Company is committed to maintaining transparency throughout the offering process and will take necessary steps to ensure that investors are well-informed about any developments related to the offer."

4.14 **Secondary offering statement:**

"Please note that **EQVEST LIMITED** may, at a later date, and in the absolute discretion of the board of directors, consider a secondary offering of shares to the public. Details of such a secondary offering, including the number of shares to be offered, pricing, and timing, will be provided separately in a supplementary prospectus / written statement, subject to regulatory approvals and market conditions. We encourage potential investors to stay updated with our company's announcements and disclosures for any future secondary offering opportunities.

5. MINIMUM AND MAXIMUM SUBSCRIPTIONS IN TERMS OF THIS OFFER (REGULATION 73)

5.1 The minimum amount to be raised in terms of the Offer is R1 000,000.00 which is calculated as follows:

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Share Class type	Minimum Amount
Class 1 and 2 Shares	R1,000,000 (One Million Rand)

- 5.2 Any amounts raised in excess of the projected issuing expenses, will be used to achieve the Company's goal to increase its capital base.
(reg70 (b))
- 5.3 Should the minimum amounts mentioned in clauses 17.1 above not be raised in terms of the Offer, the Offer will become null and void for the Shares, all monies received will be returned to Investors, in each Share Class that does not meet the minimum amount, and no Share will be issued pursuant to this Offer.
- 5.4 Should the Offer fail, an announcement to this effect will be made on the Company's website within 7 (seven) business Days of the Closing Date, with moneys returned to the Investor within 10 (ten) business Days thereafter.

6 RESERVATION OF RIGHTS

- 6.1 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 sole and absolute discretion, determine.

7 RESULTS OF ALLOCATIONS

- 7.1 Investors will be notified of the allocation of Shares within 7 (seven) business Days of the Closing Date by way of email.

7.2 In the event of any Offer application being rejected or accepted for a lesser number of Shares than applied for, any surplus application monies received will be refunded by **EQVEST LIMITED** within 7 (seven) business Days of the Closing Date.

7.3 All Shares to be issued in terms of the Offer will be issued at the expense of **EQVEST LIMITED**.

Terms and Conditions of the 800,000 Class 1 Ordinary Shares (MZANZI MEDIA AND ENTERTAINMENT FUND)

1. Name of Share: Class 1 Ordinary Shares in **MZANZI MEDIA AND ENTERTAINMENT FUND**.

2. **Number of Shares:** 800,000 (eight hundred thousand) shares.

3. **Par Value:** No-par value.

4. **Issue Price:** R100,00 (one hundred Rand) per share.

5. **Minimum Investment and Incremental Purchases:**

- 5.1. The minimum investment for the Class 1 Ordinary Shares is R5 000,00, equivalent to 50 shares.
- 5.2. Following the initial investment, shareholders may purchase additional shares in increments of 1 share.

6. **Voting Rights:** Holders of the Class 1 Ordinary Shares shall not possess voting rights in general assemblies or in subjects specifically relating to their share class, unless mandated by applicable law.

7. **Dividend Rights and Distribution:**

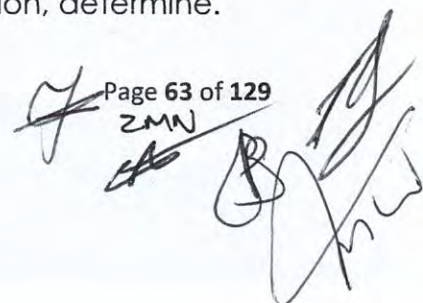


- 7.1. Declaration & Timing: Dividends for the Class 1 Ordinary Shares will be declared annually and distributed to shareholders within 60 days following the end of the financial year, concluding at the end of February and or at the discretion of the company's Board of Directors.
- 7.2. Dividend Reinvestment:
 - a. Shareholders have the option to automatically reinvest their dividends. The reinvested amounts will compound, incrementing the number of shares they hold, and potentially elevating their future dividend payouts.
 - b. In the absence of explicit shareholder instructions for a dividend payout, it will be assumed they prefer automatic reinvestment. Shareholders wanting a payout must notify the company within a predefined period post-dividend declaration, the specifics of which will be communicated during annual dividend announcements.

7.3. **Aspirational Target IRR:** While the company has set an aspirational target internal rate of return (IRR) of 18% per annum, this is not a guaranteed return. Actual returns are contingent on a myriad of factors, including but not limited to market conditions, global economic shifts, operational efficiencies, competitive landscapes, unforeseen challenges, the company's overall performance, and the prudent discretion of the Board of Directors.

8. **Liquidation Stipulation:** Should the company face liquidation, dissolution, or winding up, the Class 1 Ordinary Shareholders would be entitled to their pro-rata portion of any residual assets post satisfaction of all obligations and senior debts.

9. **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 sole and absolute discretion, determine.



10. Share Buy Backs:

10.1. **Investment Horizon:** An investment in Class 1 Ordinary Shares should be viewed as a medium to long-term commitment.

10.2. **Premature Exit:** Should a shareholder seek an early exit; they must provide the company with a notice period of 30 days after 6 months into their investment. Thereafter, the Board of each Qualifying Investment will attempt to place the shares with an alternate investor on the original shareholder's behalf. We aim to provide transparency and clarity regarding the licensing and registration of our company with the Financial Sector Conduct Authority (FSCA).

The FSCA plays a critical role in regulating financial services providers and ensuring compliance with the applicable laws and regulations. Unum Capital (Pty) Ltd, is a recognized and reputable financial services provider, holds a valid Financial Services Provider (FSP) license with license number 564, issued by the FSCA. This license is instrumental in facilitating the sale and purchase of shares within our company. It is of utmost importance to note that the sale and purchase of shares within EQVEST LIMITED will at all times be conducted under the umbrella of Unum's FSP license.

Unum's FSP license ensures that all transactions involving our shares adhere to the highest standards of legality, ethics, and financial integrity. The FSP license held by Unum guarantees that all share-buy-back activities, including any circumstances related to premature exits, are executed with the utmost diligence, in full compliance with FSCA regulations, and with the best interests of our shareholders in mind. We are committed to maintaining a transparent

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and compliant environment for our shareholders, and our partnership with Unum underlines this commitment.

Please ensure that this section is reviewed and understood in conjunction with the information provided in this prospectus. For specific details regarding Unum Capital's licensing and registration with the FSCA, please refer to the official documentation provided by Unum Capital or contact our legal department for further assistance.

10.3. **Exceptional Repurchase:** In extraordinary situations, and solely at the discretion of the Board, the company may opt to buy back such shares, but at a value that reflects an appropriate discount.

11. **Additional Rights and Limitations:** Rights or limitations not expressly detailed herein are governed by the company's by-laws, shareholder agreements, and prevailing laws and regulations.

Terms and Conditions of the 250, 000 Class 2 Ordinary Shares (MEDIA CATALOGUE CORPORATION)

1. Name of Share: Class 1 Ordinary Shares in **MEDIA CATALOGUE CORPORATION**
2. **Number of Shares:** 250,000 (two hundred and fifty thousand) shares.
3. **Par Value:** No-par value.
4. **Issue Price:** R100,00 (one hundred Rand) per share.
5. **Minimum Investment and Incremental Purchases:**
 - 5.1. The minimum investment for the Class 2 Ordinary Shares is R5 000,00, equivalent to 50 shares.


- 5.2. Following the initial investment, shareholders may purchase additional shares in increments of 1 share.

6. **Voting Rights:** Holders of the Class 1 Ordinary Shares shall not possess voting rights in general assemblies or in subjects specifically relating to their share class, unless mandated by applicable law.

7. **Dividend Rights and Distribution:**

- 7.1. Declaration & Timing: Dividends for the Class 1 Ordinary Shares will be declared annually and distributed to shareholders within 60 days following the end of the financial year, concluding at the end of February and or at the discretion of the company's Board of Directors.
- 7.2. Dividend Reinvestment:
 - a. Shareholders have the option to automatically reinvest their dividends. The reinvested amounts will compound, incrementing the number of shares they hold, and potentially elevating their future dividend payouts.
 - b. In the absence of explicit shareholder instructions for a dividend payout, it will be assumed they prefer automatic reinvestment. Shareholders wanting a payout must notify the company within a predefined period post-dividend declaration, the specifics of which will be communicated during annual dividend announcements.

7.3. **Aspirational Target IRR:** While the company has set an aspirational target internal rate of return (IRR) of 18% per annum, this is not a guaranteed return. Actual returns are contingent on a myriad of factors, including but not limited to market conditions, global economic shifts, operational efficiencies, competitive landscapes, unforeseen challenges, the company's overall performance, and the prudent discretion of the Board of Directors.

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8. **Liquidation Stipulation:** Should the company face liquidation, dissolution, or winding up, the Class 1 Ordinary Shareholders would be entitled to their pro-rata portion of any residual assets post satisfaction of all obligations and senior debts.

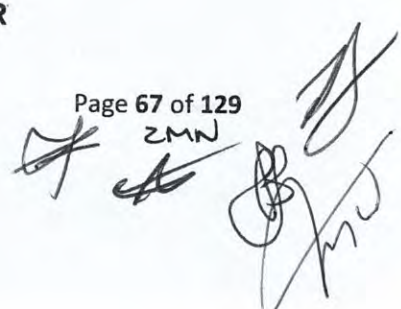
9. **Reservation of Rights:** The Directors reserve the right to accept or refuse any application(s), either in whole or in part, or to abate any or all application(s) in such manner as they may, in their sole and absolute discretion, determine.

10. **Share Buy Backs:**

- 10.1. Investment Horizon: An investment in Class 1 Ordinary Shares should be viewed as a medium to long-term commitment.
- 10.2. **Premature Exit:** Should a shareholder seek an early exit; they must provide the company with a notice period of 30 days after 6 months into their investment. Thereafter, the Board of each Qualifying Investment will attempt to place the shares with an alternate investor on the original shareholder's behalf.
- 10.3. **Exceptional Repurchase:** In extraordinary situations, and solely at the discretion of the Board, the company may opt to buy back such shares, but at a value that reflects an appropriate discount.

