DALE CAPITAL GROUP LIMITED
(Incorporated in the Republic of Mauritius)
(Registration number: BVI. 1443428)
SEM share code: DCPL.N0000
ZAR X share code: ZXDCG ISIN: MU0227N00002
("the Company" or "Dale Capital)

Listing Particulars - Listing on ZarX

This Listing Circular is not an invitation to the public to subscribe for Shares in Dale Capital but is issued in compliance with the ZAR X Listings Requirements for the purpose of providing information to the public in respect of Dale Capital. The definitions commencing on page 6 of the Listing Circular have, to the extent appropriate, been used on this cover page.

Dale Capital's Shares are currently listed on the Official Market of the Stock Exchange of Mauritius Limited ("SEM"), under the share code DCLP.N0000 and ISIN: MU0227N00002, which constitutes its primary listing.

ZAR X has granted a secondary listing to the Company, by way of an Introduction of all of its shares in issue, on ZAR X under the abbreviated name "Dale" and share code DCG, with effect from the commencement of trade on 14 November 2019. **[6.1.3.2]**

The Listings Requirements provide that a minimum of 30% of the Shares must be held by the public (as defined in the Listings Requirements) in order to ensure reasonable liquidity. The Company already meets the shareholder spread requirements with more than 30% Shares held by the public. The Company will list as a Diversified Investment Holding company in terms of the Listings Requirements. **[3.2.1.3]**

On the Inward Listing Date, the issued share capital of Dale Capital will comprise 202 040 920 ordinary shares of no par value at date of listing on ZAR X. **[6.1.2.1 & 6.1.2.3]**

As at 28 February 2019, the Company had a stated capital of US$6 732 669 or R100 990 035 at an assumed exchange rate of R15 to the US Dollar. At Listing, there will be no other class of shares in the share capital of the Company. However, as at the Last Practicable Date the Company has US$1 500 000 or R22 500 000 convertible debentures in issue, which are convertible at the option of the debenture holders as detailed in this Listing Circular.

The Company is authorised to issue an unlimited number of no par value shares, subject to shareholder and The Stock Exchange of Mauritius Limited approval. There are no Dale Capital Shares held in treasury and all Shares in issue rank *pari passu,* in all respects. **[6.1.2.4]**

The shares in Dale Capital are traded on the SEM in dematerialised form and in accordance with the Automated Trading System Schedule of Procedures. The shares in Dale Capital will only be tradable on ZAR X in dematerialised form. **[3.26.1]**

No fractions of Shares will be issued **[6.1.2.9]**

The directors, whose names are given in paragraph 2.2.1 of this document collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the Listing Circular contains all information required by law and the ZAR X Listings Requirements. **[6.18]**

The Appointed Advisor, Auditors, Reporting Accountants, SEM authorised representative and sponsor, Mauritian company administrator, bankers, Attorneys and Transfer Secretaries, whose names are set out in this Listing Circular, have given and have not, prior to registration, withdrawn their written consents to the inclusion of their names in the capacities stated. **[6.1.4.2]**

Neither ZAR X, the SEM nor the FSC assumes any responsibility for the contents of this document. ZAR X, the SEM and the FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

SEM [9.2; 13.16(j)(i)}; 13.30(b)]

Copies of this Listing Circular are available in English only and may be obtained as from 8 November 2019 from the administrative office of Dale Capital, the office of the Appointed Advisor and the Transfer Secretaries, at the addresses set out in the "Corporate Information" section. A copy of this Listing Circular will also be available on Dale Capital's website **(http://www.dale-capital.com/).**

Should you require an explanation on the contents of the Listing Circular you can contact the Appointed Advisor at+27 11 480 8500

In this Listing Circular, unless otherwise stated, an indicative US$: ZAR exchange of US$1: R15.00.

Appointed Advisor Arbor Capital Sponsors	**Reporting Accountants** Nexia SAB&T	**Corporate Advisor** Nolands Capital
Mauritian Company Secretary Rockmills Financials Limited	**Attorney** Gunstons Attorneys	**Attorney** Nolands Law Mauritius
SEM authorised representative and Sponsor Perigeum Capital	**Auditor** Crowe ATA	**Corporate Services** Perpetual Partners Ltd

Date of issue: 8 November 2019

CORPORATE INFORMATION AND ADVISORS SEM [9.1;13.16(j)(i); 13.30(b)] [6.1.4.1]

Appointed Advisor
Arbor Capital Sponsors Proprietary Limited
(Registration number 2006/033725/06)
20 Stirrup Lane, Woodmead Office Park
Corner Woodmead Dr and Van Reenens Ave
Woodmead, 2191
(Private Bag X29, Gallo Manor, 2052)

Registered Agent and Office
Quijano & Associates (B.V.I.) Limited
PO Box 3159
Road Town
Tortola
VG1110
British Virgin Islands

Company Secretary
Rockmills Financials Limited
(Registration number 095343)
3 River Court
St Denis Street
Port-Louis
Mauritius

Corporate Advisor
Nolands Capital (Pty) Limited
Nolands House, River Park
River Lane, Mowbray
Cape Town

Auditors - Mauritius
Crowe ATA
(Formerly known as Crowe Horwath ATA)
2nd Floor, Ebene Esplanade
24 Bank Street
Cybercity
Ebene, 72201
Mauritius

Reporting Accountants
Nexia SAB&T
IRBA number 921297
(Registration number 1997/018869/21)
119 Witch-Hazel Avenue
Highveld Technopark
Centurion, 0046
(PO Box 10512, Centurion, 0046)

South African Transfer Secretaries [6.14.2]
Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank,
Johannesburg, 2196
PO Box 61051, Marshalltown 2107, South Africa

Legal Advisors – South Africa
Gunston Attorneys
A, Silverwood Block
Steenberg Office Park,
Steenberg,
Cape Town, 7945

SEM authorised representative and Sponsor
Perigeum Capital Limited
Level 4, Alexander House
35 Cybercity
Ebene, 72201
Mauritius

Corporate Services
Perpetual Partners Ltd
3rd Floor Chancery House
Lislet Geoffroy Street,
Port Louis, Mauritius

Date and place of Incorporation
9 October 2000
Mauritius
Continued in the British Virgin Island on 7 November 2007

Legal Advisors -Mauritius
Nolands Law
Suite 404 Chancery House
Lislet Geoffroy Street,
Port Louis, Mauritius

IMPORTANT INFORMATION

The definitions and interpretations commencing on page 6 of this Listing Circular apply to this section on Important Information.

FORWARD-LOOKING STATEMENTS

This Listing Circular contains statements about the Company that are or may be forward-looking statements. All statements, other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the Group; growth prospects and outlook for operations, individually or in the aggregate; and liquidity and capital resources and expenditure. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases.

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

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Company cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Listing Circular.

All these forward-looking statements are based on estimates and assumptions made by the Company, all of which estimates and assumptions, although the Company believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Many factors (including factors not yet known to the Company, or not currently considered material) could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those estimates, statements or assumptions.

Any forward-looking statement made in this Listing Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of the Company not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. The Company has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Listing Circular after the date of this Listing Circular, except as may be required by law.

DATE OF INFORMATION PROVIDED

Unless the context clearly indicates otherwise, all information provided in this Listing Circular is provided as at the Last Practicable Date.

LETTER FROM THE CHAIRMAN OF THE COMPANY

The Board of Dale Capital Group take pleasure in announcing the successful application for a secondary inward listing on the South African ZAR X stock exchange.

The number of issued shares that will be initially listed on ZAR X is 202 040 920 shares at an introductory price of ZAR0.80 (80 SA cents)l It should be noted that Dale Capital converted Debentures of USD 717,500 for 14 799 271 shares on 30 October 2019 and US$ 2 144 781 of working capital loans to 44 164 860 new shares in Dale Capital on 04 November 2019, at an issue price of 4.84 US cents (or 72.6 SA cents at an assumed conversion rate of R15:US$1) ahead of the listing on ZAR X, increasing the net asset value per share of the Group to about 5.22 US Cents or 78 SA cents.

In the Blueprint for a Sustainable Diversified Agri-Food Strategy, the Mauritian Ministry of Agro-Industry and Food Security, outlined a number of measures to ensure food security, foreign exchange earnings, sustainable development and an improvement in the diet and health of the nation. Mauritius' limited land area is a constraint to producing all of the country's food requirements. As a result, one of the government's strategies is to cooperate with countries in the region where opportunities arise to produce food crops, livestock and marine products for domestic consumption, as well as for regional markets. As part of this, investment opportunities for agricultural production in Mozambique to produce rice, maize, pulses, potatoes and onions are being sought. Dale Group via a strategic partnership and merger with The St. Felix Sugar Estate has an abundance of land at its disposal.

Europe is currently the destination for about 60% of all the country's exports as quoted by the Mauritian Government https://tradingeconomics.com/mauritius/exports. According to African Economic Outlook, the country's GDP growth rate remained strong over the past years, but the uncertainty of the global economic environment, particularly in Europe, threatens future economic growth. To improve trade and foreign exchange earnings, the government has been working to boost trade with traditional markets in Europe and the USA, as well as emerging markets in India, China and Africa, especially for sugar, fruits, vegetables, seafood and tourism. As part of this new cycle of growth and strategy implementation an important process is to seek and implement a secondary listing on ZAR X with and meets the public shareholder spread of 30%.

The secondary listing will allow direct participation by South African investors, further access to capital and enable the Company to make investments within the Common Monetary Area (South Africa, Eswatini, Lesotho and Namibia).

Dale has had approval from SEM to issue and list an additional 100 000 000 shares, of which 21 999 921 were issued in February 2019 and 44 164 860 approved for issue on 4 November 2019. It is the intention of the Company to embark on a road show and capital raise after the inward listing with a view to place up to 33 835 219 shares at a price to be announced in due course. The Shareholders at the last AGM have authorised the Board to apply to the Regulators for the issue of a further 100,000,000 shares.

A number of new entities and projects were implemented in the past year and this will ensure growth in 2019/2020.The directors, management and new investors have been extremely busy during the year ended 28 February 2019, and the financial effects of these efforts is reflected in the growth and strengthening of the financial position and growth in revenue.

A high-level Information Report as at August 2019 is separately available on the Company's website.

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CHAIRMAN
MARK FOULDS
8 November 2019

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DEFINITIONS AND INTERPRETATIONS

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

"AGAPE -PCC"	African Growth and Private Equity-Protected Cell Company, a Mauritian company incorporated under registration number GBL 131893 and a PCC in terms of the Protected Cell Companies Act, 1999, with the core shareholder being LAMS (a core shareholder does not hold a beneficial interest in the cells but controls the voting rights of the PCC as detailed in Annexure 18;
"Arbor Capital" or "Appointed Advisor"	Arbor Capital Sponsors Proprietary Limited, (Registration number 2006/033725/07), a private company incorporated in accordance with the laws of South Africa and Appointed Advisor to Dale Capital for purposes of its secondary inward listing on the ZAR X.
"Arc Capital Africa"	Arc Africa Capital Limited, incorporated in Mauritius as a Category 2 private limited company on 17 August 2015, with registration number 42513 and registered address at 3 River Court, 6 St. Denis Street, Port-Louis, Mauritius which is held 100% by Fraxxion Digital Limited, a Mauritian Registered Company bearing Registration Number 149586 and which company holds the 51% interest in LAMS;
"Auditors"	Crowe ATA (formerly known as Crowe Horwath ATA), a Member of Crowe Horwath International and the Mauritius Institute of Professional Accountant, Practice number MFA No. 0630372, having its registered address at 2nd Floor, Ebene Esplanade, 24, Bank Street, Cybercity, Ebene, 72201, Mauritius and the auditor for the year ended 28 February 2017;
"Bella Amigo"	Bella Amigo Company Limited, incorporated in Mauritius as a private limited company on 30 July 2002, with registration number 42513 and registered address at Mariamen Temple Road, Cap Malheureux, Mauritius, in which Dale Capital holds a 30% interest and is currently classified as a financial asset held for sale in the annual financial statements of Dale for the year ended 28 February 2019. The balance of the 70% shareholding is held by R Parasuraman (45%), S Parasuraman (15%) and N Parasuraman (10%), all Mauritian residents;
"BMSA" or "Bosveld Mining"	Bosveld Holdings Proprietary Limited (formerly Birrell Mining South Africa Proprietary Limited), a South African company incorporated under registration no 2013/209672/07, which owned a mining asset called Klipvaal. Klipvaal mine was subsequently sold by Bosveld Holdings during the year ended 28 February 2019 for a consideration of $6m in the form of a Loan Note;
"board of directors" or "the board"	the present board of directors of Dale Capital, further details of which appear in paragraph 2.2 of this Listing Circular;
"business day"	any day other than a Saturday, Sunday or gazetted national public holiday in Mauritius or South Africa;
" BVI"	British Virgin Islands;
"BVI Companies Act" or "the Act"	BVI Business Companies Act, 2004 (No. 16 of 2004) which includes the regulations made under the Act, as amended;

"cell"	a cell created by a Protected Cell Company for the purpose of segregating and protecting Cellular Assets in the manner provided by the PCC Act;
"certificated shareholders"	holders of certificated shares;
"CEO"	Chief Executive Officer;
"certificated shares"	issued ordinary shares which have not been dematerialised, title to which is represented by share certificates or other physical documents of title;
"CFO" or "Financial Director"	Chief Financial Officer;
"CIPC"	Companies and Intellectual Property Commission in South Africa;
"common monetary area"	South Africa, the Republic of Namibia and the Kingdoms of Eswatini and Lesotho;
"controlling shareholder(s)"	Dale does not have any controlling shareholder/s being any one shareholder or group of shareholders in a voting pool agreement that holds 35% or more in Dale,
"Companies Act"	the South African Companies Act, No. 71 of 2008, as amended;
"CSDP"	a Central Securities Depository Participant, accepted as a participant in terms of the FMA, appointed by an individual shareholder for purposes of, and in regard to the dematerialisation of documents of title for purposes of incorporation in the South African share register through Strate;
"custody agreement"	the custody mandate agreement between a dematerialised shareholder and a CSDP or broker governing their relationship in respect of dematerialised shares held by the CSDP or broker;
"Dale Capital" or "the Company" or "Dale"	Dale Capital Group Limited, a company registered by way of continuation in the BVI with registered number 1443428, which company has a primary listing on the Official Market of the SEM since November 2007 and pursuant to this Listing Circular, will have a secondary inward listing on the ZAR X. The Company is classified as domestic in South Africa for the purposes of Exchange Control as it is an inward listing;
"Dale Agriculture"	Dale Agriculture Investments Limited, a Mauritian company incorporated on 21 December 2016 under registration number 143783 in which Dale holds 100%;
"dematerialised shares"	shares that have been dematerialised, the process whereby physical share certificates are replaced with electronic records evidencing ownership of shares the purpose of Strate, being "uncertificated securities" as defined in section 1 of the FMA;
"dematerialised shareholder"	a holder of dematerialised shares;
"directors" or "the Board"	the directors of the Company at the last practicable date whose details are set out in section 2.2.1 of this Listing Circular;
"documents of title"	share certificates, certified transfer deeds, balance receipts or any other documents of title acceptable to Dale Capital in respect of shares; **[6.1.2.8]**
"emigrant"	an emigrant from South Africa whose address is outside the common monetary area;

"EU"	European Union;
"Exchange Control Regulations"	the Exchange Control Regulations, 1961 as promulgated by Government Notice R.1111 of 1 December 1961 and amended up to Government Notice R.445 of 8 June 2012, in terms of section 9 of the South African Currency and Exchanges Act, 9 of 1933, as amended;
"Financial Markets Act" or "FMA"	the South African Financial Markets Act, 2012 (Act 19 of 2012), as amended from time to time;
"Financial Services Act" or "FSA"	the Mauritian Financial Services Act, 2007 (Act 14 of 2007), as amended from time to time;
"Financial Year end"	the financial year end of the Company being 28 February each year;
"FSC"	the Financial Services Commission in Mauritius established under section 3 of the Financial Services Act;
"GBL"	a Global Business License issued under the Mauritian Financial Services Act 2007. Global Business companies are governed by the Mauritian Companies Act and regulated by the Mauritius Financial Services Commission. Global Business companies are managed and controlled in Mauritius and the ultimate purpose is to provide a service or to make an investment outside of Mauritius;
"GBL1 licence"	a Global Business Licence issued under the Mauritian Financial Services Act;
"Group"	Dale Capital and its subsidiaries from time to time;
"IFRS"	International Financial Reporting Standards, as issued by the International Accounting Standards Board;
"Investment Committee"	the duly constituted Investment Committee of the board, which is mandated to take all decisions of the Group regarding acquisitions and disposals in accordance with the investment strategy;
"Issuer"	Dale or any of its subsidiaries as per Schedule 6 (General Instructions sub section c;
"King Code" or King IV"	the Code of Corporate Practices and Conduct as set out in the King IV Report on Corporate Governance for South Africa, as amended;
"LAMS"	Linked to Africa Management Services Limited; a Mauritian company incorporated on 3 April 2015 under registration number GBL129393, in which Dale holds 49%, an associate of Dale, with 51% being held by Arc Africa Capital;
"Last Practicable Date"	the last practicable date prior to the finalisation of this Listing Circular, being 5 November 2019;
"LEC"	the Listing Executive Committee of the SEM
"Listing Circular"	All documents contained in this bound document, including the Annexures hereto prepared by the Company as contemplated in Schedule 6 of the Listings Requirements dated 8 November 2019;
"listing date"	the anticipated date of the secondary inward listing of the Company's issued shares on the ZAR X, being 14 November 2019,

"Listings Requirements" or "ZAR X" Listings Requirements"	the Listings Requirements issued by the ZAR X under the Financial Markets Act to be observed by issuers of equity securities listed on the exchange operated by the ZAR X as amended;
"Mark Foulds"	Mr William Mark Aubrey Foulds, Chairman of Dale Capital, having his office address, 6th Floor, Labama House 35, Sir William Newton Street, Port Louis, Mauritius and appointed on 15 July 2015;
"Mauritius"	the Republic of Mauritius;
"Mauritian Companies Act"	the Mauritian Companies Act, 2001 (Act 15 of 2001) as amended;
"Mauritian registrar and transfer agent"	Rockmills Financials Limited (Registration number 095343), a private company incorporated in accordance with the laws of Mauritius, further details of which are set out on in the "Corporate Information" section;
"Mauritian share register"	the share register maintained on behalf of the Company in Mauritius by Rockmills;
"Memorandum of Association"	the Memorandum of Association of the Company, being the governing document of Dale Capital, extracts of which are set out in Annexure 11;
"NAV"	net asset value;
"Nolands"	Nolands Capital (Pty) Limited, (Registration number 2018/581953/07), a private company incorporated in accordance with the laws of South Africa and Advisor to Dale Capital;
"Non-Executive Directors"	those independent non-executive directors who are identified in paragraph 2.2 of the Listing Circular;
"non-resident"	a person whose registered address is outside the common monetary area and who is not an emigrant;
"Norman Noland"	Mr Norman Theodore Noland, CEO of Dale Capital, having his office address at Noland House, River Park, River Lane. Mowbray. Cape Town 7700 and re-appointed on 24 May 2018;
"Official Market"	the Official List of the SEM;
"ordinary shares" or "shares"	ordinary shares of no par value in the share capital of the Company;
"Patrick O'Neill	Mr Patrick Joseph O'Neill, Independent Non-Executive director of Dale Capital, having his address at 40 Wall Street, 28th Floor, New York, NY 10005, United States of America, appointed on 19 July 2015 and resigned with effect from 31 July 2019;
"PCC"	protected cell company;
"PCC Act"	the Protected Cell Companies Act of 1999 of Mauritius, as amended;
"Pelagic Vendor"	Gladius Limitée, Registration number 21845, having its registered address at c/o Island Management, Albion Dock, Trou Fanfaron, Mauritius, which is 51% indirectly owned by United Investments Limited, registration number 06004390, a public company listed on SEM, having its registered address at 6th/7th Floor, Dias Pier Building, Le Caudan Waterfront, Port Louis, Mauritius and 49% by Messrs Herbert Couacaud and Roland Doger De Speville;

"Perigeum Capital" or "SEM sponsor"	Perigeum Capital Limited, a private company incorporated under the laws of Mauritius with Business Registration Number 132257 and holding an Investment Advisor (Corporate Finance) licence issued by the Mauritian FSC, whose details appear in the "Corporate Information" section of this Listing Circular;
"Rand" or "ZAR"	South African Rand, the official currency of South Africa;
"register"	the register of Dale Capital shareholders;
"Reporting Accountants" or "Nexia SAB&T"	Nexia SAB&T, further details of which are set out in the Corporate Information section of this Listing Circular;
"Rockmills" or "Company Secretary"	Rockmills Financials Limited Registration number 095343), a private company incorporated in Mauritius and licensed by the FSC, the Company Secretary to Dale;
"SA" or "RSA" or "South Africa"	the Republic of South Africa;
"SA transfer secretaries" or "transfer secretaries"	Computershare Investor Services Proprietary Limited a private company incorporated in accordance with the Company laws of South Africa and the South African transfer secretaries to the Company, further details of which are set out on in the "Corporate information" section;
"SADC"	South African Development Community;
"SARB"	the South African Reserve Bank;
"SA share register"	the share register maintained on behalf of the Company in South Africa by the SA transfer secretaries; **[6.14.2]**
"Securities"	Dale Capital Group Limited Shares;
"SEM"	the Stock Exchange of Mauritius Limited established under the repealed Stock Exchange Act, 1988 and governed by the Securities Act, 2008 of Mauritius;
"SEM Listing Rules"	the Listing Rules of the SEM governing the Official List of the SEM;
"shareholder/s"	the holder/'s of issued ordinary shares from time to time;
"Shares" or "Ordinary Shares"	ordinary no par value shares in the share capital of the Company;
"Saint Felix Agri"	Saint Félix Agri Limited; a Mauritian company incorporated on 7 May 2018 under registration number 155 906, having its registered address at 35, Sir William Newton Street 6th Floor, Labama House Port Louis Mauritius, which is currently dormant and held 100% by The Saint Felix Sugar Estates Company Limited, which shareholder owns the land on which the Dale Agriculture farming operations are conducted and which land is currently leased by Dale;
"St Felix Brands" formerly "Dale Food & Beverages"	St Felix Brands Limited (formerly known as Dale Food and Beverages Holdings Limited), a Mauritian company incorporated on 20 April 2010 under registration number C075491 in which Dale holds 100% and which company is the holding company of the Group's food and beverage subsidiaries;

"St Felix Food Logistics" or "Dale Hospitality"	St Felix Food Logistics Limited (formerly Dale Hospitality Logistics Limited); a Mauritian company incorporated on 19 August 2015 under registration number 132517 a major subsidiary of St Felix Brands in which Dale holds 90% with the balance of 10% being held by Mrs Roelene Nell;
"St Felix Seafoods" or "Pelagic Export"	St Felix Seafoods Limited Company (formerly known as Pelagic Exports International Limited), a Mauritian company incorporated under registration number 150721, 100% owned by St Felix Brands Ltd, having its registered address at Ground Floor, River Court, St Denis Street, Port Louis, Mauritius, which company was set up to conduct fishing, fish processing and trading of fish;
"Strate"	Strate Proprietary Limited, a private company incorporated in South Africa as an electronic settlement environment for transactions to be settled and transfer of ownership to be recorded electronically, with registration number 1998/022242/07;
"subsidiaries"	the direct and indirect subsidiaries of Dale Capital;
"sub-register"	the record of dematerialised shares administered by and maintained by a CSDP and which forms part of the Company's securities register as defined in the South African Companies Act, excluding nominees;
"The Atalante Trust"	The Atalante Trust, a shareholder in Dale holding 22.3% at the Last Practicable Date, the trustee of which is Rockmills, with various discretionary beneficiaries unknown to the Board and unrelated to the directors of Dale;
"Uncertificated Securities"	Dematerialised shares as provided in the FMA;
"US$" or "US$"	United States Dollars;
"Valley Containers"	Valley Containers (Mauritius) Limited; a Mauritian company incorporated on 10 June 2017 under registration number 148083, in which Dale holds 51%, with 49% being held by Capitainer Proprietary Limited (registration number 17148083;
"VAT"	value-added tax levied in terms of the Value-Added Tax Act 1991 (Act 89 of 1991);
"Wiglo Investment Holdings"	Wiglo Investment Holdings Limited, registration number C150092, a Mauritian company having its registered address at 3 River Court, St Denis Street, Port Louis, Mauritius, which company holds 27.7% in Dale at the Last Practicable Date, which shareholders are unrelated to the directors of Dale;
"ZAPS"	the ZAR X Publishing Service on which company announcements are published; and
"ZAR X" or "the Exchange"	ZAR X (Pty) Limited, a company duly incorporated with limited liability under the Company Act with registration number 2015/089692/07, licensed as an exchange under the FMA.

SALIENT DATES AND TIMES

Shareholders are advised of the following salient dates and times:

	2019
Record date to determine which Shareholders are entitled to October receive notice of this Circular on	Friday, 8 November
Publication of Listing Circular on ZAPS and the Dale Capital Group Limited Website on	Friday, 8 November
Trading commences form 09h00 on ZAR X on	Thursday, 14 November

Notes:
The dates and times referred to in the Listing Circular are subject to change. Any such changes will be published in the media. All dates and times referred to in this document are South African dates and times.

DALE CAPITAL GROUP LIMITED
(Incorporated in the Republic of Mauritius)
(Registration number: 098177 C1/GBL)
SEM share code: DCPL
ZAR X share code: DCG ISIN: MU0227N00002
("the Company" or "Dale Capital")

LISTING CIRCULAR

Directors

Mark Foulds (Non-executive Chairman)!	Frederic Leon Robert
Norman Noland (Chief Executive Officer)	Alan West

SECTION 1 – INTRODUCTION AND OVERVIEW

1. INTRODUCTION AND OVERVIEW

1.1. INCORPORATION AND HISTORY [6.1.8)] [SEM LR 9.46(a), LR 9.46(b)]

Dale Capital was originally incorporated in Mauritius under the International Companies Act 1994 as an International Company with limited liability on 9 October 2000. On 25 July 2002, the Company obtained a Category 1 Global Business Licence issued by the FSC of Mauritius. On 7 November 2007, the Company was registered by way of continuation in the BVI under the name Dale Capital Partners Limited. **[6.1.4.1]**

The Company subsequently changed its name to Trinity Financial Group Limited on 26 May 2008 and again changed to Dale Capital Group Limited on 26 February 2010. In this respect a certificate of change of name was issued by the BVI authorities. **[6.1.4.1]**

In mid-2007, the decision was taken to commercialise the business in order to capitalise on the pipeline of new investment opportunities that Dale has developed through its activity in the Southern African region and this led to the Company listing on SEM. Dale Capital listed on the official market of SEM on 7 December 2007 as a Private Equity Investment Holding company. **[6.1.4.2] [3.9]**

The founders of Dale have functioned as successful private equity investors since 1994. Collectively, the Board and executive team have managed, founded, advised, invested in, acquired, and successfully sold many companies, across numerous sectors and economic cycles. The more notable of these companies are detailed below:

- Dale International Trust Company Limited;
- Synergy Computing (Pty) Limited;
- AfrAsia Bank Limited; and
- Queensgate Group Limited.

Prior to listing on SEM, the organisation and its promoters had a ten-year successful investment strategy in Private Equity Investment. In a "golden era" (over ten years, prior to the global crash in 2008) the organisation achieved average growth in NAV of 20% per annum and dividends to shareholders between 5% and 10%. per annum.

Norman Noland, was the founder of Dale Capital. Shortly after the SEM listing he retired from his executive position at Dale. During a brief period prior to - and after - his retirement, the Dale investment team changed investment focus and strategy to investments in listed equity, together with market-to-market gearing. This strategy resulted in the organisation experiencing significant losses and illiquidity in 2008 through to 2012.

Shareholders then called on Norman Noland to return as Executive Chairman, a role he held until 1 September 2017. In September 2018 he assumed the role of Chief Executive Officer in order to assist the directors in the restructuring and re-engineering of group strategy as well as the inward listing in South Africa.

