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This Document comprises an Admission Document drawn up in compliance with the requirements of the NEX Exchange Rules and is being issued in connection with the proposed admission of Ananda Developments PLC to the NEX Exchange Growth Market. This Document does not constitute and the Company is not making an offer to the public within the meaning of sections 85 and 102B of FSMA. Therefore, this Document is not an approved prospectus for the purposes of and as defined in section 85 of FSMA, has not been prepared in accordance with the Prospectus Rules and its contents have not been approved by the Financial Conduct Authority (“FCA”) or any other authority which could be a competent authority for the purposes of the Prospectus Directive. Further, the contents of this Document have not been approved by an authorised person for the purposes of section 21 of FSMA. This Document will not be filed with, or approved by, the FCA or any other government or regulatory authority in the UK.

The Directors of the Company, whose names are set out on page 9 of this Document, accept full responsibility, collectively and individually, for the information contained in this Document including the Company’s compliance with the NEX Exchange Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and there is no other material information the omission of which is likely to affect the import of such information.

The share capital of the Company is not presently listed or dealt in on any stock exchange. Application has been made for the issued and to be issued ordinary share capital of the Company to be traded on the NEX Exchange Growth Market. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on the NEX Exchange Growth Market on 4 July 2018.

ANANDA DEVELOPMENTS PLC



(Incorporated in England and Wales under the Companies Act 2006 with registration number 11159584)

**Placing to raise £930,000
and
Admission to trading on the NEX Exchange Growth Market**

**NEX Exchange Corporate Adviser
PETERHOUSE CAPITAL LIMITED**



The NEX Exchange Growth Market, which is operated by NEX Exchange Limited, a Recognised Investment Exchange, is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies.

It is not classified as a Regulated Market under EU financial services law and NEX Exchange Growth Market securities are not admitted to the Official List of the United Kingdom Listing Authority. Investment in an unlisted company is speculative and involves a higher degree of risk than an investment in a listed company. The value of investments can go down as well as up and investors may not get back the full amount originally invested. An investment should therefore only be considered by those persons who are prepared to sustain a loss on their investment. A prospective investor should be aware of the risks of investing in NEX Exchange Growth Market securities and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

The Company is required by NEX Exchange to appoint a NEX Exchange Corporate Adviser to apply on its behalf for admission to the NEX Exchange Growth Market and must retain a NEX Exchange Corporate Adviser at all times. The requirements for a NEX Exchange Corporate Adviser are set out in the Corporate Adviser Handbook and the NEX Exchange Corporate Adviser is required to make a declaration to NEX Exchange in the form prescribed by Appendix B. This Admission Document has not been examined or approved by NEX Exchange or the FCA.

Peterhouse Capital Limited, which is authorised and regulated by the FCA, is the Company's NEX Exchange Corporate Adviser for the purposes of Admission. Peterhouse Capital Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document, or for the omission of any material information, for which the Directors are solely responsible. Peterhouse Capital Limited is acting for the Company and no one else in relation to the arrangements proposed in this Document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.

The whole text of this Document should be read. An investment in the Company involves a high degree of risk and, may not be suitable for all recipients of this Document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

OVERSEAS SHAREHOLDERS

This Document does not constitute an offer to sell, or a solicitation to buy Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this Document is not, subject to certain exceptions, for distribution in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. The Ordinary Shares have not been nor will be registered under the United States Securities Act of 1933, as amended, nor under the securities legislation of any state of the United States or any province or territory of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or in any country, territory or possession where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not, subject to certain exceptions, be offered or sold directly or indirectly in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or to any national, citizen or resident of the United States, Canada, Australia, the Republic of South Africa or Japan. The distribution of this Document in certain jurisdictions may be restricted by law. No action has been taken by the Company or Peterhouse Capital Limited that would permit a public offer of Ordinary Shares or possession or distribution of this Document where action for that purpose is required. Persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Holding Ordinary Shares may have implications for overseas Shareholders under the laws of the relevant overseas jurisdictions. Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas Shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Document contains forward-looking statements. These statements relate to the Company's future prospects, developments and business strategies.

Forward-looking statements are identified by their use of terms and phrases such as "believe", "could", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those variations or comparable expressions, including references to assumptions. These statements are primarily contained in Part I of this Document.

The forward-looking statements in this Document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. Certain risks to and uncertainties for the Company are specifically described in Part II of this Document headed "Risk Factors". If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

These forward-looking statements are made only as at the date of this Document. Neither the Directors nor the Company undertake any obligation to update forward-looking statements or Risk Factors other than as required by law or the NEX Exchange Rules whether as a result of new information, future events or otherwise.

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DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

“Act”	the Companies Act 2006, as amended
“Admission”	admission of the issued ordinary share capital of the Company to trading on the NEX Exchange Growth Market becoming effective in accordance with the NEX Exchange Rules
“AIM”	the AIM market operated by London Stock Exchange plc
“Articles” or “Articles of Association”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company, whose names are set out on page 9 of this Document
“Business Day”	a day other than Saturday or Sunday or a public holiday in England and Wales
“Cannabis”	cannabis is an annual, dioecious, flowering herb, part of the plant family Cannabaceae and is made up of three species: Cannabis sativa, Cannabis indica and Cannabis ruderalis. All three species and hemp (a variety of Cannabis sativa) contain a variety of cannabinoids in various ratios. These include tetrahydrocannabinol and Cannabidiol, as well as terpenes and flavonoids
“City Code”	the City Code on Takeovers and Mergers
“Company” or “Ananda”	Ananda Developments PLC, a company registered in England and Wales with company number 11159584, whose registered office is at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR
“CREST”	the computerised settlement system (as defined in the CREST Regulations) to facilitate the transfer of title in shares and the holding of shares in uncertificated form which is operated by Euroclear UK & Ireland Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time)
“Document”	this document and its contents
“Existing Ordinary Shares”	the 122,500,000 Ordinary Shares in issue, all of which are fully paid, immediately prior to the Placing
“FCA”	the United Kingdom Financial Conduct Authority

“Foreign Counsel”	independent legal counsel who is familiar with local operations in in the relevant foreign territory which the Company is seeking to target and invest in
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Home Office”	the lead government department for immigration and passports, drugs policy, crime, fire, counter-terrorism and police in the UK
“Investment Vehicle”	a Company whose actual or intended principal activity is to invest in the securities of other businesses (whether publicly traded or not), or to acquire a particular business, in accordance with specific investment criteria
“Issued Share Capital”	the Existing Ordinary Shares together with the Placing Shares, being the issued ordinary share capital of the Company immediately following Admission
“Lock-In and Orderly Market Agreements”	the lock-in and orderly market agreements between the Company, the Persons Discharging Managerial Responsibility and Peterhouse, further details of which are set out in paragraph 15 of Part I of this Document
“Lock-In Period”	as defined in paragraph 8.4 of Part I of this Document
“MAR” or “Market Abuse Regulation”	EU Regulation 596/2014 of the European Parliament and the Council of 16 April 2014, as may be amended from time to time
“MDA 1971”	the Misuse of Drugs Act 1971 (as amended)
“MDR 2001”	the Misuse of Drugs Regulations 2001 (S.I. 2001/3998)
“MDDO 2001”	the Misuse of Drugs (Designation) Order 2001
“Medicinal Cannabis”	Cannabis, including one or more of its constituent cannabinoids, as a form of medicine or herbal therapy to treat disease or improve symptoms such as pain, muscle spasticity, nausea and other indications
“NEX Exchange”	NEX Exchange Limited, a recognised investment exchange under section 290 of FSMA
“NEX Exchange Growth Market”	the primary market for unlisted securities operated by NEX Exchange
“NEX Exchange Rules”	the NEX Exchange Growth Market Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the NEX Exchange Growth Market
“Official List”	the Official List of the UK Listing Authority

“Ordinary Shares”	ordinary shares of £0.002 each in the capital of the Company
“Panel”	The Panel on Takeovers and Mergers
“Persons Discharging Managerial Responsibility”	as defined in MAR, as may be amended from time to time, and refers to any person fulfilling such function for the Company or any of its subsidiaries from time to time and as at the date of this Document
“Peterhouse”	Peterhouse Capital Limited, NEX Exchange Corporate Adviser to the Company, which is authorised and regulated by the FCA
“Peterhouse Warrants”	warrants granted by the Company to Peterhouse to subscribe for 8,675,000 Ordinary Shares at an exercise price of 0.45 pence per share, pursuant to a Warrant Instrument dated 20 June 2018 (as amended on or about the date of this Document), further details of which are set out in paragraph 8.5 of Part IV of this Document
“Placing”	the proposed placing for the Placing Shares at the Placing Price, conditional on Admission
“Placing Price”	£0.0045
“Placing Shares”	the Ordinary Shares to be issued pursuant to the Placing
“POCA 2002”	the Proceeds of Crime Act 2002
“Reverse Takeover”	an acquisition by the Company which constitutes a reverse takeover for the purposes of the NEX Exchange Rules
“Senior Investment Adviser”	a senior adviser who will provide relevant scientific and technical advice to the Board in relation to proposed investments to be made by the Company, from time to time. On Admission, the Company’s Senior Investment Adviser will be Dr. Eli David Schmell, PhD
“Shareholders”	the persons who are registered as the holders of Ordinary Shares from time to time
“SOCPA 2005”	the Serious Organised Crime and Police Act 2005
“Subsidiary”	as defined in the Act
“UK”	the United Kingdom of Great Britain and Northern Ireland
“UK Corporate Governance Code”	the UK Corporate Governance Code published in April 2016 by the Financial Reporting Council
“UK Counsel”	legal counsel appropriately qualified in England and Wales

“UK Legislation”	the laws that are in force in England and Wales, Scotland and Northern Ireland from time to time
“UK Listing Authority”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“uncertificated” or “in uncertificated form”	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which by virtue of the CREST Regulations, may be transferred by means of CREST
“USA”	United States of America
“Warrants”	the warrants to subscribe for Ordinary Shares, issued pursuant to the Warrant Instruments
“Warrant Instruments”	the warrant instruments executed by the Company prior to the date of this Document, further details of which are set out in paragraph 8.5 and 8.6 of Part IV of this Document

GLOSSARY OF TECHNICAL TERMS

ACMPR	Access to Cannabis for Medical Purposes Regulations
CBD	cannabidiol
ECS	the endocannabinoid system
THC	tetrahydrocannabinol

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	20 June 2018
Admission to trading on the NEX Exchange Growth Market effective and commencement of dealings in the Ordinary Shares	8:00 a.m. on 4 July 2018
Ordinary Shares credited to CREST accounts (where applicable)	4 July 2018
Despatch of share certificates (where applicable)	By 9 July 2018

Each of the times and dates set out above and mentioned elsewhere in this Document may be subject to change at the absolute discretion of the Company.

SHARE CAPITAL AND ADMISSION STATISTICS

Ordinary Shares in issue prior to the Placing	122,500,000
Nominal Value	£0.002
Number of Placing Shares to be issued	206,666,666
Placing Price	£0.0045
Gross proceeds from the Placing	£930,000
Estimated net cash on Admission, including the Placing proceeds	£1,010,000
Issued Share Capital on Admission	329,166,666
Expected Admission price	0.45p
Market capitalisation on Admission at the expected Admission price	£1,480,000
NEX Exchange Growth Market Ticker	ANA
ISIN Number	GB00BDQPXQ60
LEI	894500DFM8VOC5FW4X47

DIRECTORS, SECRETARY AND ADVISERS

Directors	Melissa Josephine Sturgess – Executive Director Charles Waite Morgan – Executive Director John Michael Treacy – Non-executive Director Dr. Inbar Maymon Pomeranchik, PhD – Non-executive Director
Registered Office	Ananda Developments PLC 6th Floor 60 Gracechurch Street London EC3V 0HR United Kingdom
Company Secretary	Shakespeare Martineau LLP 6th Floor 60 Gracechurch Street London EC3V 0HR United Kingdom
NEX Exchange Corporate Adviser	Peterhouse Capital Limited New Liverpool House 3rd Floor 15-17 Eldon Street London EC2M 7LD United Kingdom
Legal Advisers to the Company	Memery Crystal LLP 165 Fleet Street London EC4A 2DY United Kingdom
Reporting Accountants and Auditors	PKF Littlejohn LLP 1 Westferry Circus Canary Wharf London E14 4HD United Kingdom
Registrars	SLC Registrars Limited Ashley Park House 42-50 Hersham Road Walton-on-Thames Surrey KT12 1RZ United Kingdom
Website	www.anandadevelopments.com

PART I

INFORMATION ON ANANDA

1. Introduction

The Company has been established to invest in the developing market for medicinal or therapeutic Cannabis derivatives, or related products, including but not limited to nutraceuticals, dietary supplements and cosmetic products which contain Cannabis or hemp derived cannabinoids. The Directors believe that this market is growing due to an increasing number of states in the USA, as well as other countries around the world, changing their laws to allow for products containing constituents of Medicinal Cannabis to be developed, approved and sold.

Ananda's investment strategy is to invest in companies, projects or products that are either progressing medicinal or therapeutic Cannabis research and development, or are developing or have already developed, products that contain Cannabis derived cannabinoids and require funding to progress work plans or commercialise products. Ananda will look to invest in companies or projects in Israel, Canada and the Netherlands (the "Jurisdictions").

2. The Medicinal Cannabis Opportunity

Medicinal Cannabis refers to the use of Cannabis and one or more of its constituent chemical compounds cannabinoids, to treat disease or improve symptoms such as pain, inflammation, muscle spasticity, or nausea. Cannabinoids is a blanket term covering a family of complex chemicals, both natural and man-made, that bind with cannabinoid receptors in the brain and body.

Generally, the global regulatory environment has made it difficult to conduct research into or have pharmaceuticals based on Cannabis and its constituents approved for sale; therefore, there is surprisingly little understood about Cannabis, its constituents and its actions in the human body and brain and its potential as a therapeutic.

It was not until the late 1980s that the first cannabinoid receptor was discovered in rat brains (Devane WA1, 1988). During the 1990s, it was shown that the human brain and other organs contain naturally occurring cannabinoid receptors and chemicals that bind to those receptors. This is called the endocannabinoid system ("ECS"). The ECS has a range of important natural functions, including modulation of pain, control of movement, protection of nerve cells and a role in natural brain adaptability (plasticity), as well as a role in various metabolic, immune and inflammatory processes and a possible role in the control of tumour growth.