11. **Additional Rights and Limitations:** Rights or limitations not expressly detailed herein are governed by the company's by-laws, shareholder agreements, and prevailing laws and regulations.

SECTION 3 – STATEMENTS AND REPORTS RELATING TO THE OFFER



1. STATEMENT OF ADEQUACY OF CAPITAL (REGULATION 74)

The Directors are of the opinion that the issued capital of **EQVEST LIMITED**, for a period of at least the next 12 months from the date of issue of this Prospectus, is sufficient for the purpose of the Business of the Company.

2. REPORT BY DIRECTORS AS TO MATERIAL CHANGES (REGULATION 75)

There have been no other material changes in the financial and trading position of the Company since the previous financial reporting period and the date of this Prospectus.

3. STATEMENT AS TO LISTING ON STOCK EXCHANGE (REGULATION 76)

No application has been made to any stock exchange for the listing of the Company's securities.

4. REPORT BY THE AUDITOR WHERE A BUSINESS UNDERTAKING IS TO BE ACQUIRED (REGULATION 77)

The proceeds, or any part thereof, from the issue of Shares in terms of this Prospectus will not be directly or indirectly applied to acquire a business undertaking, therefore the preparation of a report by the auditor in respect thereof is not applicable.

5. REPORT BY THE AUDITOR WHERE COMPANY WILL ACQUIRE A SUBSIDIARY (REGULATION 78)

The proceeds, or any part thereof, from the issue of Shares in terms of this Prospectus will not be directly or indirectly applied to acquire a subsidiary, therefore the preparation of a report by the auditor in respect thereof is not applicable.

6. REPORT BY THE AUDITOR OF THE COMPANY (REGULATION 79)

In terms of Regulation 79 of the Companies Act, the auditor is required to prepare a report on the profits and losses, dividends and assets and liabilities of the Company. In this regard, Annexure 9 "REGULATION 79 & INDEPENDENT AUDITORS REPORT" in this Prospectus sets out the financial information and the auditor's report in respect of the financial information required.

SECTION 4 – ADDITIONAL MATERIAL INFORMATION

1. TAXATION

The Company is subject to VAT.

2. 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 last 12 months, a material effect on the Company's financial position.

3. CORPORATE GOVERNANCE

EQVEST LIMITED subscribes to the guidelines of Corporate Governance set out in the King IV Report on Corporate Governance as set out in Annexure 4. (reg 54 (1)(b)(i)).

4. EXPERTS' CONSENTS

The advisors listed in the prospectus have been informed of their inclusion and have provided explicit consent to be associated with **EQVEST LIMITED** in the capacity specified in the document. Their consent has been obtained in writing, and we have maintained records of their approval for our records.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors whose names are given in Section 1, paragraph 2.5 of this Prospectus, collectively and individually, accept full responsibility for the accuracy of the information provided in this Prospectus and certify that to the best of their knowledge and belief 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.

6. FINANCIAL ADVICE

6.1 This Prospectus constitutes objective information about **EQVEST LIMITED**. Nothing contained in it should be construed as constituting any form of investment advice or recommendation, 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 of financial services by **EQVEST LIMITED**.

6.2 Investors should be cognisant that the value of, and potential income generated from, an acquisition of shares in **EQVEST LIMITED** may appreciate as well as depreciate. Investors may not realise the initial share acquisition price. If in doubt, Investors should seek advice from their financial advisor, attorney, accountant, banker or other professional advisor.

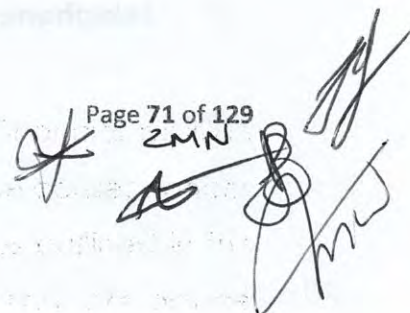
7. RISK FACTORS OF THE SHARES

7.1 All the information in this Prospectus should be considered by potential Investors before making a decision to invest in **EQVEST LIMITED** The Shares are considered to be speculative and may be more suitable for Investors in a high-income bracket who are prepared to accept the risks inherent in investments of this nature.³

7.2 Prospective Investors should carefully consider their financial position and make every effort to familiarise themselves with the consequences of non-attainment by **EQVEST LIMITED** of the objectives outlined in this Prospectus. It may be prudent to seek independent financial advice regarding this investment.

7.3 Prospective investors should be aware that the value of the Shares may fluctuate and that investors may not realise a return.

7.4 Changes in legislation may restrict or adversely affect the ability of **EQVEST LIMITED** to meet its objectives.




- 7.5 There can be no assurances that **EQVEST LIMITED** will meet its objectives.
- 7.6 Qualifying Investments made by **EQVEST LIMITED** will be in private companies and will therefore not be readily marketable. Whilst **EQVEST LIMITED** may, in exceptional circumstances, buy back Shares from Shareholders, it is not obliged to do so.
- 7.7 The Shares are speculative by their very nature and prospective Investors should in addition refer to Annexure 2 (Risk Disclosure) of this Prospectus concerning other potential risks.

8. COMPLAINTS PROCESS & TCF OUTCOMES

- 8.1 **EQVEST LIMITED** is committed to service excellence and values the relationship with its Investors. The Treat Your Customers Fairly (TCF) Culture is embedded in our business.
- 8.2 In terms of FAIS, Investors may lodge a complaint with Linea Manjowo, Compliance Officer, of the Portfolio Manager at complaints@unum.co.za. The Portfolio Manager Complaints Resolution Procedure is available on request.
- 8.3 The Ombud – may be contacted at his offices in Pretoria at the following address:

Physical Address: Kasteel Park Office Park, Orange Building 2nd Floor
Cnr of Nossob and Jochemus Street, Erasmuskloof, 0001

Telephone: +27 12 762 5000 / +27 12 470 9080

2MNQ


Facsimile: +27 12 470 9097 / +27 12 348 3447
Postal Address: P.O. Box 74571, Lynwood Ridge, 0040
E-mail Address: info@faisombud.co.za
Website: www.faisombud.co.za

9. CONFIDENTIALITY

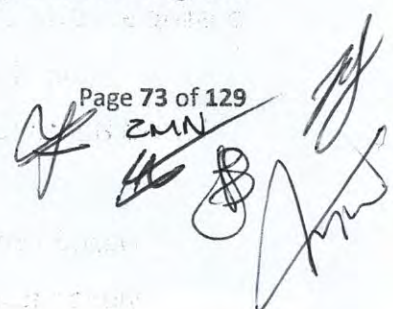
9.1 **EQVEST LIMITED** will not use or disclose any confidential information obtained, except to the extent permitted by our Investors or required by applicable law. Policies and procedures in terms of the Protection of Personal Information Act, 4 of 2013 are in the process of implementation.

10. SECURITIES BUY BACKS

10.1 An investment in **EQVEST LIMITED** should be considered as a medium to long term investment. In the event of a Shareholder that may require a premature exit, the Board of each Qualifying Investment will endeavour to place the Share with an alternate Investor on his behalf.

10.2 In exceptional circumstances, and at the discretion of the Board, **EQVEST LIMITED** may repurchase such Shares at an appropriately discounted value.

10.3 The investment comes with an embedded securities buy backs option which gives the Shareholder, the right but not the obligation, to demand early repayment of investment capital plus the revenue participation. The Shareholder can put back the Share, either wholly or partially, with 30-days' notice after the 6 months vesting period, at any time during the lifetime of the Share(s).



11. PROFESSIONAL INDEMNITY AND FIDELITY INSURANCE COVER

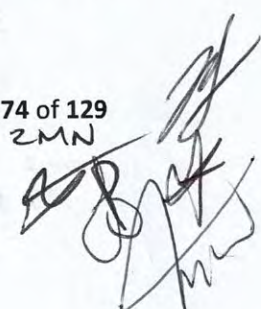
As a minimum requirement in terms of FAIS, professional indemnity and fidelity insurance cover of R1 000 000 has been procured by the Portfolio Manager.

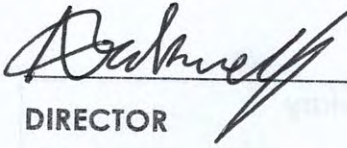
SECTION 5 - INAPPLICABLE SECTIONS – REGULATION 56:

The following paragraphs of the Companies Act Regulations dealing with the requirements for a prospectus are not applicable to this Prospectus:

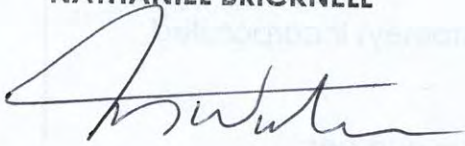
- 1.1 Regulation 54(3)(a)
- 1.2 Regulation 55
- 1.3 Regulation 57(2) and (3)(a)(b)
- 1.4 Regulation 59 (2)(a)
- 1.5 Regulation 59 (3)(c)(ii)
- 1.6 Regulation 59 (g)(iv)(v)
- 1.7 Regulation 59 (4)(a)(b)
- 1.8 Regulation 61
- 1.9 Regulation 62
- 1.10 Regulation 64 (2) (b)(i), (ii) and (c)
- 1.11 Regulation 65
- 1.12 Regulation 66
- 1.13 Regulation 67(b)(i)
- 1.14 Regulation 77
- 1.15 Regulation 78 and
- 1.16 Regulation 80.