In the years leading up 2017, the Company eliminated all debt, raised new capital, and re-established the base to focus on achieving the Group's historically successful private equity investment focus and strategy. Furthermore, the group established a food and food security strategy and platform, which it has been developing from 2016.

Having successfully achieved the challenge of steering the Group into calmer waters, rebuilding the balance sheet the current focus is on the ZAR X Inward Listing. The board is also considering the potential "spinning off" a separate listing of the group's Mauritius based Food and Food Security Business, namely St. Felix Brands. This separate listing will be considered in the latter part of 2020 and will involve the name changing to St. Felix Food Brands Limited, which is already completed. The Food Division will undergo significant re-branding and marketing. The implementation of these two listing events will steer the Group into a new era. Norman Noland is also focussed on developing and mentoring a younger team of executives, across the group and is committed to ensuring that the vision and strategy is fully completed and successful over the next 2/3 years.

In recent years, Mr Noland has led the diversification of the Group into the food and food security investments in Mauritius and with this segment gaining good traction, it has become the prime strategy of the Group at the present time whilst the group continues rebuilding the diversified private equity interests of the Group. Once inward listed on ZAR X, the Group will be able to pursue a number of significant and already identified private equity opportunities.

Directors, management and full-time consultants total approximately 20 individuals. This excludes approximately 150 management and staff functioning in investee organisation positions.

Dale Capital is listed primarily on SEM and therefore transactions are approved by shareholders as per the listings requirements of SEM.

Post the listing on ZAR X, the Company intends moving the domicile of the Company from the BVI to Mauritius, thereby changing the Company from a foreign entity to a Mauritian entity. This is part of a longer-term strategy and will enable the Company to acquire property in Mauritius as a Mauritian entity. This will require a new Constitution, which will be similar in terms of its provisions as the existing BVI Memorandum of Association due to the continued requirements of being listed on SEM. Dale shareholders will be required to approve the new Constitution in due course.

1.2. GROUP STRATEGY AND NATURE OF BUSINESS [6.1.7.3]

The Group investment strategy consists of two main elements, namely:

- the Prime Strategy – focusing on holding the food and food security investments as an investment holding company, St. Felix Brands;
- the Diversified Strategy – focusing on strategic shareholdings in various investments in Property Investment in Mauritius. All other Private Equity Opportunities and in other African Countries are structured via PCC structures via its 49% interest in LAMS.

In addition, Dale will have a strong focus / emphasis on Financial Services and Information Technology related thereto.

The change to the Prime Strategy has been effected over the past three years and represents a material change in the business and strategy of Dale, over the past five years.

1.2.1. Prime Strategy (St. Felix Food Brands Limited formerly known as Dale Food & Beverages)

St Felix Food Brands is a wholly owned subsidiary of Dale and is the investment holding company that has a strategic investment strategy targeting investments in food and food security interests, mainly in Mauritius. The aim of the Prime Strategy is to be a niche market leader in the food, beverage and food security sectors, firstly in Mauritius, and thereafter in targeted African Countries. The Prime Strategy will develop investment in the entire Mauritius Food Security Value Chain. Dale has already commenced with the implementation of a focused expansion into the Mauritius Food Security Sector, with its first revenues being recognised in 2016/2017 through Dale Hospitality (now renamed St. Felix Food Logistics), and in addition growth in the fishing sector and agricultural investments is expected to be exponential in the next few years. There is currently clear evidence that this growth has commenced.

In addition, the Group acquired a 30% interest in Bella Amigo Group in 2015, which is accounted for as an investment and is currently held for sale. Dale continues to be involved in ongoing discussions to increases its equity in Bella Amigo Group. Bella Amigo Group is unquestionably the Premier Fish Processing and Distribution Company in Mauritius with an outstanding reputation for quality product and service. Bella Amigo is currently experiencing exponential growth

Over the past two to three years, the group has experienced significant change and new capital investments have been made in: [6.1.4.1]

- St Felix Food Logistics (formerly Dale Hospitality Logistics);
- Dale Agriculture;
- St Felix Fine Foods;
- St Felix Seafoods Limited (formerly Pelagic Export) (a fishing company, with its own fishing fleet and processing factory focussing on the lucrative export market);
- Valley Containers; and
- Maxima Group.

A brief description of each of the above businesses is set out below:

St Felix Seafoods (formerly Pelagic Export) [6.1.8.2.3.1]

St Felix Seafoods operates fishing vessels, catch and process fish and targets the export and local market, supplying customers such as Sultan (Germany), Transpac Fisheries (Japan) and Bella Amigo (Mauritius). Bi-catch (surplus fish) is sold to Bella Amigo. St Felix Seafoods has a vision to be a large niche market leader in the Mauritius Seafood chain.

The company operates from a HACCAP and European Union approved factory, situated at the quayside in the Port Louis Harbour. A second factory with the same licences in place is located at associated company, Bella Amigo. St Felix Seafoods' focus is on the export market whilst Bella Amigo, situated in the North of the Island, targets the Mauritius market.

The St Felix Seafoods location in the quayside in Port Louis Harbour is the best and only facility of its kind in Mauritius. Whilst Bella Amigo purchases local fish from fisherman and fishing companies, St Felix Seafoods currently leases vessels, with the option to purchase the leased vessels. The fleet will be expanded in 2020. This is crucial as the flow through of product through the factory is not sufficient for a facility of this size and quality. The fleet will be expanded in 2020, The licencing requirements for fishing is a capital-intensive business (fishing vessels) and the existing well-established and well-located processing plant are all barriers to entry for competitors.

On 31 March 2017, Dale concluded a Share Purchase Agreement to acquire 100% of the shares in a company called Pelagic Process Limited, which company has been in the fishing and processing business on the Mauritian Islands for years. The acquisition has normal conditions precedent but the vendors have a dispute with each other (not with Dale Capital) and accordingly the acquisition of Pelagic itself is not yet consolidated from an asset and liability perspective. Therefore, with effect from 1 April 2017, in addition to the share purchase agreement Dale concluded a long-term lease agreement of the factory and assets. Accordingly, the group has part management responsibility over the business for an interim period and an exclusive right to purchase the shares of the company, when the legal process between existing partners is concluded. Once all the conditions precedent of the share purchase agreement has been dealt with, the management and lease agreements will terminate and the share purchase agreement will proceed. The conditions precedent includes that the sale cannot be effected until the court lifts an injunction prohibiting the sale of Pelagic Process. **[6.1.8.2.3.5]**

It is difficult to estimate how long the remaining conditions precedent will take as one of the conditions precedent is approval of the Prime Minister and given the nature of the business which includes exclusive leased land in Port Louis harbour, there is a process to follow in accordance with the laws of Mauritius. **[6.1.8.2.3.2]**

Dale Capital's management accounting complies with the International Financial Reporting Standards (IFRS), except where stated, in terms of the management and lease agreements and also holds certain warranties for losses and capital expenditure by the indirect major shareholder of the Pelagic Vendor, being United Investments Limited, which company is listed on SEM.

In the interim, Dale has a management contract, the equivalent of a nine year lease contract to manage the facility and Fishing Vessel Time Charter agreements, until the conditions precedent have been concluded. In the unlikely event that the conditions precedent are not met within the remainder of the nine year period ending 31 March 2026, Dale would need to renegotiate and extend the lease or lease other facilities to process the fish. This is highly unlikely to occur.

In 2017, Pelagic presented to Dale an opportunity to take over a "distressed" asset that could be turned around to deliver attractive earnings, generate cash flow and will potentially underpin Dale's future dividend policy. **[6.1.8.2.3.6]**

St Felix Seafoods has a staff complement of 43 permanent employees, the company previously operated two longline service and one deep-sea vessel, one of which needed repair and refurbishment. The company has the requisite fishing licences for Long Line and Deep Line fishing. The principal business of St Felix Seafoods is as follows:

- fishing large pelagic (yellow fin, tuna, sword fish, blue and black marlin and dorado) and demersal (sole, flounder, turbot and halibut) fish in the Mauritian Exclusive Economic Zone;
- processing of the catch into frozen and chilled loins and/or fillets; and
- marketing of these products, locally and internationally in a demand-driven seafood market.

Dale has refurbished and repaired the factory and three shipping vessels and equipment since 2017. To date capex and vessel repairs amounted to US$1.250.000. Currently (as at date) two of the three fishing vessels are operational with one vessel due to undergo engine re-fit. In addition, a fourth vessel known as Iron Maiden, utilises the docking and fish processing facilities in return for a fee. There are three vessels being targeted as part of the fleet under contracts for "dry leasing" (meaning providing of agreed services and infrastructure without ownership)

It is expected that St Felix Seafoods will be profitable and generate positive cash flows during the year ending 28 February 2021.

St Felix Food Logistics (SFFL) (formerly Dale Hospitality Limited).
SFFL was established as Dale Hospitality three years ago and in partnership with the Maxima Group has exclusive distribution rights for the Mauritian market with established South African food manufacturers.

Negotiations are currently in progress for an additional 5 major brands. The exclusive distribution rights for well-known quality brands, supported by our brand awareness, provides a barrier to entry for competitors. The intention is to extend these offerings to neighbouring islands of Rodrigues and the Seychelles in due course. **[6.1.7.2.3.2]**

SFFL partners with its customers and in so doing meet the needs of the end-consumers in a cost-effective and convenient way. In the process, SFFL supplies to retailers, hotels and restaurants on the island, quality, "best of breed" food and beverages imported from South Africa under exclusive distribution agreements. Products are niche, food and beverage items across the entire food chain. In a strategy geared towards ensuring that SFFL focusses on sales the company has entered into a "procurement arrangement" with South African and Mauritius based Maxima 5 group, who are responsible for all procurement logistics.

SFFL has together with associated company Maxima 5 acquired exclusive distribution rights for the Mauritian market, with a number of established food manufacturers in South Africa, to name a few:

- Mediterranean Delicacies by BM Foods.
- Chateau Gateaux.
- Lancewood Cheese.
- Exim Spices and Casings.
- Doolhof Wines.
- D'Aria Wines.

The high-level objectives are to:

- Secure major brands;
- Establish Brand recognition in Mauritius;
- Thereafter consider manufacturing in Mauritius;
- Market and distribute products in Africa;
- Become a niche market leader of targeted and well known South African Brands; and
- Ultimately become an African Food Hub based in Mauritius.

SFFL provides products to the following clients:
- Winners Supermarkets
- Intermart Supermarkets
- Nando's Mauritius
- Ocean Basket Mauritius
- Roccomamas
- Moroil.
- major hotel groups on the island.

Currently the group supplies around 50 food service outlets, 23 hotels and 40 retailers. Food Services comprises of restaurants, coffee shops and bakeries. Retailers include 25 branches of Winners, 8 branches of Intermart and 3 branches of Jumbo around the island as well as other retailers. The above figures are continually changing as listings are being updated on a weekly and monthly basis.

During 2018/2019 Dale has invested USD 150 000 in phase 1 of establishment of a food processing facility.

St Felix Brands will during the next 18 months launch 3 new Franchise / Brand (St. Felix Fine Foods) outlets.

Fundamentally a retail delicatessen concept. The strategy is to leverage off the brand to enter the wholesale Food Sector (including the meat market) on the island. St Felix Fine Foods will be known for its quality products and specialises in fresh meats such as beef, lamb, pork and chicken. It also offers fresh and frozen Seafood and supplies a fine selection of bread, pastries, and a delicatessen range which includes pasta, spices, sauces, jam, cheese and wine. Products which are processed in-house include baked pies, cakes, pancakes, quiches, fudge, biltong, and range of ready-cook meals which is sold as frozen and terrines.

The resources and infrastructure in this division has been completed and directors anticipate significant growth over the next three years.

Other Market Opportunities/Considerations:

- The tourism sector is expected to expand through to 2020, driven by increasing numbers of tourists. This will support the hotel and restaurant industry, increasing value, creating room for greater transformation and renovations. This is buoyed by concerted efforts by the government to promote the island as a year-round destination, such efforts are expected to improve arrivals and increase occupancy rates of hotels during the off-peak season.

- The Mauritian government is focused on increasing the accessibility of the island by negotiating with a number of airlines to expand their flight routes to the country. There are currently negotiations with China Southern Airlines to increase the number of flights between Mauritius and China. The Mauritius Tourism Promotion Authority is aiming to eliminate low seasons with the Mauritius365 campaign, focused on promoting activities that can be enjoyed during the winter season. encourage more young people to visit during off-peak seasons.

- Mauritius is one of the most attractive markets for trade in the sub-Saharan African region owing to fast and inexpensive processes for both exporting and importing. The lack of trade bureaucracy, efficient port handling and the small size of the country significantly reduce lead times and the cost of exporting and importing. Consequently, Mauritius is placed first in the region for the Trade Procedures and Governance pillar of the BMI Logistics Risk Index, with a score of 84.0 out of 100 also placing the country high in a global comparison.

- Most retailers are subsidiaries of foreign companies, that normally source from their own distribution centres, are now shifting to local suppliers. This presents an opportunity for Dale.

St Felix Fine Foods (SFF)

The group has a strategy to implement 4 new St Felix Fine Foods outlets over the next 18 months focusing on high-end butchery, deli, seafood and other fine foods and beverages, comprising mainly South African Products. The outlets will be known for quality products and will specialise in fresh meats such as beef, lamb, pork and chicken and seafood, including a fine selection of bread, pastries, and a delicatessen range which includes pasta, spices, sauces, jam, cheese and wine. A range of products will be processed in-house and will include baked pies, cakes, pancakes, quiches, fudge, biltong, and range of ready-cook meals which is sold as frozen and terrines. **[6.1.7.2.3.2]**

The directors anticipate significant growth over the next three years. The first outlet will be launched in the second quarter of 2020.

Valley Containers (Mauritius) **[6.1.7.2.2.1]**

In 2017 Dale Capital entered into a joint venture with Capitainer (Pty) Limited of South Africa establishing Valley Containers in Mauritius. Dale, through St Felix Brands, holds 51% of Valley Containers. The business focus is to buy and lease out dry and refrigerated shipping containers for storage purposes in Mauritius. The investment is considered against the background of Dale's existing investments in Mauritius and the ability to leverage on its experience, contacts and clients from years of doing business on the island.

Capitainer, specialises in the leasing of storage, office, sleeper, freezer and refrigeration containers in South Africa. They also sell new and used containers and offer container conversions to suit individual needs. Container delivery is arranged cross-continent – directly to the client site or doorstep – and can be paired with crane truck rentals when required. Over the past decade, Capitainer has built sound and healthy relationships and are a definitive leader of container rentals and sales in the Southern Cape. The aim is to expand the geographical footprint across the country and into the rest of Africa.

The main objective of Valley Containers is to generate higher revenue, superior brand recognition and be ahead of the market in terms of product quality. Valley Containers will aim to improve its efficiency level in the future years with high calibre labour and equipment employment. In the long run, the Company wants to expand its storage facility and brand development. Cold storage solutions in Mauritius are in high demand with the increasing consumption level and household business in Mauritius. Currently, there are limited providers for such services. Self-storage cold facilities benefits companies in terms of:

- Space rental fees, costing less than a cold storage warehouse facility that charges by pallet.
- Cost savings on transport fees from the warehouse.
- Storage facility within the company premises.

Valley Containers operates in the transport and storage sector and has been profitable since its first year of operation.

Dale Agriculture and Saint Felix Agri **[6.1.7.2.2.1]**

Dale Agriculture is owned 100% by Dale and is operating a commercial goat and sheep farming project. In a short period of 18 months Dale Agriculture has become the largest goat and sheep breeder in Mauritius.

Dale has established a partnership with the St Felix Sugar Estate, one of the largest land owners in Mauritius. The current target was to reach a herd of 2 000 animals before 31 December 2019 and this target has been exceeded with 2032 animals by mid October 2019. The target is 2500 by financial year end 2020 and 10,000 in the next four years.

Given the high demand in Mauritius for sheep and goat meat. (Annual consumption is 5 000 tons with imports being 4 800 tons), this business is expected to grow exponentially over the next five years. This is an attractive niche market opportunity and the minimum forecasted average operating profit over the first three years is approximately US$250 000 per annum. without taking into account any growth in the biological value of the herds.

During 2018, Dale Capital started Dale Agriculture in co-operation with St Felix, whereby sheep and goats were imported into Mauritius from South Africa for commercial breeding purposes and also to supply the St. Felix Fine Foods meat processing plant, who will in turn supply its own outlets, retailers, restaurants and hotels in Mauritius.

Livestock has been imported from South Africa for the past two years. This process requires vet certificates on the South African side, then the livestock moves to Mauritius and is placed in quarantine for a few weeks. Dale Agriculture has its own quarantine area. Each shipment is a separate process.

The importation of livestock for fattening up and then sale through targeted sales outlets is focussed on interim cash generation to cover operating overheads. The main strategy is over a five-year period to breed and grow a herd in excess of 10 000 animals. Dale has entered into a strategic relationship with Saint Felix Sugar Estate Company Limited, who currently own 100% in Saint Felix Agri and have allocated 600 acres of farm land for livestock farming and a further 2 400 acres will, in due course, become available for fruit, vegetable and macadamia nut farming. The land is currently leased as detailed in Annexure 9. The Environment Impact Assessment (EIA) has been approved. (October 2019) and after the ZAR X listing plans to raise additional capital for expansion will commence. The plans for building etc have already been approved.

Bella Amigo (30% shareholding) **[6.1.7.2.2.1]**

Dale Capital has been in partnership at Bella Amigo for over ten years and currently holds 30% in Bella Amigo. Bella Amigo owns a premier fish processing factory on the island, which facility is both HACCAP and European Union approved.

In addition, and part of the property in Petit Rafray, (North part of the Island) Bella Amigo also owns a pristine and well-known Green Leisure Park and Restaurant Rêve d'R. (In English "Restaurant of Dreams"). Restaurant Rêve d'R has 5 stars, and it is acknowledged for its seafood menu. Restaurant Rêve d'R, continues to feature amongst the top 5 restaurants on the island, both for location and menu. Attached to the restaurant is a 500-seater conference centre, which is used extensively for events. In the past the venue has hosted Presidents and top Government representatives visiting Mauritius.

The factory imports, exports, processes and distributes quality seafood products to over 100 hotels and resorts. Bella Amigo has its own fleet of vehicles and has been operating in the seafood sector for over 40 years. Core activity is supplying and distributing to the hospitality industry via import, export quality seafood products. St Felix Seafoods also supplies fish to Bella Amigo for the local market. After listing on ZAR X Dale intends to either re-commence discussions to increase its shareholding from 30% to 60% as part of a plan to virtually integrate its fish factory businesses, namely St Felix Seafoods and Bella Amigo or to sell its shareholding therein. **[6.1.7.2.3.2]**

The consolidated Group Prime Strategy forecasts do not assume an increase in shareholding and the investment is currently treated as an investment held for sale.

1.2.2. Diversification Strategy:

Dale holds 49% in Linked to Africa Management Services which entity drives a diversification strategy (outside of Mauritius) for the group whilst Dale focusses on private equity in Mauritius, and currently, its prime strategy or business of food and food security.

This diversification strategy consists of the existing private equity investment in targeted sectors with the investment held in a protected cell company, namely AGAPE – PCC. The strategy limits the liability exposure in each protected cell of AGAPE - PCC, thus mitigating risk to other investments should one of the investments fail. New loans have been made, through the PCC structure, in the following:

- African Property and Property Development;
- African Infrastructure;
- African Mining Rehabilitation;
- African Aviation;
- African information technology;
- African Agriculture;
- Financial Services and Information Technology;
- African Maritime Charter; and
- African Leisure and Tourism.

Whilst the LAMS/AGAPE investment and project pipeline is significant, a number of the projects are in South Africa and Dale is awaiting listing on the ZAR X to be able to co-invest in projects. In the interim, LAMS is in the process of establishing an infrastructure for South African Investments including implementation of a Section 12J company. The Group's Cape Town based office is already functional.

Dale Capital's original focus was on investments in South Africa and Mauritius. However, as the new group of associates (Including LAMS and AGAPE–PCC) are now focused on investments in the Sub-Saharan Africa Region, it is expected that LAMS will invest in the broader region. To assist in the implementation of investments, LAMS is in the process of securing additional financial commitments from various funders and is confident of implementing a number of significant transactions prior to the conclusion of the current financial year. Dale does not hold management control of LAMS and LAMS receives management fees from AGAPE for services rendered to AGAPE. The cells in AGAPE are independent of Dale but Dale is able to invest or participate in the underlying projects through an investment in Cell shares.

A large number of the projects are in South Africa and Dale will only consider participation in such projects (along with other investors) after its listing in South Africa. If Dale secures a South African investor and is not listed in South Africa, it may not participate in the investment due to the SARB looping structure provisions and the Directors of Dale do not wish to embrace such risk.

Both Dale and LAMS operate a decentralised management structure, providing financial, strategic and management support to its investee companies. The intention is to take a long-term view on investments, while retaining the flexibility to dispose of investments which no longer meet the investment criteria and the agility to take advantage of opportunities as they arise.

1.2.3. Investment Strategy/Policy

The Dale and LAMS Investment strategy is implemented by acquiring controlling interests or influential stakes in private businesses and publicly-quoted companies primarily with an Enterprise Value of between US$1 million to US$10 million (although both larger and smaller transactions are considered) within targeted industries or sectors where the directors have experience. Dale/LAMS adopts an active, value-add strategy and is never passive in its approach.

In addition, Dale/LAMS has developed an approach of investing in businesses and people well known to Dale, LAMS and/or Nolands, and where the directors have proven experience, and share common values and operating philosophies with Dale and LAMS.

The Dale/LAMS team is fully aware of the challenges this market sector faces and possess the skill set to become either operationally or strategically involved with the investee companies, as the situation demands. Ultimately it is about growing the business through partnerships to a point where an exit enables all parties to achieve their desired goals of superior financial returns. **[6.1.7.3.]**

An investment opportunity could display some of the following parameters:

- investments in majority or significant minority interests;
- underperforming business opportunities;
- investments in companies where key management ideally have a meaningful interest;
- utilisation of gearing where appropriate;
- open-ended realisation periods, although the Company's portfolio will be subject to continual assessment; and
- review of the expected returns of the underlying businesses.

Dale/LAMS may consider disposing of investments in which it believes that the business no longer has realistic prospects of delivering suitable returns in the medium to long-term; or if it believes that an investment has reached maturity under Dale/LAMS ownership, better opportunities exist for the business under new ownership or the valuation of the business is supportive of a disposal. **[6.1.7.3.6]**

Investment process and proposition **[6.1.7.3.3]**

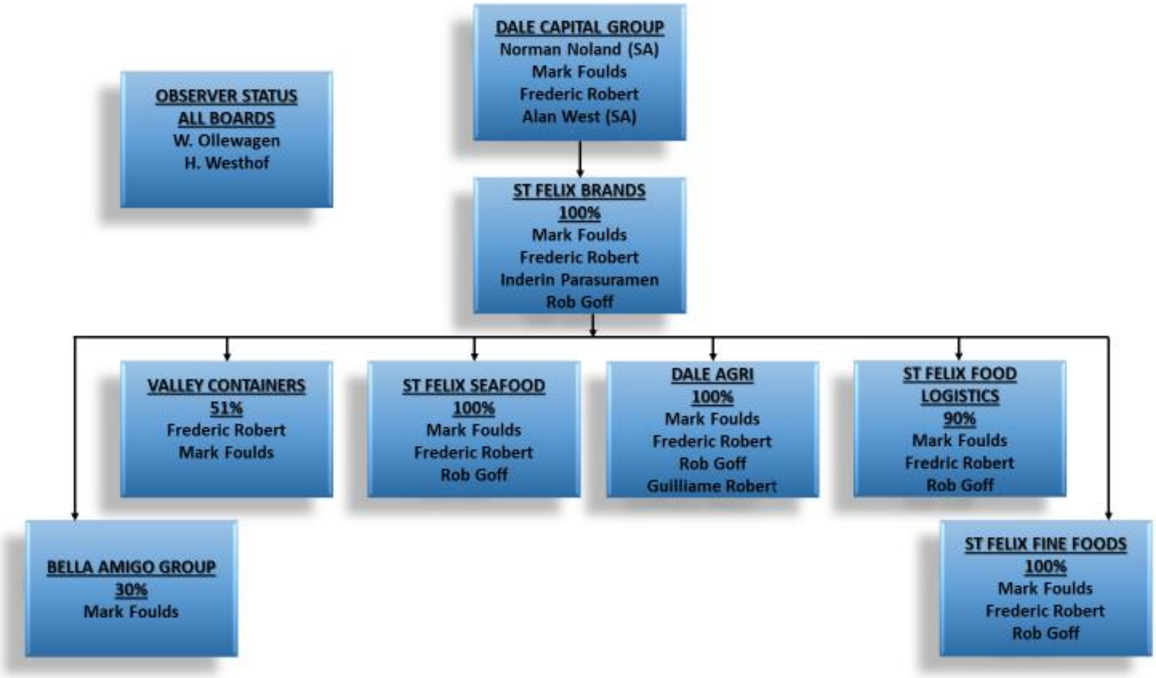
Dale LAMS is responsible for the investment process which will entail, *inter alia,* sourcing, negotiating, concluding and executing investment opportunities for LAMS and indirectly, the Company. Final decisions regarding acquisitions and disposals are taken by Dale/LAMS independent investment committee, with due regard to the Company's Investment strategy and objectives.

In seeking new investments, the intention is to leverage proven experience and expertise to add value to the business activities of the investee companies. In cases where Dale/LAMS chooses to invest alongside an investment partner, it will ensure that the chosen partner brings the necessary skills and experience to the management of each investment.

The Dale/LAMS investment proposition is centred on:

- management's proven track record of generating superior returns for shareholders;
- management's alignment with investors through the management's shares;
- providing an access point to non-replicable investments within the listed environment;
- a deep understanding of business and wide networks which may unlock opportunities to which other investment entities and funds would not ordinarily have access;
- an entrepreneurial, nimble and innovative approach to transactions; and
- an efficient cost structure.

1.3. DALE CAPITAL GROUP STRUCTURE AND ORGANOGRAM [6.1.5.1]



1.4. REASONS FOR SECONDARY LISTING ON THE ZAR X

Dale Capital's reasons for seeking inward secondary listing on ZAR X are to:

- enable direct participation in the Group by South African investors;
- allow further access to capital to enable the Company to make investments within the Common Monetary Area, particularly in South Africa;
- enhance the Group's profile;
- improve liquidity for existing shareholders;
- provide attractive returns for South African investors seeking other hard currency investment returns;
- offer an attractive invest opportunity via Mauritius' low tax jurisdiction; and
- provide a diversified investment spread for investors as a result of returns from fast growing African investment opportunities.

1.5. DIRECTORS' OPINION REGARDING PROSPECTS [6.1.17.5]

The directors of the Company believe that the Group has excellent prospects based on the following:

- The Mauritian food policy hinges on commercial food imports and indigenous food crop production; and ensuring that the population has access thereto. Being a net food importer, it sources the cheapest food from the world market. The opportunity exists for Dale Capital to develop a carefully thought-out food security strategy focus and steadily work towards a Mauritius- based food security hub to firstly meet the local Mauritian needs and thereafter towards meeting the needs of targeted sub-Saharan Africa and the Indian Ocean Islands. The profit forecast as detailed in Anneuxre 4 indicates that in the next two years Dale Capital's investments in this sector will have significant growth and profits.