The Directors have contacts in research and pharmaceuticals in the Jurisdictions, who are involved with companies and entrepreneurs looking to further explore and utilise the medicinal properties of Cannabis to develop new therapies and medicines using the various constituents of the Cannabis plant. The Directors believe that they have access to attractive opportunities in the Medicinal Cannabis sector, which have the potential to create value for Shareholders.

2.1 The UK Regulatory Environment in relation to Medicinal Cannabis

The Company's activities relating to Medicinal Cannabis are subject to specific regulation under the MDA 1971, the MDR 2001, the MDDO 2001 and the POCA 2002 in the UK.

The principal statute regulating drugs, including Cannabis, in the UK, is the MDA 1971 which places drugs in three categories (according to their relative harm), namely Classes A, B and C which are controlled by Schedule 2 of the MDA 1971. Cannabis and its derivatives come under Class B.

The MDA 1971 mirrors the UK's obligation and commitment to comply with three principal United Nations Conventions whose aim is to advance the global objective of implementing measures to restrict the use of specified substances to medical, therapeutic and research purposes and enshrines into law the special protection envisaged by the international conventions for medical practitioners and others so that they may lawfully possess and supply controlled drugs. The MDA 1971 sets out different criminal offences, in relation to Class B drugs, such as importation, production and supply, possession and cultivation of Cannabis.

The importation, exportation, supply, possession and cultivation of Cannabis is lawful in the UK as long as the conductor of such activities holds the relevant valid Home Office licence under the MDR 2001 and the MDDO 2001. The Secretary of State has also been given the necessary authority to make exceptions to the prohibition on the importation, supply, possession and cultivation of Cannabis by those without a licence issued by the Home Office. The UK government has previously recognised that Cannabis can have medicinal properties, with the authorisation of the production of Cannabis used in the manufacture of "Sativex" under a Home Office licence in 2013.

In a recent All Party Parliamentary Group Report¹ (the "APPG Report") it was noted that²:

"The list of countries that have some form of regulation for medicinal use now includes 24 states in the USA with more due to vote on the issue: Canada, Israel and in Europe Austria, Belgium, the Czech Republic, the Netherlands, Romania and Portugal. Bedrocan, herbal cannabis grown under licence for medical use in the Netherlands is available on prescription in a number of European countries including: Finland, Germany, Italy and Switzerland. Countries that have recently decided to introduce a system of regulation include Australia, and Jamaica, and in South America, Chile, Columbia and Uruguay."

The APPG Report calls on the UK Government to more widely legalise Medicinal Cannabis based on the results of their 7-month long inquiry into the issue and on the findings of an independent review of global evidence commissioned by them which ran alongside the inquiry. In particular, the APG Report recommended a scheme, based on German proposals, which ensured a much wider availability of Medicinal Cannabis, allowing for herbal Cannabis to be made available, and for production to be carried out by licensed producers through licensed outlets, such as pharmacies.

Therefore, while a legal framework already exists in the UK for Medicinal Cannabis, there are competing views amongst political parties and politicians as to how restrictive or flexible UK laws and the regulation of the industry should be, in terms of permitting access to Medicinal Cannabis. The Vice-Chairman of the All Party Parliamentary Group, who advocates for a much more flexible approach, introduced a Private Members Bill, entitled "The Legalisation of Cannabis (Medicinal Purposes) Bill", into the House of Commons on 10 October 2017. The bill is intended to lawfully facilitate more readily the production, supply, possession and use of both Cannabis and Cannabis resin for medicinal purposes. This bill, if passed, would allow the production, supply, possession and use of Cannabis (including Cannabis resin) for medicinal and other connected purposes in the UK. The bill is at very early stages of governmental review, with its second reading debate taking place on 6 July 2018, but it indicates a potential move towards legalisation of Medicinal Cannabis in the UK.

Therefore, at present, in contrast to the substantial amount of Cannabis apparently being lawfully produced in the UK, there appear to be only a limited range of products available, with issues over their cost to those in need.

2.2 Medicinal Cannabis Regulatory Framework in Israel

¹ "Accessing Medicinal Cannabis: Meeting Patient's Needs", 2017

² Page 12 of the APPG Report.

Israel is viewed as a global leader at the forefront of research, innovation and development into Medicinal Cannabis. The country's Ministry of Health supports Cannabis research work, which is sponsored by the Israeli Government. It is reputed to have conducted the world's largest number of clinical trials testing the benefits of Medicinal Cannabis. The use of Cannabis for medicinal use in Israel has been permitted since the early 1990s in relation to a number of different medical conditions.

The Israeli Government, in seeking to uphold its domestic laws and regulations, as well as the provisions of the 1961 United Nations Single Convention on Narcotic Drugs, established a "Medical Cannabis Unit", which is part of the Israeli Ministry of Health. The Medical Cannabis Unit is the responsible body tasked with the regulating cannabis for medicinal and research use. Israel is also a party to the Single Convention on Narcotic Drugs 1961, as amended by the 1972 Protocol, the Convention on Psychotropic Substances, 1971, and the and the United Nations Convention against Illicit Traffic in Narcotic Drugs and Psychotropic Substances, 1988 (together, the "UN Drug Conventions").

In 2017, it was reported that the Israeli Ministry of Agriculture officially classified the growing of Medicinal Cannabis as a "farming sector", which paved the way for cannabis growers to receive government aid, grants, training and water quotas. With substantial government investment and sponsorship, several hundred farmers are said to have applied for permits to lawfully grow Cannabis.

2.3 Medicinal Cannabis Regulatory Framework in the Netherlands

In the Netherlands, The Office for Medicinal Cannabis ("**OMC**") is the government office which is responsible for the production of Cannabis for medical and scientific purposes. Since 1 January 2001, the OMC has acted as the government agency responsible for implementing the Single Convention on Narcotic Drugs. The Netherlands is also a signatory to the UN Drug Conventions.

The OMC is tasked with the responsibility to oversee the production of Cannabis for medicinal and scientific purposes. It has a monopoly on supplying Medicinal Cannabis to pharmacies, and on its import and export, and it processes applications for exemptions from the domestic laws' Opium Act relating to Cannabis and Cannabis resin. Where a foreign country is willing, the OMC will also deliver products outside the Netherlands.

A Dutch company, Bedrocan International, describes itself as "the world's most experienced producer of legal medicinal cannabis", offering a variety of products for the domestic and foreign markets. Bedrocan International is reported to have been contracted by the Dutch Ministry of Health since 2003 to produce Cannabis for medicinal use and do so under licences granted by the authorities.

2.4 Medicinal Cannabis Regulatory Framework in Canada

In 2016 the Canadian Government, through Health Canada, brought into force a new set of regulations, entitled, Access to Cannabis for Medical Purposes Regulations ("ACMPR"). The ACMPR allows Canadians, who have been authorised by their health care practitioners to use Cannabis for medicinal purposes, to purchase what they describe as "safe, quality-controlled cannabis" from one of the producers licensed by Health Canada. Canada is party to the three relevant UN treaties, and a signatory to the UN Drug Conventions.

Canada is now seen as one of the world leaders in the Medicinal Cannabis industry. In December 2017 it was reported that there were over 80 Cannabis companies listed on Canadian exchanges, with a further 208 additional companies in the final stages of applications to become licensed Medicinal Cannabis producers. Bloomberg data suggests the current Canadian Medicinal Cannabis companies have a combined market value of more than US\$15 billion. The Canadian Federal Government has approved the export of Medicinal Cannabis products.

3. Investing Strategy

The Company has been established to invest in the developing market for medicinal or therapeutic Cannabis derivative, or related products, including but not limited to nutraceuticals, dietary supplements and cosmetic products which contain Cannabis or hemp (Cannabis which contains less than 0.2% THC) derived cannabinoids. The Directors believe that the market for products which are based on or contain Cannabis derived cannabinoids is growing strongly due to the increased awareness of the benefits of cannabinoids to various aspects of health and because they are now legal in an increasing number of states in the USA, as well as other countries around the world.

Ananda's investment strategy is to invest in companies, projects or products that are either progressing medicinal/therapeutic Cannabis research and development, or are developing or have already developed, products and require funding to progress plans or commercialise products. Ananda will look to invest in companies and projects in the Jurisdictions.

Whilst the Directors will be principally focused on making investments in private businesses and projects, they would not rule out investing in listed businesses if that presents, in their judgment, an appropriate opportunity for Shareholders. In addition, the Directors will consider the acquisition of a business or businesses. The Directors primary objective is to achieve the best possible value over time for Shareholders, primarily through capital growth but potentially, in the future and only when felt prudent, dividend income.

The Company intends to be an active investor in situations where it can make a clear contribution to the progress and development of the investment. In more substantial investment opportunities, the Directors expect that the Company will be a passive investor.

The Directors believe that their collective experience and that of the Senior Investment Adviser, together with their extensive network of contacts, will assist them in the identification, evaluation and funding of appropriate investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors and /or advisors with relevant experience if the need arises.

There will be no limit on the number of projects into which the Company may invest, and the Company may invest in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 58 of the NEX Exchange Rules. The Company may need to raise additional funds for these purposes and may use both debt and/or equity.

It is anticipated that returns to Shareholders will be delivered initially through appreciation in the price of the Ordinary Shares rather than via dividends or other forms of capital distribution. In addition, there may be opportunities to spin out businesses privately or via IPO where Shareholders may be able to benefit via distributions of cash and/or shares and/or rights to subscribe in listings. It is anticipated that the Company will hold investments for the medium to long term, although where opportunities exist for shorter term gains the Company may take advantage of such opportunities.

The Directors have been advised that that under section 20 of MDA 1971, a person or corporate body may commit a potential offence in the UK if they assist in or induce the commission in any place outside the UK of "an offence punishable under the corresponding laws" in force in that place; such actual offence is only committed if it is punishable in the jurisdiction in which it is commissioned. As the Company intends to ensure that its activities will be lawful under the laws of the jurisdiction in which they take place (including the Jurisdictions) and that such Jurisdictions shall be signatories to the United Nations conventions on narcotics, the Directors believe that the Company's implementation of its investment strategy will not amount to "an offence punishable under the corresponding laws" and as such, no offence will be committed under section 20 of MDA 1971.

The Directors have been advised that as no offence is committed under section 20 of the MDA 1971, there would be no liability to a section 19 MDA 1971 offence, which details the arguably similar offence of incitement to commit an offence under other provisions of the MDA 1971.

The Directors are also aware that under the POCA 2002, an individual commits a potential offence if they (a) conceal, convert or transfer criminal property, (b) enter into or become involved in an arrangement to launder and/or (c) use, acquire or possess criminal property, in the UK; however, under the SOCPA 2005, an activity outside of the UK that would usually be criminal under UK Legislation no longer constitutes an offence, subject to such activity being a lawful activity in the jurisdiction in which it took place. Given that the Company intends to ensure its activities are lawful in the jurisdiction in which they take place (including in the Jurisdictions), the Directors believe that any receipt by the Company of dividends from companies in which the Company has invested shall not amount to an offence under the POCA 2002 in the UK.

The main business activities of the Company will be its investments into those companies or projects conducting the lawful production of and research into Medicinal Cannabis in jurisdictions that are internationally recognised as having well-developed and reputable laws and regulations for the research and production of Cannabis and comply with the United Nation's conventions on narcotics. The Board is aware of its legal duty to ensure that such activities are lawful and as such, will carefully consider each proposed investment to be made and its compliance with UK Legislation and seek appropriate legal advice in the UK and the Jurisdictions prior to completing any investment.

4. Investment Process

4.1 Investment Committee

The Investment Committee is comprised of the Executive Directors of the Company, Melissa Sturgess and Charles Morgan. It has been established to allocate and invest capital. It will be responsible for commissioning appropriate technical, financial and legal due diligence on prospective investments, investment monitoring and reporting to the full Board on a regular basis.

4.2 Senior Investment Adviser

The Senior Investment Adviser will provide relevant scientific and technical advice to the Board in relation to proposed investments to be made by the Company.

On Admission, the Company's Senior Investment Adviser will be Dr. Eli David Schmill, PhD.

Dr. Schmill holds a BSc in Mathematics and Physics from the City University of New York; a PhD in Cellular and Molecular Biology from the Johns Hopkins University School of Medicine. He was a Senior Staff Fellow at the National Institute of Child Health at the National Institute of Health and post-doctoral fellowship at the John Hopkins University.

Dr. Schmill has over thirty years of direct, global and senior management experience in all aspects of the BioPharma/Biotechnology industry. His career has included academic, government, private industry, advisory board and consulting activities. He has directed programs in research and development, technology transfer, pilot processes and facilities, good manufacturing practice, quality assurance, quality control, regulatory affairs as well as manufacturing and operations. He has successfully led programs to develop and register several Biotechnology products in the world-wide market including the United States and the EU. In recent years, he has been active in the emerging Medical Cannabis industry, where his background in BioPharma drug development and registration is directly applicable.

4.3 Investment Identification

Investment identification will be the responsibility of the Investment Committee, in conjunction with the Company's Senior Investment Adviser, Dr Eli Schmell, PhD.

The Investment Committee will be responsible for commissioning appropriate technical, financial and legal due diligence on prospective investments. Dr Eli Schmell will be consulted, as required, on relevant technical and scientific matters and together with the Investment Committee may seek further technical and scientific advice.

As part of each investment analysis, the Investment Committee will liaise with and, if necessary, instruct Counsel(s) to produce a legal opinion relating to the terms and lawfulness of the Company's proposed investment in the particular Jurisdiction. The Investment Committee will review Counsel's opinion to identify whether the investment is in line with a UK Counsel's legal opinion in relation to the same matter and if necessary seek further UK legal advice. The Investment Committee will heed the advice provided by Counsel where the advice given reflects any negative legal or regulatory risks and will decline the proposed investment in such cases. In particular, the Investment Committee will seek to ensure that there is as little risk as possible of breaching POCA 2002, MDA 1971, MDDO 2001 and MDR 2001. The Investment Committee will also seek to avoid any risk of breaching Money Laundering legislation and will seek to ensure that any prospective future dividends will not contravene any laws, having particular regard to whether there may be any breach of POCA 2002.

Once the Investment Committee, with the assistance of the Senior Investment Adviser, when required, has completed due diligence on a prospective investment, it will present its findings to the Non-Executive Directors for the full Board's review. The Non-Executive Directors will in turn provide comments and recommendations to the Board as to whether the Company should pursue the prospective investment.

4.4 Investment Execution

Investments must be approved by the Board. In considering whether to pursue investments, the Board will take into account the comments of the Senior Investment Adviser, as well as the Company's NEX Exchange Corporate Adviser, which will assess any NEX Exchange Rules implications.