**SIGNED IN PRETORIA BY ALL OF THE DIRECTORS OF EQVEST LIMITED ON OR ABOUT
13TH OF OCTOBER 2023.**





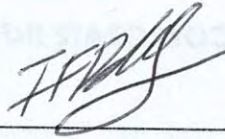
DIRECTOR
NATHANIEL BRICKNELL



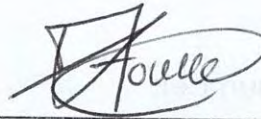
NON-EXECUTIVE DIRECTOR
MARK WEETMAN



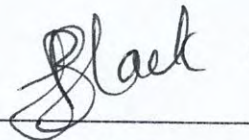
NON-EXECUTIVE DIRECTOR
ZETHU MARVIN NDLANGAMANDLA



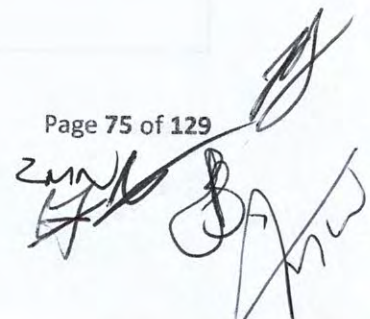
DIRECTOR
IAN BLACK



NON-EXECUTIVE DIRECTOR
LOUISE FOURIE



NON-EXECUTIVE DIRECTOR
LEANDRI BLACK



ANNEXURE 1 – CORPORATE INFORMATION SCHEDULE:

<p>Auditors and Reporting Accountants</p> <p>AcuAudit Inc.</p> <p>Registration number:</p> <p>Building 20 Cambridge Office Park,</p> <p>5 Bauhinia Street,</p> <p>Centurion,</p> <p>Gauteng,</p> <p>0169</p> <p>IRBA Registration Number is: 966641-0000</p> <p>Email:</p> <p>Tel:</p>	<p>Company Secretary</p> <p>Radley Attorneys Incorporated</p> <p>Registration number:</p> <p>102 River Road,</p> <p>Lyttelton Manor</p> <p>Centurion, Gauteng</p> <p>0157</p> <p>Email: nacinda@radleyinc.co.za</p> <p>Tel: (012) 880 2738</p>
<p>Accountants</p> <p>Acute Accountants Inc.'s</p>	<p>Commercial Bank</p> <p>FirstRand Bank Limited</p>

<p>Registration number:</p> <p>Building 20 Cambridge Office Park, 5 Bauhinia Street, Centurion, Gauteng, 0169</p> <p>SAIPA Registration Number is: PRAC1125</p> <p>Email: info@acute.co.za</p> <p>Tel: (010) 072 2288</p>	<p>Registration number: 1929/001225/06</p> <p>4 Merchant Place, CNR Fredman Drive and Rivonia Road Johannesburg, Gauteng 2146</p> <p>Tel: (087) 575 9404</p>
<p>Portfolio Manager</p> <p>Unum Capital (Pty) Ltd</p> <p>Registration number: 1999 / 008361 / 07</p> <p>Unit 1, Village Corner, 57 via Latina Crescent,</p>	<p>Administrator</p> <p>Unum Capital (Pty) Ltd</p> <p>Registration number: 1999 / 008361 / 07</p> <p>Unit 1, Village Corner, 57 via Latina Crescent,</p>

Handwritten signatures and initials, including a large signature on the right and several initials below it.

<p>Irene Corporate Corner, Pretoria, 0133 Email: louise@unum.co.za Tel: (011) 384 2900</p>	<p>Irene Corporate Corner, Pretoria, 0133 Email: louise@unum.co.za Tel: (011) 384 2900</p>
<p>Legal Advisors Radley Attorneys Incorporated Registration number: 102 River Road, Lyttelton Manor Centurion, Gauteng 0157 Email: nacinda@radleyinc.co.za Tel: (012) 880 2738</p>	<p>Business and Registered Office Address EQVEST LIMITED Registration number: 2023 / 955092 / 06 93 Grayston Drive W RD S CNR First Floor, Block C Grayston Square Gauteng, 2196 Email: info@eqvest.co.za Tel: 012 285 0996</p>

ANNEXURE 2 – RISK FACTORS:

This annexure describes the risk factors which are considered by the Directors to be material in relation to Shares issued in terms of this Offer:

Risk	Explanation of impact of risk on performance/ reputation of EQVEST LIMITED	Level	Mitigating factor
Economic conditions	The state of the economy will change over time in line with the economic and business cycles.	Medium	The Company will use its best endeavors to put in place measures that are sustainable.
Uncertainty	Having limited knowledge of current conditions or future outcomes	Low	The Investment Committee will only consider investments of which in its opinion each Share Class Manager has a good understanding and can add value and influence on the underlying investments.
Changes in legislation / regulation	Legislative risk includes: changes to legislation that may affect the overall structure.	Low	The Board will review applicable legislation, and changes in regulation and assess the impact

	and/or function of eQvest Ltd.		how changes may potentially have an adverse effect on the Company.
Fraud risk / internal control risk	The Company does not have an internal audit function.	Low	<p>Management accounts are produced monthly and reviewed by the Board.</p> <p>It is not deemed necessary by the Audit and Risk Committee to implement an internal audit function due to the size of the Company.</p> <p>External auditors annually provide a management report on internal controls to the Audit and Risk Committee.</p>
Credit Risk	Credit risk consists mainly of cash deposits, cash equivalents and trade debtors.	Low	The Company only deposits cash with major banks with high quality credit standing and limits exposure to any one counterparty.
Interest Rate Risk	Financial Assets and Liabilities that are sensitive to interest rates, comprise	Medium	Funds not yet invested are deposited in short, medium, and long-term

Handwritten signatures and initials, including 'ZMN' and several illegible scribbles.

	cash balances, gearing and loans to underlying subsidiaries.		interest-bearing accounts. An increase or decrease in interest rates may have an impact on the returns.
Operational Risks	The operational risk is that investment decisions are not properly evaluated and considered.	Low	The mandate of the Investment Committee is to ensure that investment decisions are properly considered and evaluated prior to investments being made for reasonableness.
	Post investment management not conducted with adequate diligence and care.	Low	Members, representatives and/or invitees of eQvest Ltd will be appointed to the board of the underlying Investment.
	Trading forecasts may not be achieved.	High	eQvest Ltd representatives will use its best endeavors to assist the business where appropriate.
Liquidity Risk	The risk that funds will not be available to meet future investment requirements.	Medium	The Company manages liquidity risk through ongoing review of future funding obligations.
Capital Risk	To safeguard the Company's ability to continue as a going	Medium	In order to maintain or adjust the capital structure, the Company

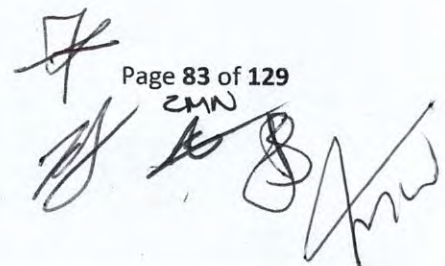
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	<p>concern to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital</p>		<p>may issue new Shares or sell assets to increase cash and cash equivalents.</p>
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ANNEXURE 3 – ROLES AND RESPONSIBILITIES OF CLASS MANAGERS FOR CLASS 1 AND CLASS 2 ORDINARY SHARES:

Roles and Responsibilities:

- 1. Number & Appointment:** There shall always be a minimum of two Class Managers for each class of shares. These managers are appointed by the respective ordinary shareholders to advocate for and uphold their interests.
- 2. Representation:** Class Managers function as representatives for the ordinary shareholders, ensuring their concerns and interests are actively addressed and voiced within the company.
- 3. Board Liaison:** The Class Managers serve as the chief communicative link between the ordinary shareholders and the company's Board of Directors. This ensures that information is transparently and efficiently relayed between both parties.
- 4. Dividend Monitoring:** Class Managers keep a watchful eye on potential dividend distributions, liaising with the company's executive team about any potential issues or delays in potential payouts.
- 5. Reporting Responsibilities:** Class Managers ensure ordinary shareholders receive accurate and timely updates about company performance, upcoming initiatives, and any other information deemed relevant to their shareholding.

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6. **Protection of Shareholder Rights:** Ensuring that the rights of the ordinary shareholders are consistently upheld is paramount. Class Managers ensure these rights, as detailed in the company by-laws, shareholder agreements, and legal regulations, are upheld.
7. **Conflict Resolution:** In the rare event of conflicts arising between ordinary shareholders and the company, Class Managers serve as mediators, striving for amicable resolutions while ensuring open lines of communication.
8. **Meeting Coordination:** Class Managers coordinate and facilitate regular meetings with ordinary shareholders. They might also attend specific Board meetings, especially when topics of particular interest to ordinary shareholders are being discussed.
9. **Financial Oversight:** Class Managers periodically review the company's financial statements to stay informed about its financial health and to provide insights to the ordinary shareholders.
10. **Legal Compliance:** Class Managers guarantee that all shareholder actions and communications align with South African legal standards, corporate governance norms, and relevant regulations.
11. **Transition & Succession:** In the event of a Class Manager's resignation, procedures are in place to ensure a seamless transition and replacement, maintaining the stipulated minimum number of managers at all times.

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ANNEXURE 4 – UNUM CAPITAL – FSCA LICENSE:

2003/00238/FSP
12/05/2020



FSCA
Financial Sector
Conduct Authority

FINANCIAL SECTOR CONDUCT AUTHORITY

LICENCE No. 564

It is hereby certified that with effect from 11 November 2014

UNUM CAPITAL (PTY) LTD

is licensed as a financial services provider
in terms of section 8 of the Financial Advisory and Intermediary Services
Act, 2002 (Act No. 37 of 2002),
subject to the conditions and restrictions set out in the Annexure



.....
For Financial Sector Conduct Authority



FSCA
20 APR 2020
FINANCIAL SECTOR CONDUCT AUTHORITY



ZMN
[Handwritten signatures]

ANNEXURE 5 – MOI EXTRACT:

CoR 14.3



Date: 28/08/2023

Our Reference: 9393330960

NATHANIEL DENTON BRICKNELL
E-mail: NDBRICKNELL@GMAIL.COM
Basket: NDBRIC

RE: Amendment to Company Information
Company Number: 2023/955092/06
Company Name: EQVEST LTD

We have received a COR15.2 (Amendment of Memorandum of Incorporation) from you dated 28/08/2023.
The COR15.2 was accepted and placed on file.

The name was changed from
K2023955092 (South Africa) to EQVEST.

Yours truly

Commissioner: CIPC

Please Note:

The attached certificate can be validated on the CIPC web site at www.cipc.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.

The bottom right corner of the page contains several handwritten signatures and initials in black ink. One signature appears to be "ZMN" with a flourish, and there are other illegible signatures and initials.