- The tourism section in Mauritius is expected to expand through 2020, driven by large numbers of tourist arrivals and increasing international receipts. This will support the hotel and restaurant industry, increasing value, creating room for greater transformation and renovations. This is buoyed by concerted efforts by the government to promote the island as a year-round destination and such efforts are expected to improve arrivals and increase occupancy rates of hotels during the off-peak season. The Mauritian government is also focused on increasing accessibility to the island by negotiating with a number of airlines to expand their flight routes to the country. These and other tourism initiatives are expected to feed into the prospects of the St Felix Food Logistics segment of the group.
- Mauritius is one of the most attractive markets for trade in sub-Saharan African region owing to fast and inexpensive processes for both exporting and importing. The lack of trade bureaucracy, efficient port handling and small size of the country significantly reduces lead times and the cost of exporting and importing. Consequently, Mauritius is placed first in the region for the Trade Procedures and Governance pillar of the BM Logistics Risk index, with a score of 84.0 out of 100, also placing the country high in global comparison. This presents an opportunity in logistics, transportation and warehousing, which the Company intends to leverage through Valley Containers.
- The consumption of goat meat in Mauritius is approximately 5 000 tons per year with 4 800 tons being imported. This is an attractive niche market opportunity. Plans are to increase the size of the goat herd operated by Dale Agriculture.
- The investment over the past two years in repairing and expanding the St Felix Seafoods fleet is ensuring significant organic growth in the overall size of the catch, with profits being achieved from July 2018 to the Last Practicable Date.

In addition to the above, in 2020 it is envisaged that Dale Agriculture will combine its operations with Saint Felix Agri, in return for a 60% interest in Saint Felix Agri, which will own the farm land on which the Dale Agriculture operations are being conducted.

1.6. RISK FACTORS

Annexure 15 of this Listing Circular entitled "Risk Factors" describes certain risk factors that should be considered together with the other information in this Listing Circular. Although information has been provided in this Listing Circular in relation to the Listing, a prospective investor should use his or her own judgement and if necessary seek advice from an independent financial adviser if considering acquiring Shares following the Listing.

1.7. ADDITIONAL COPIES OF THIS LISTING CIRCULAR

Additional copies of this Listing Circular may be obtained during normal business hours from the registered office of the Company and the offices of the Appointed Advisors at their respective addresses set out in "Corporate Information" from the date of issue of this Listing Circular until 31 December 2019.

SECTION 2 – INFORMATION ABOUT THE COMPANY WHOSE SECURITIES ARE BEING LISTED

2. INFORMATION ABOUT THE COMPANY WHOSE SECURITIES ARE BEING LISTED

2.1 NAME, ADDRESS, INCORPORATION, FOUNDER AND OTHER INFORMATION [6.1.4.1]

Company Name	Dale Capital Group Limited
Registration Number	BVI No: 1443428
Incorporation Date	Initially incorporated on 9 October 2000 in Mauritius and then incorporated in the BVI by continuation on 7 November 2007
Founder	Norman Noland
Business Address	3 River Court, St Denis Street, Port Louis, Mauritius
Administration Address	C/O Quijano & Associates (B.V.I.) Limited PO Box 3159, Road Town, Tortolla, BVI

2.1.1. Details of the holding and controlling entities of Dale Capital [6.1.7.2.2.3]

Dale Capital does not have any controlling shareholders being any one shareholder or group of shareholders in a voting pool agreement that holds more than 30% or more in Dale Capital.

2.2. DIRECTORS AND KEY MANAGEMENT

2.2.1. Directors of the Company [6.9.1]

As at the date of this Listing Circular, the Board consists of two Independent Non-Executive Directors, one Non-Executive director and one Executive Director. The Board's responsibilities entail ensuring that the day-to-day affairs of the Company are appropriately supervised and controlled, defining, amending (to the extent required) and implementing the investment strategy, evaluating and considering whether to make commitments and thereafter, if deemed appropriate, making commitments to any other investments to be undertaken by the Company.

The Board is ultimately responsible for the Company's business, strategy and key policies, and approving the Company's financial objectives, targets and final investment decisions.

Accordingly, the Board has sufficient and satisfactory experience in the management of the types of investment in which the Company proposes to invest. To ensure that costs are maintained at reasonable levels, the Company will only employ a limited number of permanent staff, with managing directors and operational staff being appointed at subsidiary level.

Appointments to the Board are in terms of a formal and transparent procedure. directors are nominated based on their calibre, credibility, knowledge, experience, impact they are expected to have, age and gender, as well as the time and attention they can devote to the role. The appointment of all directors is subject to Shareholder approval.

The Board includes experienced and senior individuals who can critically apply their minds to the business of the Company and potential investments.

Three directors resigned because they were not based in Mauritius or the SADEC region and Dale needed to improve the functionality of the Board. Patrick O'Neill and Randall Thomas were based in New York, and Nigel McGowan in the Isle of Man.

Details of Directors **[6.9.1]**

The Board of Directors has recently been restructured in order to appoint more local directors on to the Board, in anticipation of changing the domicile of the Company from BVI to Mauritius.

Mark Foulds (56)	
Nationality	British
Business address	6th Floor Labama House 35 Sir William Newton St Port Louis Mauritius
Appointment date	1 September 2017
Qualifications	B.SC. Engineering (British)
Occupation	Businessman
Position in Company	Non-Executive Chairman (based in Mauritius)
Term of office#	2 years
Norman Noland (72)	
Nationality	South African
Business address	6th Floor Labama House 35 Sir William Newton St Port Louis Mauritius
Appointment date	24 May 2018
Qualifications	Post Graduate degrees; Executive Development Wits University 1986; AEP UNISA SBL 1991 (Distinction) (Banking Qualification)
Occupation	Banking and Businessman
Position in Company	Chief Executive Officer (Interim)
Term of office#	1 year
Frederic Leon Robert (47)	
Nationality	Mauritian
Business address	6th Floor Labama House 35 Sir William Newton St Port Louis Mauritius
Appointment date	31 July 2019
Qualifications	Bachelor of Science Economics, CIMA
Occupation	Entrepreneur and Businessman
Position in Company	Chief Executive Officer (Designate) (based in Mauritius)
Term of office#	1 year
Alan West (56)	
Nationality	South African
Business address	3 Windsor Close, West Beach Cape Town
Appointment date	31 July 2019
Qualifications	B. Comm Engineering
Occupation	Director
Position in Company	Independent Non-Executive Director
Term of office#	1 year

Other than the chief executive officer, there are no service contracts for the directors of Dale Capital and no contract arrangement subsisting at the date of this Listing Circular in which a director of Dale Capital is materially interested, and which is significant in relation to the business of the Group.

All the directors of the Company have submitted completed directors' declarations in compliance with Schedule 8 of the Listings Requirements to the ZAR X.

Details of directorships held by the South African directors of the Company in other companies during the past five years are set out in Annexure 7 to this Listing Circular.

2.2.2. Directors of subsidiaries and key management:

Abridged curriculum vitaes of the Company's directors and key management are set out in Annexure 10 of this Listing Circular.

2.3. QUALIFICATION, APPOINTMENT, VOTING POWERS AND REMUNERATION OF DIRECTORS [6.9.1]

Details relating to the qualification, appointment, voting powers and remuneration of directors are set out in the extracts from the Memorandum of Association as set out in Annexure 11.

2.3.1. Directors' remuneration

The total emoluments accrued to directors of Dale Capital by any member of the Group for the year ended 28 February 2019 is set out below: SEM 9.58, 9.59; [6.9.1.2]

US$	Salary 2019	Fees	Benefits	Bonus	Total	Salary /Fees 2018
Executive Directors						
Mr N Noland	62 000	-	-	-	**62 000**	55 000
Mr M Foulds (note 1)	-	-	-	-	**-**	55 050
Mr A Keet (note 2)	5 000	-	-	-	**5 000**	50 100
Totals	**67 000**	**-**	**-**	**-**	**67 000**	160 150
Non-Executive Directors						
Mr M Foulds (note 2)		60 000	-	-	**60 000**	**-**
Mr S Ramasawmy (note 3)	-	-	-	-	**-**	4 000
Mr N McGowan (note 4)	-	7 000	-	-	**7 000**	4 000
Mr P O'Neil (note 4)	-	4 000	-	-	**4 000**	4 000
Mr R Thomas (note 4)	-	4 000	-	-	**4 000**	4 000
Totals	**-**	**75 000**			**75 000**	16 000

Notes:

1. Mark Foulds changed his role from an Executive director to Non-executive chairman with effect from 1 September 2017.
2. Alan Keet resigned effective 24 May 2018. It is expected that Alan will be appointed as a director of LAMS in 2019 or 2020, subject to the listing on ZAR X. If Dale is not listed on ZAR X, then Dale will not participate in LAMS.
3. Mr Sanjeeven Ramasawmy resigned effective 31 March 2018 and is now the company secretary through Rockmills; and
4. Messrs McGowan, O'Neil and Thomas resigned on 31 July 2019 in anticipation of the planned change in domicile of the Company from BVI to Mauritius and to enable a more functional board as two of the directors were based in the USA and one in the Isle of Man. New Non-executive directors have been appointed subsequent to the year end as part of the Board restructure with further appointments expected of either Mauritian or South African based directors.

The fees in relation to Board meetings and Committee meetings will be as follows:

Board
Other than the Chairman, all non-executive Directors receive a retainer of US$1 000 per quarter.

Committees [6.9.4]

- Audit and compliance committee chairperson – US$200 per meeting;
- Audit and compliance committee members – US$200 per meeting;
- Social and ethic committee chairperson – US$200 per meeting;
- Other members – US$150 per meeting;
- Remuneration and Nomination committee chairperson – US$200 per meeting;
- Other members – US$150 per meeting;
- Investment committee chairperson – US$200 per meeting; and
- Other members – US$150 per meeting.

The directors have the power to vote remuneration to themselves or any members of the Board, other than fees for non-executive directors.

No fees payable at the date of this Listing Circular in lieu of directors' fees have accrued or been paid to any third party since the year ended 28 February 2019.

No remuneration will be payable to any Director as a consequence of the Listing. Furthermore, the remuneration to be paid to any Director will not be varied in consequence of the Listing.

Other than as disclosed above, none of the directors have received any remuneration or benefits from:

(a) any holding company of the Company;
(b) any subsidiary or fellow subsidiary of the Company;
(c) any associate of the Company or of any entity included in (a) or (b);
(d) a joint venture of the Company or an entity included in (a) to (c); or
(e) entities that provided management or advisory services to the Company or any of the entities included in (a) to (d).

No loans have been made or security furnished by the Company to or for the benefit of any Director or manager or any associate of any Director or manager of the Company.

There are no provisions for compensation of Executive Directors on early termination, save that the Company can elect to give pay in lieu of notice. Compensation may be considered on early termination of employment on an individual basis whilst complying with the Company's duty to mitigate any loss will always be a relevant factor.

There are no existing or proposed contracts with Dale Capital, written or oral, relating to the directors and managerial remuneration, secretarial and other fees, other than the retainer payable to the Company Secretary as disclosed in Paragraph 2.3.3 below, the quarterly retainers and fees payable to non-executive directors as disclosed above.

2.3.2. Executive share scheme **[6.17]**

It should be noted that directors and shareholders have approved the share incentive scheme. **[6.17.1]**

The purpose of the Dale Capital Employees Share Incentive Scheme ("Scheme") is to provide employees (including directors) of Dale Capital and its subsidiaries with the opportunity to acquire shares in the Company, thereby providing such employees with the incentive to advance the interests of Dale and its subsidiaries and to promote an identity of interests between such employees and the shareholders of the Group. **[6.17.1]**

The salient features of the above scheme are set out in Annexure 16 to this Listing Circular. **[6.17.4]**

There will be no variation of the remuneration of directors pursuant to the listing of Dale Capital on ZAR X for the year ending 29 February 2020. **[6.17.3]**

2.3.3. Directors' service contracts and company secretarial contract **[6.9.1]**

In addition to the letter of appointment for the Chief Executive Officer, all Non-Executive Directors have a letter of appointment for 12 months which is subject to renewal at each AGM. There are no service contracts for the directors of Dale and no contract or arrangement existing at the date of this submission in which a director of Dale is materially interested, and which is significant in relation to the business of the Group.

The directors mentioned above have entered into employment agreements with the Company and there is no fixed term of appointment. The employment agreements provide for three months' notice by either party.

There is no age limit for the appointment of new directors in accordance with the BVI Companies Act and directors hold office until their successors are duly appointed. The Memorandum of Association of the Company does not include an age for retirement of directors and provisions relating to the disqualification of directors are detailed in Annexure 11 to this Listing Circular.

[6.9.13.1]

Rockmills was appointed as the Company Secretary to Dale Capital with effect from 5 April 2017 on an annual retainer fee of US$18 000 billed at US$1 500 a month.

2.3.4. Borrowing powers of the Company and the subsidiaries exercisable by the director **[6.9.13]**

The relevant provisions of the Memorandum of Association of Dale Capital relating to the borrowing powers exercisable by the directors are set out in Annexure 11 to this Listing Circular. The borrowing powers of Subsidiaries are consistent with those of Dale Capital.

Neither Dale Capital, nor its subsidiaries, exceeded their borrowing powers during the past three years. There is no exchange control or other restrictions on the borrowing powers of Dale Capital and its foreign subsidiaries, except for potential future South African based subsidiaries, which borrowings will be subject to South African Exchange Control Regulations in place from time to time.

2.3.5. Appointment, qualification and remuneration of directors **[6.9.1]**

The relevant provisions of the Memorandum and Articles of Association of Dale Capital relating to qualification, appointment, remuneration, voting powers, rotation/retirement, and interests in transactions of the directors are set out in Annexure 11 to this Listing Circular. Remuneration in relation to directors is set out in 2.3.1 above.

2.3.6. Directors' declarations and interests in contracts **[6.9.3]**

No director or promoter had any material beneficial interest, direct or indirect, in the promotion of the applicant and in any material acquisition acquired or proposed to be acquired by Dale during the three years preceding the date of the listing statement.

The directors of the Company had no beneficial interest in transactions or contracts entered into by the Company:

- during the current financial year;
- during the two preceding financial years; or
- during the earlier financial year and which may still be outstanding.

No amount has been paid to any director, or to any company in which he is interested (whether directly or indirectly) or of which he is a director to any partnership, syndicate or other association of which he is a member, in the three years preceding the Last Practicable Date (whether in cash or securities or otherwise) by any persons either to induce him to become or to qualify him as a director or otherwise for services rendered by him (or by an associate identity) in connection with the promotion or formation of the Company.

2.3.7. Other matters **[Schedule 8]**

In terms of the declarations lodged by the directors in accordance with Schedule 8 of the Listings Requirements, other than as disclosed below, none of the directors or senior management of Dale Capital or its subsidiaries:

- has been declared bankrupt or insolvent or has entered into an individual voluntary compromise arrangement to surrender his or her estate; **[6.9.7.3]**
- is or was a director with an executive function of any company at the time of (or within 12 months preceding), any business rescue, or any company that has adopted a resolution proposing business rescue or made application to be put under business rescue or any or any receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any compromise or arrangement with its creditors generally or with any class of its creditors; **[6.9.7.3]**
- is or has been a partner in a partnership at the time of, or within 12 months preceding, any compulsory liquidation, administration or voluntary arrangements of such partnership;

- is or has been a partner in a partnership at the time of, or within 12 months preceding, a receivership of any assets of such partnership;
- has had any of his or her assets subject to receivership within 12 months preceding such event;
- is or has been publicly criticised by any statutory or regulatory authorities, including recognised professional bodies or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company; **[6.9.7.2]**
- is or has been convicted of any offence involving dishonesty; **[6.9.7.1]**
- has been declared delinquent or placed under probation in terms of the BVI Companies Act or has been disqualified by a Court to act as a director in terms of the BVI Companies Act; **[6.9.7.6]**
- has been removed from an office of trust on the grounds of misconduct involving dishonesty; and/or **[6.9.7.2]**
- is subject to any court order declaring such person delinquent or placing him under probation. **[6.9.7.6]**

2.4. SHARE CAPITAL OF THE COMPANY **[6.3]**

2.4.1. The issued share capital of the Company at the Last Practicable Date is as follows:

	US$
Authorised share capital	Unlimited
Issued stated capital – 202 040 920 shares of no par value	10 694 318

Per the Company's Memorandum of Association, the Company is authorised to issue an unlimited number of no par value shares. Details of the shares issued prior to the ZAR X listing, are set out in Annexure 5.

The issue of shares is under the control of the directors of the Company, subject to the provisions of the Memorandum of Association, the BVI Companies Act, the SEM Listing Rules and ZAR X Listings Requirements, where applicable. **[6.4.1]**

There are no treasury shares held as at the Last Practicable Date. All of the issued shares are of the same class and rank equally in every respect, including rights to dividends, profits or capital, rights on liquidation or distribution on capital assets. In accordance with the BVI Companies Act, issued shares must be fully paid up and the securities to be listed are freely transferable. **[(6.1.2.5) (6.1.2.6)]**

The directors of Dale Capital are not subject to any lock-up provisions in terms of the ZAR X Listings Requirements as the Company has a primary listing on SEM and has been listed for a number of years. The listing on ZAR X is a secondary, inward listing.

2.4.2. Alterations to the share capital **[6.4.1]**

The alterations to the share capital of the Company from the date of incorporation of the Company are detailed in Annexure 5 to this Listing Circular.

2.4.3. Issues of the Company's Shares

Details of the issue of Shares during the three years preceding the Last Practicable Date are detailed in Annexure 7 to this Listing Circular.

2.4.4. Voting rights **[6.6.1.2]**

Annexure 11 to this Listing Circular contains the relevant extracts from Dale Capital's Memorandum and Articles of Association.

2.4.5. Loan capital

At the Last Practicable Date, Dale Capital has loan capital outstanding in the form of convertible debentures issued as at 31 August 2019, a portion of which (being US$717 500) is in the process of being capitalised through the issue of 14 779 271 new shares in Dale. The approval of the conversion was received during October 2019 and the shares will be issued and listed on SEM on or about 4 November 2019.

Details of the convertible debentures, including those approved for capitalisation, are in Annexure 14 of this Listing Circular.

2.4.6. Directors interest in securities [6.5]

At the Last Practicable Date, the aggregate direct and indirect interests of the directors, including former directors, of Dale Capital in the issued share capital of the Company are indicated below: [(6.5.1) (6.5.1.2) (6.5.1.3) (6.5.1.4) (6.5.1.5) (6.5.1.6)]

Name of director	Direct beneficial	Indirect beneficial	Total	% of Issued share capital
N Noland	-	1 098 582	1 098 582	1.9%

Other than those disclosed above, the above directors had no other interests in the shares of the Company or in the shares of its subsidiaries during the year.

2.4.7. Major shareholders SEM 9.57; [(6.7.1) (6.7.1.1) (6.7.1.2) (6.7.1.3)]

Insofar as is known to the Company, the name of any shareholder, other than a director, that, directly or indirectly, is beneficially interested in 5% or more are set out below:

Shareholders	Number of shares	% of issued share capital
Wiglo Investments Holdings	55 899 310	27.7
Rockmills Financials Limited as Trustees of the Atalante Trust	45 012 620	22.3

Wiglo Holding Limited is a private equity investment holding company and the directors are Rockmills Corporate Services Ltd and act as corporate trustees to The Wiglo Trust as a Discretionary Trust established on 31 August 2015. The Protector is Winston Ollewagen (Senior).

The Atalante Trust is a Discretionary Trust established on 21 August 2001 in the Bahamas. Following a DORA dated 21st October 2016, the Trusteeship of the trust was transferred to Rockmills Financials Ltd of Mauritius. The Settlor is the Late Mr. Johannes Willem Westhof. The settlor died on the 05/11/2015 and the Trustees manage the Trust for the kin of same on a discretionary basis.

2.5. OPTIONS OR PREFERENTIAL RIGHTS IN RESPECT OF SHARES [6.6.1.5] [SEM 9.62]

Other than the convertible debentures detailed in Annexure 14 and a convertible loan from Wiglo Investment Holdings detailed in Annexure 6, there are no securities or loans which have any preferential conversion and/or exchange rights as at the Last Practicable Date. In addition, there are no options or preferential rights granted in any form to subscribe for securities of the Company or its subsidiaries and fractions of shares in Dale Capital will not be issued. [6.1.2.9]

2.6. MATERIAL CONTRACTS **[6.1.5.1]**

2.6.1. The Group has the following material contracts that were entered into other than in the ordinary course of the business carried on, or proposed to be carried on, by the Company or any of its subsidiaries, (i) within the two years prior to the date of the Listing Circular or (ii) at any time and containing an obligation or settlement that is material to the Company or its subsidiaries at the Last Practicable Date ahead of the finalisation of this Listing Circular:

Pelagic Agreements:

2.6.1.1 In terms of an agreement signed on 31 March 2017 with the Pelagic Vendor, Dale acquired 100% of the issued share capital of Pelagic. The transaction has conditions precedent including such items as approval from the Mauritian Prime Minister, which is a normal requirement for Mauritian transactions. However, the shareholders of the Pelagic Vendor are involved in a dispute with each other (not with Dale Capital). Accordingly, in the interim Dale Capital has secured an attractive nine-year operating lease and taken over part management of the business and leasing of premises and all assets as detailed in paragraphs 2.6.1.2 and 2.6.1.4 below. The total purchase consideration is US$D 3.5m, which will only be payable once all the conditions precedent have been met. The remaining conditions precedent are set out below: **[6.1.8.2.3.3]**

- Dale obtaining the requisite authorisation more particularly that of the Mauritius Prime Minister's Office in order to acquire the Sale Shares and no objection certificate from the Mauritius Port Authority for the proposed change of ownership of Pelagic;
- Gladius Limitée undertaking to file all documents in order for the Company's file at the Registrar of Companies to be up to date;
- Gladius Limitée undertaking to write-off the current account between Gladius and Pelagic;
- Dale confirming its warranties to be true and correct, in all material respects, at the Completion Date; and
- Galdius Limitée shall transfer the vessels into the name of Pelagic.

In term of the agreement, Dale has the sole right to extend the dates for the conditions precedent to be met.

2.6.1.2 Dale, through its wholly owned subsidiary Dale Food & Beverages, signed a Management Agreement with Pelagic, dated 4 April 2017 and an Addendum to the Management Agreement dated 28 July 2017 to part manage the business of Pelagic with effect from 1 April 2017. The management agreement is to be read together with the signed share purchase agreement in paragraph 2.6.1.1 above.

2.6.1.3 St Felix Seafoods also has time charter agreements with Gladius Limitée, the Pelagic Vendor, to utilise 3 vessels named Ouvea, Vimaya and Etretat, which agreement is dated 7 December 2017 and 11 December 2017 for the charter of the three vessels for a five-year period ending 7 December 2022, renewable for a further four years by Dale. The agreements provide for the reimbursement of all capital expenditure on the vessels in the event of termination of the agreement by Gladius Limitée for any purpose. The annual charter fee is Rs2 500 000 (approximately US$75 000, payable six monthly in arrears, commencing from June 2019. Escalation of 4% per annum commences from December 2020.

2.6.1.4 On 11 December 2017 Dale concluded an attractive commercial lease agreement for a period of nine years over factory premises and quayside facilities owned by Pelagic.

Upon completion of the conditions precedent of the acquisition of Pelagic, the management, commercial and time charter agreements will terminate. In the interim St Felix Seafood trades for its own benefit and currently has all the risks and rewards of ownership. The total purchase consideration is US$3.5 million, which will only be payable once all the conditions precedent have been met. **[6.1.8.2.3.3]**

In the unlikely event that the conditions precedent detailed in paragraph 2.6.1.1 are not met, after a nine-year period ending 31 March 2026 and 7 December 2026 respectively, the management agreement and the lease agreements will need to be extended or will lapse.

Other agreements

- With effect from 6 December 2017, Dale established a joint venture with Valley Containers, with Dale Capital holding 51% and Capitainer Proprietary Limited holding the remaining 49%.
- The acquisition of 40% in the shareholding of LAMS for a purchase consideration of US$379 077 with effect from 1 June 2017 (which was settled through the issue of shares in Dale as detailed in Annexure 5, taking Dale's shareholding to 100% and the subsequent disposal of 51% to Arc African Capital with effect from 1 May 2018 for a sale consideration of US$525 000; **[6.1.8.2.3.3]**
- Dale has, via the deconsolidation of LAMS and the AGAPE PCC (African Mining and Rehabilitation Cell) exited its investment in Bosveld Mining via the sale of 74% of the mine known as Klipvaal / Bosveld mines. The acquirer is G&T Mining (Pty) Limited. Settlement is contractually agreed via a secured preference share amounting to US$6 million which is to be encashed within five years. The investment was previously held for sale. **[6.1.8.2.3.4]**

No existing director or shareholder of Dale Capital will receive shares in terms of the above agreements. A summary of key details of the above acquisitions is set out in Annexure 17.

There were no substantial acquisitions or disposals as defined in the ZAR X Listings Requirements during the past 12 months up to the Last Practicable Date.

There are no royalties or items of a similar nature payable in respect of Dale and any of its subsidiaries.

Other than Pelagic, as detailed in paragraph 2.6 above, all the acquired assets have been transferred into the name of Dale Capital or its subsidiaries and the assets have not been ceded or pledged.

The above agreements have been included in the audited results for the years ended 28 February 2018 and 28 February 2019 as set out in Annexure 1, from the date of the agreements.

2.6.2. Other material contracts or terms

There are no other material contracts.

2.7. STATEMENT OF DIRECTORS INTERESTS AND RESPONSIBILITIES **[6.9.10]**

The Board is responsible for the preparation of financial statements, which give a true and fair view of the financial position, financial performance, and cash flow and are in accordance with the IFRS. The Board is also responsible for safeguarding the assets of Dale Capital and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Board must cause accounting records to be kept that at any time enable the financial position of Dale Capital to be determined with reasonable accuracy; and enable the directors to prepare financial statements that comply with IFRS. In preparing those financial statements, the directors are required to make judgments and estimates that are reasonable and prudent state whether IFRS have been adhered to and explain material departures thereto.

As at 5 November 2019, being the last practicable date prior to the publication of this Listing Circular, the holdings of the directors, and of connected persons of a Director (the existence of whom is known or could with reasonable diligence be ascertained by that Director) are as outlined above in paragraph 2.4.6.

2.8 LOANS [6.1.7.5]

2.8.1 Material loans made to Dale Capital

Details of material loans made to the Company, as well as inter group borrowings, are set out in Annexure 6 to this Listing Circular.

2.8.2 Material loans made by Dale Capital

Details of material loans receivable are set out in Annexure 6 to this Listing Circular. The Company has not advanced any other material loans to any party and has not made any loans nor furnished any security for the benefit of any director or manager, or any associate of any director or manager as at the Last Practicable Date.

2.8.3 Contingent liabilities, material capital commitments and material inter-Company balances

The Company and its subsidiaries had no contingent liabilities or material capital commitments as at 28 February 2019 nor at the Last Practicable Date. Details of material inter-company balances are detailed in Annexure 6 to this Listing Circular.

2.9 SHARES ISSUED OR TO BE ISSUED OTHER THAN FOR CASH [(6.6.3.1) (6.6.3.2)]; [6.6.5]

Other than the issue of shares for the acquisition of 20% of LAMS as detailed in paragraph 2.6.1 above and the conversion of debentures to Shares as detailed in Annexure 5, none of the Company's Shares have been issued other than for cash in the three years immediately preceding the date of this Listing Circular and no other agreement has been entered into in terms of which the Company's Shares will be issued other than for cash, noting that the remaining convertible debentures and a convertible loan remain outstanding at the Last Practicable Date as detailed in Annexure 14 and Annexure 6 respectively. However, a large number of the convertible loans and Shareholders' loans have agreed to Subordinate their claims and convert to shares post the listing on the ZARX and once they have been diluted, this will increase the number of shares in issue on date of inward listing on ZAR X.

There have been no repurchases by the Company of its Shares, nor any repurchase of own shares by the Subsidiaries, in the three years immediately preceding the date of this Listing Circular. Similarly, the Subsidiaries have not repurchased its shares during the three years immediately preceding the date of this Listing Circular.

2.10 PROPERTY ACQUIRED OR TO BE ACQUIRED OR DISPOSED [6.1.8.2.3.6]

The Company has not acquired or disposed of, and does not propose to acquire or dispose of, any material immovable property or fixed assets to third parties. Details of acquisitions and disposals in the past three years are set out in Annexure 17.