5. NEX Exchange Rules – Investment Vehicles

An Investment Vehicle is defined in the NEX Exchange Rules as:

“An issuer whose actual or intended principal activity is to invest in the securities of other businesses (whether publicly traded or not), or to acquire a particular business, in accordance with specific investment criteria.”

As an Investment Vehicle, any substantial acquisition or investment by the Company in accordance with its investment strategy is likely to be treated as a Reverse Takeover under Rule 57 of the NEX Exchange Rules and will therefore be subject, *inter alia*, to approval by Shareholders.

Potential investors in the Company should be aware that an investment in an Investment Vehicle should be regarded as long term in nature, as it may take some time for such a company to fully implement its investment strategy.

In compliance with Rule 51 of the NEX Exchange Rules, if the Company (as an Investment Vehicle) has not substantially implemented its investing strategy after the period of one year following Admission, it will seek Shareholder approval in respect of the subsequent year for the further pursuit of its investment strategy

Pursuant to Rule 52 of the NEX Exchange Rules, the Company (as an Investment Vehicle), is required to substantially implement its investment strategy within a period of two years following Admission. In the event that the Company has not undertaken a transaction constituting a Reverse Takeover under Rule 57 of the NEX Exchange Rules, or if it has otherwise failed to substantially implement its investment strategy within such two-year period, NEX Exchange will suspend trading of the Company's shares in accordance with Rule 78 of the NEX Exchange Rules. If suspension occurs, the Directors will consider returning the Company's cash to Shareholders after deducting all related expenses.

The Directors intend to review the investment strategy on an annual basis and, subject to their review and in the absence of unforeseen circumstances, the Company intends to adhere to the investment strategy. Changes to the investment strategy may be prompted, inter alia, by changes in government policies or economic conditions which alter or introduce additional investment opportunities. It is the intention of the Company to invest its cash resources, as far as practicable, in accordance with the investment strategy. However, due to market and other investment considerations, it may take some time before the cash resources of the Company are fully invested.

It is intended that the funds initially available to the Company will be used to meet general working capital requirements, to undertake due diligence on potential target acquisitions and to make investments in accordance with the investment strategy described above.

6. Information on the Placing

Conditional on Admission, investors have subscribed for 206,666,666 Ordinary Shares at the Placing Price, which has raised £930,000 for the Company (before expenses).

The Placing Shares will represent 62.78 per cent. of the Ordinary Shares in issue at Admission. The Placing Shares will be issued and credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including for dividends and other distributions declared, paid or made following Admission.

The proceeds of the Placing, less the expenses of approximately £101,000, will be used to provide funds needed by the Company to identify and carry out due diligence on potential acquisitions and investments and to provide working capital for the Company's initial operations in line with its acquisition and investment strategy; while the Directors would also like the net proceeds of the Placing to be sufficient to fund the Company's first acquisition or investment this may not necessarily be the case and further funds may need to be raised from Shareholders or third parties to implement this.

7. Reasons for Admission to the NEX Exchange Growth Market

The Directors believe that Admission will offer the following benefits to the Company:

- improved negotiating position — the ability to enter negotiations with vendors of businesses or companies, to whom the issue of publicly traded shares as consideration is potentially more

attractive than the issue of shares in an equivalent private company for which no trading facility exists;

- access to funding — Admission will enable the Company to access capital at later dates more effectively than if it were an unquoted company;
- increased corporate profile – the status of being a company whose shares are traded publicly could benefit any business being acquired by increasing its profile; and
- ability to attract and retain key staff — the ability to motivate personnel through the future grant of share options will assist the Company to attract, retain and motivate high calibre personnel.

8. Financial Information

The Company was incorporated on 19 January 2018. Audited financial information on the Company from incorporation to 30 April 2018 is set out in Part III of this Document. The Company's financial year end is 31 January.

9. Directors

Brief biographical details of the Directors are set out below:

Melissa Josephine Sturgess, Executive Director (aged 51)

Melissa Sturgess holds a BSc and an MBA and has many years of experience as a director of AIM and ASX quoted companies, mainly involved in the acquisition, structuring and financing of natural resources deals across Africa. She was most recently a key driver in the successful recapitalisation of Messaging International plc during 2016 which subsequently changed its name to SigmaRoc Plc, acquired a building materials business via a reverse takeover and raised £50 million from a range of investors in the Channel Islands and the UK.

Charles Waite Morgan, Executive Director (aged 59)

Charles Morgan is a resources and technology venture capitalist who has identified emerging sectors and acquired early stage and strategic positions in a wide range of ventures around the globe. He has a proven track record in identifying early stage commercial opportunities and acting as a corporate catalyst, acquiring strategic assets and positions, partnering with regional and technology experts, securing teams of appropriate executives and funds to build and develop projects and companies.

Mr Morgan started his career in futures broking in London with M.L. Doxford & Co and left to join merchant bank Morgan Grenfell Limited in Sydney, Australia before moving to broking with ANZ McCaughan Dyson Limited in Melbourne and London. He then joined BZW Securities Limited in London before going back to Australia to form Morgan McFarlane a licensed securities dealer which raised equity funds for (mainly) Perth based mining and oil exploration companies.

Mr Morgan is involved in investing in various businesses and start-ups in the UK and San Francisco including Neuro-Bio Ltd (discoverer of cause and potential drug for Alzheimer's, Parkinson's and Motor Neurone Disease), TGMMatrix (shipper and transport matching engine), Brytlyt (GPU based data base analytics), PensionBee (gathering people's various pensions into one), Teamable (social media based employment), Headnote (de-chequing legal firms in the US).

He is currently Chair of both Grand Gulf Energy Limited and Whitebark Energy Ltd.

John Michael Treacy, Non-executive Director (aged 36)

Mr Treacy is a London-based experienced small cap financier who specialises in working with growing companies. He qualified as a solicitor in the London office of a major international law firm where he specialised in Capital Markets and Mergers & Acquisitions. From there he moved to practice corporate

finance in the advisory teams of several prominent UK brokerages where he acted as an adviser to a number of AIM companies and advised on numerous IPOs, acquisitions, debt restructurings and placings.

Dr. Inbar Maymon Pomeranchik, PhD, Non-executive Director (aged 40)

Dr. Pomeranchik holds a PhD in plant sciences molecular biology from the Hebrew University of Jerusalem and a multi-disciplinary post-doctorate from Weizmann Institute, combining drug biochemistry with plant science. After 15 years of molecular & genetic research and development Inbar has a hands-on experience in all aspects of the Biotech industry: from academic research to commercial project lead, from small startups to large corporations.

More recently, Dr Pomeranchik founded Biodiligence Limited, a private company, which provides consultancy services in the field of biotechnology, agricultural technology within the Medicinal Cannabis space for venture capitalists, private equity investors and family offices.

10. Current Shareholders

The Shareholders in the Company and their interests in the Company immediately prior to Admission are as follows:

Name	Number of Ordinary Shares	% of Issued Share Capital
Lynchwood Nominees Limited	35,000,000	28.57%
Melissa Josephine Sturgess	22,500,000	18.37%
Charles Waite Morgan	22,500,000	18.37%
Redmayne Bentley	15,000,000	12.24%
Paradise Holdings Limited	10,000,000	8.16%
Grant Glanfield	5,000,000	4.08%
Colin Weinberg	5,000,000	4.08%
Catalyst Corporate Consultants Limited	5,000,000	4.08%
Jeremy Edward Sturgess-Smith	2,500,000	2.04%

11. Lock-In Agreements and Orderly Market Arrangements

Following Admission, the Persons Discharging Managerial Responsibility, being the Directors of the Company, Melissa Sturgess and Charles Morgan, including members of their family, will, in aggregate, hold 69,722,222 Ordinary Shares, representing 21.18 per cent. of the Enlarged Share Capital. The Persons Discharging Managerial Responsibility, including members of their family, have agreed with the Company and Peterhouse, save for certain standard exceptions, not to dispose of any interest in the Ordinary Shares held by them for a period of 12 months following Admission (the “Lock in Period”). In addition, each of the Persons Discharging Managerial Responsibility, including members of their family, have undertaken to the Company and Peterhouse not to dispose of their Ordinary Shares for a period of 12 months after the end of the Lock-In Period, without first consulting with Peterhouse, with a view to maintaining an orderly market in the share capital of the Company. A summary of the Lock-In and Orderly Market Agreements is set out in paragraph 8.4 of Part IV of this Document.

12. Warrants

Pursuant to a warrant instrument dated 20 June 2018 (as amended on or about the date of this Document), the Company has issued warrants to subscribe for 9,875,000 Ordinary Shares to Peterhouse,

conditional on Admission, at an exercise price of 0.45 pence per Ordinary Share. The warrants equate to 3 per cent. of the Ordinary Shares in issue at Admission. Peterhouse may exercise its warrants at any time up to the fifth anniversary of Admission. The warrants are constituted by a warrant instrument, further details of which are contained in paragraph 8.5 of Part IV of this Document.

Pursuant to a warrant instrument dated 20 June 2018 (as amended on or about the date of this Document), the Company has issued warrants to subscribe for 23,041,666 Ordinary Shares to Melissa Sturgess, conditional on Admission, at an exercise price of £0.002 per share. The warrants equate to 7 per cent. of the Ordinary Shares in issue at Admission (which includes the Placing Shares). Miss Sturgess may exercise her warrants at any time up to the fifth anniversary of Admission. Further details of this warrant instrument are contained in paragraph 8.6 of Part IV of this Document.

Pursuant to a warrant instrument dated 21 June 2018 (as amended on or about the date of this Document), the Company has issued warrants to subscribe for 23,041,666 Ordinary Shares to Charles Morgan, conditional on Admission, at an exercise price of £0.002 per share. The warrants equate to 7 per cent. of the Ordinary Shares in issue at Admission (which includes the Placing Shares). Mr Morgan may exercise his warrants at any time up to the fifth anniversary of Admission. Further details of this warrant instrument are contained in paragraph 8.6 of Part IV of this Document.

Save as set out above, as at the date of this document, the Company does not have in issue any other options or other securities convertible into Ordinary Shares.

13. Dividend Policy

The Company has not yet commenced trading and the Directors do not intend to pay a dividend for the foreseeable future until the Company has achieved sufficient profitability and requirements for working capital are such that it is prudent to do so.

14. Corporate Governance

The Directors are committed to maintaining high standards of corporate governance, and propose, so far as is practicable given the Company's size and nature, to comply with the UK Corporate Governance Code. Following Admission, due to the size and nature of the Company, audit and risk management issues will be addressed by the Directors as a whole, rather than by separate committees. As the Company develops, the Board will consider establishing separate audit and risk management committees and will consider developing further policies and procedures, which reflect the principles of good governance.

The Company has adopted a share dealing code for dealings in securities of the Company by the Directors and Persons Discharging Managerial Responsibility which is appropriate for a company whose shares are traded on the NEX Exchange Growth Market. This will constitute the Company's share dealing policy for the purpose of compliance with UK Legislation including the Market Abuse Regulation and Rule 71 of the NEX Exchange Rules. It should be noted that the insider dealing legislation set out in the UK Criminal Justice Act 1993, as well as provisions relating to market abuse, will apply to the Company and dealings in Ordinary Shares.

The Company has adopted an anti-bribery and anti-corruption policy and also implemented appropriate procedures to ensure that the Board, employees and consultants comply with the UK Bribery Act 2010.

The Directors have established financial controls and reporting procedures, which are considered appropriate given the size of and structure of the Company. These controls will be reviewed in the light of an investment or acquisition and adjusted accordingly.

15. The City Code

The City Code, which is issued and administered by the Panel, applies to all takeover and merger transactions, however effected, where the offeree company is, *inter alia*, a company resident in the UK, the Channel Islands or the Isle of Man, the securities of which are admitted to trading on a regulated market or a multilateral trading facility (such as the NEX Exchange Growth Market) in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man. Accordingly, The City Code applies to the Company.

Ordinarily, under Rule 9 of the City Code (“Rule 9”), where: (i) any person acquires an interest in shares which, when taken together with shares in which persons acting in concert with them are interested, carry 30 per cent. or more of the voting rights of a company subject to the City Code; or (ii) any person who, together with persons acting in concert with them, is interested in shares which in aggregate carry not less than 30 per cent. but not more than 50 per cent. of the voting rights of a company and such person, or persons acting in concert with them, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which they are interested, that person is normally obliged to make a general offer to all shareholders to purchase, in cash, that company’s shares at the highest price paid by them, or any person acting in concert with them, within the preceding 12 months.

Under the City Code, a “concert party” arises when persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate control of that company. Under the City Code, “control” means a holding, or aggregate holding, of shares carrying 30 per cent. or more of the voting rights of a company, irrespective of whether the holding or holdings gives de facto control.

Melissa Sturgess, including members of her family and Charles Morgan are connected persons and are therefore considered to be acting in concert for the purposes of the City Code on Takeovers and Mergers (“**Concert Party**”). On Admission, the Concert Party will hold an aggregate of 69,722,222 Ordinary Shares representing approximately 21.18 per cent. of the Ordinary Shares in issue on Admission. Assuming, that Ms Sturgess and Mr Morgan exercise the entirety of their 46,083,332 warrants, the Concert Party will own in aggregate 115,805,554 Ordinary Shares representing approximately 35.18 per cent. of the enlarged share capital of the Company, assuming no other shares are issued.

Therefore, if these Warrants are exercised in full and no other Ordinary Shares are issued, the Concert Party would, in the absence of a dispensation from the Takeover Panel, be obliged to make a mandatory offer for the remaining Ordinary Shares.

16. Share Option Scheme

The Board considers employee share ownership to be an important part of its strategy for employee incentivisation and retention. The Company has not yet adopted any share option schemes or issued any options in respect of Ordinary Shares; however, following Admission, the Directors intend to adopt a share option scheme to incentivise senior management and employees and will take appropriate professional advice as to the terms and adoption of any such share option scheme in due course.

17. Application to the NEX Exchange Growth Market

Application has been made for the Existing Ordinary Shares and the Placing Shares to be admitted to trading on the NEX Exchange Growth Market. Dealings in the Ordinary Shares on the NEX Exchange Growth Market are expected to commence on 4 July 2018.

18. CREST

CREST is a voluntary paperless system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument in accordance with the CREST Regulations.

The Company's Articles of Association permit the transfer of Ordinary Shares in dematerialised form in CREST pursuant to the CREST Regulations. Application has been made for the Ordinary Shares to be admitted to CREST on Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system if Shareholders so wish.