**COMPANIES AND INTELLECTUAL PROPERTY COMMISSION
REPUBLIC OF SOUTH AFRICA**

Form COR14.3 - Amended Registration Certificate

Effective date: 28/08/2023
Print date: 28/08/2023
Customer code: NDBRIC
Tracking number: 9393330960

Concerning:

EQVEST LTD 2023/955092/06

The above company has filed an amendment of its Memorandum of Incorporation in terms of section 16 of the Companies Act, 2008, changing the company name from K2023955092 (South Africa) to EQVEST LTD.

In accordance with the Notice of Amendment of the Memorandum of Incorporation, the change of the company name takes effect on 28/08/2023.

In conjunction with this certificate, the Commission has not issued another notice contemplated in section 12 (3).

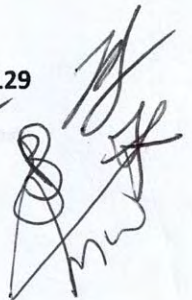
Commissioner: CIPC

Handwritten signatures and initials, including 'ZMN' and 'MW'.

**Certificate issued by the Companies and Intellectual Property
Commission on Monday, August 28, 2023 04:29
Certificate of Confirmation**



Registration number	2023 / 955092 / 06
Enterprise Name	EQVEST LTD
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	22/08/2023
Business Start Date	22/08/2023
Enterprise Type	Public Company
Enterprise Status	In Business
Financial year end	February
Main Business/Main Object	
Postal address	5 BAUHINIA STREET HIGHVELD TECHNO PARK CENTURION GAUTENG 0169
Address of registered office	5 BAUHINIA STREET HIGHVELD TECHNO PARK CENTURION GAUTENG 0169



Certificate issued by the Companies and Intellectual Property
Commission on Monday, August 28, 2023 04:29
Certificate of Confirmation



Registration number 2023/955092/06
Enterprise Name EQVEST LTD
Auditor Name ACUAUDIT INC
Postal Address 5 BAUHINIA STREET
CENTURION
0169

Active Directors / Officers

Sumame and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
FOURIE, LOUISE MISPA	8802280040081	Non Executive Director	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001 Residential: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001
WEETMAN, MARK HOWARD	6912155304082	Non Executive Director	24/08/2023	Postal: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178 Residential: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178
BLACK, LEANDRI	8503220012087	Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
BLACK, IAN FOSTER	8307255062086	Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
BRICKNELL, NATHANIEL DENTON	9112135071086	Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 3 CORLETT DRIVE, ILLOVO, JOHANNESBURG, GAUTENG, 2196

Certificate issued by the Commissioner of Companies & Intellectual Property Commission on Monday, August 28, 2023 at 16:19



Amended Registration Certificate: Companies

Companies and Intellectual Property Commission
a member of the **dti** group

COR 14.3

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST

Effective date: 28/08/2023
Print date: 28/08/2023
Customer code: NDBRIC
Tracking number: 9393330960

RE : EQVEST

The above company has filed an amendment of its Memorandum of Incorporation in terms of section 16 of the Companies Act, 2008, changing the company name from **K2023955092 (South Africa)** to **EQVEST**.

In accordance with the Notice of Amendment of the Memorandum of Incorporation, the change of the company name takes effect on 28/08/2023.

In conjunction with this certificate, the Commission has not issued another notice contemplated in section 12 (3).

Commissioner: CIPC



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Amended Registration Certificate: Companies

COR 14.3

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST

Companies and Intellectual Property Commission
a member of the dti group

ENTERPRISE INFORMATION

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST
Registration Date: 22/08/2023
Business Start Date: 22/08/2023
Enterprise Type: Public Company
Enterprise Status: In Business
Financial Year End: February
TAX Number: 9533726205

Addresses

POSTAL ADDRESS

5 BAUHINIA STREET
HIGHVELD TECHNO PARK
CENTURION
GAUTENG
0169

ADDRESS OF REGISTERED OFFICE

5 BAUHINIA STREET
HIGHVELD TECHNO PARK
CENTURION
GAUTENG
0169

ACTIVE MEMBERS / DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Contrib. (R)	Interest (%)	Appoint. Date	Address
BRICKNELL, NATHANIEL DENTON	Director	9112135071086	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 3 CORLETT DRIVE, ILLOVO, JOHANNESBURG, GAUTENG, 2196
BLACK, IAN FOSTER	Director	8307255082086	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
BLACK, LEANDRI	Director	8503220012087	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
FOURIE, LOUISE MISPA	Non Executive Director	8802280040081	0.00	0.00	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001 Residential: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001

[Handwritten signatures and initials]

Certificate issued by the Commissioner of Companies & Intellectual
Property Commission on Monday, August 28, 2023 at 16:19



Amended Registration Certificate: Companies

Companies and Intellectual
Property Commission
a member of the dti group

COR 14.3

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST

WEETMAN, MARK HOWARD

Non Executive
Director

6912155304082

0.00

0.00

24/08/2023

Postal: 584 BUCKLAND ROAD,
CORNWALL HILL, CENTURION,
GAUTENG, 0178

Residential: 584 BUCKLAND
ROAD, CORNWALL HILL,
CENTURION, GAUTENG, 0178



COR21.1



Date: 17/10/2023

Our Reference: 9396466740

NATHANIEL DENTON BRICKNELL
E-mail: NDBRICKNELL@GMAIL.COM
Basket: NDBRIC

RE: Amendment to Company Information
Company Number: 2023/955092/06
Company Name: EQVEST LTD

We have received a COR21.1 (Address Change) from you dated 17/10/2023.
The COR21.1 was accepted and placed on file.

With effect from 25/10/2023, the registered address was changed to:
93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

Yours truly

Commissioner: CIPC

Please Note:

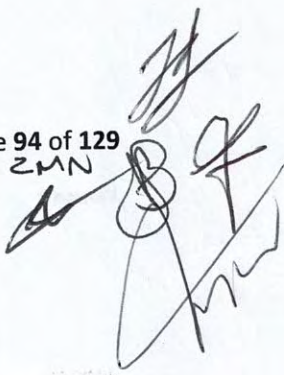
The attached certificate can be validated on the CIPC web site at www.cipc.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.

[Handwritten signatures and initials]
ZMN

Certificate issued by the Companies and Intellectual Property Commission on Wednesday, October 25, 2023 08:20
Certificate of Confirmation



Registration number	2023 / 955092 / 06
Enterprise Name	EQUEST LTD
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	22/08/2023
Business Start Date	22/08/2023
Enterprise Type	Public Company
Enterprise Status	In Business
Financial year end	February
Main Business/Main Object	
Postal address	93 GRAYSTON DRIVE W RD S CNR FIRST FLOOR BLOCK C GRAYSTON SQUARE SANDTON GAUTENG 2196
Address of registered office	93 GRAYSTON DRIVE W RD S CNR FIRST FLOOR BLOCK C GRAYSTON SQUARE SANDTON GAUTENG



Business Start Date 22/08/2023

Enterprise Type Public Company

Enterprise Status In Business

Financial year end February

Main Business/Main Object

Postal address 93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

Address of registered office 93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196



The Companies and Intellectual Property Commission
of South Africa
P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
Call Centre Tel 086 100 2472, Website www.cipc.co.za.



[Handwritten signatures and initials]

Certificate issued by the Companies and Intellectual Property
Commission on Wednesday, October 25, 2023 08:20
Certificate of Confirmation



Registration number 2023/955092/06

Enterprise Name EQVEST LTD

Auditor Name ACUAUDIT INC

Postal Address 5 BAUHINIA STREET
CENTURION
0169

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
NDLANGAMANDLA, ZETHU MARVIN	8012165980084	Non Executive Director	04/09/2023	Postal: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195 Residential: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195
FOURIE, LOUISE MISPA	8802280040081	Non Executive Director	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001 Residential: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001
WEETMAN, MARK HOWARD	6912155304082	Non Executive Director	24/08/2023	Postal: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178 Residential: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178
BLACK, LEANDRI	8503220012087	Non Executive Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
BLACK, IAN FOSTER	8307255062086	Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
BRICKNELL, NATHANIEL DENTON	9112135071086	Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK,

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appointment date	Addresses
NDLANGAMANDLA, ZETHU MARVIN	8012165980084	Non Executive Director	04/09/2023	Postal: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195 Residential: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195
FOURIE, LOUISE MISPA	880228040081	Non Executive Director	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001 Residential: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001
WEETMAN, MARK HOWARD	6912155304082	Non Executive Director	24/08/2023	Postal: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178 Residential: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178
BLACK, LEANDRI	8503220012087	Non Executive Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
BLACK, IAN FOSTER	8307255062086	Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
BRICKNELL, NATHANIEL DENTON	9112135071086	Director	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 3 CORLETT DRIVE, ILLOVO, JOHANNESBURG, GAUTENG, 2196



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
Call Centre Tel 086 100 2472. Website www.cipc.co.za



[Handwritten signatures and initials]

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 15.2

About this Notice

- This notice is issued in terms of Section 16 of the Companies Act, 2008, and Regulation 15 (2) and (3) of the Companies Regulations, 2011.
- A notice of amendment must be filed within 10 business days after the amendment has been effected.
- If the amendment has changed the name of the Company, the provisions of the Act and Regulations applicable to company names apply.
- If the amendment has submitted a new memorandum of incorporation in place of the previous one, a copy of the new memorandum must be appended to this Notice.
- The fee for filing this notice is R 250. See item 3 of Table CR2B. A transitional amendment of a pre-existing company, filed in terms of Schedule 5, item 4 (2) is exempt from the fee.

Contacting the Commission

The Companies and Intellectual

Notice of Amendment of Memorandum of Incorporation

Date: 09 of October 2023 Customer Code: NDBRIC

Concerning: ADOPTION OF NEW MOI

(Name and Registration Number of Company)

Name: eQvest Limited

Registration number: 2023 / 955092 / 06

The Memorandum of Incorporation of the above named company has been amended in accordance with section 16 of the Companies Act, 2008. In terms of section 16 (9), this amendment is to take effect on -

- The date that this Notice is filed in the Companies Registry.
- The date of the amended registration certificate to be issued by the Commission.

(Later Date as shown on Notice of Incorporation)

In support of this Notice, the company has attached a copy of the court order, board resolution or special resolution authorising the amendment and -

- A copy of the amendment to the Memorandum; or
- A copy of the Memorandum of Incorporation, as amended.