2.11 PRELIMINARY EXPENSES AND ISSUE EXPENSES

The following expenses and provisions are expected or have been paid or provided for in connection with the preparation of this Listing Circular. All the fees payable to the parties below are exclusive of VAT.

Service	Service provider	R
Reporting Accountant	Nexia SAB&T	125 000
Appointed Advisor	Arbor Capital	750 000
ZAR X Application fee	ZAR X	75 000
ZAR X Listing and review fee	ZAR X	34 375
Transfer Secretaries fees	Computershare	25 000
General provision	Other	90 625
Total		**1 100 000**

There were no preliminary expenses in the three years preceding the issue of this Listing Circular. The estimated expenses are related to the preparation of the Listing Circular and listing costs and will have an effect on the Statement of Comprehensive Income.

Of the fee of R750 000 due to the Appointed Advisor the Appointed Advisor may elect to receive shares post the listing on ZAR X in settlement of a portion of the above fee subject to Board approval by Dale under the Company's existing authority granted by SEM to issue up to 100,000,000 new shares at an issue price per share equal to the 30-day weighted average traded price less 10%, by way of private placement. **[6.16.2]**

2.12 INTEREST OF DIRECTORS OR PROMOTERS **[6.13.1.1]**

As at the Last Practicable Date, no directors or promoters had any direct or indirect interest in any transaction. In addition, the Company does have any amounts paid, or accrued as payable, within the preceding three years to any promoter nor any amount proposed to be given to any promoter. There is no amount of any cash or securities paid or benefit given within the three preceding years or proposed to be paid or given, to any promoter who is not a director.

2.13 DISCLOSURE OF CONFLICT **[6 9 6.9.9]**

There are no identified conflicts of interest as at the Last Practicable Date.

2.14 LIQUIDITY **[6.1.12]**

2.14.1. The Company's ability to generate sufficient amounts of cash and cash equivalents, in the short term and the long term, to maintain the issuer's capacity, and to meet the issuer's planned growth or to fund development activities are herein explained: **[6.1.12.1]**

The Company has the ability to generate sufficient amounts of cash, in both the short term and long term, to meet the planned growth of the Group.

The group's total gearing as at 31 August 2019 quarterly results continued to be high due to debt in the form of convertible debentures. However, certain working capital loans and a portion of the convertible debentures were capitalised through the issue of new shares as approved during October 2019 as detailed in Annexure 6. The new shares will be issued and listed on SEM on or about 4 November 2019. The Company is not exposed to any externally imposed capital requirements. **[6.1.12.1]**

2.14.2. **Trends or expected fluctuations in the issuer's liquidity, taking into account demands, commitments, events or uncertainties**

At 28 February 2019, the Group's net assets consisted of investments in companies incorporated in Mauritius through its subsidiaries which involve certain considerations and risks not typically associated with investments in other developed countries although the current developments in the developed countries as they battle with the effects of a global recession do have an impact on emerging economies.

The Company expects these endeavours to produce positive results in the coming year.

2.15. WORKING CAPITAL REQUIREMENTS **[6.1.12.3]**

As per paragraph 4.1 and 4.2, it is expected that all working capital requirements will be met.

2.15.1. **Liquidity risks associated with financial instruments**

The Board is ultimately responsible for risk management, which includes the Group's risk governance structure and maintaining an appropriate internal control framework. Management's responsibility is to manage risk on behalf of the Board. Written principles have been established throughout the Group for overall risk management, as well as procedures covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and concentration risk. **[6.1.12.4]**

2.15.2. The Dale Capital Group Limited does not currently have, nor is it foreseen that the Company will have a working capital deficiency and the Group is generating positive cash flow from operations on a monthly basis. [6.1.12.5]

2.15.3. Having successfully achieved the challenge of steering the Group into calmer waters, rebuilding the balance sheet the current focus is on the ZAR X Inward Listing. [2.14.6]

2.15.7. Neither Dale Capital, nor its subsidiaries, exceeded their borrowing powers during the past three years. There is no exchange control or other restrictions on the borrowing powers of Dale Capital and its foreign subsidiaries, except for potential future South African based subsidiaries, which borrowings will be subject to South African Exchange Control Regulations in place from time to time.

2.15.8. There are no defaults or arrears or anticipated defaults or arrears on lease payments or dividend payments. The Dale Capital Group Limited did not default on its debt covenants during the year ended 28 February 2019. There are no redemption or retraction or sinking fund payments due.

3. STATEMENTS AND REPORTS RELATING TO THE LISTING

3.1. STATEMENT OF ADEQUACY OF CAPITAL [6.1.17.4]

The directors of the Company are of the opinion that the issued share capital and the working capital of Dale Capital and its subsidiaries is sufficient for the Company and its subsidiaries present requirements, that is, for a period of at least the next 12 months from the date of issue of this Listing Circular. There are no planned acquisitions as at the Last Practicable Date.

The working capital statement has been taken into account after consideration of the listing expenses, the directors' remuneration, material commitments and normal working capital requirements. The company does not have any debt to service and does not have any overdraft facilities and has typically funded its expansion and capital expenditure through the issue of convertible debentures.

Once the Pelagic agreement becomes unconditional, the adjusted purchase consideration of US$2.25 million will become payable over a period of time as set out in Annexure 17. It is anticipated that this will be settled through cash generated by the Dale group, the issue of convertible debentures, asset finance or cash raised from equity.

In addition to the above, in November 2018 SEM had approved the issue and listing of the following:

a) up to 100 000 000 new shares at an issue price per share equal to the 30-day weighted average traded price less 10%, by way of private placement(s); and
b) up to 49 672 159 new shares at an issue price per share equal to the 30-day weighted average traded price less 10%, at the date of conversion of the debentures currently in issue.

As detailed in Annexure 5 of this Circular, in October 2019, the Company approved the issue of 20 000 000 shares for the Employee Share Scheme and the issue of 44 164 180 new shares in settlement of working capital loans and the conversion of debentures as detailed in Annexure 14 to this Circular. The shares will be listed on SEM on or about 4 November 2019.

With this authority under the control of the Board of Dale, its successful track record in raising debt and equity funding over 20 years, the lack of borrowings in the group, the favourable terms of the Pelagic acquisition agreement and the growth of the underlying business under the Prime Strategy, the Directors of Dale are comfortable with making the above statement on adequacy of capital.

3.2. REPORT BY DIRECTORS AS TO MATERIAL CHANGES [6.4.1]

Save as disclosed in this Listing Circular, there have been no material changes in the financial and trading position of the Group since the audited results for the year ended 28 February 2019 and the date of this Listing Circular.

3.3. SECONDARY LISTING ON ZAR X

A process is underway for ZAR X to grant Dale Capital's application for a secondary inward listing by way of introduction of its issued Shares on the ZAR X, which date will be announced on SEM and ZAPS during October 2019.

In accordance with Section 15 of the ZAR X Listing Requirements, the SEM Listing Rules (being the primary exchange) will generally take precedence in the enforcement of any listings requirements ahead of ZAR X (being the secondary exchange).

The Company will comply with the specific requirements of Section 15, including the requirement to ensure that all information released on the SEM will also be released on ZAR X and that such release takes place no later than the equivalent release on the SEM, provided that, if ZAR X is not open for business, it will ensure that such information is released through ZAPS at the commencement of business on the next business day.

3.4. REPORTS ISSUED BY THE REPORTING ACCOUNTANTS OF THE COMPANY

Annexure 3 contains the Nexia SAB&T Reporting Accountants' report on the profit forecasts as detailed in Annexure 4 and is also available under "Documents and consents available for inspection" as set out in paragraph 4.16.

SECTION 4 – ADDITIONAL MATERIAL INFORMATION

4. ADDITIONAL MATERIAL INFORMATION

The following additional disclosures are made in respect of the Company in accordance with Section 6 of the Listings Requirements:

4.1. LITIGATION STATEMENT [6.12.1]

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

4.2. HISTORICAL FINANCIAL INFORMATION [6.1.9]

Extracts from the historical financial information of Dale Capital for the three years ended 28 February 2019, 28 February 2018 and 28 February 2017 is set out in Annexure 1. In addition, extracts from the interim results for the six months ended 31 August 2019 as published on SEM is set out in Annexure 2.

This information does not require a Reporting Accountants' Report as the Company is already listed on SEM. The Annual Reports of Dale are available on the Dale website **http://www.dale-capital.com**

4.3. DIVIDENDS AND DISTRIBUTION POLICY

All shares rank pari passu in terms of dividends. **[6.1.2.4]**

As the objective of the Company is to provide Shareholders with attractive medium- to long-term capital growth, the Board does not intend to declare regular dividends. Accordingly, Dale does not have a formal dividend policy. **[6.1.11.1]**

No dividends have been declared as at the Last Practicable Date. No Shares of the Company are currently in issue with a fixed date on which entitlement to dividends arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

All dividends unclaimed for five years after having been declared may be forfeited by Resolution of Directors for the benefit of the Company.

4.4. ACQUISITIONS [6.1.8.2]

Material agreements entered into by, or in respect of, the Company, other than in the ordinary course of business, within the three years prior to the date of the Listing Circular are detailed under paragraph 2.6 of this Listing Circular:

The profit/(loss) after taxation and net asset value of each of the above companies is set out in Annexure 8.

A table summarising details of the above agreements is set out in Annexure 17:

No loans or finance were associated with the above acquisitions. However, the payment of the purchase consideration for Pelagic remains outstanding due to the shareholders of the Pelagic Vendor remaining in litigation with each other (not with Dale) and certain conditions precedent remaining outstanding. The Pelagic agreement provides for payment over a period of time once all the conditions precedent have been met as further detailed in Annexure 17.

No book debts have been guaranteed nor any warranties given.

No restraints of trade or other restrictions have been placed on the vendors nor are they considered necessary for those vendors that have not been restrained. **[6.1.8.2.3.4]**

No agreements have been made in respect of accrued liabilities for tax.

Other than Pelagic as detailed in paragraph 2.6, all the acquired assets have been transferred into the name of Dale Capital or its subsidiaries and the assets have not been ceded or pledged.

4.5. DISPOSALS **[(6.1.8.2.3.2) (6.1.8.2.3.4)]**

Other than the disposal of 51% in LAMS, no material immovable properties, fixed assets, securities and/or business undertakings have been disposed of by the Company in the past three years nor are any of these to be disposed of in the first six months after commencement of the listing on ZAR X.

4.6. ADVANCES, LOANS AND BORROWINGS **[6.1.8.2.3.3]**

Other than the issue of convertible debentures and the convertible loan as disclosed in Annexure 6, as at the Last Practicable Date:

- there are no material loans advanced by or to the Company;
- there are no shareholders' loans recorded on the Company's statement of financial position;
- there are no loans receivable or outstanding;
- there is no loan capital outstanding;
- there are no loans that have been made or security furnished by the Company to or for the benefit of any director or manager or associate of any director or manager of the Company;
- there were no intercompany loans or other financial transactions;
- no charge or mortgage has been created over any assets of the Company; and
- there were no other outstanding convertible debt securities.

4.7. EXPERTS CONSENTS AND QUALIFICATIONS **[6.9]**

Each of the parties listed under Corporate Information on page 2 have consented in writing to act in the capacities stated and to their names appearing in this Listing Circular and have not withdrawn their consent prior to the publication of this Listing Circular.

The reporting accountants have consented in writing to have their reports appear in the Listing Circular in the form and context as they appear and have not withdrawn their approval prior to the publication of this Listing Circular. The qualifications of the auditors and reporting accountants are contained in Annexure 3. **[6.14]**

None of the above experts hold any shareholding in Dale Capital or any subsidiary or hold the right to subscribe for or nominate persons to subscribe for shares in any company in the Group.

4.8. DIRECTOR'S RESPONSIBILITY STATEMENT **[6.9.1]**

The directors of the Company, whose names are given in Section 2 paragraph 2.2.1 of this Listing Circular, collectively and individually, accept full responsibility for the accuracy of the information provided in this Listing Circular and certify that to the best of their knowledge and belief there are no facts relating to the Company that have been omitted which would make any statement relating to the Company false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Listing Circular contains all information relating to the Company required by law, SEM Rules and the ZAR X Listings Requirements.

4.9. VENDORS AND CONTROLLING SHAREHOLDER [6.1.7.2.2.3]

Dale does not have any controlling shareholder/s being any one shareholder or group of shareholders in a voting pool agreement that holds 30% or more in Dale.

4.10. CORPORATE GOVERNANCE [6.1.6.1]

The Company's corporate governance statement is set out in Annexure 12.

4.11. GOVERNMENT PROTECTION AND INVESTMENT ENCOURAGEMENT LAW

Other than as stated in this Listings Circular, there is no government protection or any investment encouragement law pertaining to any of the businesses operated by the Company.

4.12. MATERIAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES

The Company does not have any capital commitments, financial lease payments and contingent liabilities as at the Last Practicable Date, other than obligations disclosed in Annexure 6 in this Listing Circular and in the ordinary course of business.

4.13. PRINCIPAL IMMOVABLE PROPERTY LEASED OR OWNED

As at the Last Practicable Date, the Company owns immovable property as set out in Annexure 9. The Group has entered into leases in respect of immovable property, also as detailed in Annexure 9.

4.14. SOUTH AFRICAN EXCHANGE CONTROL REGULATIONS

Dale Capital has obtained approval from the SARB for the listing of its shares on ZAR X, which listing is classified as an inward listing in terms of the Exchange Control Regulations. A summary of the exchange control regulations relating to the acquisition of Dale Capital shares is set out in Annexure 13.

4.15. TAXATION

BVI taxation provisions
Being incorporated in the BVI and under its current Laws, dividends remitted to shareholders resident outside the BVI are not subject to withholding tax. The Company itself is not subject to taxes on its profits nor on income derived outside the BVI. There are no capital gains taxes, estate duty or inheritance tax applicable to shares held by non-residents of BVI. Subsidiaries of the Company are subject to taxes of the countries in which they are incorporated. Currently, the Company holds investments in companies which are taxable in Mauritius and will in the future hold investments in entities/projects in other Sub-Sahara African where the entities will be taxable.

Mauritian taxation provisions
Under the provisions of the Mauritian Income Tax Act:

- The corporate tax rate of a domestic company is 15% of its profits.
- Value Added Tax is 15%.
- There is no capital gains tax.
- There is no withholding tax on dividends, interest and royalties.
- No exchange controls; dividends and capital can be freely repatriated.
- Network of double taxation treaties with 41 countries. Under the agreements to avoid double taxation, reduction on tax rates applicable at source on dividends, interest and royalties (usually 0-15%).

Tax Regime for Global Business Licence Companies:

Global Business Licence Companies (GBC1):
- Subject to Corporate tax of 15%. The GBC1 may avail to foreign tax credits up to 80% of the Mauritian tax liability, subject to meeting certain conditions of substance and type of income.

Tax Regime for Individuals:

- **Personal Income Tax of 15%.**
- No death tax.
- There is no inheritance tax or estate duty.

Subsidiaries acquired in different jurisdictions will be subject to the fiscal regime in that particular country.

Tax considerations for South African investors
Dividends from resident companies and non-resident ZAR X-listed companies are subject to dividends tax. Dividend Tax is imposed in respect of any dividend paid by a company and is levied at a rate of 20%. Dividend tax is withheld by the company paying the dividend or by a regulated intermediary but the person who is liable for the Dividends tax is the beneficial owner of the dividend.

There are a number of exemptions from dividends tax. For example, it is not imposed on dividends paid to:

- a resident company;
- a public benefit organisation approved by the Commissioner;
- various other tax-exempt persons such as the three levels of government and retirement funds;
- a shareholder in a registered micro business to the extent that the sum of dividends paid during the year of assessment does not exceed R200 000; and
- a non-resident on a dividend paid on a ZAR X-listed share in a non-resident company.

These tax considerations are merely general considerations. The tax treatment of the purchase, holding and disposal of Dale Capital shares is dependent on the individual investors' circumstances and tax jurisdiction applicable to that investor. Investors are accordingly advised to consult their professional tax advisors regarding the tax consequences of investing in Dale Capital.

Dale Capital tax considerations
Under the provisions of the Mauritian Income Tax Act, a company is taxed at a fixed rate of 15%. A system of deemed foreign tax credits of 80% effectively reduces the income tax rate to 3%. Under the Mauritian fiscal regime, there are no:

- withholding taxes on dividends distributed by a company to its shareholders;
- withholding taxes on interest; and
- capital gains taxes. Accordingly, the capital gains realised by a non-resident shareholder on the disposal of its shares in the company are not subject to tax in Mauritius. However, the nature and amount of tax payable by the company is dependent on the availability of relief under the various tax treaties in the jurisdictions in which the board chooses to invest from time to time.

4.16. DOCUMENTS AVAILABLE FOR INSPECTION **[6.19]**

In terms of Schedule 6, paragraph 6.19 of the Listings Requirements, certified copies of the following documents will be available for inspection at the registered office of the Company and at the office of the Appointed Advisor from the date of this Listing Circular until 31 December 2019 following the Listing of the Company on ZAR X on 14 November 2019:

- Board Resolution **[6.19.1.2]**
- the Dale Capital's Annual Financial Statements for the financial year ended 28 February 2019, extracts of which are set out in Annexure 1 to this Listing Circular;
- the quarterly and interim results for the Dale Capital group for the six months ended 31 August

2019, extracts of which are set out in Annexure 2;

- the independent reporting accountant's report on the profit forecasts of Dale Capital for the years ending 29 February 2020 and 28 February 2021 respectively, as set out in Annexure 3 of this Listing Circular
- the Memorandum and Articles of Association of the Company as set out in Annexure 11 as well as its subsidiaries;
- the material contracts as detailed in Section 2, paragraph 2.6;
- the service agreements with directors, managers and secretaries;
- the written consent of each of the persons referred to in Section 4, paragraph 4.8 of this Listing Circular;
- the written power of attorney executed by each director of the Company not signing the Listing Circular;

Signed on behalf of the board

N Noland
Dale Capital Group Limited
8 November 2019

EXTRACT FROM THE AUDITED HISTORICAL FINANCIAL INFORMATION DALE CAPITAL

An extract from the financial statements of Dale Capital for the year commencing 1 March 2017 to 28 February 2019 as set out below falls under the responsibility of the board of Dale Capital and is presented in accordance with IAS34 (Interim Reporting. The annual financial statements were prepared in accordance with IFRS and in compliance with the BVI Companies Act and the Financial Reporting Act 2004. The information presented in this Annexure 1 is the responsibility of the directors of Dale Capital.

The financial statements were audited by Crowe ATA who issued an unqualified audit opinion.

Review of activities **[6.1.7.1]**

Main business and operations

The Company was originally incorporated in Mauritius under the International Companies Act 1994 as an International Company with limited liability on 9 October 2000. On 25 July 2002, the Company obtained a Category 1 Global Business Licence issued by the Financial Services Commission of Mauritius. On 7 November 2007, the Company was registered by way of continuation in the British Virgin Islands (B.V.I) under the name Dale Capital Partners Limited. The Company subsequently changed its name to Dale Capital Group Limited on 1 March 2011 and in this respect a certificate of change of name was issued by the B.V.I authorities.

The principal activity of the Company is to act as an investment holding company and the Company is listed on the official market of the Stock Exchange of Mauritius. The Company invests with its own funds and also with the funds of partners and co–investors in the SADC Region.

The state of affairs of the company are fully set out in the attached extracted information set out below:

Statement of financial position

The increase in non-current assets for the year ended 28 February 2019 was mainly due to the increase in the fair value of Bella Amigo, which is held for sale, and the loan receivable of $3.14m owed in relation to the sale of Bosveld Mining. The increase in assets on February 2018 is primarily associated with the recognition of held for sale assets by investee Companies, being the interest in convertible notes in Bosveld Mining, which was impaired in the prior year ended 28 February 2017. Investment in loan notes in the African Mining Rehabilitation Cell reduced by US$1.3 million in the Group as the loan notes were capitalised for direct holdings by the year end. Biological assets of US$185 000 were recognised in the year ended 28 February 2018 following the commencement of goat and sheep farming during the year under review.

Share application monies of US$150 000 as at 28 February 2017 related to loan accounts provided to investee companies and as the loans were provided more as shareholders' support than loan investment.

Stated capital increased during the year ended 28 February 2019 through the issue of 57 680 841 new shares for US$3 293 402. The advance against equity in 2018 has been converted into shares. In addition, there were private placements in August 2017 into equity during the year ended 28 February 2018 and advances against equity increased to US$2 million following the commitment for repayment via Equity at year end during the year. The Advances against Equity were issued shares in 2 March 2018.

During the year ended 28 February 2019, non-current borrowing included an amount of US$3 167 500 relating to convertible debentures with strategic shareholders. In 2018, borrowings increased by around US$1.2 million due to a surge in the operational levels of the Subsidiary investees as the entered full operations more especially the Fishing investees which had completed their Refurbishment programmes and doubled their production in the 6 months period.

Working capital (trade receivables and trade payables) increased due to the change in the nature of the business.

Statement of comprehensive income

Turnover increased by 74% in 2019 and 487% in 2018 due to the change in strategy and focus to an investment holding company focussed on food and food security. A commensurate increase was incurred in cost of sales. The increase is off a low base. This change in the business also impacted on operating and administrative expenses. The fair value adjustment arose from the revaluation of biological assets from the farming operation.

Net finance costs increased in 2018 due to the issue of interest bearing convertible debentures during the period under review and in the financial years ending February 2017 and February 2018. However, this decreased in year ended 28 February 2019 due to some of the Convertible Debentures being capitalised in March 2018.

The gain on fair value of US$850 000 arose on the disposal of Bosveld Mining following an agreement entered into during March 2018. In the prior period, there was an impairment of financial assets in 2018 included US$1.92 million arose loss against the AMR mining deal in relation to the same investment.

Statement of cash flow

The net cash used in operations remained in line with the 2018 but has increased from 2017 due to the change in nature of the business from the prior year. Net cash used in investing activities also included the purchase of property, plant and equipment and biological assets.

Cash flow from financing activities is showing a total net inflow of US$1.58 million and US$3.6 million for 2019 and 2018 respectively. This was primarily advances from shareholders to support the Groups investments in key investments, some of which also required increases in working capital.

Statement of changes in equity

Increases in equity has been predominantly due to conversion of shareholders loans and debentures. Accumulated losses increased due to the loss incurred during the years ended 28 February 2019 and 28 February 2018 as all investments continued in their early stages.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 28 FEBRUARY 2019

US$	Notes	2019	2018	2017
ASSETS				
Non-current assets				
Property, plant and equipment	4	696 879	82 588	-
Intangible assets	5	333	589 998	-
Investment in subsidiaries	6	-	-	-
Investment at fair value through profit or loss	7	1 341 571	-	
Investment at fair value through other comprehensive	8			
Available for sale financial asset	8	2 400 000	1 312 287	1 278 507
Investment in loan notes	8	-	-	1 304 776
Loan receivables	9	3 393 922	184 379	179 650
Biological assets	10	291 996	184 687	-
Share application monies	11	-	-	150 000
Total non-current assets		**8 124 701**	**2 353 939**	**2 912 933**
Current assets				
Inventories	11	150 513	29 416	24 283
Held for sale investment	12		3 350 000	-
Trade and other receivables	13	1 916 701	304 050	201 205
Loan receivables	9	1 161 297	933 172	451 857
Cash and cash equivalents	14	33,895	54 767	612 356
Total current assets		**3 262 406**	**4 671 405**	**1 289 701**
TOTAL ASSETS		**11 387 107**	**7 025 344**	**4 202 634**
EQUITY AND LIABILITIES				
Equity				
Stated capital	15	6 732 669	3 439 267	2 943 315
Revaluation reserves		1 891 943	627 384	627 292
Advance against equity	15	-	2 017 671	-
Translation reserve		115 080	85 779	(241 385)
Accumulated losses		(3 663 002)	(3 149 818)	(1 176 115)
Equity attributable to equity holders of the parent		**5 152 600**	**3 020 283**	**2 513 107**
Non-controlling interest		75 910	20 944	(334 268)
Total equity		**5 152 600**	**3 041 227**	**1 818 839**
Non-current liability				
Borrowings	16	5 188 459	3 523 333	2 316 284
Total non-current liability		5 188 459	3 523 333	2 316 284
Current liabilities				
Trade and other payables	17	963,110	292 886	64 069
Borrowings	16	82,938	167 357	-
Taxation	18	-	541	3 442
Total current liabilities		**1 046 048**	**460 784**	**67 511**
TOTAL EQUITY AND LIABILITIES		**11 387 107**	**7 025 344**	**4 202 634**

CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED 28 FEBRUARY 2019

US$	Notes	2019	2018	2017
Income				
Turnover	19	**1 595 825**	**916 526**	156 134
Cost of sales		**(1 372 434))**	**(911 130)**	(123 865)
Gross profit		**223.391**	**5 396**	**32 269**
Other income				
Rendering service	19	**76.303**	**36 000**	149 985
Investment income	19	**71 161**	**180 657**	20 725
Gain arising from changes in fair value less costs to sell biological assets	19	**95 458**	**65 187**	-
Total income		**466.313**	**287 240**	**202 979**
Expenses				
Administrative expenses	20	**(327 112)**	**(167 866)**	(66 502)
Operating expenses	21	**(1 695 163)**	**(1 103 056)**	(462 726)
Total expenses		**(2 022 275)**	**(1 270 922)**	**(529 228)**
Loss from operations		**(1.555.962))**	**(983 682)**	(326 249)
Net finance costs	22	**(295,550)**	**(339 633)**	(48 458)
Net (loss)/gain on investment in loan notes		**-**	**(74 867)**	57 840
Impairment of financial assets			**(2 050 000)**	-
Gain/(Loss) in fair value of financial assets		**20 244**	**(69 461)**	-
Gain on disposal of property, plant and equipment			**-**	6 098
Gain on investment at fair value through profit or loss	12	**850 000**	**-**	-
Profit from discontinued operations		**182 240**	**-**	-
Amount payable/receivable written back/(written off)	32(b)(ii)	**-**	**2 163 605**	17 024
Loss before taxation		**(799 028)**	**(1 354 038)**	(293 745)
Taxation	19	**-**	**(541)**	(3 442)
Loss for the year		**(799 028)**	**(1 354 579)**	**(297 187)**
Attributable to:				
Equity holders of the Company		**(781 983)**	**(1 347 224)**	(273 161)
Non-controlling interests		**(17 045)**	**(7 344)**	(24 026)
		(799 028)	**(1 354 579)**	**(297 187)**
Weighted average number of ordinary shares		**101 076 868**	**61 185 140**	**49 380 381**
Loss per share		**(0.0079)**	**(0.0220)**	**(0.0060)**

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 28 FEBRUARY 2019

US$	Notes	2019 US$	2018 US$	2017 US$
Loss for the year		**(799 028)**	**(1 354 579)**	(297 187)
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss		**-**	**-**	-
Gain on revaluation of property, plant and equipment		**136 632**	**-**	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of foreign operations		**29 301**	**327 562**	108 059
Net change in fair value of investment at fair value through other comprehensive income				
		1 131 919	**92**	**395 770**
Total comprehensive (loss)/income for the year		**498 824**	**(1 026 925)**	206 642
Total comprehensive (loss)/income attributable to:				
Equity holders of the Company		**513 132**	**(1 019 968)**	230 668
Non-controlling interests		**(14 308)**	**(6 957)**	(24 026)
		498 824	**(1 026 925)**	206 642

DALE CAPITAL
GROUP

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 28 FEBRUARY 2019

US$	Stated Capital US$	Revaluation Reserve US$	Advance against equity US$	Translation Reserve US$	Accumulated Losses US$	Non-controlling interest US$	Total Equity US$D
At 1 March 2017	2 943 315	627 292	-	(241 385)	(1 176 115))	(334 268)	1 818 839
Loss for the year	-	-	-	-	(1 347 224)	(7 355)	(1 354 579)
Issue of ordinary shares	495 952	-	-	-	-	-	8
Other comprehensive income for the year	-	92	-	327 164	-	398	327 654
Issue of Redeemable preference shares by subsidiary	-	-	-	-	-	33 000	33 000
Equity adjustment	-	-	-	-	(626 479)	329 169	(297 310)
At 28 February 2018	**3 439 267**	**627 384**	**2 017 671**	**85 779**	**(3 149 818)**	**20 944**	**3 041 227**
Issue of ordinary shares	3 293 402	-	(2 017 671)	-	-	-	1 275 731
Loss for the year	-	-	-	-	(781 983)	(17 045))	(799 028)
Share application monies						45 001	45,001
Effect of deconsolidation of subsidiary	-	-	-	-	268 799	24 273	293 072
Other comprehensive income	-	1 264 559	-	29.301	-	2 737	1 296 597
Equity adjustment	-	-	-	-	-	-	-
At 28 February 2019	**6 732 669**	**1 891 943**	**-**	**115 080**	**(3 663 002)**	**32 287**	**5 152 600**

CONSOLIDATED AND SEPARATE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 28 FEBRUARY 2019

US$	Notes	2019	2018	2017
Net cash used in operating activities	**23**	**(949 606)**	**(926 074)**	(477 074)
Cash flows from investing activities				
Purchase of property, plant and equipment		**(447 814)**	**-**	(8 349)
Proceeds from disposal of investment		**3 350 000**		
Subscription to loan notes			**-**	(1 250 000)
Redemption of loan notes		**-**	**1 198 611**	-
Purchase of intangible asset		**(333)**		
Proceeds from sale of property, plants and equipment			**-**	14 028
Purchase of investment		**250**	**(125)**	-
Purchase of biological assets		**(107 444)**	**(76 400)**	-
Loans to related companies		**(3 437 668)**	**(4 364 615)**	(164 287)
Loans to third parties		**-**	**-**	-
Interest received		**-**	**29 995**	12 262
Net cash used in investing activities		**(643 509)**	**(3 212 534)**	(1 396 346)
Cash flows from financing activities				
Issue of redeemable preference shares		**-**	**3 000**	801 562
Repayment of loan notes		**-**	**(615 448)**	-
Advance against capital contribution		**-**	**1 717 671**	-
Net movement in loans		**1 580 707**	**2 689 270**	1 676 389
Loans repayment to related parties		**-**	**(215 516)**	-
Net cash from financing activities		**1 580 707**	**3 578 977**	2 477 951
Net (decrease)/increase in cash and cash equivalents		**(12 408)**	**(559 631)**	604 531
Effect of exchange rate differences		**(8 464)**	**2 042**	1 601
Cash and cash equivalents at start of the year		**54 767**	**612 356**	6 224
Cash and cash equivalents at end of the year	**15**	**33 895**	**54 767**	612 356

All non-cash transactions are disclosed in note 24.