19. Taxation

The Ordinary Shares do not rank as a "qualifying investment" for the purposes of the Enterprise Investment Scheme nor as a "qualifying holding" for the purposes of investment by Venture Capital Trusts.

Information regarding UK taxation in relation to the Ordinary Shares is set out in paragraph 11 of Part IV of this Document. These details are, however, intended only as a general guide to the current tax position under UK taxation law, which may be subject to change in the future.

If you are in any doubt as to your tax position you should consult your own independent financial adviser immediately.

20. Further Information and Risk Factors

You should read the whole of this Document which provides additional information on the Company and not rely on summaries or individual parts only. Your attention is drawn to the further information in this Document and particularly to the risk factors set out in Part II of this Document. Potential investors should carefully consider the risks described in Part II before making a decision to invest in the Company.

PART II

RISK FACTORS

In addition to all other information set out in this Document, the following specific factors should be considered carefully in evaluating whether to make an investment in the Company. If you are in any doubt about the action you should take, you should consult a professional adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities prior to making any investment.

If any of the following risks were to materialise, the Company's business, financial conditions, results or future operations could be materially adversely affected. Additional risks and uncertainties not presently known to the Directors, or which the Directors currently deem immaterial, may also have an adverse effect upon the Company. In that case, the market price of the Ordinary Shares could decline and all or part of an investment in the Ordinary Shares could be lost.

There can be no certainty that the Company will be able to implement successfully the investment strategy set out in this Document.

In particular, the Company's performance and its investments are likely to be affected by changes in market and/or economic conditions, political, judicial, and administrative factors and in legal, accounting, regulatory and tax requirements in the areas in which it invests. There may be additional risks and uncertainties that the Directors do not currently consider to be material or of which they are currently unaware which may also have an adverse effect on the Company. The list below is not exhaustive, nor is it an explanation of all the risk factors involved in investing in the Company and nor are the risks set out in any order of priority.

1. Risks relating to the Company and its Investment Strategy

Short operating history

The Company has recently been incorporated, has not yet made any investments and has no operating history upon which prospective investors may base an evaluation of the likely performance of the Company.

Expansion risk

The Company intends to pursue a growth strategy, subject to the availability of funding. Such a strategy brings with it certain risks and will place additional demand on the Company's management, financial and operational resources. If the Company is unable to manage its growth effectively, its business, operations or financial condition may deteriorate.

Implementation of Investment Strategy

The Company's ability to implement the investment strategy (as set out in this Document) will be limited by its ability to identify and acquire suitable investments. Suitable opportunities may not always be readily available. The Company's initial and future investments may be delayed or made at a relatively slow rate because, *inter alia*:

- the Company intends to conduct detailed due diligence prior to approving investments;
- the Company may conduct extensive negotiations in order to secure and facilitate an investment;
- it may be necessary to establish certain structures in order to facilitate an investment;

- competition from other investors, market conditions or other factors may mean that the Company cannot identify attractive investments, or such investments may not be available at the rate the Company currently anticipates;
- the Company may be unable to raise bank finance on terms the Directors consider reasonable; and/or
- the Company may need to raise further capital to make investments and/or fund the assets or businesses invested in,

all of which may in turn have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

The Company cannot accurately predict how long it will take to deploy the capital available to it or at all. Precise timing will depend on, amongst other things, the availability of suitable direct investments, due diligence, negotiations with counterparties and investment structuring conditions.

Competition

The Company may face significant competition in identifying and acquiring suitable investments from other investors, including competitors who may have greater resources. Competition in the investment market may lead to prices for investments, identified by the Company as suitable, being driven up through competing bids of potential purchasers.

Accordingly, the existence and extent of such competition may have a material adverse effect on the Company's ability to acquire investments at satisfactory prices and otherwise on satisfactory terms, thereby reducing the Company's potential profits.

Article 50 Withdrawal

The UK, as a member of the European Union, has triggered Article 50 to commence the UK's withdrawal from the European Union. Therefore, any plans of the Company to invest in the European Union will have to be considered in line with such withdrawal and the consequences of making investments as a result.

Success of the strategy not guaranteed

The Company's level of profit on its investments will be reliant upon the performance of the assets acquired and the market for those assets. The strategy, in both its current form and as amended from time to time, is not guaranteed to succeed. The success of the strategy depends on the Directors' ability to identify investments in accordance with the Company's investment objectives and for those investments to perform positively. No assurance can be given that the strategy to be followed will be successful under all or any market conditions, that the Company will be able to identify opportunities meeting the Company's investment criteria, that the Company will be able to invest its capital on attractive terms or that the Company will be able to generate positive returns for Shareholders. If the strategy is not successfully implemented, this may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Dependence on Management

The Company's ability to provide returns to Shareholders and achieve its investment objective is dependent on the performance of the Directors and its investment advisers in the identification, technical assessment, acquisition, management and disposal of investments in various target companies and projects. Failure by the Directors and its investment advisers in this regard could have a material adverse effect on the Company's business, financial condition and return on investments.

Scarcity of suitably qualified individuals

The Company's ability to execute its Investment Strategy depends on the successful recruitment and retention of talented and appropriately experienced and knowledgeable management. If the Company does not succeed in attracting suitably qualified management or retaining and motivating them once employed, it may be unable to execute its investment strategy.

Potential loss on investments

The Company's strategy carries inherent risks and there can be no guarantee that any appreciation in the value of an investment or acquisition will occur or that the objectives of the Company will be achieved. For example (i) trading difficulties may occur following investment by the Company; or (ii) the Company may not be able to conduct a full investigation of a target prior to investment/ acquisition and adverse matters may only come to light after an investment has been made.

2. Risks relating to target investment companies and opportunities

Target companies dependent on licences

In the majority of cases it is likely that the Company will target investments companies or projects which are conducting research into the potential of Cannabis and its active ingredients, to be developed as pharmaceuticals or related products, including but not limited to nutraceuticals, dietary supplements and cosmetic products.

The target investments, whether they are in the research and development or the production phase will be dependent on the grant of certain licenses in one or more jurisdictions to enable the entities to conduct its business.

Such licenses will be subject to on-going compliance and reporting obligations. Failure to comply or maintain any license would no doubt have a material adverse effect on the target company's business, financial condition and operating results which in turn will materially adversely affect the Company's return on its investment.

In addition, there is no guarantee that relevant regulatory bodies will renew or extend a license or renew or extend on the same terms as the previous one. Again, should the relevant regulatory bodies not extend or renew any license which a target company is reliant on, or should they renew on the license on different terms, the business, financial condition and operating results of the target company would be materially adversely affected, and in turn this will materially adversely affect the Company's return on its investment.

An investment target's reliance on certain facilities

An investment target may hold license(s) which are specific to certain facilities. Adverse changes or developments affecting these facilities, including but not limited to, a breach of security, failure of heating and cooling systems or electrical delivery systems could have a material adverse effect on the business, financial condition and operating results of a target company and therefore a material adverse effect on the Company's return on its investment.

Any breach of security measures and other facility requirements, including any failure to comply with recommendations or requirements arising from inspections by relevant regulatory bodies could also have an impact on the target company's ability to continue operating under certain license(s) or the prospect of renewing the same.

Investment target companies' reliance on management and key personnel

Future success of investment target companies will depend on their continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand and target companies may incur significant costs to attract and retain them. In addition, loss of any senior management or key employees could materially adversely affect a target company's ability to execute its business plan and strategy, and it may not be able to find an adequate replacement on a timely basis, or at all.

Client acquisition and retention

In the case of an investment target company being a company developing pharmaceutical products, its success may depend on its ability to attract and retain patients for research purposes. There are many factors which could impact this, including but not limited to the target company's ability to continually produce desirable and effective product, the successful implementation of a patient-acquisition plan and the continued growth in the aggregate number of patients selecting Cannabis based pharmaceuticals as a treatment option, and other companies producing or supplying similar products. An investment target company's failure to acquire and retain patients would have a material adverse effect on the business, financial condition and operating results of an investment target company and therefore a material adverse effect on the Company's return on investment.

Research and development and product obsolescence

Rapidly changing markets, technology, emerging industry standards and frequent introduction of new products will characterise an investment target's business. The introduction of new products embodying new technologies, including new manufacturing processes, and the emergence of new industry standards may render an investment target company's product obsolete, less competitive or less marketable.

The process of product development is complex and requires significant continuing costs, development efforts and third-party commitments. A target company's failure to develop new technologies and products and the obsolescence of existing technologies could adversely affect the business, financial condition and operating results of a target company, and therefore have a material adverse effect on the Company's return on investment.

An investment target company may be unable to anticipate changes in its potential customer requirements that could make its existing technology obsolete. An investment target company's success will depend, in part, on its ability to continue to enhance its existing technologies, develop new technology that addresses the increasing sophistication and varied needs of the market, and respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis. An investment target company may not be successful in using its new technologies or exploiting its nice markets effectively or adapting its business to evolving customer or medical requirements or preferences or emerging industry standards.

Product liability

Where an investment target company is a manufacturer and distributor or is conducting trials of products designed to be ingested by humans, an investment target company will face an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of Cannabis products involve risk of injury to consumers due to tampering by unauthorised third parties or product contamination.

Previously unknown adverse reactions resulting from human consumption of Cannabis derived products along or in combination with other medications or substances could occur. The investment target company may be subject to various product liability claims, including, among others, that products produced by the target company caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances.

A product liability claim or regulatory action against an investment target company could result in increased costs, adversely affect the target company's reputation with its clients and consumers generally, and have a material adverse effect on the business, financial condition and operating results of an investment target company, and therefore a material adverse effect on the Company's return on investment.

There can be no assurances that an investment target company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or otherwise protect against potential product liability claims could prevent or inhibit the commercialisation of products.

Investments in private companies by the Company are subject to a number of risks

The Company may invest in or acquire privately held companies. These may: (i) be highly leveraged and subject to significant debt service obligations, stringent operational and financial covenants and risks of default under financing and contractual arrangements, which may adversely affect their financial condition; (ii) have limited operating histories and smaller market shares than larger businesses making them more vulnerable to changes in market conditions or the activities of competitors; (iii) have limited financial resources; (iv) be more dependent on a limited number of management and operational personnel, increasing the impact of the loss of any one or more individuals; and (v) require additional capital. All or any of these factors may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Material facts or circumstances not revealed in the due diligence process

Prior to making or proposing any investment, the Company will undertake legal, financial and commercial due diligence on potential investments to a level considered reasonable and appropriate by the Company on a case by case basis. However, these efforts may not reveal all material facts or circumstances that would have a material adverse effect upon the value of the investment. In undertaking due diligence, the Company will need to utilise its own resources and may be required to rely upon third parties to conduct certain aspects of the due diligence process. Further, the Company may not have the ability to review all documents relating to the investee company and assets. Any due diligence process involves subjective analysis and there can be no assurance that due diligence will reveal all material issues related to a potential investment. Any failure to reveal all material facts or circumstances relating to a potential investment may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Aborted investments

There can be no guarantee that the Company will successfully make an investment where there is an identified opportunity and, as a result, resources may be expended on investigative work and due diligence without the investment being completed.

Difficulties integrating investments

The success of an investment will depend upon the ability of the Directors to integrate the investment in a timely and cost-effective manner. Any difficulties in the integration process may result in increased

expense, loss of sales and a decline in profitability. The process of integration may require a disproportionate amount of time and attention of the Company's management, which may distract management's attention from its day-to-day responsibilities. In addition, any interruption or deterioration in service resulting from an investment may result in a customer's decision to stop dealing with the Company or a target. For these reasons the Company may not realise the anticipated benefits of an investment, either at all or in a timely manner. If that happens and the Company incurs significant costs, it could have a material adverse impact on the profits and the business of the Company. Similarly, getting added value for an investment may prove to be difficult and limit returns.

Joint ventures

The Company or a business in which it invests may enter into joint ventures. There is a risk that a joint venture partner does not meet its obligations and the Company or a business in which it invests may therefore suffer additional costs or other losses. It is also possible that the interests of the Company or a business in which it invests and those of its joint venture partners are not aligned resulting in project delays or additional costs and losses. The Company may have minority interests in the companies, partnerships and ventures in which it invests and may be unable to exercise control over the operations of such companies.

3. Risks relating to investing in foreign territories

The Company's investments made in accordance with its investing strategy will include investments into approved and properly licensed companies lawfully producing and/or conducting research in the Cannabis sector in jurisdictions, such as Canada, Israel and the Netherlands, that are internationally recognised as having, well-developed and reputable laws and regulations for the research and production of Cannabis and that comply with the United Nation's conventions on narcotics.

Foreign Markets

The Company will be international in its outlook. The value of our investments is likely therefore to be subject to risks accompanying international business in general, including risks related to political instability and uncertainties in the business and economic environment; governmental regulations, including environmental and safety regulations; difficulties associated with managing local personnel and increases in labour costs; higher tariffs and duties, and stricter trade regulations; unexpected enactments and changes in laws, regulations, policies and taxation, and divergences in the interpretation and application thereof; possible unstable infrastructure leading to disruptions or delays in basic services such as electricity, transportation and communication; fluctuations in foreign currency exchange rates; varying standards and practices in the legal, regulatory and business cultures in which we operate; and acts of terrorism, war, epidemics, boycotts stemming from international political relations and other sources of social disruption. Any one or more of the foregoing factors or others could increase our costs, reduce our income or disrupt the operations of our investments, resulting in a material adverse effect on their value

Foreign markets can be volatile and the material risks, of which, the Company is aware include:

- the Company may invest in a concentrated number of shares and this focus may result in higher risk when compared to a portfolio that has a wider spread of diversified investment risk;
- the economies of some foreign markets may be more dependent on relatively few industries that may be highly vulnerable to local and global changes;
- some countries generally have less developed securities markets or exchanges, and legal and accounting systems;

- securities may be more difficult to sell at an acceptable price and may be more volatile than securities in countries with more mature markets;
- the value of the various currencies in some foreign markets may fluctuate more than the currencies of countries with more mature markets;
- investments in some foreign markets may be subject to greater risks of government restrictions, including confiscatory taxation, expropriation or nationalisation of a company's assets, restrictions on foreign ownership of local companies and restrictions on withdrawing assets from the country;
- potentially higher rates of inflation (including hyperinflation);
- a potential risk of substantial deflation;
- potentially less stringent laws and practices in relation to the fiduciary duties of officers and directors and protection of investors;
- potential difficulty in bringing legal proceedings to enforce contractual rights and the risk of the fraudulent appropriation of investments; and
- the possibility of the imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets of the Company, political changes, government regulation, social instability or diplomatic developments (including war) which could adversely affect the economies of such countries or the value of the Company's investments in those countries.