As a result of this amendment, the Memorandum of Incorporation:

- Has no provision of the type contemplated in section 15 (2) (b) or (c).
- Has provision of the type contemplated in section 15 (2) (b) or (c) as listed in Annexure A.

(Personal Liability Companies only)

As a result of this amendment, the company:

- Will remain a personal liability company;
- Will no longer be a personal liability company, and has complied with the requirements of section 16 (10) by giving advance notice of this filing

Handwritten signatures and initials, including "ZAW" and "M".

About this Notice

- This notice is issued in terms of Section 16 of the Companies Act, 2008, and Regulation 15 (2) and (3) of the Companies Regulations, 2011.
- A notice of amendment must be filed within 10 business days after the amendment has been effected.
- If the amendment has changed the name of the Company, the provisions of the Act and Regulations applicable to company names apply.
- If the amendment has submitted a new memorandum of incorporation in place of the previous one, a copy of the new memorandum must be appended to this Notice.
- The fee for filing this notice is R 250. See item 3 of Table CR2B. A transitional amendment of a pre-existing company, filed in terms of Schedule 5, item 4 (2) is exempt from the fee.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Concerning: ADOPTION OF NEW MOI

(Name and Registration Number of Company)

Name: eQvest Limited

Registration number: 2023 / 955092 / 06

The Memorandum of Incorporation of the above named company has been amended in accordance with section 16 of the Companies Act, 2008. In terms of section 16 (9), this amendment is to take effect on -

- The date that this Notice is filed in the Companies Registry.
- The date of the amended registration certificate to be issued by the Commission.
- _____
(Later Date as shown on Notice of Incorporation)

In support of this Notice, the company has attached a copy of the court order, board resolution or special resolution authorising the amendment and -

- A copy of the amendment to the Memorandum; or
- A copy of the Memorandum of Incorporation, as amended.

As a result of this amendment, the Memorandum of Incorporation:

- Has no provision of the type contemplated in section 15 (2) (b) or (c).
- Has provision of the type contemplated in section 15 (2) (b) or (c) as listed in Annexure A.

(Personal Liability Companies only)

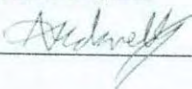
As a result of this amendment, the company:

- Will remain a personal liability company;
- Will no longer be a personal liability company, and has complied with the requirements of section 16 (10) by giving advance notice of this filing on _____.

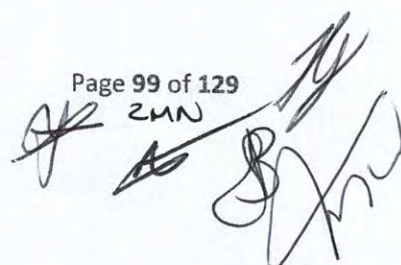
Name and Title of person signing on behalf of the Company:

Executive Director / CEO - Nathaniel Denton Bricknell

Authorised Signature:



This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).





Address Change for Companies and Close Corporations

COR 21.1 Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST

ENTERPRISE INFORMATION

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST
Enterprise Shortened Name:
Enterprise Translated Name:
Registration Date: 22/08/2023
Business Start Date: 22/08/2023
Enterprise Type: Public Company
Enterprise Status: In Business
Financial Year End: February
Addresses:

POSTAL ADDRESS

93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

ADDRESS OF REGISTERED OFFICE

93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

ACTIVE MEMBERS / DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Contrib. (R)	Interest (%)	Appoint. Date	Address
BRICKNELL, NATHANIEL DENTON	Director	9112135071066	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0109 Residential: 3 CORLETT DRIVE, ILLOVO, JOHANNESBURG, GAUTENG, 2198
BLACK, IAN FOSTER	Director	8307256062096	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0109 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
FOURIE, LOUISE MISPA	Non Executive Director	8802260040061	0.00	0.00	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001

Business Start Date: 22/08/2023
 Enterprise Type: Public Company
 Enterprise Status: In Business
 Financial Year End: February
 Addresses: **POSTAL ADDRESS** 93 GRAYSTON DRIVE W RD S CNR
 FIRST FLOOR BLOCK C GRAYSTON SQUARE
 SANDTON
 GAUTENG
 2196

ADDRESS OF REGISTERED OFFICE
 93 GRAYSTON DRIVE W RD S CNR
 FIRST FLOOR BLOCK C GRAYSTON SQUARE
 SANDTON
 GAUTENG
 2196

ACTIVE MEMBERS / DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Contrib. (R)	Interest (%)	Appoint. Date	Address
BRICKNELL, NATHANIEL DENTON	Director	9112135071086	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0109 Residential: 3 CORLETT DRIVE, ILLOVO, JOHANNESBURG, GAUTENG, 2198
BLACK, IAN FOSTER	Director	8907255062086	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0109 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
FOURIE, LOUISE MISPA	Non Executive Director	8802280040081	0.00	0.00	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001 Residential: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001
WEETMAN, MARK HOWARD	Non Executive Director	6912155304082	0.00	0.00	24/08/2023	Postal: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178 Residential: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178

Physical Address: the dti Campus - Block F, 77 Meintjies Street, Sunnyside 0001
 Postal Address: Companies, P O Box 429, Pretoria, 0001
 Docex: 256
 Web: www.cipc.co.za
 Contact Centre: 086 100 2472 (CIPC)
 Contact Centre (International): +27 12 394 9573



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 ZMN


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Companies and Intellectual Property Commission
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Address Change for Companies and Close Corporations

COR 21.1

Registration Number: 2023 / 955092 / 66
Enterprise Name: EQVEST

Name	Type	ID Number	Shareholding	Resignation Date	Appointment Date	Postal Address
BLACK, LEANDRI	Non Executive Director	8503220012087	0.00	0.00	22/08/2023	Postal: 5 BAUHINA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
NDLANGAMANDLA, ZETHU MARVIN	Non Executive Director	8012165980084	0.00	0.00	04/09/2023	Postal: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195 Residential: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195

AUDITOR DETAILS

Auditor Name	Type	Status	Appointment Date	Resignation Date	Email Address
ACUAUDIT INC	Auditor	Current		ACTIVE	

Profession Number: 966641-00



Certificate issued by the Commissioner of Companies & Intellectual Property Commission on Thursday, October 26, 2023 at 9:25



Companies and Intellectual Property Commission
a member of the **dsb** group

Disclosure Certificate: Companies and Close Corporations

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST

ENTERPRISE INFORMATION

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST
Registration Date: 22/08/2023
Business Start Date: 22/08/2023
Enterprise Type: Public Company
Enterprise Status: In Business
Compliance Notice Status: NONE
Financial Year End: February
TAX Number: 9533726205

Addresses

POSTAL ADDRESS

93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

ADDRESS OF REGISTERED OFFICE

93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

ACTIVE MEMBERS / DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Contrib. (R)	Interest (%)	Appoint. Date	Address
BRICKNELL, NATHANIEL DENTON	Director	9112135071069	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 3 CORLETT DRIVE, ILLOVO, JOHANNESBURG, GAUTENG, 2196
BLACK, IAN FOSTER	Director	8307255092086	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
FOURIE, LOUISE MISPA	Non Executive Director	8802280040081	0.00	0.00	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001

Addresses

POSTAL ADDRESS

ADDRESS OF REGISTERED OFFICE

93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

93 GRAYSTON DRIVE W RD S CNR
FIRST FLOOR BLOCK C GRAYSTON SQUARE
SANDTON
GAUTENG
2196

ACTIVE MEMBERS / DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Contrib. (R)	Interest (%)	Appoint. Date	Address
BRICKNELL, NATHANIEL DENTON	Director	9112135071086	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0109 Residential: 3 CORLETT DRIVE, ILLOVO, JOHANNESBURG, GAUTENG, 2198
BLACK, IAN FOSTER	Director	8307255062086	0.00	0.00	22/09/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0109 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
FOURIE, LOUISE MISPA	Non Executive Director	8802280040081	0.00	0.00	24/08/2023	Postal: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001 Residential: 39 STANLEY STREET, RAYTON, PRETORIA, GAUTENG, 1001
WEETMAN, MARK HOWARD	Non Executive Director	8612155304082	0.00	0.00	24/08/2023	Postal: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178 Residential: 584 BUCKLAND ROAD, CORNWALL HILL, CENTURION, GAUTENG, 0178

Physical Address
the dti Campus - Block F
77 Meintjies Street
Sunnyside 0001

Postal Address: Companies
P O Box 429
Pretoria
0001

Docex: 256
Web: www.cipc.co.za
Contact Centre: 086 100 2472 (CIPC)
Contact Centre (International): +27 12 394 9573



Handwritten signatures and initials, including 'ZMN' and 'AK'.

Certificate issued by the Commissioner of Companies & Intellectual Property Commission on Thursday, October 26, 2023 at 9:25



Disclosure Certificate: Companies and Close Corporations

Companies and Intellectual Property Commission
a member of the **esi** group

Registration Number: 2023 / 855692 / 06
Enterprise Name: EQVEST

BLACK, LEANDRI	Non Executive Director	8503220012087	0.00	0.00	22/08/2023	Postal: 5 BAUHINIA STREET, HIGHVELD TECHNO PARK, CENTURION, GAUTENG, 0169 Residential: 11 THORNWOOD STREET, WOODLANDS, PRETORIA, GAUTENG, 0002
NDLANGAMANDLA, ZETHU MARVIN	Non Executive Director	8012165680084	0.00	0.00	04/09/2023	Postal: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195 Residential: 23 O BRIEN AVENUE, UNIT 20 BROOKCLIFF HEIGHTS, NORTHCLIFF, GAUTENG, 2195

AUDITOR DETAILS

Auditor Name	Type	Status	Appointment Date	Resignation Date	Email Address
ACUAUDIT INC	Auditor	Current		ACTIVE	

Profession Number: 906041-00

CHANGE SUMMARY

22/08/2023	Registration of CC/CO on 22/08/2023.
13/09/2023	Member Change on 13/09/2023. Director ZETHU MARVIN NDLANGAMANDLA was added.
13/09/2023	Member Change on 13/09/2023. Director NATHANIEL DENTON BRICKNELL - Change was made.
29/08/2023	Member Change on 28/08/2023. Director MARK HOWARD WEETMAN was added.
28/08/2023	Member Change on 28/08/2023. Director LOUISE MISPA POURIE was added.
28/08/2023	Member Change on 28/08/2023. Director LEANDRI BLACK - Change was made. - Business address changed from 5 BAUHINIA STREET to 11 THORNWOOD STREET. - Business address changed from HIGHVELD TECHNO PARK to WOODLANDS. - Business address changed from CENTURION to PRETORIA.
13/09/2023	Member Change on 13/09/2023. Director IAN FOSTER BLACK - Change was made.
13/09/2023	Member Change on 13/09/2023. Director LEANDRI BLACK - Change was made. - Director / member Type Changed from Director to Non Executive Director.