The notes on pages 25 to 67 form an integral part of these consolidated and separate financial statement.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter

(a) Assessment of impairment of equity investment in subsidiary

At 28 February 2019, the carrying value of the Company's equity interest in DFBHL amounting to US$ 904 687 was lower than the latter's net asset amount of US$4 781 960.

To establish of whether the existence of any impairment indicator required exist, management estimate the recoverable amount of the Company's investment in DFBHL. Management in their assessment have considered the Company's investment strategy to invest through DFBHL in a combination of start-up operations, carefully identified agricultural projects, further investment into the Mauritius Seafood sector and Food Logistic operations and management. Based on this, management assessed that the recoverable amount of the Company's investment exceeded the carrying value of the investment.

We focused on this area as the assessment of the recoverable amount required management to make projections of cash flows arising from the above identified businesses and to make several estimates and assumptions.

How our audit addressed the Key Audit Matter

Our procedures in relation to the impairment assessment of the investment in DFBHL included, among others:

1. Assessing the appropriateness of management's accounting for investments in the subsidiary;
2. Understanding management's process for identifying the existence of impairment indicators in respect of the investment in the subsidiary and evaluating the effectiveness of such process;
3. Where indicators of impairment have been identified, assessing the reasonableness of the recoverable amount of the subsidiary and obtaining from management its financial position and future prospects; and
4. Assessing the reasonableness of key inputs and assumptions used by management in their estimation of recoverable amount.

(b) Assessment of impairment on amounts receivable from ARC Africa Capital Limited

At 28 February 2019, the Company held 49% of the total issued capital of Linked to Africa Management Services Limited ('LAMS'). In view of its exit strategy, the Company has during the year disposed on its 51% holding in LAMS at cost for US$525 000 to ARC Africa Capital Limited, a non-related company and the remaining 49% shall be disposed of all a later stage so that the Company concentrates in the food and food security business sector. The entire amount was receivable at 28 February 2019.

Management in their assessment believes that no impairment provision is required to be made in the financial statements as the entire amount is fully recoverable although the first tranche of the entire sale proceeds have not been received at of date. The unaudited financial statements of LAMS are showing a positive equity amount of US$309 003 as at 28 February 2019.

How our audit addressed the key audit matter
Our procedures in relation to the impairment analysis of the investment in LAMS included, among others:

1. Assessing the appropriateness of management's assessment of the investment in LAMS;
2. Understanding management's process for identifying the existence of impairment indicators in respect of the investment in LAMS and evaluating the effectiveness of such process;
3. Where indicators of impairment have been identified, assessing the reasonableness of the recoverable amount of the associate and obtaining from management its financial position and future prospects; and
4. Assessing the reasonableness of key inputs and assumptions used by management in their estimation of recoverable amount.

(c) Assessment of valuation of Investment at FVTPL

At 28 February 2019, the Company held 100% of the total issued redeemable preference shares with carrying amount of US$860 000 issued by Africa Mining Restoration ('AMR'), a Cell in Africa Growth and Private Equity PCC incorporated in Mauritius. An amount of US$3 140 000 was also owed to the Company by AMR at 28 February 2019.

Management have used the net asset amount of AMR based on unaudited draft financial statement of the latter and also the enterprise value of valuation at the underlying investment level on a ten years period basis in their assessment of the computation of the gain on revaluation recognised in the consolidated and separate financial statements. Management also believes in their assessment that the entire loan amount is recoverable and no impairment required in respect thereof.

How our audit addressed the key audit matter
Our procedures in relation to the valuation of the investment in AMR included, among others:

1. Assessing the appropriateness of management's accounting for the fair values of the investment in AMR;
2. Review of the unaudited draft financial statements and also the valuation report used by management in assessing the reasonableness of the fair values; and
3. Assessing the reasonableness of key inputs and assumptions used by management in their estimation of the revalued amount

(d) Valuation of Investment at FVTOCI

A valuation has been carried out by an Independent Valuer on the investment at FVTOCI at a fair value amounted to US$2 400 000 as at 28 February 2019. Hence, a gain has been recorded in the consolidated and separate statement of other comprehensive income.

Estimating the fair value is a complex process involving a number of judgements and estimates regarding various inputs. Due to the nature of the asset, the valuation technique used included a discounted cash flow model that used a number of inputs from internal sources due to a lack of relevant and reliable observable inputs.

Consequently, we have determined the valuation of the investment at FVTOCI to be a key audit matter. If we had obtained an Independent external valuation to support management's estimate of fair value to our procedures would have been as follows.

Our procedures in relation to the valuation of the available-for-sale financial asset included, among others:

1. Assessing the methodologies used by the external valuer to estimate resale values and by management to estimate values in use;
2. Evaluating the independent external valuer's competence, capabilities and objectivity;
3. Checking, on a sample basis, the accuracy and relevance of the input data provided by management to the external valuer; and

4. Assessing management's key assumptions used to estimate values in use based on our knowledge of the investee company's industry; and
5. Evaluating the adequacy of the disclosures in the consolidated and separate financial statements, including disclosures of key assumptions and judgements.

(e) Acquisition of shares in St Felix Seafoods Limited

Dale Food & Beverages desired to purchase and acquire the shares in Pelagic Process Limited (PPL). Dale Food & Beverages also entered into a management agreement to act as the Manager to provide all the services to PPL, such as the fishing operation and processing for local and international markets; responsible for the maintenance of the fishing vessel owned by Gladius Limitee and Palangriers Ltee.

Pursuant to the share purchase agreements dated 1 September 2018, Dale Food & Beverages has disposed of its interest in the acquired right in Pelagic Process Limited to its subsidiary St Felix Seafoods Limited (formerly known as Pelagic Export International Limited). Hence all the revenues and expenses incurred in respect thereon have been recorded in the book of St Felix Seafoods Limited.

Our procedures in relation to the valuation of the acquisition of shares in St Felix Seafoods Limited included, among others:

1. Reviewing the salient features of all the agreements entered into during the year in order to be able to validate management's assessment in the initial recognition and classification of the same; and
2. Ensuring that adequate disclosures notes have been made in the consolidated and separate financial statements in respect of this deal and its classification.

(f) Transaction with Dale Agriculture – Valuation of assets acquired

The equipment recorded in Dale Agriculture has been revalued by Mr Randall Thomas with the support of management and consultants. Mr Thomas is also a Non-Executive Director (NED) in Dale Capital. We understand from management that there is nobody in Mauritius who can carry out this valuation and that Mr Thomas has acted based on his previous knowledge and experience. There is no independent valuation carried out for such transaction.

From a Corporate Governance perspective, there is an independence issue as Mr Randall is also a non-executive director of DCGL. The said assets were originally acquired from South African suppliers and management have undertaken to conclude a formal independent valuation by the end of the current financial year. Our procedures in relation to the independent valuation of assets acquired, among others:

1. Assessing the methodologies used by the external valuer to estimate resale values and by management to estimate values in use;
2. Evaluating the independent external valuer's competence, capabilities and objectivity;
3. Checking, on a sample basis, the accuracy and relevance of the input data provided by management to the external valuer; and
4. Assessing management's key assumptions used to estimate values in use based on our knowledge of the investee company's industry; and
5. Evaluating the adequacy of the disclosures in the consolidated and separate financial statements, including disclosures of key assumptions and judgements.

(g) Loan impairment charges

Loan impairment charges from loans and receivables to related entities amounted to US$6.4 million in the consolidated financial statements and US$7.6 million in the parent company's separate financial statements.

Due to the substantial amount of loans and receivables recognized in the balance sheet and the significance of the judgments applied, auditing loan impairment charges is considered a key audit matter. The determination of assumptions for the measurement of impairment is highly subjective due to the level of judgement applied by management. Changes in assumptions and the methodology applied may have a major impact on the measurement of loan impairment charges.

The principles for determining the impairment charge are described in the summary of significant accounting policies. The most significant judgments are:

- If impairment events have occurred; and
- Management's judgement.

Based on our risk assessment, we have examined the impairment charges and evaluated the methodology applied as well as the assumptions made according to the description of the key audit matter. Our audit focused to the following elements, where we also made use of valuation experts:

- Obtaining audit evidence in respect of key controls over the models and manual processes for impairment events identification, management judgments and the assumptions setting processes.
- Challenging the methodologies applied by using our industry knowledge and experience, focusing on potential changes since last year.
- Assessing the key changes in the assumptions against industry standards and historical data.
- Obtaining audit evidence of management judgements, especially focusing on the consistency of the approach.

Other information

The directors are responsible for the other information. The other information comprises the corporate governance information, statement of compliance, chairman's report, statutory and directors' report, which we obtained prior to the date of this auditors' report. Other information does not include the consolidated and separate financial statements and our auditors' report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Corporate Governance Report

Our responsibility under the Financial Reporting Act is to report on the compliance with the Code of Corporate Governance disclosed in the Annual report and assess the explanations given for non-compliance with any requirement of the code. From our assessment of the disclosures made on corporate governance in the annual report, the Company has satisfactorily explained the reasons for non-compliance with requirements of the code except for section 2, 3 and 5.

Responsibilities of the directors and those charged with governance for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the consolidated and separate financial statements
Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and Company's internal control;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.

- However, future events or conditions may cause the Group and/or Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiency in internal control that we identify during our audit.

In forming our opinion, we report as follows:

- We have no relationship with, or any interests in, the Company other than in our capacity as auditors;
- We have obtained all the information and explanations that we required; and
- Proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Use of this report

This report is made solely for the Company's shareholders. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them and for no other purpose. We do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, for our audit work, for this report, or for the opinion we have formed.

NOTES TO THE FINANCIAL STATEMENTS – YEAR ENDED 28 FEBRUARY 2019

1. General Information

The Company was originally incorporated in Mauritius under the International Companies Act 1994 as an International Company with limited liability on 9 October 2000. On 25 July 2002, the Company obtained a Category 1 Global Business Licence issued by the Financial Services Commission of Mauritius. On 7 November 2007, the Company was registered by way of continuation in the British Virgin Islands (B.V.I) under the name Dale Capital Partners Limited. The Company subsequently changed its name to Dale Capital Group Limited on 1 March 2011 and in this respect a certificate of change of name was issued by the B.V.I authorities.

The principal activity of the Company is to act as an investment holding company and the Company is listed on the official market of the Stock Exchange of Mauritius. The Company invests with its own funds and also with the funds of partners and co–investors in the SADC Region.

The consolidated and separate financial statements are expressed in United States dollar ("US$") which is considered to be the Company's functional currency.

The following subsidiary and step-subsidiaries have been consolidated with the Company:

Name of subsidiary and step-subsidiaries	% Holding	Activities	Country of incorporation
Dale Food & Beverages	100% (2018: 100%)	Investment Holding	Mauritius
Step-subsidiaries:			
Dale Agriculture Investments Limited	100% (2018:100%)	Mixed farming and business related to food security	Mauritius
Dale Hospitality Logistics Limited	90% (2018:90%)	Importation and Distribution of Food Products and sale of meat.	Mauritius
Valley Containers (Mauritius) Limited	51% (2018: 51%)	Trading and rental of containers both dry and refrigerated for storage purposes	Mauritius
St Felix Seafoods Limited (formerly Pelagic Export International Limited)	100% (2018: Nil)	High seas fishing and food processing	Mauritius

2. Changes in accounting standards and disclosures

(i) New and amended standards and that are mandatorily effective for the current year

During the current year, the Group has adopted all of the new and revised standards and interpretations issued by the International Accounting Standards Board ("IASB") that is relevant to its operations and effective for accounting year beginning on and after 1 March 2018.

The following standards have been adopted by the Group for the financial year beginning on 1 March 2018.

IFRS 9 Financial Instruments and associated amendments to various other standards

IFRS 9 replaces the multiple classification and measurement models in IAS 39 Financial instruments Recognition and measurement with a single model that has initially only two classification categories: amortised cost and fair value.

Classification of debt assets will be driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A debt instrument is measured at amortised cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument solely represent payments of principal and interest.

All other debt and equity instruments, including investments in complex debt instruments and equity investments, must be recognised at fair value.

All fair value movements on financial assets are taken through the statement of profit or loss, except for equity investments that are not held for trading, which may be recorded in the consolidated and separate statements of profit or loss or in reserves (without subsequent recycling to profit or loss).

For financial liabilities that are measured under the fair value option entities will need to recognise the part of the fair value change that is due to changes in their own credit risk in other comprehensive income rather than profit or loss.

The new hedge accounting rules (released in December 2013) align hedge accounting more closely with common risk management practices. As a general rule, it will be easier to apply hedge accounting going forward. The new standard also introduces expanded disclosure requirements and changes in presentation.

In July 2014, the IASB made further changes to the classification and measurement rules and also introduced a new impairment model. With these amendments, IFRS 9 is now complete. The changes introduce:

- a third measurement category (FVTOCI) for certain financial assets that are debt instruments
- a new expected credit loss (ECL) model which involves a three-stage approach whereby financial assets move through the three stages as their credit quality changes. The stage dictates how an entity measures impairment losses and applies the effective interest rate method. A simplified approach is permitted for financial assets that do not have a significant financing component (eg trade receivables). On initial recognition, entities will record a day-1 loss equal to the 12-month ECL (or lifetime ECL for trade receivables), unless the assets are considered credit impaired.

For financial years commencing before 1 February 2015, entities could elect to apply IFRS 9 early for any of the following:

- the own credit risk requirements for financial liabilities
- classification and measurement (C&M) requirements for financial assets
- C&M requirements for financial assets and financial liabilities, or
- C&M requirements for financial assets and liabilities and hedge accounting.

After 1 February 2015, the new rules must be adopted in their entirety.

The following table explains the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets and financial liabilities as at 1 March 2019.

Company	Original measurement category under IAS 39	New measurement category under IFRS 9	Original carrying amount under IAS 39 US$	Additional loss allowance recognised under IFRS 9 US$	New carrying amount under IFRS 9 US$
Loan Receivables	Loan and receivables	Financial assets at amortised cost	4 709 720	NIL	4 709 720
Trade and other receivables	Loan and receivables	Financial assets at amortised cost	73 154	NIL	73 154
Cash and cash equivalents	Loan and receivables	Financial assets at amortised cost	11 441	NIL	11 441
Borrowings	Financial liabilities at amortised cost	Financial liabilities at amortised cost	3 254 500	NIL	3 254 500
Trade and other payables	Financial liabilities at amortised cost	Financial liabilities at amortised cost	176 421	NIL	176 421
Group	**Original measurement category under IAS 39**	**New measurement category under IFRS 9**	**Original carrying amount under IAS 39 US$**	**Additional loss allowance recognised under IFRS 9 US$**	**New carrying amount under IFRS 9 US$**
Loan Receivables	Loan and receivables	Financial assets at amortised cost	1 117 551	NIL	1 117 551
Trade and other receivables	Loan and receivables	Financial assets at amortised cost	267 426	NIL	267 426
Cash and cash equivalents	Loan and receivables	Financial assets at amortised cost	54 767	NIL	54 767
Borrowings	Financial liabilities at amortised cost	Financial liabilities at amortised cost	3 523 333	NIL	3 523 333
Trade and other payables	Financial liabilities at amortised cost	Financial liabilities at amortised cost	448 954	NIL	448 954

IFRS 15 Revenue from contracts with customers and associated amendments to various other standards

The IASB has issued a new standard for the recognition of revenue. This will replace IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards.

A new five-step process must be applied before revenue can be recognised:

- identify contracts with customers;
- identify the separate performance obligation;
- determine the transaction price of the contract;
- allocate the transaction price to each of the separate performance obligations; and
- recognise the revenue as each performance obligation is satisfied.
- Key changes to current practice are:
- Any bundled goods or services that are distinct must be separately recognised, and any discounts or rebates on the contract price must generally be allocated to the separate elements.
- Revenue may be recognised earlier than under previous standards if the consideration varies for any reasons (such as for incentives, rebates, performance fees, royalties, success of an outcome etc) – minimum amounts must be recognised if they are not at significant risk of reversal.
- The point at which revenue is able to be recognised may shift: some revenue which is currently recognised at a point in time at the end of a contract may have to be recognised over the contract term and vice versa.
- There are new specific rules on licences, warranties, non-refundable upfront fees and, consignment arrangements, to name a few.
- As with any new standard, there are also increased disclosures.

These accounting changes may have flow-on effects on the entity's business practices regarding systems, processes and controls, compensation and bonus plans, contracts, tax planning and investor communications.

Entities will have a choice of full retrospective application, or prospective application with additional disclosures.

Annual improvements 2014-2016 cycle
The following improvements were finalised in December 2016:

- IFRS 1 - deleted short-term exemptions covering transition provisions of IFRS 7, IAS 19 and IFRS 10 which are no longer relevant.
- IAS 28 - clarifies that the election by venture capital organisations, mutual funds, unit trusts and similar entities to measure investments in associates or joint ventures at fair value through profit or loss should be made separately for each associate or joint venture at initial recognition.

Interpretation 22 Foreign Currency Transactions and Advance Consideration
The interpretation clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts.

For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/contract liability).
If there are multiple payments or receipts for one item, a date of transaction should be determined as above for each payment or receipt.
Entities can choose to apply the interpretation:

- retrospectively for each period presented
- prospectively to items in scope that are initially recognised on or after the beginning of the reporting period in which the interpretation is first applied, or
- prospectively from the beginning of a prior reporting period presented as comparative information.

(ii) New and revised standards and interpretations issued but not yet effective

The following standards, amendments to standards and interpretations were issued and are not effective for annual periods beginning on 1 March 2018. Earlier application is permitted. However, the Group has not early adopted them in preparing these consolidated and separate financial statements.

IFRS 16 Leases
IFRS 16 will affect primarily the accounting by lessees and will result in the recognition of almost all leases on balance sheet. The standard removes the current distinction between operating and financing leases and requires recognition of an asset (the right to use the leased item) and a financial liability to pay rentals for virtually all lease contracts. An optional exemption exists for short-term and low-value leases.

The statement of profit or loss will also be affected because the total expense is typically higher in the earlier years of a lease and lower in later years. Additionally, operating expense will be replaced with interest and depreciation, so key metrics like EBITDA will change.

Operating cash flows will be higher as cash payments for the principal portion of the lease liability are classified within financing activities. Only the part of the payments that reflects interest can continue to be presented as operating cash flows.

The accounting by lessors will not significantly change. Some differences may arise as a result of the new guidance on the definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Interpretation 23 Uncertainty over Income Tax Treatments
The interpretation explains how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- how to determine the appropriate unit of account, and that each uncertain tax treatment that the entity should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, ie that detection risk should be ignored;
- that the entity should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment;
- that the impact of the uncertainty should be measured using either the most likely amount or the expected value method, depending on which method better predicts the resolution of the uncertainty; and
- that the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements.

While there are no new disclosure requirements, entities are reminded of the general requirement to provide information about judgements and estimates made in preparing the consolidated and separate financial statements.

Prepayment Features with Negative Compensation – Amendments to IFRS 9
The narrow-scope amendments made to IFRS 9 Financial Instruments in December 2017 enable entities to measure certain prepayable financial assets with negative compensation at amortised cost. These assets, which include some loan and debt securities, would otherwise have to be measured at fair value through profit or loss.

To qualify for amortised cost measurement, the negative compensation must be 'reasonable compensation for early termination of the contract' and the asset must be held within a 'held to collect' business model.

Long-term Interests in Associates and Joint Ventures – Amendments to IAS 28
The amendments clarify the accounting for long-term interests in an associate or joint venture, which in substance form part of the net investment in the associate or joint venture, but to which equity accounting is not applied. Entities must account for such interests under IFRS 9 Financial Instruments before applying the loss allocation and impairment requirements in IAS 28 Investments in Associates and Joint Ventures.

Annual Improvements to IFRS Standards 2015-2017 Cycle
The following improvements were finalised in December 2017:

- IFRS 3 - clarified that obtaining control of a business that is a joint operation is a business combination achieved in stages.
- IFRS 11 - clarified that the party obtaining joint control of a business that is a joint operation should not remeasure its previously held interest in the joint operation.
- IAS 12 - clarified that the income tax consequences of dividends on financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits were recognised.
- IAS 23 - clarified that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

Sale or contribution of assets between an investor and its associate or joint venture – Amendments to IFRS 10 and IAS 28
- The IASB has made limited scope amendments to IFRS 10 Consolidated financial statements and IAS 28 Investments in associates and joint ventures.
- The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures. They confirm that the accounting treatment depends on whether the nonmonetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations).

Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's investors in the associate or joint venture. The amendments apply prospectively.

In December the IASB decided to defer the application date of this amendment until such time as the IASB has finalised its research project on the equity method.

Plan Amendment, Curtailment or Settlement – Amendments to IAS 19
The amendments to IAS 19 clarify the accounting for defined benefit plan amendments, curtailments and settlements. They confirm that entities must:

- calculate the current service cost and net interest for the remainder of the reporting period after a plan amendment, curtailment or settlement by using the updated assumptions from the date of the change;
- any reduction in a surplus should be recognised immediately in profit or loss either as part of past service cost, or as a gain or loss on settlement. In other words, a reduction in a surplus must be recognised in profit or loss even if that surplus was not previously recognised because of the impact of the asset ceiling; and
- separately recognise any changes in the asset ceiling through other comprehensive income.

Amendments to IFRS 3 - Definition of a business
The IASB has issued 'Definition of a Business (Amendments to IFRS 3)' aimed at resolving the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2020. They:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

Amendments to IAS 1 and IAS 8 – Definition of Material
The International Accounting Standards Board (IASB) has issued 'Definition of Material (Amendments to IAS 1 and IAS 8)' to clarify the definition of 'material' and to align the definition used in the Conceptual Framework and the standards themselves.

Amendments to IAS 1 and IAS 8 – Definition of Material (Continued)
Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.

3. Significant accounting policies
The principal accounting policies adopted in the preparation of these consolidated and separate financial statements are set out below:

(a) Basis of preparation of consolidated and separate financial statements
The Company and the Group have been loss making for the last 8 years of operations.

The consolidated and separate financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future.

The consolidated and separate financial statements are prepared under the historical cost convention, except for the fair valuation of financial instruments carried on the consolidated and separate statement of financial position as at the reporting date.

The historical cost convention is generally based on the fair value of the consideration given in exchange of assets. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Basis of presentation
The consolidated and separate financial statements are prepared in accordance with International Financial Reporting Standards (IFRS), which comprise International Accounting Standards (IAS) and interpretations issued by the IFRS Interpretations Committee approved by the International Accounting Standards Board (IASB) that remain in effect. The preparation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards requires the directors to make estimates and assumptions that could affect the reported amounts and disclosures in the consolidated and separate financial statements. Actual results may differ from those estimates.

(b) *Investment in subsidiary*

Subsidiary undertakings are those entities in which the Company controls an investee if all three of the following elements are present:

- power over the investee;
- exposure to variable returns from the investee; and
- the ability of the investor to use its power to affect those variable returns.

Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Company and by other parties;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

Investment in subsidiaries are shown at cost less impairment, if any. Where an indication of impairment exists, the recoverable amount of the investment is assessed. Where the carrying amount is greater than the estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is charged to the profit or loss. On disposal of the investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss.

(c) *Basis of consolidation*

The purchase method of accounting is used to account for the acquisition of a subsidiary by the Group.

The consolidated and separate financial statements include the financial statements of the Company and its subsidiary and step-subsidiaries and are made up to 28 February 2019. The results are included in the consolidated and separate financial statements and all intra group transactions and balances have been eliminated.

The financial statements of the subsidiary and step-subsidiaries incorporated in Mauritius referred to in note 1 have been presented in accordance with International Financial Reporting Standards and the Mauritius Companies Act 2001.

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases.

All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends in full. Losses within a subsidiary are attributed to the non- controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. Any differences between the amount by which the non-controlling interest are adjusted to reflect the changes in the relative interests in the subsidiary and the fair value of the consideration paid or received is recognised directly *in equity and attributed to owners of the Company. If the Group loses control over a subsidiary, it:*

- derecognises the assets (including goodwill) and liabilities of the subsidiary;
- derecognises the carrying amount of any non-controlling interest;
- derecognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;

- recognises any surplus or deficit in profit or loss; and
- reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss.

Foreign currency transactions

(i) Functional and presentation currency

For the purpose of consolidation, the financial position, performance and cash flows of each group entity are translated to United States dollar ("US$") which is the functional and presentation currency in which the Company operates. Management has determined the functional currency of the group to be US$. In making this judgement, management evaluates among other factors, the regulatory and competitive environment, the economic environment in which the financial assets of the Group are invested and the economic environment of the shareholders and provides of funds. The directors have adopted US$ as the functional and presentation currency.

(ii) Transaction and balances

Foreign currency transactions are normally translated into US$ at the exchange rate ruling on the transaction dates. Monetary assets and liabilities at the reporting date, which are denominated in foreign currencies, are translated into US$ at the rate of exchange ruling at the reporting date. Gains and losses on exchange are dealt with in the profit or loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured based on historical cost are translated using the exchange rate at the date of the transaction.

For the purpose of presenting consolidated and separate financial statements, the assets and liabilities of the Group are expressed in US$ using exchange rates prevailing at the reporting date. Income and expense items are translated at the average rates for the year, unless exchange rates fluctuated significantly during the year, in which case the exchange rate at the dates of the transactions are used. Exchange differences arising on consolidation are dealt with and classified as translation reserve under equity. Such exchange differences are recognized as gain or loss in the year in which the foreign operation is disposed of.