There can be no assurance that any market for the Company's investment strategy will develop in such foreign jurisdiction. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability and the effects of competition, some of those are mentioned above. These factors may limit the Company's capability to successfully expand its investment strategy and may have a material adverse effect on a target investment's, financial condition and return on investments.

Restrictions on foreign investment

Some countries prohibit or impose substantial restrictions on investments by foreign entities such as the Company. As illustrations, certain countries require governmental approval prior to investment by foreign persons or limit the amount of investment by foreign persons in a particular company, or limit the investment by foreign persons in a company to only a specific class of securities which may have less advantageous terms than securities of the company available for purchase by nationals. Certain countries may restrict investment opportunities in issuers or industries deemed important to national interests. The manner in which foreign investors may invest in companies in certain countries, as well as limitations on such investments, may have an adverse impact on the operations of the Company. For example, the Company may be required in certain of such countries to invest initially through a local broker or other entity and then have the share purchases re-registered in the name of the Company. Re-registration may in some instances not be able to occur on a timely basis, resulting in a delay during which the Company may be denied certain of its rights as an investor, including rights as to dividends or to be made aware of certain corporate actions. There also may be instances where the Company places a purchase order but is subsequently informed, at the time of re-registration, that the permissible allocation to foreign investors has been filled, depriving the Company of the ability to make its desired investment at the time. Substantial limitations may exist in certain countries with respect to the Company's ability to repatriate investment income, capital or the proceeds of sales of securities by

foreign investors. The Company could be adversely affected by delays in, or a refusal to grant any required governmental approval for repatriation of capital, as well as by the application to the Company of any restriction on investments.

4. Risks relating to the investment in target companies whose main activities include Cannabis production and research and development thereof

The Company's reputation may be damaged

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include negative publicity, whether true or not. This may arise as a consequence of investing in the production and the research and development of Medicinal Cannabis, Cannabis being a Class B drug within the UK.

The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views with regard to the Company and its activities, along with those activities of certain target companies in which the Company invests.

Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations, banking relationships etc. and thereby having a material adverse impact on the financial performance, financial conditions, cash flows and growth prospects of the Company.

The Company and its shareholders may be at risk of committing offences under POCA 2002

Even with the Company taking all precautions to ensure that it and the target companies in which it invests comply fully with all applicable regulations and legislation in relation to Cannabis (both in the UK and in the relevant foreign jurisdiction applicable to a target company), there are no guarantees that the activities of the Company and a target company will always be deemed lawful if there are any changes in the applicable law.

The Company will take all precautions possible to ensure that it does not at any time contravene POCA 2002. Contravention of POCA 2002 carries potential criminal liability.

The Company, or the Medicinal Cannabis industry more generally, may receive unfavourable publicity or become subject to negative consumer perception

The Company believes that the Medicinal Cannabis industry is highly dependent upon consumer perception regarding the medical benefits, safety, efficacy and quality of the Cannabis distributed for medical purposes to such consumers. Consumer perception of a target company's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, political statements, media attention and other publicity (whether or not accurate or with merit) regarding the consumption of Cannabis products for medical purposes, including unexpected safety or efficacy concerns arising with respect to the products of a target company or its competitors.

There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the Medicinal Cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for a target company's products and the business, results of operations and financial condition of a target company and therefore materially adversely affect the Company's return on investment.

Furthermore, adverse publicity reports or other media attention regarding the safety, efficacy and quality of Cannabis for medical purposes in general, or a target company's products specifically, or associating the consumption of Cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed.

Cannabis plant may not be approved for medicinal use in all (or any) jurisdictions

Medical regulatory authorities in many jurisdictions require carefully conducted studies (clinical trials) in hundreds to thousands of human subjects to determine the benefits and risks of a possible medication. In many jurisdictions, researchers have not conducted sufficient large-scale clinical trials that show that the benefits of the Cannabis plant (as opposed to its cannabinoid ingredients) outweigh its risks in patients it's meant to treat.

Further clinical research studies on the effects of Medicinal Cannabis may lead to conclusions that dispute or conflict with the Company's (and target companies') understanding and belief regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of Cannabis.

Research in Canada, the US and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of Cannabis or isolate cannabinoids (such as CBD and THC) remains in early stages. The statements made in this Document concerning the potential medical benefits of cannabinoids are based on published articles and reports. As a result, the statements made in this Document are subject to experimental parameters, qualifications and limitations in the studies that have been completed.

Although the Company believes that the articles, reports and studies referenced in this Document support its belief regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of Cannabis as set out in this Document, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, Cannabis. Given these risks, uncertainties and assumptions, prospective investors should not place undue reliance on such articles and reports.

Future research studies and clinical trials may draw opposing conclusions to those stated in this Document or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions relating to Medicinal Cannabis, which could have a material adverse effect on the demand for target company products with the potential to lead to a material adverse effect on a target company's business, financial condition and results of operations, and as such, materially adversely affect the Company's return on investment.

5. Risks relating to regulatory matters

Laws, regulations and guidelines may change in ways that the Company has not predicted

The laws, regulations and guidelines applicable to the Medical Cannabis industry may change in ways currently unforeseen by the Company.

The Company's ability to invest into approved and properly licensed companies lawfully producing and/or conducting research into Cannabis are subject to laws, regulations and guidelines of the United Kingdom as well as the jurisdictions in which it is invested. If there are any changes to such laws, regulations or guidelines occur, which are matters beyond the Company's control, the Company may incur significant costs in complying with or is unable to comply with such changes. This may have a material adverse effect on the Company's business, financial condition and results.

Regulatory Compliance Risks and maintaining a bank account

Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition, and, therefore, on the Company's prospective returns.

As a result of perceived reputational risk and regulatory risks, the Company, in the Medicinal Cannabis sector, may in the future have difficulty in maintaining its current bank accounts, establishing further bank accounts, or other business relationships.

Environmental Regulations and Risks

The operations of some target companies will be subject to environmental regulation in the various jurisdictions in which they operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the business, financial condition and operating results of a target company, and therefore have a material adverse effect on the on a target company, and therefore have a material adverse effect on the Company's return on investment.

6. Risks relating to the Ordinary Shares

No prior market

There has been no prior public market in the Ordinary Shares, so the trading price of the Ordinary Shares is likely to be volatile, and investors might not be able to sell their Ordinary Shares at or above the Placing Price or may not be able to sell them at all.

The Placing Price may not be indicative of the market price of the Ordinary Shares after Admission and therefore the market price of the Ordinary Shares after Admission may be significantly different from the Placing Price. As a result of these and other factors, investors may be unable to resell their Ordinary Shares at or above the Placing Price.

Further issues of Ordinary Shares

It may be desirable for the Company to raise additional capital by way of further issues of Ordinary Shares to enable the Company to progress through further stages of development. Any additional equity financing may be dilutive to Shareholders. There can be no assurance that such funding, if required, will be available to the Company.

Acceptability of Ordinary Shares as consideration

Although it is the Company's intention, where appropriate, to use Ordinary Shares to satisfy all or part of any consideration payable for investments, vendors may not be prepared to accept these shares.

Secondary fundraisings

Once the first investment opportunity is identified, the Company will likely be required to seek further equity financing. There can be no guarantee that the Company will be successful in future rounds of fundraising. Such failure to secure further financing may result in the Company abandoning its investment strategy.

7. Risks relating to financial matters

Borrowings

The Company may, from time to time, be required to raise capital (whether through the issue of debt or equity) to make investments. There is no guarantee that the Company will be able to obtain financing on appropriate terms and conditions or at all. The companies in which the Company invests may also have borrowings or otherwise be geared or leveraged. Although such facilities may increase investment returns, they also create greater potential for loss. This includes the risk that the borrower will be unable to service the interest repayments, or comply with other requirements, rendering the debt repayable, and the risk that available capital will be insufficient to meet any such required repayments. There is also the risk that existing borrowings will not be able to be refinanced or that the terms of such refinancing will not be as favourable as the terms of existing borrowings. A number of factors (including changes in interest rates, conditions in the banking market and general economic conditions, which are beyond the Company's control) may make it difficult for the Company to obtain new financing on attractive terms or even at all. An inability to obtain such facilities may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Tax risks

The Company may purchase investments that will subject the Company to withholding taxes in various jurisdictions. In the event that withholding taxes are imposed with respect to any of the Company's investments, the effect will generally be to reduce the income received by the Company on such investments. Such withholding taxes may be imposed on income, gains, issue of securities or supporting documents, including the contracts governing the terms of any financial instrument and such taxes may be confiscatory in nature. The Company shall be making investments in jurisdictions where the tax regime is not fully developed or is not certain.

There can be no certainty that the current taxation regime in England and Wales or in other jurisdictions within which the Company may operate will remain in force or that the current levels of corporation taxation will remain unchanged. Any change in the tax status or tax legislation may have a material adverse effect on the financial position of the Company.

The Company's income may be reduced by exchange controls

The Company may purchase investments that will subject the Company to exchange controls in various jurisdictions. In the event that exchange controls are imposed with respect to any of the Company's investments, the effect will generally be to reduce the income received by the Company on such investments.

Currency and foreign exchange risks

The Company's business will be carried out in currencies other than sterling. To the extent that there are fluctuations in exchange rates, this may have an impact on the figures consolidated in the Company's accounts, which could have a material impact on the Company's financial position or result of operations, as shown in the Company's accounts going forward.

The Company does not currently undertake foreign currency hedging transactions to mitigate potential foreign currency exposure but may do so in future. The Board cannot predict the effect of exchange rate fluctuations upon future operating results and there can be no assurance that exchange rate fluctuations

will not have a material adverse effect on the business, operating results or financial condition of the Company.

8. Risks Relating to trading on the NEX Exchange Growth Market

Investment in unlisted securities

Investment in shares traded on the NEX Exchange Growth Market is perceived to involve a higher degree of risk and be less liquid than investment in companies whose shares are listed on the Official List or AIM. An investment in Ordinary Shares may be difficult to realise. Prospective investors should be aware that the value of the Ordinary Shares may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. Investors may therefore realise less than, or lose all of, their investment.

Suitability

An investment in the Ordinary Shares may not be suitable for all recipients of this Document. Investors are accordingly advised to consult an appropriate person authorised under FSMA, or its equivalent in another jurisdiction, before making their decision.

Share price volatility and liquidity

The share price of early stage public companies can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are traded and the price which investors may realise for their Ordinary Shares will be influenced by a large number of factors, some specific to the Company and its operations and some which may affect quoted companies generally. These factors could include the performance of the Company, large purchases or sales of the Ordinary Shares, legislative changes and general economic, political or regulatory conditions.

Market risks

Notwithstanding the fact that an application has been made for the Ordinary Shares to be traded on the NEX Exchange Growth Market, this should not be taken as implying that there will be a "liquid" market in the Ordinary Shares. Continued admission to the NEX Exchange Growth Market is entirely at the discretion of NEX Exchange.

If the Company has not substantially implemented its investment strategy within two years of Admission, trading in the Ordinary Shares will be suspended pursuant to the NEX Exchange Rules. There can be no guarantee that trading in the Ordinary Shares will re-commence if such suspension occurs.

Any changes to the regulatory environment, in particular the NEX Exchange Rules could, for example, affect the ability of the Company to maintain a trading facility on the NEX Exchange Growth Market.

The investment opportunity offered in this Document may not be suitable for all recipients of this Document. Investors are therefore strongly recommended to consult a professional adviser authorised under FSMA, who specialises in investments of this nature, before making their decision to invest.

PART III

FINANCIAL INFORMATION ON THE COMPANY

Section A

ACCOUNTANT'S REPORT ON THE SPECIAL PURPOSE HISTORICAL FINANCIAL INFORMATION OF ANANDA DEVELOPMENTS PLC

PKF Littlejohn LLP



Accountants &
business advisers

The Directors
Ananda Developments Plc
60 Gracechurch Street,
London, EC3V 0HR

The Directors
Peterhouse Capital Limited
New Liverpool House
15 Eldon St
London, EC2M 7LD

19 June 2018

Dear Sirs

Ananda Developments Plc (the "Company")

Introduction

We report on the special purpose historic financial information set out in Section B of Part III (the "Financial Information") relating to Ananda Developments Plc ("the Company"). This information has been prepared for inclusion in the NEX Exchange admission document dated 20 June 2018 (the "Admission Document") relating to the proposed admission to NEX Exchange of Ananda Developments Plc and on the basis of the accounting policies set out in note 3. This report is given for the purpose of complying with paragraph 31 of Appendix I to the NEX Exchange Growth Market – Rules for Issuers published by NEX Exchange Limited and for no other purpose.

Responsibility

The Directors of the Company are responsible for preparing the Financial Information on the basis of preparation set out in the notes to the Financial Information and in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

It is our responsibility to form an opinion as to whether the Financial Information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Save for any responsibility arising under paragraph 30 of Appendix I to the NEX Exchange Growth Market – Rules for Issuers to any person as and to the extent provided, and save for any responsibility that we have expressly agreed in writing to assume, to the fullest extent permitted by law we do not assume responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with paragraphs 30 -34 of Appendix I to the NEX Exchange Growth Market – Rules for Issuers, consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Financial Information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the Financial Information and whether the accounting policies are appropriate to the Company and consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the Financial Information gives, for the purpose of the Admission Document dated 20, a true and fair view of the state of affairs of Ananda Developments Plc as at 30 April 2018 and of its results, cash flows and changes in equity for the period then ended in accordance with IFRS as adopted by the European Union.

Declaration

For the purposes Appendix 1: Information for an admission document, Paragraph 30 -34 of the NEX Growth Market – Rules for issuers we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with paragraph 30 -34 of Appendix 1 of the NEX Exchange Rules.