Handwritten signatures and initials, including 'ZMN' and 'MW'.

AUDITOR DETAILS

Auditor Name	Type	Status	Appointment Date	Resignation Date	Email Address
ACUAUDIT INC	Auditor	Current		ACTIVE	

Profession Number: 96941-00

CHANGE SUMMARY

- 22/08/2023 Registration of CO/CO on 22/08/2023.
- 13/09/2023 Member Change on 13/09/2023.
Director ZETHU MARVIN NDLANGAMANOLA was added
- 13/09/2023 Member Change on 13/09/2023.
Director NATHANIEL DENTON BRICKNELL - Change was made.
- 28/08/2023 Member Change on 28/08/2023.
Director MARK HOWARD WEETMAN was added
- 28/08/2023 Member Change on 28/08/2023.
Director LOUISE MISPA FOURIE was added
- 28/08/2023 Member Change on 28/08/2023.
Director LEANDRI BLACK - Change was made.
- Business address changed from 5 BAUHINIA STREET to 11 THORNWOOD STREET.
- Business address changed from HIGHVELD TECHNO PARK to WOODLANDS.
- Business address changed from CENTURION to PRETORIA.
- 13/09/2023 Member Change on 13/09/2023.
Director IAN FOSTER BLACK - Change was made.
- 13/09/2023 Member Change on 13/09/2023.
Director LEANDRI BLACK - Change was made.
- Director / member Type Changed from Director to Non Executive Director.
- 13/09/2023 Member Change on 13/09/2023.
Director LOUISE MISPA FOURIE - Change was made.
- 25/10/2023 Registered Address Change on 25/10/2023.
93 GRAYSTON DRIVE W RD S CNR FIRST FLOOR BLOCK C GRAYSTON SQUARE SANDTON GAUTENG2196
- 28/08/2023 Member Change on 28/08/2023.
Director NATHANIEL DENTON BRICKNELL - Change was made.
- Business address changed from 5 BAUHINIA STREET to 3 CORLETT DRIVE.
- Business address changed from HIGHVELD TECHNO PARK to ILLOVO.
- Business address changed from CENTURION to JOHANNESBURG.

Page 2 of 3

Physical Address
the dti Campus - Block F
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Contact Centre (International): +27 12 394 9573



Certificate issued by the Commissioner of Companies & Intellectual
Property Commission on Thursday, October 26, 2023 at 9:25



Companies and Intellectual
Property Commission

a member of the dti group

Disclosure Certificate: Companies and Close Corporations

Registration Number: 2023 / 955092 / 06
Enterprise Name: EQVEST

28/08/2023	Member Change on 28/08/2023. Director IAN FOSTER BLACK - Change was made. - Business address changed from 5 BAUHINIA STREET to 11 THORNWOOD STREET. - Business address changed from HIGHVELD TECHNO PARK to WOODLANDS. - Business address changed from CENTURION to PRETORIA.
28/08/2023	Name Change on 28/08/2023. K2023955092 (South Africa)
13/09/2023	Member Change on 13/09/2023. Director MARK HOWARD WEETMAN - Change was made.



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EQVEST LIMITED

Registration Number 2023/955092/06

Resolution of the Shareholders of EQVEST LIMITED passed at Sandton on 09th of October 2023

1. Definitions

In this resolution, the following definitions will apply:

- 1.1.1. "the Board" means the board of directors of the Company;
- 1.1.2. "the Companies Act" means the Companies Act, 2008;
- 1.1.3. "the Company" means EQVEST LIMITED, registration number 2023/955092/06.

2. Whereas

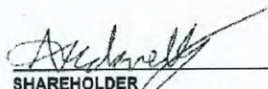
- 2.1. The Board has proposed this special resolution to amend the Memorandum of Incorporation of the Company through the substitution thereof (as envisaged by section 16(5)(a) of the Act) with the Memorandum of Incorporation annexed hereto, marked "A".
- 2.2. The shareholders have given consideration to the proposed resolution and the Memorandum of Incorporation.

3. Consent to waive notice of meeting

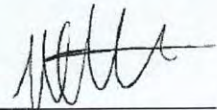
The Shareholders of the Company hereby unanimously consent to the below resolutions being passed without notice thereof having been given to them and they accordingly waive any requirement of the Companies Act and/or the Shareholders Agreement to be given notice of the meeting.

4. Now therefore it is resolved that:

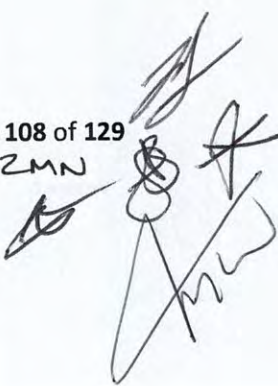
As a special resolution, the Memorandum of Incorporation annexed hereto marked "A" is adopted by the Company in substitution for the existing Memorandum of Incorporation. The submission to the CIPC is to be done by Nathaniel Denton Bricknell ID Number 911213 5071 086, Customer Code: NDBRIC.



SHAREHOLDER
BLACK SPARROW CAPITAL
Date: 09th of October 2023



COMPANY SECRETARY
RADLEY ATTORNEYS INCORPORATED
Date: 09th of October 2023



INTERPRETATION

In this MOI –

1.1 a reference to a section by number refers to the corresponding section of the Act;

1.2 a reference to the Act shall include a reference to the Regulations;

1.3 unless the context clearly indicates or requires a contrary intention an expression which denotes -

1.3.1 any gender includes the other genders;

1.3.2 a natural Person includes an artificial Person and vice versa;

1.3.3 the singular includes the plural and vice versa;

1.4 words and expressions which are defined and used or have a particular meaning ascribed to them in a particular context in the Act shall, when used in this MOI in a similar context, bear the same meaning unless excluded by the subject or the context, or unless this MOI provides otherwise;

1.5 where any term is defined within the context of any particular clause in this MOI, the term so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the meaning ascribed to it for all purposes in terms of this MOI, notwithstanding that the term has not been defined in clause 3;

1.6 the use of the word "including" followed by a specific example/s shall not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis rule* shall not be applied in the interpretation of such general wording or such specific example/s. Accordingly, without limiting the generality of the foregoing, wherever the words "includes" or "including" are used in this MOI, the words "without limitation" shall be deemed to follow them;

1.7 should any provision in a definition in clause 3 be a substantive provision conferring any right or imposing any obligation on any Person, then

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notwithstanding that it is only in a definition in clause 3, effect shall be given to it as if it were a substantive provision in this MOI;

1.8 a reference to a clause by number refers to a corresponding provision of this MOI;

1.9 in any instance where there is a conflict between a provision (be it expressed, implied or tacit) of this MOI and –

1.9.1 an alterable or elective provision of the Act, the provision of this MOI shall prevail to the extent of the conflict; and

1.9.2 an unalterable or non-elective provision of the Act, the unalterable or non-elective provision of the Act shall prevail to the extent of the conflict unless the MOI imposes on the Company a higher standard, greater restriction, longer period of time or similarly more onerous requirement, in which event the relevant provision of this MOI shall prevail to the extent of the conflict;

1.10 clause headings are for convenience only and are not to be used in its interpretation;

1.11 should the due date for performance of any obligation in terms of this MOI be a day which is not a business day then (unless otherwise stipulated), the due date for performance of the relevant obligation shall be the immediately succeeding business day;

1.12 any reference to a notice shall be construed as a reference to a written notice, and shall include a notice which is transmitted electronically in a manner and form permitted in terms of the Act;

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ANNEXURE 6 – “CLASS 1” ORDINARY SHARES (MZANZI MEDIA AND ENTERTAINMENT FUND):

Prospects (reg 59(3)(c)(i))



1. Structure

eQvest Ltd through the issue of Class 1 Ordinary Shares aims to acquire a shareholding in “Mzanzi Media and Entertainment Fund” Pty Ltd.

2. Fund Overview

Mzanzi Media and Entertainment Fund is a pioneering private equity fund dedicated to nurturing and supporting the South African media and entertainment industry. It is designed to capitalize on opportunities within the sector, particularly in television, Out of Home Media, and advertising environments. The fund provides funding to local production companies, infrastructure ownership, and upfront inventory costs for media buyers.

3. Context and Background

Historically in South Africa, content was commissioned by a broadcaster such as SABC, M-Net or ETV. This content was paid for entirely by the broadcaster and thus belonged to the broadcaster, including the IP (Intellectual Property) of the creative. Thus, even though created by an individual or a production

[Handwritten signatures and initials]

company, in order to get content made, the creator would cede all rights and profit from additional sales to the broadcaster.

More recently, and with the arrival of international channels and platforms such as the A+E Network Group (History Channel, Crime and Investigation, Lifetime) Paramount International, Universal+, Time Warner and streamers such as Netflix, Amazon, Disney+ and AVOD (Advertiser funded Video on Demand Services) such as VIU the paradigm has shifted, allowing the creators to invest in the properties and thus share in profit from sales beyond the original broadcaster.

There are numerous options with regard to the ownership and sale of content.

Pre-Sale Licensing:

The presale of television content is the process of selling the rights to broadcast a television show before it has been produced. Usually, this process occurs in the early stages of development. The platform/investing entity has an opportunity here to be involved to some degree in the editorial and creative outcome of the show. This is commensurate to their investment. The industry standard for a pre-sale license is 30% of the total production cost. This is an early-stage investment which forms part of the principle investment into the production. Most commonly a pre-sale affords the investing partner an in-perpetuity revenue share commensurate with their investment.