(e) Revenue recognition

Revenue from services is recognised when the services have been performed and are billable.

Investment income includes interest income and dividend income. Interest income is recognised as it accrues unless collectability is in doubt and dividend income when the Group's and the Company's right to receive payment is established.

Revenue from the sales of goods is recognised on the transfer to the customer of the significant risks and rewards of ownership of the goods, which generally coincides with delivery date.

(f) Related parties

Related parties are individuals and companies where the individuals or companies have the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

(g) *Taxation*

Current taxation comprises taxation payable or recoverable, calculated on the basis of the expected taxable profit for the year using the taxation rates enacted at the reporting date, and any adjustments of tax payable for previous years. The Company being registered in the BVI is not subject to any tax. Its subsidiary and step subsidiaries are, however, subject to the tax regulations effective in the jurisdiction in which they operate.

Deferred tax is provided, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Currently enacted tax rates are used to determine deferred tax.

(h) *Financial instruments*

In the current period, the Group and the Company has adopted IFRS 9 Financial Instruments. Comparative figures for the year ended 28 February 2018 have not been restated. Therefore, financial instruments in the comparative period are still accounted for in accordance with *IAS 39 Financial Instruments: Recognition and Measurement*.

Classification - Policy effective from 1 March 2018 (IFRS 9)
Financial assets

<u>Classification and initial measurement of financial assets</u>

The classification of financial instruments at initial recognition depends on the purpose and management's intention for which the financial instruments were acquired and their characteristics. Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit and loss (FVTPL), amortised cost, or fair value through other comprehensive income (FVTOCI) (in terms of the company's business model and contractual cash flows or designated as such), as appropriate. In the periods presented, the company does not have any financial assets categorised on amortised cost or FVTOCI.

Financial liabilities

<u>Financial liabilities measured at amortised cost</u>

This category includes all financial liabilities, other than those measured at fair value through profit or loss. The Group and the Company includes in this category borrowings and trade and other payables.

Classification - Policy effective before 1 March 2018 (IAS 39)

The Group and the Company classify their financial assets and financial liabilities at initial recognition into the following categories, in accordance with IAS 39.

Available-for-sale financial assets

The Group has classified the investments, other than investments in subsidiary, associate and trading investments, as available-for-sale financial assets. Available-for-sale financial asset is valued at fair value and the resulting temporary unrealised gains/ (losses) (including unrealised foreign exchange gains/(losses) on retranslation at the closing rate, if any) are reported as a separate component of equity as "Revaluation reserve", till the underlying investment is sold or permanently written off, when the total realised gains/(losses) are included in the profit or loss.

Unlisted securities are initially value at cost and thereafter carried at fair values. The fair valuation is done by using different valuation models and techniques and determined with prudence and in good faith by the directors.

Unlisted investments for which a reliable fair value measurement is not available is recorded at cost less impairment, if any. Any permanent diminution in value is recognised by reducing the cost to the realisable value and charging the difference to the consolidated and separate statement of profit or loss. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss.

Held-for-sale investment
Investments are classified as held-for-sale if their carrying amount will be recovered principally through a sale transaction rather through continuing use. This condition is regarded as met only when the sale is highly probable and the assets are available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Investments classified as held-for-sale are measured at the lower of their previous carrying amount and fair value less cost to sell.

Trade and other receivables
Trade and other receivables are measured at amortised cost, using the effective interest method, less any impairment loss. An allowance for impairment of trade and other receivables is established if the collection of a receivable becomes doubtful. Such receivable becomes doubtful when there is objective evidence that we will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter into bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. An impairment loss is recognised in the profit or loss, as are subsequent recoveries of previous impairment.

Loan receivables
Loan receivable are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans are initially recognised at cost, being the fair value of the total consideration granted. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR), less impairment. The EIR amortisation is included in finance income in the consolidated and separate statements of profit or loss. The losses arising from impairment are recognised in the profit or loss.

Loan receivables having no fixed maturities are subsequently measured at the fair value of the consideration received net of capital repayments received, if any.

Cash and cash equivalents
Cash comprises cash in hand and cash at bank. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value

Trade and other payables
Trade and other payables are stated at their fair value.

Borrowings
Bank overdraft and borrowings are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the company's accounting policy for borrowing costs.

Borrowings having no fixed maturities are subsequently measured at the fair value of the consideration received net of capital repayments, if any.

Recognition
The Group and the Company recognise a financial asset or a financial liability when they become party to the contractual provisions of the instrument.
Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group and the Company commit to purchase or sell the asset.

Initial measurement
Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit and loss (FVTPL), amortised cost, or fair value through other comprehensive income (FVTOCI) (in terms of the Company's business model and contractual cash flows or designated as such), as appropriate. In the periods presented, the Group have financial assets categorised as amortised cost and FVTPL.

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit and loss or amortised cost, as appropriate. All financial liabilities are recognized initially at fair value.
Financial assets and financial liabilities at FVTPL are recorded in the consolidated and separate statements of financial position at fair value. All transaction costs for such instruments are recognised directly in profit or loss.

Financial assets and liabilities (other than those classified as at FVTPL) are measured initially at their fair value plus any directly attributable incremental costs of acquisition or issue.

Financial assets at fair value through other comprehensive income (FVTOCI)

The Company elected to present in other comprehensive income changes in the fair value of its equity investment previously classified as available-for-sale, which are subsequently measured at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following derecognition of the investment. Dividend from such investments continue to be recognized in profit or loss.

Subsequent measurement
After initial measurement, the Group and the Company measure financial instruments which are classified as at FVTPL at fair value. Subsequent changes in the fair value of those financial instruments are recorded in net gain or loss on financial assets and liabilities at FVTPL in the consolidated and separate statements of other comprehensive income. Interest and dividends earned or paid on these instruments are recorded separately in interest revenue or expense and dividend revenue or expense in the consolidated and separate statements of comprehensive income.

Debt instruments, other than those classified as at FVTPL, are measured at amortised cost using the effective interest method less any allowance for impairment. Gains and losses are recognised in profit or loss when the debt instruments are derecognised or impaired, as well as through the amortisation process.

Financial liabilities, other than those classified as at FVTPL, are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, as well as through the amortisation process.

The effective interest method (EIR) is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating and recognising the interest income or interest expense in profit or loss over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or to the amortised cost of the financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instruments but does not consider expected credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or a part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and
- the Group and the Company have transferred substantially all of the risks and rewards of the asset or have neither transferred nor retained substantially all the risks and rewards of the asset but have transferred control of the asset.

When the Group and the Company have transferred their right to receive cash flows from an asset (or have entered into a pass-through arrangement) and have neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's and the Company's continuing involvement in the asset. In that case, the Group and the Company also recognise an associated liability.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

The Group and the Company derecognise a financial liability when the obligation under the liability is discharged, cancelled or expired.

Impairment of financial assets

Policy effective from 1 March 2018 (IFRS 9)
The Group and the Company hold only trade receivables with no financing component and which have maturities of less than 12 months at amortised cost and, as such, has chosen to apply an approach similar to the simplified approach for expected credit losses (ECL) under IFRS 9 to all its trade receivables. Therefore, the Group and the Company do not track changes in credit risk, but instead, recognise a loss allowance based on lifetime ECLs at each reporting date.

The Group's and the Company's approach to ECLs reflect a probability-weighted outcome, the time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The Group and the Company use the provision matrix as a practical expedient to measuring ECLs on trade receivables, based on days past due for groupings of receivables with similar loss patterns. Receivables are grouped based on their nature. The provision matrix is based on historical observed loss rates over the expected life of the receivables and is adjusted for forward-looking estimates.

Policy effective before 1 March 2018 (IAS 39)
The Group and the Company assess at each reporting date whether a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred loss event) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtor, or a group of debtors, is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and, where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future ECLs that have not yet been incurred) discounted using the asset's original EIR. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss as credit loss expense.

Impaired debts, together with the associated allowance, are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If a previous write-off is later recovered, the recovery is credited to the credit loss expense.
Interest revenue on impaired financial assets is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated and separate statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is generally not the case with master netting agreements unless one party to the agreement defaults and the related assets and liabilities are presented gross in the consolidated and separate statements of financial position.

Net gain or loss on financial assets and liabilities at fair value through profit or loss
Net gains or losses on financial assets and liabilities at FVTPL are changes in the fair value of financial assets and liabilities held for trading or designated upon initial recognition as at FVTPL and exclude interest and dividend income and expenses.

Unrealised gains and losses comprise changes in the fair value of financial instruments for the period and from reversal of the prior period's unrealised gains and losses for financial instruments which were realised in the reporting period. Realised gains and losses on disposals of financial instruments classified as at FVPL are calculated using the first-in, first-out (FIFO) method. They represent the difference between an instrument's initial carrying amount and disposal amount, or cash payments or receipts made on derivative contracts (excluding payments or receipts on collateral margin accounts for such instruments).

Fair value measurement
The Group and the Company measure their investments in subsidiaries, as well as their investments in financial instruments, such as equity instruments, other interest bearing investments and derivatives, at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the Group and the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For all other financial instruments not traded in an active market, the fair value is determined using valuation techniques deemed to be appropriate in the circumstances. Valuation techniques include the market approach (i.e., using recent arm's length market transactions, adjusted as necessary, and reference to the current market value of another instrument that is substantially the same) and the income approach (i.e., discounted cash flow analysis and option pricing models making as much use of available and supportable market data as possible).

For assets and liabilities that are measured at fair value on a recurring basis, the Company identifies transfers between levels in the hierarchy by re-assessing the categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) and deems transfers to have occurred at the beginning of each reporting period.

(i) Biological assets

Biological assets are recognised when and only when the Group controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Group and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising on initial recognition of such biological assets at fair value less costs to sell and from a change in fair value less costs to sell of biological assets are included in the statement of profit or loss for the period in which it arises.

All costs related to biological assets that are measured at fair value are recognised as expenses when incurred, other than costs to purchase biological assets.

(j) Inventories

Inventories are measured at the lower of cost or net realisable value. Costs of inventories comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to the present location and condition. The costs of conversion of inventories include direct labour and fixed and variable production overheads and take into account the stage of completion. The costs of inventories are determined using the weighted average cost formula. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses.

(k) Property, plant and equipment

Property, plant and equipment are initially recorded at cost and thereafter stated at historical cost less depreciation. Historical cost comprises expenditure initially incurred to bring the asset to its location and condition ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be reliably measured. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial year in which they are incurred.

Depreciation is calculated on all assets on a straight-line basis to write down the cost of each asset, to its residual value over its estimated useful life using the following annual rates:

	Annual rate %
Containers	**10**
Agricultural equipment	**10**
Computer equipment	**33.33**
Motor vehicles	**20**
Furniture and fittings	**20**
Plant and machinery	**20**
Office equipment	**20**
Tools	**20**
Leasehold improvement 20	

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal of equipment are determined by comparing the proceeds with the carrying amount and are taken into account in determining operating loss.

(l) Equity

Stated capital represents the proceeds received and in consideration for which ordinary shares have been issued. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax from proceeds.

Accumulated losses include current year's and prior years' results as disclosed in the consolidated and separate statements of profit or loss and other comprehensive income.

Advance against equity

Advance against equity is initially recognised at the fair value of the consideration received less directly attributable transaction costs.

(m) Provisions

Provisions are recognised when the Group and the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. At the time of the effective payment, the provision is deducted from the corresponding expenses.

All known risks at reporting date are reviewed in detail and provision is made where necessary.

(n) Significant management judgements in applying accounting policies

The following are the most significant management judgements made in applying the accounting policies of the Group and the Company that have significant effects on the consolidated and separate financial statements. Critical estimation uncertainties are described in note 3(o).

(i) Determination of functional currency

The determination of functional currency of the Company is critical since recording of transactions and exchange differences arising there are dependent on the functional currency selected. As described in note 1 and 3(d) (i), the directors have considered those factors therein and have determined that the functional currency of the Company is the United States dollar (US$)

.

(ii) Impairment of financial assets

IFRS 9 effectively incorporates an impairment review for financial assets that are measured at fair value, as any fall in fair value is taken to profit or loss or other comprehensive income for the year, depending upon the classification of the financial asset.

For financial assets designated to be measured at amortised cost, an entity must make an assessment at each reporting date whether there is evidence of possible impairment; if there is, then an impairment review should be performed. If impairment is identified, it is charged to profit or loss immediately. Quantification of the recoverable amount would normally be based upon the present value of the expected future cash flows estimated at the date of the impairment review and discounted to their present value based on the original effective rate of return at the date the financial asset was issued.

There are no such indications of events having an impact on future cashflows of the Company. Therefore, no impairment provision is required to be made by the Company.

(iii) Impairment of investment in subsidiary and step subsidiaries

In assessing whether a full impairment test is required for the investment in the subsidiary, the Company has considered whether it has recognised a dividend from the investment and evidence is available that:

- the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the financial statements of the subsidiary's net assets; or

- the dividend exceeds the total comprehensive income of the subsidiary in the period in which the dividend is declared.

The directors have noted that no dividends have been received or declared and that the carrying amount of the investment in Dale Food & Beverages and the step-subsidiaries, Dale Agriculture Investments Limited, St Felix Seafoods Limited and Valley Containers (Mauritius) Limited is lower than the carrying amount in the financial statements of the subsidiary's and step-subsidiaries' net assets. Therefore, no impairment provisions have been made by the Company.

However, the carrying amount of the investment in Dale Hospitality Logistics Limited is higher than the carrying amount in the financial statements of the step-subsidiary's net assets. The directors are of opinion no impairment will be made as the step subsidiary are in start-up stages and are expected to generate revenues in future with positive impacts on their net assets expected to increase over time.

(iv) Recoverability of loan and interest receivable from Bella Amigo Company Limited (BACL). The directors are confident of recovering the loan and the interest from BACL and therefore no impairment provision has been made.

(v) Fair valuation of investment at FVTPL and FVTOCI

The Company's investment in African Mining Restoration (AMR), a cell in Africa Growth and Private Equity PCC has been computed based on the unaudited net assets of AMR. Unlisted securities are initially value at cost and thereafter carried at fair values. The fair valuation of the investment at FVTOCI has been previously carried out by an independent valuer using the discounted cash flow method.

(vi) Impairment of loan amount receivable from Africa Mining Restoration

Management in their assessment believes that the entire loan amount is recoverable and no impairment required in respect thereof.

(vii) Impairment on amounts receivable from ARC Africa Capital Limited

At 31 August 2018, the Company held 49% of the total issued capital of Linked to Africa Management Services Limited ('LAMS'). In view of its exit strategy, the Company has during the period disposed on its 51% holding in LAMS at cost for US$525 000 to ARC Africa Capital Limited, a non-related company and the remaining 49% shall be disposed of all a later stage so that the Company concentrates in the food and food security business sector. The entire amount was receivable at 31 August 2018.

Management in their assessment believes that no impairment provision is required to be made the interim condensed consolidated and separate financial statements as the entire amount is fully recoverable although the first tranche of the entire sale proceeds have not been received at of date. The unaudited financial statements for the period ended 31 August 2018 is showing a positive equity amount of US$979 077.

(o) Estimation uncertainty

When preparing the consolidated and separate financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual result may differ from the judgements, estimates and assumptions made by management and will seldom equal the estimated result.

4. Property plant and equipment

Property plant and equipment relate to containers and computer equipment belonging to the step subsidiary, Valley Containers (Mauritius) Limited and subsidiary, Dale Hospitality Logistics Limited.

Dale Group Summary

	Motor Vehicles	**Plant & machinery**	**Computers**	**Office Equip**	**Furniture, fixtures & fittings**	**Tools**	**Leasehold Improvements**	**Agri Equipment**	**Containers**	**Total**
Cost										
At 1 Mar 2017	-	-	-	-	-	-	-	-	-	-
Additions during the year	-	-	1 993	-	-	-	-	-	82 810	84 803
Exchange difference	-	-	65	-	-	-	-	-	2 691	2 756
At 28 February 2018	-	-	2,058	-	-	-	-	-	85 501	87 559
Additions during the year	47 562	368 610	10 476	825	27 281	23 932	4 398	40 978	40 610	564 672
Exchange difference	(376)	(3 995)	(120)	(7)	(216)	(189)	(35)	(324)	(2 600)	(7 862)
Revaluations during the year	-	136 612	-	-	-	-		-	-	136 612
At 28 February 2019	**47 186**	**501 227**	**12,414**	**818**	**27,065**	**23 743**	**4 363**	**40 654**	**123 511**	**780 981**
Depreciation										
At 1 Mar 2017	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	-	329	-	-	-	-	-	4 486	4 815
Exchange difference	-	-	11	-	-	-	-	-	145	156
At 28 February 2018	-	-	340	-	-	-	-	-	4 631	4 971
Charge for the year	7 268	46 399	4 026	165	5 456	4 786	880	-	10,910	79 890
Exchange difference	(58)	(367)	(36)	(1)	(43)	(37)	(7)	-	(209)	(758)
At 28 February 2019	7 210	46,032	**4330**	**164**	**5413**	**4 749**	**873**	**-**	**15 332**	**84 103**
Net Book Values										
At **28 February 2019**	**39 976**	**455 195-**	**8,084**	**654**	**21 652**	**18 994**	**3 490**	**40 654**	**108 179**	**696 879**
At 28 February 2018	**-**	**-**	**1,718**	**-**	**-**	**-**	**-**	**-**	**80 870**	**82 588**

5. Intangible assets

(i) Goodwill

During the year ended 28 February 2018, the Company has accounted for goodwill arising on acquisition of a controlling stake in Linked to Africa Management Services Limited. The goodwill was eliminated upon disposal of the stale during the year under review.

Details of the consideration paid, the net assets acquired and the effects on the cash flows of the Group, at the acquisition date are as follows:

	2018 US$
Purchase consideration	979 077
Total identifiable net assets	(389 079)
Goodwill from acquisition	589 998
Effect of deconsolidation (Note 6)	(589 998)
Closing balance at 28 February 2019	-

[6.1.8.2.3.3]

(ii) Computer Software

	2019 US$	2018 US$
COST		
Additions during the year	333	-
At 28 February	**333**	-
AMORTISATION		
At 1 March	-	-
Charge for the year	-	-
At 28 February	-	-

6. Investment in subsidiaries

Name of companies and country of incorporation	Activities	% Holding	Feb 2019 Cost US$	Feb 2018 Cost US$	Feb 2017 Cost US$
Subsidiaries:					
Dale Food & Beverages Holdings Limited - Mauritius	Fine Foods & Beverages	100 (2018: 100)	**904 687**	804 397	804 397
Dale Hospitality Logistics Limited - Mauritius	Distribution	90 (2018: 90)	-	100 290	100 290
Linked to Africa Management Services Limited	Investment holding	49 (201: 40)	-	979 077	379 077
			904 687	1 883 764	1 283 764

During the year, as part of the restructuring, the investment in Dale Hospitality Logistics Limited were transferred to Dale Food & Beverages Holdings Limited. The Company has also exited part of its investment in Linked to Africa Management Services Limited (LAMS). The remaining investment of the Company in LAMS with a carrying amount of US$ 474,321 have been reclassified as investment at fair values through profit or loss.

The Company's investments in the Cells of Africa Growth and Private Equity PCC have been reclassified as fair value through profit or loss.

7. Investment at fair value through profit or loss

(i) During the year, the Company has disposed part of its investment held in Linked to Africa Management Services Limited at no gain no loss.
Details of the investment is as follows:

Name of company	Activities	%	2019	2018
			US$	US$
Linked to Africa Management Services Limited	Investment holding	49%	**474,321**	-

The Company's investment is recognised at fair values based on the Company's share of the net assets in the unaudited management accounts of LAMS.

(ii) Details of the unquoted investment in the cells of the protected cell company:

The Company

Name of investee company	Cost	Cost	Fair values	Fair values
	2019	2018	**2019**	2018
	US$	US$	**US$**	US$
Africa Growth and Private Equity PCC – Africa Mining Restoration	**10 000**	10 000	**860 000**	10 000
Africa Growth and Private Equity PCC – African Infrastructure Investments	**7 000**	7 000	**7 000**	7 000
Africa Growth and Private Equity PCC – African Aviation Advisors	**250**	-	**250**	-
	17 250	17 000	**867 250**	17 000

The Group

Name of investee company	Cost	Cost	Fair values	Fair values
	2019	2018	**2019**	2018
	US$	US$	**US$**	US$
Africa Growth and Private Equity PCC – Africa Mining Restoration	**10 000**	10 000	**860 000**	10 000
Africa Growth and Private Equity PCC – African Infrastructure Investments	**7 000**	7 000	**7 000**	7 000
Africa Growth and Private Equity PCC – African Aviation Advisors	**250**	-	**250**	-
	17 250	17 000	**867 250**	17 000

8. *Investment at fair value through other comprehensive income / Available-for-sale financial asset*

The Group

	Investment at FVTOCI	Available-for sale financial asset	Investment at FVTOCI	Available-for sale financial asset
Name of investee company	**Cost**	Cost	**Fair values**	Fair values
	2019	2018	**2019**	2018
	US$	US$	**US$**	US$
Bella Amigo Company Limited	**695 680**	695 680	**2 400 000**	1 312 287
	695 680	695,680	**2 400 000**	1 312 287

9.

Loan receivables

	The Group			The Company		
	2019	2018	2017	**2019**	2018	2017
	US$	US$	US$	**US$**	US$	US$
Non-current:						
Amount owed by third party	**253 922**	184 379	**-**	**-**	**-**	-
Amount owed by Group Companies (note 31)	**-**	-	**-**	**2 109 097**	-	-
Amount owed by related company	**3 140 000**	-	**179 650**	**3 140 000**	3 140 000	-
	3 393 922	184 379	**179 650**	**5 249 097**	3 140 000	-
Current:						
Amount owed by Group Companies (note 31)	**-**	-	**-**	**-**	685 744	178 466
Amount owed by related Company (note 31)	**265 105**	240 672	**143 390**	**265 105**	234 740	143 390
Amount owed by third parties	**896 192**	692 500	**308 467**	**873 144**	649 236	53 190
	1 161 297	933 172	**451 857**	**1 138 249**	1 569 720	375 046
Total	**4 555 219**	1 117 551	**631 507**	**6 387 346**	4 709 720	375 046

The repayment terms are as follows:

	The Group			The Company		
	2019	**2018**	2017	**2019**	**2018**	2017
	US$	**US$**	US$	**US$**	**US$**	US$
No fixed terms of repayment	**1 161 297**	**933 172**	631 507	**1 138 249**	**4 709 720**	375 046
Due within 5 years	**3 393 922**	**184 379**	-	**5 249 097**	**-**	-

Amount owed by related and group companies

As per the Share Purchase Agreement entered between the Company, African Growth and Private Equity PCC-African Mining Restoration and Bosveld Holdings (Pty) Limited, an amount of US$ 3 140 000 (non-current) is owed by the African Growth and Private Equity PCC- African Mining Restoration Cell and is unsecured, interest free. A total amount of US$ 265 105 is owed by investee companies.

Amount owed by third parties

The amount owed by third parties (current) consist of loan amounting to US$ 1 150 114 to BACL, Famous Butcher and Pelagic Process Limited. The loan to BACL (non-current) is unsecured, interest bearing at 8% per annum and the interest is receivable monthly in arrears. The loan is receivable on demand and is guaranteed by Mr Indiren Parasuraman. The loan to Pelagic Process Limited bears interest at 8.4% and is receivable on demand. The loan to Famous Butcher Limited is interest free, unsecured and receivable on demand.

10. Biological assets

The Group has over the year imported a herd of Goat and Sheep, mainly breeding stock and same has been Valued at Market Price. Dale Agriculture Investments Limited has secured further Land to allow to continue its expansion.

Change in fair value	**2019 US$**	**2018 US$**
At the beginning of the year	**184 687**	**-**
Due to acquisition	**107 444**	**144 714**
Gain arising from changes in fair value less costs to sell	**95 458**	**67 305**
Due to new born	**-**	**-**
Due to physical changes	**-**	**-**
Due to sales	**(90 634)**	**(27 332)**
	(4 959)	**-**
At the end of the year	**291 996**	**184 687**

11. Inventories

	The Group		**The Company**	
	2019 US$	2018 US$	**2019 US$**	2018 US$
Finished goods – food products	**48 015**	29 416	**-**	-
Work in progress	**102,498**	-	**-**	-
	150 513	29 416	**-**	-

Work in progress represent advance to the building facilities at St Felix along with expenses incurred in the PER project.

12. Held for Sale Investments

	The Group		**The Company**	
	2019 US$	**2018 US$**	**2019 US$**	**2018 US$**
Bosveld Holdings (Pty) Limited	**-**	3 350 000	**-**	-
	-	3 350 000	**-**	-

The African Mining Restoration Cell (AMR) entered into an agreement with Mvest Resources a Division of Mvest Capital (Pty) Limited to dispose 100% of its holdings in March 2018. The investment has therefore been re-classified as held-for-sale and measured at the fair value less cost of sale as at 28 February 2018. The investment has been sold at a profit with the gain on investment at fair value through profit or loss has been recognised in profit or loss of US$850 000.

13. Trade and other receivables

	The Group		The Company	
	2019	2018	**2019**	2018
	US$	US$	**US$**	US$
Trade receivables	**204 155**	141 779	**13 463**	35 703
Other receivables	**1, 68 200**	75 117	**1 163 041**	30 404
Interest receivable	**144 346**	87 154	**90 708**	32 047
	1 916 701	304 050	**1 267 212**	98 154

The directors consider the carrying amounts of trade and other receivables to approximate their fair values. The interest receivables relate to the interest receivable on the loan to Bella Amigo Company Limited and Pelagic Process Limited. The ageing analysis of trade receivables for the group is as follows:

	The Group		The Company	
	2019	**2018**	**2019**	**2018**
	US$	**US$**	**US$**	**US$**
Current	**37 765**	117 430	**13 463**	35 703
Above 30 days	**7 385**	11 032	**-**	-
Above 60 days	**130 221**	5 876	**-**	-
Above 90 days	**17 555**	4 294	**-**	-
Above 150 days	**11 230**	3 147	**-**	-
	204 155	141 779	**13 463**	35 703

14. Cash and cash equivalents

	The Group		The Company	
	2019	**2018**	**2019**	**2018**
	US$	**US$**	**US$**	**US$**
Cash and bank balances	**33 895**	54 767	**5 082**	11 441
	33 895	54 767	**5 082**	11 441

15. Stated capital

	Number of Ordinary shares	**US$**
At 1 March 2017	56 207 784	2 943 315
New issue of shares	9 188 164	495 952
At 28 February 2018	65 395 948	3 439 267
New issue of shares	**57 680 841**	**3 293 402**
At 28 February 2019	**123 076 789**	**6 732 669**

During the year, the Company issued 57 680 841 shares for US$ 3 293 402 consideration. The advance against equity has been converted into shares. The ordinary shares are entitled to voting rights, dividend and return on capital. [6.1.8.2.3.3]

17. Trade and other payables

	The Group			The Company		
	2019	2018	2017	**2019**	2018	2017
	US$	US$	US$	**US$**	US$	US$
Trade payables	**334 790**	35 103	40 588	**-**	2 829	25 818
Other payables	**367,024**	187 776	-	**1 411**	159 833	-
Accruals	**261 296**	70 007	23 481	**248 140**	13 759	16 500
	963,110	292 886	64 069	**249 551**	176 421	42 318

The directors consider that the carrying number of other payables are at their fair values.

18. Taxation

(i) Under the present laws of BVI, dividends remitted to shareholders resident outside BVI will not be subject to withholding taxes in the BVI. There are no taxes on profits or income, nor any capital gains, estate duty or inheritance tax applicable to shares held by non-residents of the BVI. The Company is also not subject to stamp taxes or other similar duties on the issuance, transfer or redemption of the Company's shares.

(ii) Under the present laws of Mauritius, Companies having the status of a domestic company are taxable at the rate of 15%.