Yours faithfully

PKF Littlejohn LLP
Reporting Accountants

PART III
Section B

HISTORICAL FINANCIAL INFORMATION ON ANANDA DEVELOPMENTS PLC

STATEMENT OF COMPREHENSIVE INCOME

The Statement of Comprehensive Income of the Company is stated below:

	Note	Period ended 30 April 2018 £
Revenue		-
Administrative expenses	4	<u>(58,653)</u>
Operating result		(58,653)
Finance income/(expense)	5	-
Result Before Taxation		(58,653)
Income tax		<u>-</u>
Total comprehensive Profit/(loss) for the period		<u><u>(58,653)</u></u>

STATEMENT OF FINANCIAL POSITION

The Statement of Financial Position of the Company is stated below:

	Note	As at 30 April 2018 £
ASSETS		
Current assets		
Cash and cash equivalents	6	188,773
Total assets		188,773
EQUITY AND LIABILITIES		
Current liabilities		
Trade payables		2,426
Total liabilities		2,426
Equity attributable to owners		
Share capital	7	245,000
Share premium		-
Retained earnings	8	(58,653)
Total equity attributable to owners		186,347
Total equity and liabilities		188,773

STATEMENT OF CASH FLOWS

The Statement of Cash Flows of the Company is as follows:

	Note	Period ended 30 April 2018 £
Cash flows from operating activities		
Loss before income tax	4	(58,653)
Add back:		
Increase in trade and other receivables		-
Increase in trade and other payables		2,426
Net cash outflow used in operating activities		(56,227)
Cash flows from investment activities		
Interest received		-
Net cash outflow from investment activities		-
Cash flows from financing activities		
Cash received from issue of shares	7	245,000
Net cash inflow from financing activities		245,000
Net increase/(decrease) in cash and cash equivalent		188,773
Cash and cash equivalents at beginning of period		-
Cash and cash equivalents at end of period		188,773

STATEMENT OF CHANGES IN EQUITY

	Share capital £	Share premium £	Retained earnings £	Total equity £
At incorporation	100,000	-	-	100,000
Issued share capital	145,000	-	-	145,000
Total comprehensive income for the period ended 30 April 2018	-	-	(58,653)	(58,653)
As at 30 April 2018	245,000	-	(58,653)	186,347

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1 General information

The Company was incorporated on 19 January 2018 as Longdog Investments Plc in England and Wales with Registered Number 11159584 under the Companies Act 2006 and changed its name to Ananda Developments Plc on 4 May 2018. The Company has not yet commenced business, no audited financial statements have been prepared and no dividends have been declared or paid since the date of incorporation.

The address of its registered office is 60 Gracechurch Street, London, England, EC3V 0HR.

2 Basis of preparation

This Financial Information of the Company has been prepared for the sole purpose of publication within this Admission Document. It has been prepared in accordance with the requirements of the NEX Exchange Growth Market – Rules for Issuers and has been prepared in accordance with International Financial Reporting Standards and IFRS interpretations Committee (IFRS IC) interpretations as adopted by the European Union (“IFRS”) and the policies stated elsewhere within the Financial Information. The Financial Information does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

The Historical Financial Information is presented in Sterling, which is the Company’s functional and presentational currency and has been prepared under the historical cost convention.

Standards and interpretation issued and not yet effective:

	<u>Effective date</u>
IFRS 16 Leases	1 January 2019*
IAS 7 (amendments) Disclosure of changes in liabilities arising from financing activities	1 January 2017*
IAS 12 (amendments) Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2017*
Annual Improvements to IFRSs: 2014-2016 cycle	1 January 2017*

*Not yet endorsed for use in the EU

- IFRS 16 'Leases'. IFRS 16 requires lessees to recognise a lease liability reflecting future lease payments and a 'right of use asset' for virtually all lease contracts. This is effective for the period beginning on 1 June 2018, with earlier adoption permitted if IFRS 15 'Revenue from contracts with customers' is also applied. The Company has not yet assessed the full effect of this standard.

Of the other IFRSs and IFRICs, none are expected to have a material effect on future Company financial statements.

3 Significant accounting policies

The financial information is based on the following policies which have been consistently applied:

Going concern

The Historical Financial Information has been prepared on a going concern basis. The directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the Historical Financial Information.

Cash and cash equivalents

In the Statement of Cash Flows, cash and cash equivalents comprise cash at bank and in hand and demand deposits with banks and other financial institutions, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

Taxation

Income tax for the period is based on the taxable income for the year. Taxable income differs from profit as reported in the statement of comprehensive income for the period as there are some items which may never be taxable or deductible for tax and other items which may be deductible or taxable in other periods. Income tax for the period is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted, or substantially enacted, by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Critical accounting estimates and judgements

The Company makes estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual results may differ from these estimates and assumptions. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4 Expenses by nature

	Period ended 30 April 2018 £
Professional fees	47,160
Sundry	11,493
	<u>58,653</u>

5 Income tax

	Period ended 30 April 2018 £
Tax charge for the period	-
	<u>-</u>

Corporation tax is calculated at 19% of the estimated assessable profit for the year.

	Period ended 30 April 2018 £
Loss before taxation	<u>(58,653)</u>
Expected tax charge at 19%	(11,144)
Unutilised tax losses carried forward	<u>11,144</u>
	<u>-</u>

No deferred tax has been recognised in the period to 30 April 2018.

6 Cash and cash equivalents

	As at 30 April 2018 £
Cash at bank	188,773
	<u>188,773</u>

7 Share capital and premium

	Number of shares	Shares £	Share premium £	Total £
At incorporation	50,000,000	0.002	-	100,000
Issued share capital	72,500,000	0.002	-	145,000
At 30 April 2018	<u>122,500,000</u>	<u>0.002</u>	<u>-</u>	<u>245,000</u>

On incorporation, the Company issued 10,000,000 ordinary shares of £0.01 for consideration of £100,000 cash. Since incorporation, by way of ordinary resolution, the 10,000,000 ordinary shares of £0.01 each were sub-divided into 50,000,000 ordinary shares of £0.002

Subsequently the Company issued 72,500,000 ordinary shares of £0.002 for consideration of £145,000 cash.

8 Retained earnings

	Retained Earnings £	Total £
At incorporation	-	-
Additions	<u>(58,653)</u>	<u>(58,653)</u>
As at 30 April 2018	<u>(58,653)</u>	<u>(58,653)</u>

9 Related party transaction

C W Morgan and M J Sturgess, Directors of the Company, each hold 22,500,000 of the shares issued on and since incorporation.

The Company has agreed to issue warrants to subscribe for 23,041,666 Ordinary Shares to Melissa Sturgess, conditional on Admission, at an exercise price of £0.002 per share. The warrants equate to 7 per cent. of the Issued Share Capital.

The Company has agreed to issue warrants to subscribe for 23,041,666 Ordinary Shares to Charles Morgan, conditional on Admission, at an exercise price of £0.002 per share. The warrants equate to 7 per cent. of the Issued Share Capital.

10 Controlling party

Lynchwood Nominees Limited holds 35,000,000 of the 122,500,00 shares in issue as at 30 April 2018 and is the Company's ultimate controlling party.

PART IV

ADDITIONAL INFORMATION

1. The Company

- 1.1 The Company was incorporated and registered as a public company limited by shares in England and Wales on 19 January 2018 under the Act with the name Longdog Investments PLC and with registered number 11159584. On 4 May 2018, the name of the Company was changed to Ananda Developments PLC.
- 1.2 The Company is a public limited company and accordingly the liability of its members is limited to the amount, if any, unpaid on the shares in issue. The Company and its activities and operations are principally regulated by the Act and the regulations made thereunder.
- 1.3 On 28 February 2018 the Registrar of Companies issued a certificate entitling the Company to do business under section 761 of the Act.
- 1.4 The registered office and principal place of business of the Company is, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR. The Company's telephone number is +44 (0)739 269 6517.
- 1.5 The Company's website is www.anandadevelopments.com.
- 1.6 The accounting reference date of the Company is 31 January.
- 1.7 As at the date of this Document the Company has no subsidiaries and it will have no subsidiaries at Admission.
- 1.8 The Company has no administrative, management or supervisory bodies, other than the Board.

2. Share Capital of the Company

- 2.1 The Company was incorporated with an issued share capital of 10,000,000 ordinary shares, each with a nominal value of £0.01, all of which are fully paid up. The subscribers to the memorandum of association were Grant Richard Glanfield (1,000,000 ordinary shares), Charles Waite Morgan (4,500,000 ordinary shares) and Melissa Josephine Sturgess (4,500,000 ordinary shares).
- 2.2 On 10 April 2018 it was resolved by the Shareholders in general meeting called at short notice, by way of ordinary resolutions in respect of (a) and (b) and special resolutions in respect of (c) and (d), that:
 - (a) the 10,000,000 ordinary shares of £0.01 each of the Company in issue be sub-divided into 50,000,000 ordinary shares of £0.002;
 - (b) in accordance with section 551 of the Act, the directors of the Company (as exist from time to time) be generally and unconditionally authorised to allot shares in the Company, or grant rights to subscribe for or convert any security into shares of the Company (the "**Rights**") generally, up to an aggregate nominal amount of £20,000,000, with such authorisation expiring 5 years after the date of the passing of the resolution (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted as if such authority had not expired;
 - (c) subject to and conditional upon the resolution described in (b) above and in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot equity

securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by the resolution set out in (b) above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to up to an aggregate nominal amount not exceeding £20,000,000, with such authorisation expiring 5 years after the date of the passing of the resolution (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such power has expired;

(d) the regulations contained in the document presented to the general meeting be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association which existed prior to the general meeting; and

(e) the name of the Company be changed to Ananda Developments PLC.

2.3 Pursuant to the authorities provided for above, a further 72,500,000 Ordinary Shares were issued, at a price of £0.002 per Ordinary Share, on 11 April 2018.

2.4 All Ordinary Shares in issue are fully paid.

2.5 Pursuant to the Act, with effect from 1 October 2009, the concept of authorised share capital was abolished and accordingly there is no limit on the maximum number of shares that may be allotted by the Company.

2.6 Section 561 of the Act gives Shareholders rights of pre-emption in respect of allotments of securities which are or are able to be paid up in cash (other than by way of allotments to employees pursuant to an employee share scheme as defined under section 1166 of the Act). Subject to limited exceptions and to the extent authorised by way of special resolution of the Shareholders obtained in a general meeting of the Company, the Company must normally offer securities which are to be issued to existing Shareholders pro-rata to their shareholdings.

2.6 As at 20 June 2018 (being the latest practicable date prior to the publication of this Document), the issued and fully paid up share capital of the Company was as follows:

Issued and fully paid

Number of Ordinary Shares	Nominal (£)	Total Aggregate Amount (£)
122,500,000	0.002	245,000

2.7 The issued and fully paid share capital of the Company immediately following completion of the Placing and at Admission is expected to be as follows:

Issued and fully paid

Number of Ordinary Shares	Nominal (£)	Total Aggregate Amount (£)
329,166,666	0.002	658,333.33

2.8 Prior to and at Admission, the Company's share capital consists of one class of Ordinary Shares with equal voting rights. The Ordinary Shares are freely transferrable in both certificated and uncertificated form. No Shareholder has any different voting rights from any other Shareholder.

3. Summary of the Articles of Association of the Company

The articles of association of the Company were adopted by way of special resolution of the Shareholders passed on 10 April 2018, short particulars of which are as follows:

Objects of the Company

Under the Act, the objects of the Company are unrestricted. The Articles do not specify any restrictions on the objects of the Company.

Voting Rights

Subject to any rights or restrictions as to voting attached to any class of shares, at any general meeting, on a show of hands, every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, has one vote and, in the case of a poll, every member present in person or by proxy has one vote for every share of which he is the holder. No member is entitled to vote at a general meeting either personally or by proxy if he or any person appearing to be interested in shares held by him has been duly served with a notice under section 793 of the Act and is in default for the prescribed period in supplying to the Company the information required thereby or, unless the Directors determine otherwise, if any calls in respect of shares held by him have not been paid.

Notices of General Meetings

An annual meeting of the Company shall be called on 21 clear days' notice, that is excluding the date of deemed receipt of such notice and the date of the meeting. Any general meeting of the Company shall be called on 14 clear days' notice, subject, in either case to the Act. The Directors can call a general meeting at any time they think fit. The Company is required to send notice to members (except where the member is not entitled to such notice under the Articles or pursuant to any other restrictions imposed), the Company's Directors and Auditors. Notice will be sent to those registered in the register of members of the Company at such relevant time as is decided by the Directors in accordance with the Articles. The notice of annual general meeting or general meeting may include a time at which the member must be entered on such register in order to have the right to vote.

In the absence of a specific provision in the Articles, the quorum at meetings of the shareholders of the Company will be two persons, in accordance with section 318 of the Act.

Sanctions on Shareholders

Any member representing 0.25 per cent. or more in nominal value of the issued shares of any class shall not be entitled to vote, receive payment of dividend or other distribution or transfer their shareholding (except in certain circumstances) if he, having been given a section 793 notice, has failed to give the information thereby required within 14 days of such notice. Such restrictions will cease to apply upon any member's length sale or upon such information being provided.

Variation of Rights

The Articles do not include any special rules for changing the rights attaching to any of its shares. Therefore, the rights attached to any class of shares may, in accordance with the Act be altered or cancelled with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class.

Subject to the provisions of the Act, the Company may by ordinary resolution increase its share capital, consolidate and divide all or any of its shares into shares of a larger amount, cancel any shares not taken or agreed to be taken by any person and sub-divide its shares into shares of a smaller amount and, as set out in the Act, by special resolution (and, with court approval where required) reduce its authorised or issued share capital or any capital redemption reserve and any

share premium account in any way subject to authority required by law.

Subject to applicable law, the Company may purchase its own shares.

Lien and Forfeiture

The Company has a first and paramount lien on every share which is not fully paid for all amounts payable to the Company whether called or payable at a fixed time in respect of that share. The Board may sell shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 days of notice requiring the holder to do so.

Subject to the Articles and the terms on which the shares are allotted, the Board may make such calls on shareholders in respect of any money unpaid on their shares. Each shareholder shall (subject to receipt of at least 14 days' notice) pay to the Company the amount called on his shares. If a call or any instalment of a call remains unpaid in whole or part the Board may give the member not less 14 days' notice requiring payment together with interest and expenses. The notice should also state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

Directors

A director is not required to hold any qualification shares.

The Directors are responsible for the management of the Company's business and the Directors may exercise all the Company's powers and may do on its behalf anything that can be done by the Company. The Board may delegate any of its power to such persons or committees as it thinks fit. The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

Director must declare to the other Directors any situation in which he has or could have a direct or indirect interest that conflicts or possibly might conflict with the interests of the Company. Save in relation to permitted clauses, any Director so interested cannot count as part of a meeting of the Directors in relation to voting for quorum purposes.