Licensing agreement:

The licensing process of television content involves the sale of the rights to broadcast a show to a network or other media outlet for a set period and a set number of repeat broadcasts. These are generally referred to as broadcast

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windows. A distributor or broadcaster can be offered a broadcast window based on the timing and price negotiated. This typically occurs after the show has been produced and the production company or studio is looking to monetize their investment. The process usually begins with the production company or studio seeking out potential buyers, such as a network or streaming service, and presenting their product for review. The rights holder and network or streamer then negotiate the specific terms of the license deal, such as the length of the agreement, the scope of the broadcast rights, and the financial compensation to the rights holder. Generally, a license after a production is complete will be at a lower investment point than a pre-sale.

Co-Production:

Where a network, broadcaster, distributor, or producer invests with a production company as a partner to develop and create content.

In a co-production, partners participate in costs based on the level of ownership and the allied rights afforded to them which is most usually on a paripassu basis. A partner can either purchase a significant minority stake or the majority stake depending on the benefit to the production. Co-producers have an automatic right to residual income and an automatic editorial and creative input. Co-producers may also be in a position where they participate in production activities or compel the content originators to take up particular service providers. The amount here will depend on the total budget of the show and how much each partner contributes. There may be more than 2 partners and rights may be divided by territory as is commonplace when working with an international co-producer.

4. Investment Strategy:

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The fund's strategy is to apply a tiered approach to assess and finance projects. This approach is based on the contractual commitment of projects and the associated risk. This allows the fund to diversify its portfolio across different risk profiles, from safer investments in Tier 1 to more speculative and potentially higher return investments in Tier 3. The fund also employs stringent risk mitigation measures to protect its investments and ensure quality standards in all funded productions.

5. Mandate:

The Mzansi Media and Entertainment Fund's mandate is to support and foster the growth of the South African media and entertainment industry. It achieves this by providing strategic funding for projects that demonstrate commitment, creativity, and potential for success. The fund aims to serve as a catalyst for the industry's growth and contribute to the broader South African economy.

6. Selection Criteria:

Project financing is assessed in three tiers:

- Tier 1: Projects with a 60% contractual commitment. These are considered the safest production investments for the fund.
- Tier 2: Projects with a 30% contractual commitment. These projects undergo stricter selection and are subject to a higher interest rate due to increased risk.
- Tier 3: Projects without firm interest from potential broadcast and media partners. These projects are assessed based on the merits of the creative concepts and are subject to the highest interest and tangible security requirements.



The established nature of the applicant and their creative and production experience form part of the selection criteria in each tier. An in-perpetuity revenue share across all tiers will be a component of all funded projects.

7. Risk Mitigation Standards

- For Tier 1 and 2, risk mitigation is determined by the firm and final offtake agreements associated with pre-sale and co-production agreements.
- The fund through the operations company Media-Fin Africa reserves the right to take over production if there's an overage exceeding 20% on the cost of production.
- The established nature of the applicant forms part of the risk assessment for each project.
- The fund through the operations company Media-Fin Africa may require the utilization of a Supervising Producer to ensure international production standards.
- Tier 3 projects must provide 0.5 – 1 security or collateral to the fund as a recovery strategy in case of client default.
- Media-Fin Africa reserves the right to approve all key personnel and production planning within each funded production.
- Media-Fin Africa is responsible for ensuring all quality assurance criteria are met for each specific production.
- Firm and final paperwork from broadcasters and distributors form part of the assessment criteria for funding within tiers 1 and 2.

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ANNEXURE 7: KING CODE AND CORPORATE GOVERNANCE

KING CODE ON CORPORATE GOVERNANCE

The Directors have established mechanisms and policies appropriate to the Company's business in keeping with its commitment to the best practices in Corporate Governance in order to ensure guidance from the King Code IV. These are reviewed by the Directors from time to time.

The formal steps taken by the directors are summarised as follows:

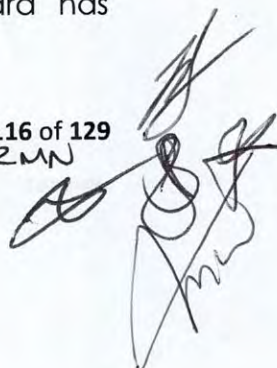
43.1. BOARD OF DIRECTORS AND BOARD SUB-COMMITTEES

Board of Directors

The Board consists of a minimum of three non-executive Directors. The non-executive Directors bring to the Company a wide range of skills and experience that will enable them to contribute an independent view and to exercise objective judgement in matters requiring the Directors' decisions. The Chairman is an independent non-executive Director.

All Directors are subject to retirement by rotation and re-election by Shareholders at least once every three years in accordance with the MOI.

Board meetings are held at least quarterly, with additional meetings convened when circumstances necessitate it. The Board sets the strategic objectives of the Company and determines investment and performance criteria as well as being responsible for the proper management, control compliance and ethical behaviour of the businesses under its direction. The Board has

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established a number of committees to give detailed attention to certain of its responsibilities and which operate within defined, written terms of reference.

Audit and Risk Committee

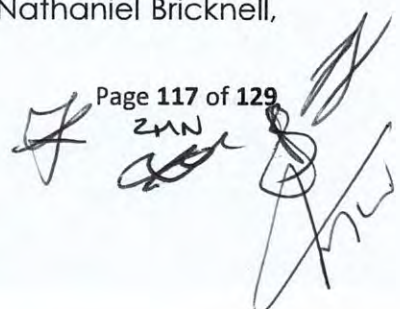
The Board has established an audit and risk committee whose primary objectives are to provide the Board with additional assurance regarding the efficacy and reliability of the financial information used by the Directors, to assist them in the discharge of their duties. The committee is required to provide comfort to the Board that adequate and appropriate financial and operating controls are in place, that significant business, financial and other risks have been identified and are being suitably managed and that satisfactory standards of governance, reporting and compliance are in operation.

Within this context, the Board is responsible for the Company's systems of internal financial and operational control. The Directors are charged with the responsibility of determining the adequacy, extent, and operation of these systems. Comprehensive reviews and testing of the effectiveness of the internal control systems in operation are performed by external practitioners, who report to the Audit Committee.

The Audit and Risk Committee meets at least two times a year and comprises a majority of non- executive Directors, one of whom acts as Chairman. Executives and Managers responsible for finance, the heads of internal audit, if applicable, and the external auditors, are in attendance.

Investment Committee

The Board has appointed an investment committee. The members of the Investment Committee are Mark Weetman, Louise Fourie, Nathaniel Bricknell,



Kyla van der Walt, and Calsie Calitz. Decisions are made on a majority vote by members. The Investment Committee has the right to co-opt appropriately skilled parties as and when required.

The Investment Committee meets weekly and/or when necessary to review eQvest's investment portfolio as well as to consider investment opportunities and possible sales of investments. The committee's authority level is determined by the Board.

The independent consultant has voting power at the Investment Committee.

43.2. DIRECTORS' DEALINGS AND PROFESSIONAL ADVICE

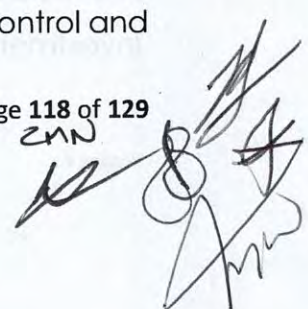
The Company operates a policy of prohibiting dealings by Directors and certain other Managers in periods of time as deemed necessary by the Board.

The Board may in furtherance of their duties, take independent professional advice, at the Company's expense, when necessary. All Directors have access to the advice and services of the Company Secretary.

43.3. RISK MANAGEMENT

The objective of risk management is to identify, assess, manage and monitor the risks to which the business is exposed. It is the Board's responsibility to:

- review legal matters that could have a significant impact on the Company's business;
- review the Company's Directors' reports detailing the adequacy and overall effectiveness of the Company's risk management function and its implementation by management, and reports on internal control and



any recommendations, and confirm that appropriate action has been taken;

- review the risk philosophy, strategy and policies recommended by the Board. The committee will ensure compliance with such policies;
- review the adequacy of insurance coverage; and
- review risk identification and measurement methodologies.

Each risk is viewed from three distinct perspectives:

- opportunity (as there is an inherent relationship between risk and reward);
- uncertainty (to ensure proactive action); and
- hazard (potential negative events including financial loss such as theft, injury, death or a lawsuit).

43.4. COMMUNICATION

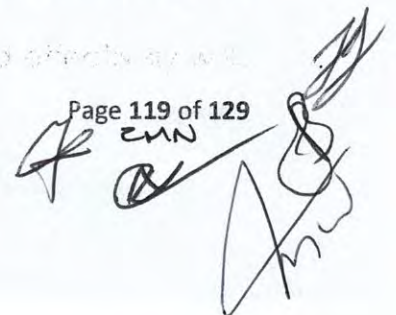
The Company is committed to communicating regularly and effectively with all stakeholders in an accurate and transparent manner.

43.5. STAKEHOLDER RELATIONSHIPS

Mutual respect between the Company and its stakeholders is encouraged and the interests of stakeholders are taken into account in all decisions made by the Company. All Shareholders are treated equally.

43.6. ETHICS

EQvest is committed to being a responsible corporate citizen promoting the highest standards of ethical behaviour.



ANNEXURE 8 – REGULATION 79 INDEPENDENT AUDITORS REPORT



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Email: ianb@acuaudit.co.za
Website: www.acuaudit.co.za

Cambridge Office Park, 5 Bauhinia Street, Highveld
Techno Park, Centurion, 0157

04 October 2023

DIRECTORS
EQVEST LIMITED
COMPANY REGISTRATION NUMBER: 2023/955092/06

Dear Sirs,

REPORT BY THE AUDITOR OF EQVEST LIMITED IN TERMS OF REGULATION 79 OF THE COMPANIES ACT OF SOUTH AFRICA ON HISTORICAL FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS

Purpose of this Agreed-upon Procedures Engagement Report

Our report is solely for the purpose of assisting you in EQvest Limited's compliance with Regulation 79 of the Companies Act of South Africa ("the Act") with respect to financial information presented in the Prospectus to be issued on or about 4 October 2023 ("the Prospectus").