No capital gains tax is payable on profits from sale of securities in Mauritius and any dividend and redemption proceeds paid by the Company to its shareholders will be exempt from any withholding tax in Mauritius.

19. Revenue

	The Group		The Company	
	US$	US$	**US$**	US$
Sale of goods- General and Trading	**1 492 104**	885 946	**-**	-
Rendering of services	**76 303**	36 000	**-**	36 000
Investment income	**71 161**	180 657	**110 253**	113 893
Rental income	**103 721**	30 580	**-**	-
Gain arising from changes in fair value less costs to sell biological assets	**95 458**	65 187	-	-
	1 838 747	1 198 370	**110 253**	149 893

20. Administrative expenses

	The Group		The Company	
	2019	2018	**2019**	2018
	US$	US$	**US$**	US$
Regulatory Authority fees	**14 934**	13 609	**13 784**	13 609
Professional fees	**5 647**	2 086	**-**	1 580
Mauritian administrator fees	**8 369**	15 500	**8 000**	-
General expenses	**82 750**	11 819	**69 052**	7 697
Audit fees	**23 324**	23 859	**15 575**	10 000
Secretarial and accounting fees	**42 295**	47 695	**36 973**	33 514
Rent	**143 971**	28 379	**36 164**	16 216
Authority and licence fee	**5 097**	2 935	**4 954**	1 951
Insurance	**725**	6 528	**-**	6 528
Management fee	**-**	15 456	**-**	15 456
	327 112	167 866	**184 502**	106 551

21. Operating Expenses

	The Group		The Company	
	2019	2018	**2019**	2018
	US$	US$	**US$**	US$
Directors and chairman fees	**172 000**	176,150	**142,000**	176 150
Project expenses	**17 967**	4,857	**17,967**	4 857
Listing project	**68 923**	455	**68,923**	455
Consultancy services	**146 855**	112,159	**111,235**	67 636
Legal advice expenses	**1 984**	12,458	**-**	6 907
Entertainment	**2 984**	14,236	**2,193**	13 038
Annual report	**12 109**	4,646	**12,109**	4 646
Salaries and bonus	**382 687**	210,108	**51,675**	10 292
Courier fees	**10 970**	669	**-**	669
Overseas travelling and accommodation	**52 898**	39,760	**50,593**	38 904
Travelling	**31 691**	6,902	**9,602**	5 802
Fuel Expenses	**10 970**	23,464	**-**	-
Publication expense	**3 052**	9,170	**-**	9 170
Marketing and promotion	**29 982**	18,216	**25,809**	5 354
Communication expenses	**10 269**	5,798	**-**	3 917
IT Maintenance costs	**-**	591	**-**	-
Accounting software	**37 052**	-	**37,052**	-
Selling costs	**-**	3,795	**-**	-
Storage expenses	**1 962**	21,502	**-**	-
Depreciation	**72 385**	329	**733**	-
Donations	**-**	7,592	**-**	-
Repairs and maintenance	**-**	301	**-**	-
Operating expenses for AGAPE	**-**	41,878	**-**	-
Operating expenses for Pelagic	**323 336**	310,742	**-**	-
Operating expenses for Famous Butchers	**-**	42,690	**-**	-
Training costs	**-**	7,114	**-**	7 114
General expenses	**129 908**	27,474	**-**	5 171
Commissioning costs	**175 341**	-	**40,510**	-
	1 695 163	1,103,056	**570 400**	360 082

22. Net finance costs

	The Group			The Company		
	2019	2018	2017	**2019**	2018	2017
	US$	US$	US$	**US$**	US$	US$
Interest on loans and raising fees	**279 677**	339 919	38 462	**279 382**	324 795	38 470
Bank charges	**7 409**	7 663	2 201	**1 255**	5 036	1 412
Realised foreign exchange (gain) / loss	**8 464**	(7 949)	7 795	**1 338**	(7 875)	7 375
	295 550	339 633	48 458	**281 975**	321 956	47 257

23. Cash flows from operating activities

	The Group			The Company		
	2019	2018	2017	**2019**	2018	2017
	US$	US$	US$	**US$**	US$	US$
Loss before taxation	**(799 028)**	(1 354 038)	(293 745)	**(56 380)**	(711 883)	(233 730)
Adjustments for:						
Depreciation of property, plant and equipment	**72 385**	4 814	418	733	-	-
Expenses paid on behalf of the Company by related party	**148 403**	352 520	12 241	**58 973**	-	-
Expenses paid on behalf of the Company by third party	**-**	-	2 090	**-**	-	-
Gain on disposal of property, plant and equipment	**-**	-	(6 098)	**-**	-	-
Gain arising from changes in fair value less cost to sell biological assets	**(95 458)**	(65 187)	-	**-**	-	-
Gain in fair value of financial asset	**(20 244)**	(51 238)	(47 824)	**(20 244)**	(113 893)	(47 816)
Finance costs	**279 677**	170 447	13 470	**279 382**	170 447	13 470
Amounts payable / receivable written back / (off)	**-**	(2 099 257)	(17 024)	**-**	99 372	(17 024)
Impairment of financial assets	**-**	2 050 000	-	**-**	-	-
Gain in investment at FVTPL	**(850 000)**	142 869	(33 572)	**(850 000)**	36 704	-
Profit from discontinued operations	**(182 440)**	-	-	**-**	-	-
Cost of disposal of biological assets	**90 620**	26 471	-	**-**	-	-
Net foreign exchange (gain) / loss	**8 464**	(72)	7 775	**(1 338)**	-	7 375
Operating loss before working capital changes	**1,347 621)**	(822 671)	(362 269)	**(586 198)**	(519 253)	(277 725)
Decrease / (increase) in inventories	**(121 097)**	864	(17 550)	**-**	-	-
Increase in trade and other receivables	**(476 699)**	(111 799)	(118 804)	**(33 106)**	(61 892)	(29 553)
Increase in trade and other payables	**996 352**	67 377	22 648	**455 934**	22 389	(4,456)
Cash absorbed by operations	**(949 065)**	(866 229)	(475 975)	**(160 777)**	(558 756)	(311 734)
Income tax paid	**(541)**	(1 112)	-	**-**	-	-
Net interest paid	**-**	(58 733)	(1 099)	**-**	(58 734)	(1 099)
Net cash used in operating activities	**(949 606)**	(926 074)	(477 074)	**(160 777)**	(617 490)	(312 833)

24. Non-cash transactions

The following non-cash transactions took place during the year under review:

	The Company		
	2019	2018	2017
	US$	US$	US$
Investing activities:			
Investment in subsidiary	**-**	(600 000)	(379 077)
Loan to related companies		-	379 077
Financing activities:			
Issue of shares	**2 017 671**	495 952	**-**
Share application monies	**(2 017 671)**	300 000	**-**
Loan from related parties	**-**	(195 952)	**-**

25. Business segments

Principal activities (February 2019)

	Trading 2019	Trading 2018	Investment 2019	Investment 2018		
	Mauritius US$		BVI US$		2019 Total US$	2018 Total US$
Revenue	**1 595 825**	916 526	**-**	180 657	**1 595 825**	**1 097 183**
Cost of sales	**(1 372 434)**	(911 130)	**-**	-	**(1 372 434)**	**(911 130)**
Expenses	**(1 267 373)**	(725 262)	**(754 902)**	(545 660)	**(2 022 275)**	**(1 270 922)**
Finance costs	**(13 575)**	(1 880)	**(281 975)**	(337 753)	**(295,550)**	**(339 633)**
Other income	**314 909**	65 187	**980 497**	36 000	**1 295 406**	**101 187**
Taxation	**-**	-	**-**	(541)	**-**	**(541)**
Other costs	**-**	(30 723)	**-**	-	**-**	**(30 723)**
Loss for the year	**(742 648)**	(687 282)	**(56 380)**	(667 297)	**(799 028)**	**1 354 579**
Assets	**1,479,742**	2 346 490		4 678 854	**11,387,107**	**7 025 344**
Liabilities	**(835 650)**	(399 788)		(3 584 329)	**(6 234 507)**	**(3 984 117)**
Net asset value	**644 092**	1 946 702		1 094 525	**5 152 600**	**3 041 227**

Geographical (February 2019)

US$	**BVI**		**Mauritius**			
Companies incorporated in:	**Investment 2019**	**Investment 2018**	**Trading 2019**	**Trading 2018**	**2019 Total US$**	2018 Total US$
Income	**0**	113 893	**1 595 825**	1 048 477	**1 595 825**	1 162 370
Cost of sales	**-**	-	**(1 372,434)**	(911 130)	**(1 372 434)**	(911 130)
Expenses	**(754 902)**	(539 820)	**(1 267 373)**	(1 037 110)	**(2 022 275)**	(1 576 930)
Finance costs	**(281 975)**	(321 956)	**(13 575)**	(17 677)	**(281 975)**	(339 633)
Other income	**980 497**	36 000	**314 909**	-	**1 295 406**	36 000
Taxation	**-**	-	**-**	(541)	**-**	(541)
Loss for the year	**(56 380)**	(711 883)	**(768 674)**	(917 981)	**(799 028)**	(1 629 864)
Assets	**9 907 365**	6 720 079	**1 479 742**	305 265	**11 387 107**	7 025 344
Liabilities	**(5 398 857)**	(3 430 921)	**(835 650)**	(553 196)	**(6 234 507)**	(3 984 117)
Net asset values	**4 508 508**	3 289 158	**644 092**	(247 931)	**5 152 600**	3 041 227

25. Business segments

The Group

Principal activities (February 2019)

	Mauritius US$	BVI US$	Total US$
Revenue	**1 595 825**	**-**	**1,595 825**
Cost of sales	**(1 372 434)**	**-**	**(1 372 434)**
Expenses	**(1 267 373)**	**(754 902)**	**(2 022 275)**
Finance costs	**(13 575)**	**(281 975)**	**(295 550)**
Other income	**314 909**	**980 497**	**1 295 406**
Taxation	**-**	**-**	**-**
Other costs	**-**	**-**	**-**
Loss for the year	**(781 983)**	**(56 380)**	**(799 028)**
Assets	**1 474 787**	**9 907 365**	**11, 82 152**
Liabilities	**(830 695)**	**(5 398 857)**	**(6 229 552)**
Net asset value	**644 092**	**4 508 508**	**5 152 600**

Principal activities (February 2018)

	Trading US$	Investment US$	Total US$
Revenue	916,526	180,657	1 097 183
Cost of sales	(911 130)	-	(911 130)
Expenses	(725 262)	(545 660)	(1 270 922)
Finance costs	(1 880)	(337 753)	(339 633)
Other income	65 187	36 000	101 187
Taxation	-	(541)	(541)
Other costs	(30 723)	-	(30 723)
Loss for the year	(687 282)	(667 297)	1 354 579
Assets	2 346 490	4 678 854	7 025 344
Liabilities	(399 788)	(3 584 329)	(3 984 117)
Net asset value	1 946 702	1 094 525	3 041 227

25. Business segments (Continued)

Geographical (February 2019)

Companies incorporated in:	Investment US$	Trading US$	Total US$
Income	1 595 825	1 595 825	1 595 825
Cost of sales	-	(1 372 434)	(1 372 434)
Expenses	(871 652)	(1 150 623)	(2 022 275)
Finance costs	(282 423)	(13 127)	(295 550)
Other income	1 126 534	168 872	1 295 406
Taxation	-	-	-
Loss for the year	(27,541)	(771 487)	(799 028)
Assets	10,875,625	1 474 786	12 350 411
Liabilities	5,408,393)	(830 696)	(6 229 552)
Net asset values	5 467 232	646 903	5 152 600

Geographical (February 2018)

Companies incorporated in:	BVI US$	Mauritius US$	Total US$
Income	113,893	1 048 477	1 162 370
Cost of sales	-	(911 130)	(911 130)
Expenses	(539,820)	(1 037 110)	(1 576 930)
Finance costs	(321 956)	(17 677)	(339 633)
Other income	36,000	-	36000
Taxation	-	(541)	(541)
Loss for the year	(711,883)	(917,981)	(1 629 864)
Assets	6 720 079	305 265	7 025 344
Liabilities	(3 430 921)	(553 196)	(3 984 117)
Net asset values	3 289 158	(247 931)	3 041 227

26. Financial summary

	2019	2018	2017	2016	2015
	US$	US$	US$	US$	US$
Statement of financial position (Group)					
Stated capital	**6 732 669**	3 439 267	2 943 315	2 068 315	1 318 315
Translation reserve	**115 080**	85 779	(241 385)	(349 444)	(199 413)
Revaluation reserve	**1 891 943**	627 384	627 292	231 522	231 522
Accumulated losses	**(3 663 002)**	(3 149 818)	(1 176 115)	(902 954)	(813 303)
Non - current assets	**8 124 701**	2 353 939	2 912 933	806 757	925 128
Current assets	**3 262 406**	4 671 405	1 289 701	414 622	263 616
Non-current liabilities	**5 188 459**	3 523 333	2 316 284	-	-
Current liabilities	**1 046 047**	460 784	67 511	100 810	446 750
Statement of profit or loss (Group)					
Income	**2,891 231**	1,198,370	326 844	22 595	34 810
(Loss)/profit before taxation	**(799 028)**	(1,354,038)	(293 745)	(89 445)	57 079
Taxation	**-**	(541)	(3 442)	(514)	(5 673)
Discontinued operations	**-**	-	-	-	-
(Loss)/profit for the year	**(799 028)**	(1,354,579)	(297 187)	(89 959)	51 406
Dividends paid	**-**	-	-	-	-
Performance					
Dividend per share	-	-	-	-	-
Net asset value per share	**0.042**	0.046	0.03	0.03	0.03
Number of shares in issue	**123 076 789**	65 395 948	56 207 284	39 822 016	23 416 696

27. Financial risks

The carrying amounts of investment at FVTPL, investment at FVTOCI, held for sale investment trade and other receivables, loans receivables, cash and cash equivalents, borrowings and trade and other payables approximate their fair values due to their short-term nature. Financial assets and liabilities which are accounted for at fair values.

In assessing the fair value of financial instruments, the Group and the Company uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. The directors periodically review and monitor the fair value workings. Where necessary or significant independent advice is sought from professionals in the relevant fields. The face value less any estimated credit adjustments for financial assets and financial liabilities with a maturity of less than one year are assumed to approximate their fair values. The fair values of those assets and liabilities not presented on the Group's and Company's consolidated and separate statement of financial position at their values are not materially different from their carrying amounts.

Financial risk management

The Board is ultimately responsible for risk management, which includes the Group's and the Company's risk governance structure and maintaining an appropriate internal control framework. Management's responsibility is to manage risk on behalf of the Board. Written principles have been established throughout the Group for overall

risk management, as well as procedures covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and concentration risk.

(i) Currency risk

The Group and the Company has invested in companies having currency denominated Mauritian rupee (MUR) for which the Group and the Company personally suffers exchange rate movements. The Group and the Company also has bank balances denominated in South African Rand (ZAR). Consequently, the Group and the Company is exposed to the risk that the exchange rate of the US dollar (US$) relative to these currencies may change in a manner which has a material effect on the reported values of the Group's assets which are denominated in these currencies.

Investments that are denominated in a foreign currency will be subject to the risk that the value of that particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

Exposures to foreign currencies are as follows:

The Group

			2019		
	GBP	**MUR**	**ZAR**	**US$**	**Total**
Non-current financial assets	**-**	**2 400 000**	**-**	**4 735 493**	**7 135 493**
Non-current liabilities	**-**	**(98,127)**	**-**	**(5 090 332)**	**(5 188 459)**
Long term exposure	**-**	**2 301 873**	**-**	**(354 839)**	**1 947 034**
Current financial assets	**-**	**640 125**	**35**	**2 381 413**	**3 021 623**
Current financial liabilities	**-**	**(732 569)**	**-**	**(308 525)**	**(1,041,093)**
Short term exposure	**-**	**(92 444)**	**35**	**2 072 888**	**1 980 530**
			2018		
	GBP	MUR	ZAR	US$	Total
Non-current financial assets	-	1 496 541	-	125	1 496 666
Non-current liabilities	-	(268 833)	-	(3 254 500)	(3 523 333)
Long term exposure	-	1 227 708	-	(3 254 375)	(2,026 667)
Current financial assets	100	264 848	405	4,340,013	4 605 366
Current financial liabilities	-	(341 957)	-	(106 997)	(448 954)
Short term exposure	100	(77 109)	405	4 233 016	4 156 412

Prepayments amounting to **US$ 28 719** (2018: US$ 25 000), inventories amounting to **US$ 150 513** (2018: US$ 29 416) and VAT receivable amounting to **US$ 61 551** (2018: US$ 11 624) have been excluded from the financial assets. Taxation of **US$ Nil** (2018: US$ 541), VAT payable of **US$ Nil** (2018: US$ 7 081) and PAYE/NPF payable of **US$ NIL** (2018: US$ 1 880) have been excluded from the financial liabilities.

27. Financial risks (Continued)

(i) Currency risk (Continued)

The Company

			2019		
	GBP	**MUR**	**ZAR**	**US$**	**Total**
Non-current financial assets	**-**	**-**	**-**	**6 590 668**	**6 590 668**
Non-current liabilities	**-**	**-**	**-**	**(5 090 332)**	**(5 090 332)**
Long term exposure	**-**	**-**	**-**	**1 500 336**	**1 500 336**
Current financial assets	**-**	**4 310**	**-**	**2 325 918**	**2 329 397**
Current financial liabilities	**-**	**(1 412)**	**-**	**(248 140)**	**(249 552)**
Short term exposure	**-**	**2 898**	**-**	**2 077 778**	**2 079 845**

			2018		
	GBP	MUR	ZAR	US$	Total
Non-current financial assets	-	-	-	3 140 000	3 140 000
Non- current financial Liabilities	-	-	-	(3 254 500)	(3 254 500)
Long term exposure	-	-	-	114 500	114 500
Current financial assets	-	2 068	7	1 652 240	1 654 315
Current financial liabilities	-	-	-	(176 421)	(176 421)
Short term exposure	-	2 068	7	1 475 819	1 477 894

Prepayments amounting to **US$ 25 000** (2018: US$ 25 000) have been excluded from the financial assets.

If US dollar had strengthened by 10%/5% against MUR/ZAR respectively the financial impact will be as follows:

	The Group		The Company	
	2019 US$	2018 US$	**2019 US$**	2018 US$
Net effect on equity	**(206 022)**	121 390	**(263)**	188

(ii) Interest rate risk

The Group's income and operating cash flows are influenced by changing market interest rates. The Companies borrowings and lending's contracted at mainly at fixed rates. Exposure to market variables in the Group relate to long term borrowings. The sensitivity of the net result for the year and equity to a possible change in interest rates of + or- (0.5% for the US$; 1% for the MUR with effect from the beginning of the year with all other variables constant would have had the following impact last year:

	The Group		The Company	
	2019 US$	2018 US$	**2019 US$**	2018 US$
Net effect on profit or loss	**(217)**	(12 866)	**160**	7 276
	(217)	(12 866)	**160**	7 276

27. Financial risks (Continued)

(iii) Concentration risk

At 28 February 2019, the Group's and the Company's net assets consisted of investments in companies incorporated in Mauritius through its subsidiary which involve certain considerations and risks not typically associated with investments in other developed countries although the current developments in the developed countries as they battle with the effects of a global recession do have an impact on emerging economies.

Future economic and political developments in Mauritius could adversely affect the liquidity or value, or both, of securities in which the Group has invested. The revised strategy of the group is to focus in the SADC region and such exposure will be common.

The Group's investments are also concentrated in a Protected Cell Company through the Africa Growth and Private Equity PCC providing sectorial risk and country risk where appropriate.

The portfolio is, however, subject to continuous reviews at both the business line and Group levels to monitor exposure to any one sector or geography and to monitor the exposure to larger investments. It is the intention of the Board to diversity within the next 24 months after a successful dual listing on the Johannesburg Stock Exchange ("JSE").

(iv) Credit risk

The Group's main credit risk is with its loan accounts provided to investee companies and as the loans were provided more as shareholders' support than loan investment.

	2019	2018	**2019**	2018
	US$	US$	**US$**	US$
Investment at fair value through other comprehensive income	**2 400 000**	1 312 287	-	-
Held-for-sale investments	**-**	3 350 000	-	-
Investment at fair value through profit or loss	**1 341 571**	-	**1 341 571**	
Trade and other receivables	**1 826 431**	267 426	**1 242 212**	**73 153**
Loan receivables	**4 555 219**	1 117 551	**6 387 346**	**4 709 720**
Cash and cash equivalents	**33 895**	54 767	**5 082**	**11,441**
	10 157 116	6 102 031	**8 976 211**	**4 794 314**

27. Financial risks (Continued)

(v) Liquidity risk

The group's total gearing remains moderately high; however, it is mainly with Core Shareholders.

The Group
Non-interest bearing financial liabilities:

Trade and other payables	**963 109**	**-**	**963 109**
Borrowings	**82 938**	**-**	**82,938**
Interest bearing financial liability:			
Borrowings	**-**	**5 188 459**	**5 188 459**
	1 046 047	**5 188 459**	**6 234 506**

The Group	Due 3-12 months US$	Due > 12 months US$	Total US$
Year ended 28 February 2018			
Non-interest bearing financial liabilities:			
Borrowings	167 357	-	167 357
Trade and other payables	281 597	-	281 597
Interest bearing financial liability:			
Borrowings	-	3 523 333	3 523 333
	448 954	3 523 333	3 972 287

The Company	**Due 3-12 months US$**	**Due > 12 months** US$	**Total US$**
Year ended 28 February 2019			
Non-interest bearing financial liability:			
Trade and other payables	**308 525**	**-**	**308 525**
Interest bearing financial liability:			
Borrowings	**-**	**5 090 332**	**5 090 332**
	308 525	**5 090 332**	**5 398 857**

(v) Liquidity risk (Continued)

The Company	Due 3-12 months US$	Due > 12 months US$	Total US$
Year ended 28 February 2018			
Non-interest bearing financial liability:			
Trade and other payables	176 421	-	176 421
Interest bearing financial liability:			
Borrowings	-	3 254 500	3 254 500
	176 421	3 254 500	3 430 921

28. Fair value measurement

A number of assets and liabilities included in the Group and the Company's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group and the Company's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1: Quoted prices in active markets for identical items (unadjusted);

Level 2: Observable direct or indirect inputs other than Level 1 inputs; and

Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the year they occur.

The following tables set out the fair values of assets and liabilities that are analysed by the level in the fair value hierarchy into which each fair value measurement is categorised:

The Group (2019)

Assets	**Level 1 US$**	**Level 2 US$**	**Level 3 US$**	**Total US$**
Investment at FVTPL	**-**	**-**	**1 341 571**	**1 341 571**
Investment at FVTOCI	**-**	**-**	**2 400 000**	**2 400 000**
Trade and other receivables	-	-	**1 826 431**	**1,826,431**
Loan receivables	-	-	**4 555 219**	**4,555,219**
Cash and cash equivalents	-	-	**33 895**	**33,895**
Total	**-**	**-**	**10 157 116**	**10 157 116**

Liabilities	**Level 1 US$**	**Level 2 US$**	**Level 3 US$**	**Total US$**
Borrowings	**-**	**-**	**5 271 397**	**5 271 397**
Trade and other payables	-	-	**963 109**	**963 109**
Total	**-**	**-**	**6 234 506**	**6 234 506**

The Group (2018)

Assets	**Level 1 US$**	**Level 2 US$**	**Level 3 US$**	**Total US$**
Held for sale investments	-	-	3 350 000	3 350 000
Available for sale financial asset	-	-	1 312 287	1 312 287
Trade and other receivables	-	-	267 426	267 426
Loan receivable	-	-	1 117 551	1 117 551
Cash and cash equivalents	-	-	54 767	54 767
Total	-	-	6 102 031	6 102 031

Liabilities	**Level 1 US$**	**Level 2 US$**	**Level 3 US$**	**Total US$**
Borrowings	-	-	3 690 690	3 690 690
Trade and other payables	-	-	281 597	281 597
Total	-	-	3 972 287	3 972 287

28. Fair value measurement (Continued)

The Company (2019)

Assets	**Level 1 US$**	**Level 2 US$**	**Level 3 US$**	**Total US$**
Investment at FVTPL	-	-	**1 341 571**	**1 341 571**
Trade and other receivables	-	-	**1 242 212**	**1 242 212**
Loan receivables	-	-	**6 387 346**	**6 387 346**
Cash and cash equivalents	-	-	**5 082**	**5 082**
Total	**-**	**-**	**8 976 211**	**8 976 211**

Liabilities	**Level 1 US$**	**Level 2 US$**	**Level 3 US$**	**Total US$**
Borrowings	**-**	**-**	**5 149 305**	**5 149 305**
Trade and other payables	-	-	**249,552**	**249 552**
Total	**-**	**-**	**5 398 857**	**5 398 857**

The Company (2018)

Assets	**Level 1 US$**	**Level 2 US$**	**Level 3 US$**	**Total US$**
Trade and other receivables	-	-	73 154	73 154
Loan receivable	-	-	4 709 720	4 709 720
Cash and cash equivalents	-	-	11 441	11 441
Total	-	-	4 794 315	4 794 315

Liabilities	Level 1 US$	Level 2 US$	Level 3 US$	Total US$
Borrowings	-	-	3 254 500	3 254 500
Trade and other payables	-	-	176 421	176 421
Total	-	-	3 430 921	3 430 921

The fair values of trade and other receivables, loan receivables, cash and cash equivalents, trade and other payables and borrowings (current) approximate their carrying values due to their short-term nature.

The Investment at FVTPL and investment at FVTOCI has been valued using discounted cash flow method.

29. Contingent liability

Contingent liability for the Group amounting to US$ 55 824 has arisen as a result of guarantees given by the Group under the Debt Settlement Agreements entered into in 2015.

30. Capital management

The Group's and Company's objectives when managing capital are to safeguard the Group's and Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital. In order to maintain or adjust
the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Internally imposed capital requirements

The Group's and the Company's objectives when managing capital are:

- to provide an adequate return to shareholders by pricing services commensurate with the level of risk;
- to comply with the capital requirements set out by the regulators;
- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to maintain a strong asset base to support the development of business.

The Group's and the Company's sets the amount of capital in proportion to risk. The Group and the Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. All the Group's and Company's debt will take the form of equity, hence is not required to monitor its capital on the basis of the gearing ratio. There has not been any change in the way the Group and the Company manages its capital.

Externally imposed capital requirements

The Company is listed on the Mauritius Stock Exchange and is therefore required to comply with section 6.18 of the Listing Rules (amended in December 2016) which states that, except where equity securities of the same class are already listed, the expected aggregate market value of the equity securities for which application for listing has been made must be at least MUR 20 million.

31. Related party transactions – (The Group)

2019

	Interest income US$	**Interest expense US$**	**(Purchase) / sale of financial assets US$**	**Investment activities US$**	**Purchases of services US$**	**Amount receivables US$**	**Amount payables US$**
Shareholders	**-**	**258 757**	**-**	**-**	**-**	**-**	**5 090 332**
Other related parties	**-**	**-**	**-**	**-**	**-**	**264 718**	**69 850**
	-	**258 757**	**-**	**-**	**-**	**264 718**	**5 160 182**

2018

	Interest received US$	Interest paid US$	(Purchase) / sale of financial assets US$	Investment activities US$	Purchases of services US$	Amount receivables US$	Amount payables US$
Shareholders	-	45 800	-	-	-	-	1 349 308
Other related parties	-	-	-	-	-	244 489	-
	6 808	45 800	-	-	-	244 489	1 349 308

Related party transactions – (The Company)

2019

	Interest income US$	**Interest expenses US$**	**(Purchase) / sale of financial assets US$**	**Investment activities US$**	**Purchases of services US$**	**Amount receivables US$**	**Amount payables US$**
Shareholders	**-**	**258 757**	**-**	**-**	**-**	**-**	**5 090 332**
Subsidiaries	**39 092**	**-**	**-**	**-**	**-**	**2 109 097**	**1 412**
Other related parties	**-**	**-**	**-**	**-**	**-**	**264 718**	**58,973**
	39 092	**258 757**	**-**	**-**	**-**	**2 373 815**	**5 150 717**

2018

	Interest income US$	Interest expenses US$	(Purchase) / sale of financial assets US$	Investment activities US$	Purchases of services US$	Amount receivables US$	Amount payables US$
Shareholders	-	30 677	-	-	-	-	1 349 308
Subsidiaries	62 655	-	-	-	-	3 825 744	7 000
Other related parties	-	-	-	-	-	234 739	-
	62 655	30 677	-	-	-	4 060 483	1 356 308

32. Assignment Agreement

Pursuant to the Share Purchase Agreement dated 1 September 2018, the subsidiary Dale Food and Beverage Holdings Limited has disposed of its interest in the acquired rights in Pelagic Process Limited, to the step- subsidiary St Felix Seafoods Limited, thus resulting in a profit on disposal of interest of MUR36 000 000. This profit has been eliminated upon consolidation.