The permitted causes referred to above are:

- (a) the giving of any guarantee, security or indemnity to a director in respect of money lent by him or obligations incurred by him at the request or for the benefit of the Company or any of its subsidiary undertakings;
- (b) any security given by the Company to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings which the Director has himself guaranteed or secured in whole or in part;
- (c) any contract or arrangement in which he is interested by virtue of his interest in shares or debentures or other securities of or by the Company or by reason of any other interest in or through the Company;
- (d) any contract or arrangement in which he is interested directly or indirectly as shareholder holding less than 1 per cent. of any class of the equity share capital of, or the voting rights in such company as an officer, shareholder, creditor or otherwise howsoever;
- (e) any proposal concerning the adoption, modification or operation of an employee's share scheme, a pension fund or retirement, death or disability benefits scheme which relates both to the directors and employees of the Company or any of its Subsidiaries and does not provide in respect of any director any such privilege or advantage not accorded to the employees to which such scheme or fund relates;

- (f) any arrangement for the benefit of employees of the Company or of any of its Subsidiaries under which the Director benefits in a similar manner to the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom such arrangement relates; and
- (g) any proposal, contract, transaction or arrangement concerning (a) the purchase or maintenance of insurance for the benefit of directors or persons who include directors, or (b) indemnities in favour of directors, or (c) the funding of expenditure by one or more directors in defending proceedings against him or them or (d) doing anything to enable such director or directors to avoid incurring such expenditure.

The Directors shall have the power to authorise certain conflicts, provided that the relevant Director does not vote or count in the quorum in respect of any decision on such authorisation.

Subject to any applicable law, the Company may by ordinary resolution suspend or relax certain conflicts, or ratify any transactions not duly authorised by reason of contravention of such provision.

Borrowing powers

The Directors may exercise all the powers of the Company to borrow money, indemnify and guarantee, and to mortgage or charge all or any part of its undertaking, property, assets (present and future), and to create debenture and loan stock whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party

Directors' Meetings

The quorum for meeting of the Board is two Directors. If the numbers of votes for and against a proposal are equal, the chairman or other director of the Company chairing the meeting has a casting vote.

Directors Remuneration and expenses

The Directors are entitled to such remuneration as the directors determine for their services to the company as directors, and for any other service which they undertake for the Company.

The Directors are entitled to be repaid all reasonable expenses properly incurred by them respectively in connection with their attendance at meetings of directors or committees of directors, general meetings or separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers in relation to the Company.

Retirement and Appointment of Directors

The Company may from time to time by ordinary resolution appoint any person willing to act and who is permitted by law to do so, to be a director. The Directors may also from time to time appoint directors but any director so appointed shall retire by rotation at the next annual general meeting of the Company and stand for re-election.

The Company may remove any Director if he is requested to resign by resolution passed unanimously by the Board. A Director will also automatically cease to be a director if he becomes prohibited by law of holding such office and in certain other circumstances.

Retirement by Rotation

At every annual general meeting, any directors appointed by the Board since the last general meeting and any directors who were not appointed or re-appointed at one of the preceding two annual general meetings of the Company shall retire by rotation and stand for re-election.

Directors' indemnity and insurance

Subject to the Act the Company may indemnify any Director and any director of any associated company may be indemnified against any liability by him, including in connection with negligence, default, breach of duty and against any liability incurred by him in defending civil or criminal proceedings in which judgment is given in his favour.

Any former director may be provided with funds to meet his expenditure incurred or to be incurred by him in defending any criminal or civil proceeding which relate or are alleged to relate to his actions or omission as a director.

In each case, officers shall not be indemnified in certain circumstances, including against liability owed to the Company or any associate of the Company, to pay a fine by way of penalty or where such indemnity would be prohibited or rendered void by the Companies Act or any other provision of law.

The Company may also purchase and maintain for any Director or any director of any associated company, insurance against any liability, which has or may be incurred by a relevant director in connection with his duties or powers in relation to the Company or any associated company.

Transfers

Subject to the provisions of the Act, all transfers of shares held in certificated form may be effected by transfer in any usual form or in any other form acceptable to the Directors and shall be executed by or on behalf of the transferor and, if the share is partly paid, the transferee. The Directors may refuse to register the transfer of a certificated share if it is not fully paid, the transfer is not lodged at the Company's registered office or such other appointed place, it is not duly stamped, it is not accompanied by the certificate or similar documents, it is in respect of more than one class of share or if it is in favour of more than four transferees. All transfers of share held in uncertificated form will be effected by means of the relevant system. A transfer of share held in uncertificated form must not be registered if the transfer is in favour of more than four transferees.

Dividends

There are no fixed dates on which a dividend entitlement arises. The Company may by ordinary resolution from time to time declare dividends to be paid to Shareholders, although the amount of the dividend cannot exceed the amount recommended by the Directors. In addition, the Directors may pay interim dividends if justified by the profits of the Company available for distribution.

The dividend payment to each Shareholder shall be calculated proportionately to the amounts paid up on each issued Ordinary Share. All dividend payments shall be non-cumulative.

All unclaimed dividends may be used for the benefit of the Company until claimed and shall not attract interest. Any dividend which remains unclaimed twelve years after the date the dividend becomes due for payment shall, at the option of the Directors, be forfeited and shall revert to the Company.

There are no dividend restrictions attaching to the Ordinary Shares, provided they are fully paid up. Payments of dividends may be made by any method the Directors consider appropriate and on a cash dividend there are no special arrangements for non-resident Shareholders. The Directors may make such arrangements as they consider expedient in connection with a dividend payment in shares to deal with any legal or other difficulties that may arise in any territory in which non-resident Shareholders are present. Subject to the passing of an ordinary resolution by the members, members may be offered the right to elect to receive Ordinary Shares, credited as fully paid, rather than cash.

The Ordinary Shares rank pari passu as a class in terms of preference, restriction and all other rights.

4. Directors' Interests

- 4.1 On Admission (following the Placing) the interests of the Directors and their immediate families and, so far as they are aware having made due and careful enquiries, of persons connected with them (all of which are beneficial, unless otherwise stated) (so far as is known to the Directors, or could with reasonable diligence be ascertained by them) (within the meaning of sections 252 to 254 of the UK Companies Act 2006) in the Issued Share Capital will be as follows:

<i>Director</i>	<i>Number of Ordinary Shares on Admission</i>	<i>% of Ordinary Shares in issue on Admission</i>
Melissa Josephine Sturgess*	47,222,222	14.35
Charles Waite Morgan	22,500,000	6.84
John Michael Treacy	nil	nil
Inbar Maymon Pomeranchik	nil	nil

*including Ordinary Shares held by members of her family and in the name of Palace Trading Investments Limited, a company which is beneficially owned by Melissa Sturgess

- 4.2 The Company and the Directors are not aware of any arrangements or operations which may, at a subsequent date, result in a change in control of the Company, nor are they aware that the Company is owned or controlled directly or indirectly by any entity.
- 4.3 Save as disclosed in paragraphs 4.1 above and 5.1 below, as at the date of this Document, the Directors are not aware of any interest which will immediately following Admission represent 3 per cent. or more of the Issued Share Capital or voting rights of the Company or of any person who, directly or indirectly, jointly or severally, exercises or could exercise control of the Company.
- 4.4 There are no outstanding loans granted or guarantees provided by the Company to or for the benefit of any of the Directors.
- 4.5 Inbar Pomeranchik and John Treacy are independent of any significant Shareholders and investments of the Company.
- 4.6 The Persons Discharging Managerial Responsibility (including members of their family and connected persons) have agreed not to dispose of any interest in the Ordinary Shares for a period of twelve months following Admission. In addition, each of the Persons Discharging Managerial Responsibility referred to above have undertaken to the Company and Peterhouse not to dispose of their Ordinary Shares for a period of 12 months after the end of the Lock-In Period without first consulting the Company and Peterhouse in order to maintain an orderly market for the Ordinary Shares. Details of the Lock-in and Orderly Market Agreements are set out in paragraph 8.4 of this Part IV.
- 4.7 No Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company during the current or immediately preceding financial

year, or during any earlier financial year and which remains in any respect outstanding or unperformed.

5. Significant Shareholders

5.1 In addition to the Directors' interests set out in paragraph 4.1, the Company is aware of the following holdings which represent more than 3 per cent. of the Ordinary Shares in issue or voting rights of the Company, immediately following Admission:

<i>Name</i>	<i>Number of Ordinary Shares on Admission</i>	<i>% of Ordinary Shares in issue on Admission</i>
Jarvis Nominees Limited	48,888,889	14.85%
Lynchwood Nominees Limited	35,000,000	10.63%
Mr Edward Nealon	22,222,222	6.75%
Trium Capital Limited	16,666,667	5.06%
Redmayne Bentley	15,000,000	4.56%
Nomura International Limited	11,111,111	3.38%
Pershing Nominees Limited	11,111,111	3.38%

6. Directors' Terms of Appointment

6.1 The Company has entered into service agreements and letter(s) of appointment as follows:

(a) Charles Morgan

On 20 June 2018, Mr Charles Morgan entered into a service agreement with the Company, under the terms of which Mr Morgan has agreed to act as Executive Officer of the Company. The service agreement will be for an initial period of one year, effective from Admission unless terminated by either party giving to the other not less than twelve months' notice in writing (payment of a portion, or all, of the salary may be made in lieu of notice). The basic salary payable is £27,000 per annum payable pro-rata in monthly arrears. Following the six month period following a change of control of the Company, the Company or the executive may terminate the agreement and subject to certain conditions being met (including the return of Company property and compliance with confidentiality provisions), the executive shall be due an amount equal to one year's basic salary.

(b) Melissa Sturgess

On 20 June 2018, Ms Melissa Sturgess entered into a service agreement with the Company, under the terms of which Ms Sturgess has agreed to act as Executive Officer of the Company. The service agreement will be for an initial period of one year, effective from Admission unless terminated by either party giving to the other not less than twelve months' notice in writing (payment of a portion, or all, of the salary may be made in lieu of notice). The basic salary payable is £27,000 per annum payable pro-rata in monthly arrears. Following the six month period following a change of control of the Company, the Company or the executive may terminate the agreement and subject to certain conditions being met (including the return of Company property and compliance with confidentiality provisions), the executive shall be due an amount equal to one year's basic salary.

(c) John Treacy

On 20 June 2018, Mr Treacy entered into a letter of appointment with the Company in a customary form, pursuant to which subject to Admission, he will be entitled to a director's fee

of £18,000 per annum. The appointment is for an initial term of 24 months and will be terminable at any time on 3 months' prior written notice by either party. Notwithstanding customary termination provisions, the Company may terminate the appointment without notice at any time and make payment in lieu of that notice period.

(d) Inbar Maymon Pomeranchik

On 20 June 2018, Dr Maymon Pomeranchik entered into a letter of appointment with the Company in a customary form, pursuant to which subject to Admission, she will be entitled to a director's fee of £18,000 per annum. The appointment is for an initial term of 24 months and will be terminable at any time on 3 months' prior written notice by either party. Notwithstanding customary termination provisions, the Company may terminate the appointment with 30 days' notice at any time and make payment in lieu the fees that would have been received during the initial term, or its extension.

6.2 Save as referred to above, there are no service agreements or letters of appointment in existence between any of the Directors and the Company.

6.3 The aggregate remuneration paid (including any contingent or deferred compensation) and benefits in kind granted to the Directors by the Company during the financial period ended 30 April 2018 was £nil.

7. Additional Information on the Directors

7.1 In addition to directorships of the Company, the Directors hold or have held the following directorships (including directorships of companies registered outside England and Wales) or have been partners in the following partnerships within the five years prior to the date of this Document:

Director	Current directorships	Previous directorships
Charles Waite Morgan	Bankhurst Enterprises Pty Ltd Basgas Holdings Ltd Basgas Pty Ltd Delam Holdings Pty Ltd Delaminating Resources Pty Ltd Grand Gulf Energy Ltd Hutton Energy Ltd Mallee Energy Ltd Perity Energy Canada Ltd Priapos Pty Ltd Seaspin Pty Ltd Waite Resources Pty Ltd Whitebark Energy Ltd LB-shell plc	ADG Global Ltd Adriatic Metals Ltd Alcyone Resources Ltd Asclepius Investments Pty Ltd Bookestates Ltd Carnaby Energy Ltd Falcore Pty Ltd Galata Resources Pty Ltd Jupiter Oil & Gas Inc. Neuro Bio Limited SEEForge Pty Ltd Tamaska Oil and Gas Limited Tungsten Australia Ltd 1006 Hay St Pty Ltd Warren Energy Limited
Melissa Josephine Sturgess	Hartford Corporate Limited URA Holdings PLC LB-shell plc	Luir Gold Mines Ltd
John Michael Treacy	Monreal Plc	Central Rand Gold Ltd

Pineapple Power Corporation PLC
Epsilon Capital Limited
South African Property
Opportunities PLC
Polemos PLC

China Sports Development
Limited

Inbar Maymon
Pomeranchik

IASO Corporation
LatinoameriCANNA Consulora
BioDiligence

7.2 Charles Morgan was a director of ADG Global Supply Ltd from October 2012 to July 2016. In 2015, ADFG Global Supply entered into a voluntary administration and was forced to write down approximately US\$1.8 million debt owed by a client.

7.3 Save as disclosed in paragraph 7.2 above none of the Directors has:

7.3.1 had any previous names;

7.3.2 any unspent convictions in relation to indictable offences;

7.3.3 had any bankruptcy order made against him or entered into any voluntary arrangements;

7.3.4 been a director of a company which has been placed in receivership, insolvent liquidation, administration, been subject to a voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;

7.3.5 been a partner in any partnership which has been placed in insolvent liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

7.3.6 been the owner of any assets or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

7.3.7 been publicly criticised by any statutory or regulatory authority (including recognised professional bodies); or

7.3.8 been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a Company.

7.4 None of the Directors has, or has had, any conflict of interest between any duties to the Company and their private interests or any duties they owe. The Company does not intend to make investments which involve related parties, but if any such investment is to be proposed, the Company will comply with the requirements related to such transactions under the NEX Exchange Rules.

8. **Material Contracts**

8.1 Peterhouse Engagement Letter

An engagement letter dated 23 April 2018 between the Company and Peterhouse pursuant to which the Company has appointed Peterhouse to act as the corporate adviser to the Company for the purposes of seeking admission of the Company's shares to trading on the NEX Exchange Growth Market, for which, the Company agreed to pay £25,000 plus VAT.