Responsibilities of the directors

The directors of EQvest Limited have acknowledged that the agreed-upon procedures are appropriate for the purposes of this engagement. The directors of EQvest Limited are responsible for the subject matter on which the agreed upon procedures are performed.

Auditor's responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), Agreed-Upon Procedures Engagements. An agreed-upon procedures engagement involves us performing the procedures that have been agreed with the directors; and reporting the findings, which are the factual results of the agreed-upon

procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Management

We have complied with the ethical requirements of the Independent Regulatory Board for Auditors' (IRBA) Code of Professional Conduct for Registered Auditors (IRBA Code). The IRBA Code is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior; and it is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). For the purpose of this engagement, there are no independence requirements with which we are required to comply.



Partner : Ian F. Black CA (SA) RA



ACUAUDIT
REGISTERED AUDITORS

Tel: 010 072 2288
Email: ianb@acuaudit.co.za
Website: www.acuaudit.co.za

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Techno Park, Centurion, 0157

Our firm applies the International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures and Findings

We have performed the procedures described below, which were agreed upon with the directors, on EQvest's financial information included in paragraph _____ and _____ of the Prospectus to be issued on or about 4 October 2023 for purposes of complying with Regulation 79 of the Companies Act 71 of 2008 ("Regulation 79 financial information")

No.	Procedures	Findings
	Enquire from the directors if annual financial statements have been prepared by or for EQvest Limited in respect of any part of the 3 years ending on a date 3 months before the issue of the Prospectus.	EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report and thus no annual financial statements were prepared by or for the company as at the date of this report.
	Agree the profit or loss before taxation and the profit or loss after taxation of EQvest Limited for the latest financial year, in the Regulation 79 financial information, to the last audited financial statements.	EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report and thus no annual financial statements were prepared by or for the company as at the date of this report.
	Agree the rates of the dividends, if any, paid by EQvest Limited in respect of each class of securities of the company for the latest financial year, in the Regulation 79 financial information, to the last audited financial statements.	EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report and thus no annual financial statements were prepared by or for the company as at the date of this report.
	Agree the asset and liability balances of EQvest Limited as at the latest financial year-end, in the Regulation 79 financial information, to the last audited financial statements	EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report and thus no annual financial statements were prepared by or for the company as at the date of this report.



Partner : Ian F. Black CA (SA) RA



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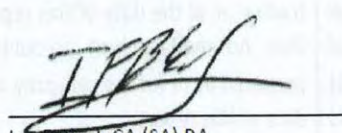
Inspect the latest management accounts of EQvest Limited and compare the categories of assets and liabilities to the last audited financial statements in order to identify any material change (being any movement in excess of 10%) and document the details of the changes in assets and liabilities in excess of 10%	EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report and thus no management accounts were prepared by or for the company as at the date of this report.
Inspect the minutes of meetings of the board of directors of EQvest Limited since the date of the last financial statements, and up to the date of this report, to identify any matters relating to material changes in assets or liabilities and document any material changes (being any movement in excess of 10%) identified.	EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report. No meetings of the board of directors were held as at the date of this report and no material changes in assets and liabilities were identified.
Obtain a letter of representation from management confirming the identified material changes (being any movement in excess of 10%) in the assets and liabilities of EQvest Limited from the last audited financial statements to the date of this report.	EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report. No material changes in assets and liabilities were identified, which required a letter of representation from management.

<p>Based on the results of the work performed during the audit of EQvest Limited financial statements, identify any material misstatements with regard to:</p> <ul style="list-style-type: none"> • Debtor and creditor balances including accounts other than trade accounts; • The adequacy of the provision for doubtful debts; • The adequacy of the provision for obsolete, damaged or defective goods, and for supplies purchased at prices in excess of current market prices; and • The elimination of intercompany profits. 	<p>EQvest Limited was only incorporated on 22 August 2023 and had not commenced trading as at the date of this report and thus no annual financial statements were prepared by or for the company as at the date of this report.</p>
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We hereby consent to the inclusion of this letter in its entirety in the Prospectus to be issued on or about 4 October 2023.

If any further information is required please feel free to contact us anytime.

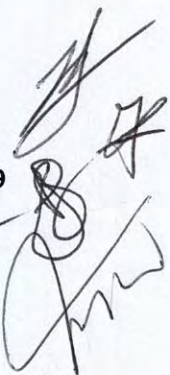
Yours faithfully



Ian F Black CA (SA) RA
 Director
 AcuAudit Inc.

		<p>IRBA Practice Number: 96641-0000 Reg. No. 2018/390407/21</p>	
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Partner : Ian F. Black CA (SA) RA





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Cambridge Office Park, 5 Bauhinia Street, Highveld
Techno Park, Centurion, 0157

04 October 2023

DIRECTORS
EQVEST LIMITED
COMPANY REGISTRATION NUMBER: 2023/955092/06

Dear Sirs,

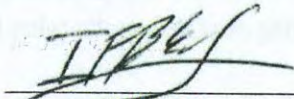
IN RE: ACCEPTANCE AS EXTERNAL AUDITORS

This letter serves to confirm that we are the appointed external auditors of the above-mentioned company.

The company was only incorporated on 22 August 2023 and thus no annual financial statements were prepared by or for the company as at the date of this letter.

If you require any further information, please feel free to contact us anytime.

Yours faithfully



Ian F Black CA (SA) RA
Director
AcuAudit Inc.



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Email: ianb@acuaudit.co.za
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Cambridge Office Park, 5 Bauhinia Street, Highveld
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04 October 2023

DIRECTORS
EQVEST LIMITED
COMPANY REGISTRATION NUMBER: 2023/955092/06

Dear Sirs,

AGREED-UPON PROCEDURES ENGAGEMENT LETTER: REGULATION 79 REPORT

This letter is to confirm our understanding of the terms and objectives of our engagement and the nature and limitations of the services that we will provide. Our engagement will be conducted in accordance with the International Standard on related Services applicable to agreed-upon procedures engagements and we will indicate so in our report.

We have agreed to perform the following procedures and report to you the factual findings resulting from our work:

1. We will enquire from the directors if annual financial statements have been prepared by or for EQvest Limited in respect of any part of the 3 years ending on a date 3 months before the issue of the Prospectus.
2. We will agree the profit or loss before taxation and the profit or loss after taxation of EQvest Limited for the latest financial year, in the Regulation 79 financial information, to the last audited financial statements.
3. We will agree the rates of the dividends, if any, paid by EQvest Limited in respect of each class of securities of the company for the latest financial year, in the Regulation 79 financial information, to the last audited financial statements.

A collection of handwritten signatures and initials in black ink, including a large signature that appears to be "ZMN" and several other scribbles and initials.

4. We will agree the asset and liability balances of EQvest Limited as at the latest financial year-end, in the Regulation 79 financial information, to the last audited financial statements.
5. We will inspect the latest management accounts of EQvest Limited and compare the categories of assets and liabilities to the last audited financial statements in order to identify any material change (being any movement in excess of 10%) and document the details of the changes in assets and liabilities in excess of 10%.
6. We will inspect the minutes of meetings of the board of directors of EQvest Limited since the date of the last financial statements, and up to the date of this report, to identify any matters relating to material changes in assets or liabilities and document any material changes (being any movement in excess of 10%) identified.
7. We will obtain a letter of representation from management confirming the identified material changes (being any movement in excess of 10%) in the assets and liabilities of EQvest Limited from the last audited financial statements to the date of this report.



IRBA Practice Number: 966641-0000 Reg. No. 2018/390407/21



Partner : Ian F. Black CA (SA) RA



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Techno Park, Centurion, 0157

8. Based on the results of the work performed during the audit of EQvest Limited financial statements, we will identify any material misstatements with regard to:
 - Debtor and creditor balances including accounts other than trade accounts;
 - The adequacy of the provision for doubtful debts;
 - The adequacy of the provision for obsolete, damaged or defective goods, and for supplies purchased at prices in excess of current market prices; and



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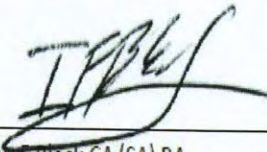
8. Based on the results of the work performed during the audit of EQvest Limited financial statements, we will identify any material misstatements with regard to:
- Debtor and creditor balances including accounts other than trade accounts;
 - The adequacy of the provision for doubtful debts;
 - The adequacy of the provision for obsolete, damaged or defective goods, and for supplies purchased at prices in excess of current market prices; and
 - The elimination of intercompany profits.

The procedures that we will perform are solely to assist you in EQvest Limited's compliance with Regulation 79 of the Companies Act of South Africa with respect to financial information presented in the Prospectus to be issued on or about 19 July 2023. Our report is not to be used for any other purpose and is solely for your information. The procedures that we will perform will not constitute an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements and, consequently, no assurance will be expressed.

We look forward to full cooperation with your staff and we trust that they will make available to us whatever records, documentation and other information requested in connection with our engagement. Our fees are based on the time required by the individuals assigned to the engagement plus out of pocket expenses. Individual hourly rates vary according to the degree of responsibility involved and the experience and skill required. Our fees for this agreed-upon engagement will be _____, excluding VAT.

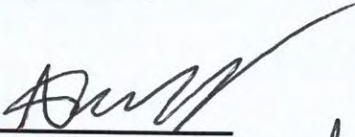
Please sign and return the attached copy of this letter to indicate that it is in accordance with your understanding of the terms of the engagement including the specific procedures which we have agreed will be performed.

Yours faithfully



Ian F Black CA (SA) RA
Director
AcuAudit Inc.

ACCEPTANCE AND ACKNOWLEDGEMENT OF THE ABOVE TERMS AND CONDITIONS FOR AND ON BEHALF OF EQVEST LIMITED:

Signature: 
Name: Northaniel Bridgman
Position: CEO
Date: 31 August 2027

 SAICA
 irba
IRBA Practice Number: 966641-0000 Reg. No. 2018/390407/21


Partner : Ian F. Black CA (SA) RA

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