8.2 Peterhouse Corporate Adviser Agreement

A NEX Exchange Corporate Adviser agreement dated 3 July 2018 between the Company and Peterhouse pursuant to which the Company has appointed Peterhouse to act as corporate adviser to the Company on an ongoing basis following Admission for which the Company agreed to pay a fee of £20,000 plus VAT per annum, payable quarterly in advance. The agreement contains certain undertakings and indemnities given by the Company in respect of, *inter alia*, compliance with all applicable laws and regulations. The agreement continues for a fixed period of one year from the date of Admission and thereafter is subject to termination by either party giving three months' prior written notice.

8.4 Lock-In and Orderly Market Agreements

Lock-In Agreements dated 20 June 2018 between the Persons Discharging Managerial Responsibility (being the Directors), the Company and Peterhouse, (the "**Lock-In Agreements**") pursuant to which the Persons Discharging Managerial Responsibility have agreed with Peterhouse and the Company not to dispose of any Ordinary Shares held by them for a period of 12 months from Admission (the "**Lock-in Period**"). In addition, each of the Persons Discharging Managerial Responsibility referred to above have undertaken to the Company and Peterhouse not to dispose of their Ordinary Shares for a period of 12 months after the end of the Lock-In Period without first consulting Peterhouse with a view to maintaining an orderly market in the share capital of the Company. Certain disposals are excluded from the Lock-In Period, being those relating to acceptance of a general offer made to all Shareholders, pursuant to a court order, in the event of the death of the Person Discharging Managerial Responsibility, or as otherwise agreed to by the NEX Exchange Growth Market and Peterhouse. The Lock-In Agreements also contain covenants given by the Persons Discharging Managerial Responsibility to use their reasonable endeavours to ensure that any persons deemed to be connected with them pursuant to the NEX Exchange Rules also adhere to the terms of the Lock-In Agreements.

8.5 Peterhouse Warrant Instrument

Pursuant to a warrant instrument dated 20 June 2018 (as amended on or about the date of this Document), the Company granted Peterhouse warrants to subscribe for 9,875,000 Ordinary Shares, such warrants to be exercisable at £0.0045 pence per Ordinary Share, being the price at which the last fundraising took place, at any time for a period of five years from the date of Admission and pursuant to the terms of the warrant instrument.

8.6 Founder Warrant Instrument

Pursuant to a warrant instrument dated 20 June 2018 (as amended on or about the date of this Document), the Company has issued Charles Morgan and Melissa Sturgess warrants to subscribe for an aggregate 46,083,333 Ordinary Shares, conditional on Admission, at an exercise price of £0.002 per share. The warrants equate to 14 per cent. of the Ordinary Shares in issue at Admission. Ms Sturgess and Mr Morgan may exercise their warrants at any time up to the fifth anniversary of Admission.

8.8 Deeds of Indemnity

On 20 June 2018, the Company executed deeds of indemnity in favour of each of the Directors, pursuant to which the Company agrees to indemnify them to the extent permitted by law. Under the deeds, the Company agrees to loan amounts to Directors, on an interest free basis, to defend certain legal proceedings, the amount advanced is repaid if the Director is found guilty or forms part of the indemnity if proceedings are found in favour of the Director.

9. **Related Party Transactions**

There are no material related party transactions required to be disclosed under the accounting standards applicable to the Company, to which the Company was a party during the period of twelve months preceding the date of this Document.

10. **Litigation**

The Company is not involved in any legal, governmental or arbitration proceedings which may have or have had since incorporation a significant effect on the Company's financial position or profitability and, so far as the Directors are aware, there are no such proceedings pending or threatened against the Company.

11. **United Kingdom Taxation**

The comments in this section are intended as a general guide for UK resident Shareholders as to their tax position under UK law and HMRC practice as at the date of this document. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The comments apply to Shareholders who are resident and domiciled for tax purposes in the UK, who will hold Ordinary Shares as an investment and will be the absolute beneficial owners of them.

Non-UK resident and non-UK domiciled Shareholders should consult their own tax advisers. The position of Shareholders who are officers or employees of the Company is not considered in this Section. Such Shareholders may be subject to an alternative tax regime and should therefore seek tax advice specific to their individual circumstances. The position of UK resident, but non-domiciled, individuals is not considered in this section.

The tax position of certain Shareholders who are subject to special rules, such as dealers in securities, broker-dealers, insurance companies and collective investment schemes is not considered in this section. **Any shareholder who is in doubt as to his or her tax position or who is subject to tax in a jurisdiction other than the United Kingdom should consult a professional tax adviser without delay.**

(a) *Taxation of chargeable gains*

For the purpose of UK tax on chargeable gains, the purchase of Ordinary Shares on a Placing is regarded as an acquisition of a new holding in the share capital of the Company. To the extent that a Shareholder acquires Ordinary Shares allotted to him or her, the Ordinary Shares so acquired will, for the purpose of tax on chargeable gains, be treated as acquired on the date of the purchase becoming unconditional. The amount paid for the Ordinary Shares will constitute the base cost of a Shareholder's holding. A disposal of all or any of the Ordinary Shares may, depending on the circumstances of the relevant shareholder, give rise to a liability to UK taxation on chargeable gains.

Individuals

Where an individual Shareholder disposes of Ordinary Shares at a gain, capital gains tax will be levied to the extent that the gain exceeds the annual exemption (£11,700 for 2018/19) and after taking account of any capital losses available to the individual.

For individuals, capital gains tax will be charged at 10 per cent. where the individual's taxable income and gains are less than the upper limit of the income tax basic rate band (£34,500 for 2018/19). To the extent that any chargeable gains, or part of any chargeable gain, aggregated with income arising in a tax year exceed the upper limit of the income tax basic rate band, capital gains tax will be charged at 20 per cent.

Where a Shareholder disposes of the Ordinary Shares at a loss, the loss should be available to offset against other current year gains or carried forward to offset against future gains. In certain circumstances the loss may be available to offset against taxable income in the current year (depending upon, inter alia, the circumstances of the Company and the Shareholder).

Companies

Where a Shareholder is within the charge to corporation tax, a disposal of Ordinary Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK corporation tax, depending on the circumstances and subject to any available exemption or relief. Corporation tax is charged on chargeable gains at the rate applicable to that company (up to 19 per cent. for the financial year 1 April 2018 to 31 March 2019). Indexation allowance may reduce the amount of chargeable gain that is subject to corporation tax but may not create or increase any allowable loss. In the Autumn 2017 budget it was announced that the Indexation Allowance will no longer arise to UK corporate shareholders. Pursuant to the Finance Act 2018, indexation allowance ceased to accrue from 1 January 2018.

(b) Taxation of dividends

Under current UK legislation, no UK tax is required to be withheld from dividend payments by the Company.

Individuals

An individual Shareholder receiving a dividend from the Company whose total income from dividends in the relevant financial year does not exceed £2,000 (the "Tax Free Dividend Allowance") will not pay any income tax on such dividend.

Based on current law at the date of this Admission Document, an individual Shareholder receiving a dividend from the Company whose total income from dividends in the relevant tax year does exceed £2,000 will be taxed as follows:

- (a) the individual Shareholders will not pay income tax on the first £2,000 of dividend income in any tax year;
- (b) to the extent that the individual's Total Income (as defined below) exceeds the personal allowance but does not exceed the basic rate tax band for that tax year, the individual will be liable to income tax on the Excess Dividend (as defined below) at the rate of 7.5 per cent.;
- (c) to the extent that the individual's Total Income (as defined below) exceeds the basic rate band but does not exceed the higher rate tax band for that tax year, the individual will be liable to income tax on the Excess Dividend (as defined below) at the rate of 32.5 per cent.;
- (d) to the extent that the individual's Total Income (as defined below) falls within the additional rate band for that tax year, the individual will be liable to income tax on the Excess Dividend (as defined below) at the rate of 38.1 per cent.;
- (e) "Total Income" means the total of the individual's dividend income and other taxable income for a tax year; and

- (f) “Excess Dividend” means the total of that individual’s dividend income in that tax year less £2,000.

For the year 2018/19 in England and Wales, the basic rate band is the first £34,500 of income in excess of any personal allowance, the higher rate band is income between £34,500 and £150,000 in excess of any available personal allowance and the additional rate band applies to income in excess of £150,000 (these bands differ slightly in Scotland).

Where an individual’s taxable income exceeds £100,000, their personal allowance is abated by £1 for every £2 of income such that individuals with income in excess of £123,000 will have no personal allowance.

Trustees of interest in possession trusts and representatives of deceased persons receiving dividends from shares are also liable to account for income tax at a rate of 7.5 per cent., unless the dividends are mandated directly to beneficiaries, in which case only the beneficiaries need to account for the income. In either case, the beneficiaries will be taxable at the rates detailed above. Trustees and personal representatives do not qualify for the £2,000 dividend allowance available to individuals.

Companies

Shareholders within the charge to UK corporation tax which are “small companies” (for the purposes of UK taxation of dividends) will not generally expect to be subject to UK tax on dividends from the Company. Other Shareholders within the charge to UK corporation tax will not be subject to UK tax on dividends (including dividends from the Company) so long as the dividends fall within an exempt class and certain conditions are met. In general, dividends paid on shares that are “ordinary share capital” for UK tax purposes and are not redeemable, and dividends paid to a person holding less than 10 per cent. of the issued share capital of the payer (or any class of that share capital) are examples of dividends that fall within an exempt class.

(c) Stamp duty and stamp duty reserve tax (“SDRT”)

An exemption from stamp duty and SDRT came into effect on 28 April 2014 in respect of securities admitted to trading on certain recognised growth markets (presently including NEX Growth Market) and which are not listed on a Recognised Stock Exchange.

Absent an exemption from stamp duty and SDRT, transfers of existing UK shares (being shares of a company that is incorporated in the UK or which maintains its share register here) will normally be subject to stamp duty or SDRT as described below.

Stamp duty at the rate of 0.5 per cent. (rounded up to the next multiple of £5, if necessary) of the amount or value of the consideration given by the purchaser is generally payable on an instrument transferring UK shares. However, an exemption from stamp duty is available on an instrument transferring UK shares where the amount or value of the consideration is £1,000 or less and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction, or series of transactions, in respect of which the aggregate amount or value of the consideration exceeds £1,000.

An unconditional agreement to transfer UK shares will normally give rise to a charge to SDRT, at the rate of 0.5 per cent. of the amount or value of the consideration payable by the purchasers for such shares, but such liability will be cancelled, or any SDRT paid refunded, if the agreement is completed by a duly stamped (or exempt) instrument of transfer within six years of the date of the agreement or, if the agreement was conditional, the date on which the agreement became unconditional. Both stamp duty and SDRT will normally be the liability of the purchaser or

transferee of the UK shares.

Under the CREST system for paperless share transfers, no stamp duty or SDRT will arise on a transfer of shares into the system, unless the transfer into CREST is itself for consideration in money or money's worth, in which case a liability to SDRT will arise, usually at the rate of 0.5 per cent. of the amount or value of consideration given. Transfers of shares within CREST are generally liable to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration payable rather than stamp duty, and SDRT on relevant transactions settled within the system or reported through it for regulatory purposes will be collected and accounted for to HMRC by CREST.

The above statements are intended to be a general guide to the current stamp duty and SDRT position. Certain categories of person are not liable to stamp duty or SDRT and others may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it. Special rules apply to agreements made by market intermediaries and to certain sale and repurchase and stock borrowing arrangements.

(d) Inheritance tax

Individual and trustee investors domiciled or deemed to be domiciled in any part of the UK may be liable on occasions to inheritance tax ("IHT") on the value of any Ordinary Shares held by them. IHT may also apply to individual shareholders who are not domiciled in the UK although relief under a double tax convention may apply to those in this position.

Under current law, the chief occasions on which IHT is charged are on the death of the Shareholder, on any gifts made during the seven years prior to the death of the Shareholder, and on certain lifetime transfers, including transfers to trusts or appointments out of trusts to beneficiaries, save in very limited and exceptional circumstances.

However, a relief from IHT known as business property relief ("BPR") may apply to Ordinary Shares in trading companies once these have been held for two years. BPR operates by reducing the value of shares by 100 per cent. for IHT purposes.

12. General

- 12.1 The total costs and expenses in relation to Admission payable by the Company are estimated to amount to approximately £101,000 (excluding VAT).
- 12.2 Except as disclosed in this Document and for the advisers named on page 9 of this Document, no person has received, directly or indirectly, from the Company during the twelve months preceding the date of this Document or has entered into any contractual arrangements to receive, directly or indirectly, from the Company on or after the start of trading on the NEX Exchange Growth Market, fees totalling £10,000 or more or securities in the Company with a value of £10,000 or more (calculated by reference to the price) or any other benefit to a value of £10,000 or more.
- 12.3 Except as disclosed in this Document, there has been no significant change in the financial or trading position of the Company since 30 April 2018, the date to which the Financial Information in Part III of this Document was prepared.
- 12.4 PKF Littlejohn LLP has given and has not withdrawn its written consent to the issue of this Document with the inclusion herein of their report as set out in Part III of this Document and the references thereto. PKF Littlejohn LLP also accepts responsibility for its report.

- 12.5 Peterhouse has given and not withdrawn its written consent to the inclusion in this Document of references to its name in the form and context in which it appears.
- 12.6 There are no investments in progress and there are no future investments in respect of which the Directors have already made firm commitments which are significant to the Company.
- 12.7 No financial information contained in this Document is intended by the Company to represent nor constitute a forecast of profits by the Company nor constitute publication of accounts by it.
- 12.8 The Directors accept responsibility for the financial information contained in Part III of this Document which has been prepared in accordance with the law applicable to the Company.
- 12.9 On Admission, the Company will have cash resources of approximately £1,010,000 after expenses. The current funds are sufficient to fund the proposed uses stated in Paragraph 6 of Part I of this Document.

13. **Working Capital**

The Directors are of the opinion, having made due and careful enquiry, that the working capital available to the Company on Admission will be sufficient for the present requirements of the Company, that is, for the period of twelve months following Admission.

14. **AIF Status**

The Directors who have sought and received appropriate legal advice, are of the opinion that the Company is currently not subject to the Alternative Investment Fund Managers Directive ("AIFMD") and accordingly is at present not required to be registered as an Alternative Investment Fund under AIFMD; and that Admission will not of itself trigger an obligation so to register.

15. **Availability of this Document**

Copies of this Document will be available free of charge to the public during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the registered office of the Company and from the offices of Peterhouse Capital Limited, New Liverpool House, 15-17 Eldon Street, London, EC2M 7LD and shall remain available for at least one month after the date of Admission.

Dated: 20 June 2018