33. Disposal of subsidiary

	US$
Asset de-consolidated	3 697
Goodwill de-consolidated	589
Liabilities de-consolidated	(3 615 2
Net assets	672
51% Loss of control	342
Consideration receivable	525
Net gain on de-consolidation	182

34. Events after reporting date

After the reporting date, Dale Agriculture Investments Limited entered into an agreement with St Felix Agri Limited whereby it is selling its business as a going concern for a consideration of US$ 3 200 000.

The company has started the process of listing on ZAR X Stock Exchange in South Africa post year end.

The company has started the process of migration from British Virgin Islands to Mauritius subsequent to year end.

EXTRACT FROM THE INTERIM RESULTS FOR THE SIX MONTHS ENDED 31 AUGUST 2019 AS PUBLISHED ON SEM

An extract from the interim condensed financial statements of Dale Capital for the six months ended 31 August 2019 as set out below falls under the responsibility of the board of Dale Capital and is presented in accordance with IAS 34 and in compliance with the BVI Companies Act and the Financial Reporting Act 2004. The information presented in this Annexure 2 is the responsibility of the directors of Dale Capital.

THE STATEMENT OF COMPREHENSIVE INCOME

	Unaudited for the 3 Months ended 31 August 2019 US$	Unaudited for the 3 Months ended 31 August 2018 US$	Audited for the year ended 28 February 2019 US$
REVENUE			
Investment Income	**0**	7 100	71 161
Sale of Goods	**335 894**	348 023	1 595 825
Rendering of services	**-8 596**	84 037	76 303
Change in Biological Assets	**139 013**	12 344	95 458
	466 311	451 504	1 838 747
Cost of Goods Sold	**-300 722**	-344 573	-1 372 434
Administrative expenses	**-78 287**	3 106	-327 112
Operating expenses	**-605 824**	-656 691	-1 695 163
Loss from operations	**-518 523**	-546 654	-1 555 962
Finance costs	**-71 388**	-50 564	-295 550
Changes in fair value of financial assets	**0**	137 278	20 244
Impairment of financial assets	**0**	-5 000	**0**
Loss on disposal of assets	**0**	**0**	**0**
Loss in associate		-5 426	**0**
Profit from discontinued operations	**0**	**-3 853**	182 240
Gain on revaluation/(Impairment) of financial assets	**0**	**0**	850 000
Loss before taxation	**-589 911**	-474 219	-799 028
Income tax income	**0**	-666	0
Loss for the period after tax	**-589 911**	-474 885	-799,028
Other comprehensive income	**1 777 394**	839 908	1 297 852
Total comprehensive (loss)/income for the period	**1 187 483**	365 023	498,824
Operating Loss attributable to:			
Shareholders of the parent	**-591 261**	-475 726	-781 983
Non-controlling interest	**1 350**	841	-17 045
Total comprehensive (loss)/income attributable to:			
Shareholders of the parent	**1 186 133**	364 182	513 132
Non-controlling interest	**1 350**	841	-14 308
(Loss)/Profit Per Share	**0**	0	0
Dividend Per Share	**0**	-	0

STATEMENT OF FINANCIAL POSITION

	Unaudited as at 31 August 2019 US$	Audited as at 28 February 2019 US$
ASSETS		
Non-Current Assets		
Investment in subsidiaries	**0**	0
Property, Plant and Equipment	**758 202**	696 879
Intangible assets	**1 847**	333
Available for sale financial assets	**6 481 571**	2 400 000
Biological Assets	**387 969**	291 996
Investment at fair value through profit or loss	**4 387 644**	1 341 571
Loans receivable	**1 277 391**	3 393 922
	13 294 624	8 124 701
Current Assets	**1 549 397**	3 262 406
TOTAL ASSETS	**14 844 021**	11 387 107
EQUITY AND LIABILITIES		
Stated capital	**6 732 669**	6 732 669
Reserves	**-690 447**	-1 655 979
Shareholders' interest	**6 042 222**	5 076 690
Non-controlling interest	**71 859**	75 910
Total equity	**6 114 081**	5 152 600
Non-current liabilities	**6 361 063**	5 188 459
Current liabilities	**2 368 877**	1 046 048
TOTAL EQUITY AND LIABILITIES	**14 844 021**	11 387 107
Net Asset Value per share:	**0.049**	0.041

STATEMENT OF CASH FLOWS

	Unaudited for the 6 Months ended 31 August 2019 US$	Audited for the year ended 28 February 2019 US$
Net cash flow generated from / (used in) operating activities	**-572 941**	-949 606
Net cash flow used in investing activities	**-160 458**	-643 509
Net cash flow from financing activities	**748 437**	1 580 707
Net decrease in cash and cash equivalents	**15 038**	-12 408
Cash and cash equivalents at beginning of the period	**33 895**	54 767
Effect of exchange rate difference	**0**	-8 464
Cash and cash equivalents at end of the period	**48 933**	33 895

STATEMENT OF CHANGES IN EQUITY

	Stated Capital	**Revaluation and other reserves**	**Minority Interests**	**Total**
	US$	**US$**	**US$**	**US$**
Balance at 1 March 2018	3 439 267	-418 984	20 944	3 041 227
Movement during the year	3 293 402	-1 601 087	54 035	1 746 350
Total Comprehensive income for the year	0	364 182	841	365 023
Balance at 28 February 2019	6 732 669	-1 655 889	75 820	5 152 600
Movement during the period	0	196 625		196 625
Total Comprehensive loss for the period	0	768 907	-4 051	764 856
Balance at 31 August 2019	6 732 669	-690 357	71 769	6 114 081

NOTES TO THE ACCOUNTS
As at 31 August 2019, the number of shares in issue was 123 076 789.

The Unaudited Abridged Financial Statements for the six months ended 31 August 2019 ("Unaudited Abridged Financial Statements") have been prepared in accordance with the accounting policies and methods of computation consistent with those applied in the audited annual financial statements for the year ended 28 February 2019.

The Statement of direct and Indirect interests of each officer of the Company, pursuant to rule 8(2)(m) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007 is available free of charge at the administrative office of the Company. The Unaudited Abridged Financial Statements are issued pursuant to Listing Rule 15.44 of the Stock Exchange of Mauritius Limited and the Mauritian Securities Act 2005. Copies of the Unaudited Abridged Financial Statements are available free of charge at the administrative office of the Company, at 3 River Court, St Denis Street, Port-Louis, Mauritius.

The Board of Dale accepts full responsibility for the accuracy of the information contained in this announcement. These Unaudited Abridged Financial Statements were approved by the Board on 15 October 2019.

By order of the Board
15 October 2019

ANNEXURE 3

INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE CONSOLIDATED PROFIT FORECAST FOR THE PERIODS ENDING 29 FEBRUARY 2020 AND 28 FEBRUARY 2021

"4 November 2019

The Directors
Dale Capital Group Limited
Quijano & Associates (B.V.I.) Limited
PO Box 3159, Road Town, Tortolla
British Virgin Islands

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE PROFIT FORECAST OF DALE CAPITAL GROUP LIMITED ("Dale Capital")

We have examined the profit forecasts of Dale Capital for the years ending 29 February 2020 and 28 February 2021 respectively as set out in Annexure 4 of the Listing Circular of Dale Capital to be dated on or about 4 November 2019 ("the Listing Circular").

Directors' responsibility
The Directors are responsible for the forecast, including the assumptions set out in Annexure 4 on which it is based, and for the financial information from which it has been prepared. This responsibility, arising from compliance with the Listings Requirements of the ZAR X Limited, includes: determining whether the assumptions, barring unforeseen circumstances, provide a reasonable basis for the preparation of the forecast; whether the forecast has been properly compiled on the basis stated; and whether the forecast is presented on a basis consistent with the accounting policies of the Group in question.

Our independence and quality control
We are independent of the company in accordance with the sections 290 and 291 of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised January 2018), parts 1 and 4B of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised November 2018) (together the IRBA Codes) and other independence requirements applicable to performing limited assurance engagements in South Africa. We have fulfilled our other ethical responsibilities, as applicable, in accordance with the IRBA Codes and in accordance with other ethical requirements applicable to performing limited assurance engagements in South Africa. The IRBA Codes are consistent with the corresponding sections of the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) respectively.

We apply the International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibility
Our responsibility is to provide a limited assurance report on the forecast prepared for the purpose of complying with the Listings Requirements of ZAR X and for inclusion in the Listing Circular to Dale Capital shareholders. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements applicable to the Examination of Prospective Financial Information.

This standard requires us to obtain sufficient appropriate evidence as to whether or not:

- management's best-estimate assumptions on which the estimate and forecast are based are not unreasonable and are consistent with the purpose of the information;
- the estimate and forecast are properly prepared on the basis of the assumptions;
- the estimate and forecast are properly presented and all material assumptions are adequately disclosed; and
- the estimate and forecast are prepared and presented on a basis consistent with the accounting policies of the Group in question for the period concerned.

In a limited assurance engagement, the evidence-gathering procedures are more limited than for a reasonable assurance engagement and, therefore, less assurance is obtained than in a reasonable assurance engagement. We believe our evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Conclusion
Based on our examination of the evidence obtained, nothing has come to our attention that causes us to believe that:

- The assumptions, barring unforeseen circumstances, do not provide a reasonable basis for the preparation of the forecast;
- The forecasts have not been properly compiled on the basis stated;
- The forecasts have not been properly presented and all material assumptions are not adequately disclosed; and
- The forecasts are not presented on a basis consistent with the accounting policies of Dale Capital.

Actual results are likely to be different from the forecast, since anticipated events frequently do not occur as expected and the variation may be material; accordingly, no assurance is expressed regarding the achievability of the estimate and forecast.

Consent
We consent to the inclusion of this report, which will form part of the Listing Circular, to be issued on or about 4 November 2019 in the form and context in which it appears.

Yours faithfully

Nexia SAB&T
Per J Engelbrecht - Director
Registered Auditor and Reporting Accountant
119 Witch-Hazel Avenue
Highveld Technopark
Centurion

PROFIT FORECASTS OF DALE CAPITAL FOR THE YEARS ENDING 29 FEBRUARY 2020 AND 28 FEBRUARY 2021
[6.1.8.3]

The profit forecast for the years ending 29 February 2020 and 28 February 2021 are set out below:

USD	Full Year 2020	Full Year 2021
Sale of goods (Note 3)	1,732,456	3,805,358
Cost of goods sold (Note 4)	-1,327,558	-2,750,758
Gross profit	**404,898**	**1,054,600**
Other Income		
Gain arising from changes in fair value less costs to sell biological Assets	317,227	711,565
	722,125	**1,766,165**
Expenses		
Administrative expenses	-150,217	-155,268
Operating expenses	-1,360,197	-1,461,211
Total expenses	**-1,510,414**	**-1,616,479**
(Loss)/Profit from operations	**-788,289**	**149,686**
Finance cost	-102,352	-170,016
Loss before taxation	**-890,641**	**-20,330**
Taxation	-	**-**
Loss for the year	**-890,641**	**-20,330**
Loss for the year:		
Attributable to shareholders	**-851,604**	**-96,150**
Attributable to non-controlling interest	**-39,037**	**75,821**
Loss per share		
Basic (loss) per share (cents)	-0.57	-0.03
Basic Dilutive (loss) per share (cents)	-0.49	-0.03
Weighted average number of shares in issue	149 686 619	274 889 451

Key Assumptions:
The forecast results are based on the same accounting policies as those applied to the audited results for the year ended 28 February 2019 and are prepared in accordance with IFRS.

1. The forecast for the year ending 29 February 2020 is based on the actual results for the 6 months ended 31 August 2019 per the management accounts and a forecast for the six remaining months up to 29 February 2020.
2. Revenue (being from sale of goods) has been separately reflected below in order to show the revenue per subsidiary:

Subsidiary	Details	2020 USD	2021 USD
St Felix Food Logistics	Revenue derived from import and distribution of food and beverages	492,636	1,016,915
St Felix Fine Foods	Revenue derived from the sale of meat and other products	-	306,400
Dale Agriculture	Revenue derived from sale of animals and associated products	178,098	330,971
St Felix Seafoods	Revenue derived from sale of fish to local and export markets	839,147	1,879,701
Valley Containers	Revenue derived from the sale and/or leasing of containers	222,574	271,370
Total		**1,732,456**	**3,805,358**

Revenue is derived from the Prime Strategy. The large increase in revenue from 2020 to 2021 is primarily derived from St Felix Seafoods Ltd and St Felix Food Logistics Ltd.

Dale took over the management of the fishing business of Pelagic Process Ltd in April 2017 who owns 3 fishing vessels. Currently Pelagic has a licence for a fishing quota of 170 tonnes for year-end 2020. A key assumption in the profit forecast year ending 29 February 2020 is that 145 tonnes will be fished by Pelagic Process Limited. St Felix Seafoods Ltd buys the total catch of fish from Pelagic and sell it to the market, whereby 75% is for domestic market and 25% for export.

For the year ending 2021, it is expected that 240 tonnes will be the annual catch with 4 operating vessels. There is the possibility to increase the quota per vessel. It should also be noted that in the event that the quota is exceeded per vessel, this is submitted to the fishing authorities for approval within 3 days.

St Felix Food logistics (formerly known as Dale Hospitality) forecasts a revenue for USD492,636 for the year ending 29 February 2020 due to expansion of its products range namely Mediterranean delicacies, Chateau gateau, Lancewood cheese, meat and seafoods.

It is also expected that revenue from Valley Containers will increase as the business expands its customer base and product range.

Dale agri is forecasting an increase in revenue from 2020 to 2021 due to increase in number of animals sold from 540 to 1170. Additionally, it is assumed successful breeding at a rate of 1.5 per year.

The forecasts for St. Felix Fine Foods assumed 1 store will be opened in the 2021 financial period in Grand Bay area.

The forecast revenue assumes the required import and export permits to operate continue to be issued in a timely manner with no impact on the operational activities of the Group.

3. Cost of sales are directly related to the Prime Strategy. The large increase in cost of sales is also as a result of the expected increase in revenue from St Felix Food Logistics and St Felix Seafoods. The breakdown of cost of sales is set out below:

Subsidiary	2020 USD	2021 USD
St Felix Food Logistics	340,912	722,045
St Felix Fine Foods	-	172,350
Dale Agriculture	329,339	813,967
St Felix Seafoods	617,508	1,011,600
Valley Containers	39,800	30,796
Total	**1,327,558**	**2,750,758**

4. Depreciation increases substantially in 2020 and 2021 due to acquisition of fixed assets for St Felix Fine Foods retail outlets and Dale Agriculture and the impact of IFRS16 effective as from 31 March 2019.

5. An analysis of the profit/(loss) is set out below:

Profit/(loss) from operations	2020 USD	2021 USD
Dale Capital Group (The Company)	(316,929)	(261,422)
St Felix Brands	(241,373)	(246,200)
St Felix Food Logistics	(68,261)	83,579
St Felix Fine Foods	-	31,798
Dale Agriculture	(24,876)	39,669
St Felix Seafoods	(232,899)	362,184
Valley Containers	96,049	140,078
TOTAL	**(788,289)**	**149,686**

6. The income tax has been assumed at full tax rates attributable in Mauritius at a notional rate of 15% on profit before taxation, where appropriate. Dale is a BVI company and is not subject to income tax or capital gains taxation.
7. No income from the investment in Bella Amigo has been forecast as historically the 30% shareholding has been accounted for as an asset available for sale as opposed to an investment in associate.
8. No fair value movement on financial assets carried at fair value through profit or loss has been recognised in the forecast period as the assumption is applied that these will remain unchanged throughout the forecast period.
9. The operational results of the Pelagic business is not consolidated in accordance with the requirements prescribed by IFRS 10, as it is assumed Dale does not exercise sufficient influence to control the Pelagic business in its entirety. Furthermore, due to the ongoing litigation related to the SPA with Pelagic, it is assumed such litigation would not conclude within the forecast period, therefore IFRS 3: Business Combinations would not apply.
10. Where necessary, capital financing required for further expansion or operating activities is obtained as and when required.
11. The outstanding debentures as disclosed in Annexure 14, shall be converted to ordinary shares on 1 March 2020, based on the agreement entered into on or about 4 November 2019.
12. The dilutive loss per share for the February 2020 financial period is based on the agreement entered into by Dale for the conversion of debenture liabilities to ordinary shares on or about 4 November 2019.

ALTERATIONS TO SHARE CAPITAL AND PREMIUM ON SHARES [6.4.1]

Details	Number of ordinary Shares	Amount (US$)	Treasury shares
As at 28 February 2015	**23 416 696**	**1 318 315**	**2 360 376**
Issued out of treasury shares for cash	2 360 376	-	(2 360 376)
At 31 March 2015	**25 777 072**	**1 318 515**	**-**
New share issue - Private Placement for cash	14 044 944	750 000	**-**
As at 31 July 2015	**39 822 016**	**2 068 315**	**-**
New share issue – private placement for cash	16 385 768	875 000	-
At 30 June 2016	**56 207 784**	**2 943 315**	**-**
Consideration issue for capital raising	5 557 895	300 000	-
Private placement for cash	3 630 269	195 952	-
At 28 February 2018	**65 395 948**	**3 439 267**	**-**
Private placement – conversion of debentures	30 375 656	1 717 671	
Consideration Issue (20% of LAMS – refer to Annexure 7)	5 305 264	300 000	
At 31 August 2018	**101 076 868**	**5 456 938**	
Advance against equity	**57 680 841**	**3 293 402**	
At 28 February 2019	**123 076 789**	**6 732 669**	
Capitalisation of working capital loans approved during October 2019	44 164 860	2 144 781	
Private placement – conversion of debentures approved during October 2019	14 799 271	717 500	
Issue of shares to the employment share incentive scheme.	20 000 000	1 099 368	
At the Last Practicable Date	**202 040 920**	**10 694 318**	

Directors' resolutions have been passed to authorise the listing of the shares on ZAR X. Save for the issues disclosed above, there have, in the preceding three-year period been:

- no alterations to the share capital of the Company in the past three years
- no consolidations or sub-divisions of shares in the Company
- no offers of shares to the public;
- no share repurchases; and
- no amount payable by way of premium on any share issued by the Company.

Similarly, there have been no special resolutions passed by the Company to change its share capital or form since its incorporation other than a special resolution passed on 31 March 2015 and registered on 16 June 2015 to change the name of the Company from Dale Capital PCC to Dale Capital Limited. [6.1.4.1)]

In addition, the former Core Shareholder approved the conversion of the Company from a PCC to a limited company and the Company has adopted a new Memorandum of Association. The conversion and the new Memorandum of Association have been registered with the FSC in Mauritius. Further changes have been made to the Memorandum of Association in order to comply with the ZAR X Listings Requirements and the amendments will be subject to SEM approval in due course [6.1.4.3]

Additional information is provided in Annexure 14 on convertible debentures issued as at the Last Practicable Date.

MATERIAL BORROWINGS, MATERIAL LOANS RECEIVABLE, INTER-COMPANY LOANS AND INTER-COMPANY TRANSACTIONS

As at 31 August 2019, being the month end before the Last Practicable Date, Dale Capital and its subsidiaries had the following material borrowings:

Company	Lender	Amount (US$)	Repayment terms and details of loan origins	Security	Interest Rate (%)
Secured					
Dale Capital	Wiglo Investment Holdings	375 000	Loan convertible or repayable after one year on 31 August 2019	Investments in the Bosveld Mining Loan note	4%
Dale Capital	The Atalante Trust	342 500	Loan convertible or repayable after one year on 31 August 2019	Investments in the Bosveld Mining Loan note	4%
Dale Capital	The Atalante Trust	1 500 000	Loan convertible or repayable after 28 February 2020	Security over assets in the fishing segment	6%
Unsecured					
Dale Capital	The Wiglo Investment Holdings	1 822 142	Loan convertible or repayable after one year on 31 August 2019	None	8%
Dale Capital	The Atalante Trust	335 700	Loan repayable after 31 August 2019	None	8%
Dale Capital	Wiglo Investment Holdings	500 000	Loan convertible after 31 August 2019	None	4%

* - Amount capitalised during October 2019

The above amounts arose primarily in relation to the funding requirements of Dale Capital for acquisition of investments and expansion of operations.

There are no conversion or redemption rights in connection with the above amounts other than as disclosed but lenders can request to be paid in shares subject to the appropriate approvals being received. Shareholders are also referred to Annexure 14 for details of convertible debentures issued.

The Lenders have agreed to subordinate their loans and security claims in line with converting their shares for the ZAR-X listing. The above borrowings were not issued solely to avoid a Mandatory offer situation arising.

As at the Last Practicable Date, there are no other material commitments, lease payments and contingent liabilities.

There is no loan capital or material loans receivable at the Last Practicable Date.

No loans or security have been furnished by Dale Capital or any of its subsidiaries to or for the benefit of any director or manager or any associate of any director or manager of the applicant.

As at 31 August 2019, being the month end before the Last Practicable Date, Dale Capital and its subsidiaries had the following material loan receivables:

Company	**Lender**	**Amount (US$)**	**Repayment terms and details of loan origins**	**Security**	**Interest Rate (%)**
Secured					
Bella Amigo	St Felix Brands	115 000	Repayable by March 2022	Personal guarantee of majority shareholder of Bella Amigo	
Unsecured					
Bella Amigo	St Felix Brands	182 000	Repayable in the event of the sale of Dale's interest in Bella Amigo	None	0%
Dale	Bosveld Holdings (Pty) Limited	6 000 000	Repayable within 5 years.	None	0%

As per the Share Purchase agreements entered into between GnT Mining (Pty) Limited, the Company and Bosveld Holdings (Pty) Limited, an amount of $6 000 000 is owed by GnT Mining to Bosveld Holdings, which in turn is wholly owned by the Company.

OTHER DIRECTORSHIPS HELD BY THE DIRECTORS OF DALE CAPITAL [6.9.5]

The details of all South African directors' current and former directorships and partnerships held at any time in the previous five years, indicating whether or not the individual is still a director or partner is set out below:

Company	Details	Status
Norman Noland		
Bosveld Holdings	In Business	Active
Xstrata Consulting Services	Deregistration Process	Active
Greatsoft-Assist	In Business	Active
Linked Property Holdings	In Business	Active
African Growth and Private Equity Sa	In Business	Active
Dale Property Developers	In Business	Active
Agape Holdings	In Business	Active
Bosveld Mines	In Business	Active
Sovereign Fairsure Financial Services	Dissolved	Active
Greatsoft-Assist Management Services	In Business	Active
Camaro Heights Properties	Conversion Co/Cc or Cc/Co	Active
Dale Capital Private Equity	Deregistration Process	Active
Doolhof Wine Estates	In Business	Active
Dale Risk Management Services	Deregistration Process	Active
Trinity Luxury Car Hire	Deregistration Process	Active
Kerrigold South Property	Deregistration Process	Active
Shelley Point Hotel Operations	Deregistration Process	Active
Dale Hospitality Logistics Africa	Deregistration Process	Active
Exclusive Access Trading 704	Deregistration Process	Active
Alan Henry West		
Cooperpay	In Business	Active
Farkil Investments 9	Dissolved	Active
Iciti	Dissolved	Active

Note:
Frederic Leon Robert is a Mauritian citizen. Mark Foulds is British and is resident in Mauritius.

Norman Noland and Alan West are South Africa citizens, with Alan West in the process of relocating to Mauritius during November 2019.

SUBSIDIARY COMPANIES

The subsidiaries on listing date are as follows:

Name of subsidiary	Description of business
St Felix Brands (formerly Dale Food & Beverages)	Sub-holding company for the group's food and beverage subsi
St Felix Food Logistics (formerly Dale Hospitality Logistics)	Provides a small but outstanding niche range of imported Sou and African food and beverage products to the restaurant, hosp retail sectors of Mauritius under exclusive agency agreements known for its quality products and specialises in the import and p of fresh meats such as beef, lamb, pork and chicken as well selection of bread, pastries and a delicatessen range.
St Felix Fine Foods	Processing and sale of meat products.
Dale Agricultural	Commercial goat and sheep breeding and farming project.
Pelagic* & St Felix Seafoods Limited (formerly Pelagic Export International)	Fishing large pelagic and demersal fish in the Mauritian Economic Zone, processing of the catch into frozen and ch and/or fillets and marketing of these products locally in Mauritius the export market in the rest of Africa, Europe and the Far East.
Valley Containers	Buy and lease out dry and refrigerated shipping containers fo purposes in Mauritius.

* The acquisition of Pelagic remains subject to conditions precedent as detailed in paragraph 2.6.1, although Dale has had control over the operations of Pelagic from 1 April 2017.

Further details of the subsidiaries are set out below:

Name	Effective date of acquisition/ incorporation	Issued share capital	% held	Shares held by	Main business
St Felix Brands Limited*	20 April 2010	Mur 25 000 100	100%	Dale Capital	Holding company for food and food security investments
St Felix Food Logistics Limited*	19 August 2015	Mur 3 530 000	100%	St Felix Brands	Import and distribution of food and beverages
St Felix Fine Foods Limited	1 December 2017	MUR 100,000	100%	St Felix Brands	Meat processing and sale
Dale Agricultural*	21 December 2016	Mur 6 857 596	100%	St Felix Brands	Breeding of goats and sheep for sale
St Felix Seafoods Limited	29 September 2017	Mur 10 000	100%	St Felix Brands	Fishing and export of fish
Valley Containers*	10 June 2017	Mur 2 842 045	51%	St Felix Brands	Buy and lease of storage containers

***** These companies were incorporated by Dale as opposed to being acquired.

It should be noted that the results of both St Felix Seafoods Ltd and St Food Logistics Ltd have been growing substantially from around 31 August 2018 due operations of the fleet and the meat processing plant being completed in late 2018, particularly the freezers. This is detailed further in the profit forecast in Annexure 4.

In addition to the above, Dale previously held 100% in LAMS before disposing of 51% to Arc Africa Capital, a Mauritius based investment company with effect from 1 May 2018. Dale now holds a 49% associate interest in LAMS, a licensed management company holding the core (management) shares in AGAPE - PCC. The core shares are management shares and do not have any beneficial interest. AGAPE – PCC is a protected cell company (PCC) through which LAMS holds its private equity investments through separate PCCs in order to ring-fence each investment.

DETAILS OF IMMOVABLE PROPERTY HELD AND LEASED FROM THIRD PARTIES

Details of immovable property leased from third parties are set out below:

Landlord	Type of premises	Location	Expiry date	Lessee	Monthly rental (US$)	Area (m^2)	Escalation and frequency
Waste Converters Limited	Industrial Office Block and Factory	St Antoinne, Goodlands	31 Oct 2026	St Felix Food Logistics (formerly Dale Hospitality)	4 550	660 m2 (Ground Floor) and 350 m2 (First Floor)	At CPI, with a minimum of 3% per annum
Pelagic Process Limited	Offices and fish processing facility	Quay C, Harbour Peninsula	30 Nov 2022	Pelagic	5 880	1895	4% per annum
St. Felix Sugar Estate Limited	Sugar Estate	St Felix farm	Aug 2021	Dale Agriculture	880	600	0%
St. Felix Sugar Estate Limited	Sugar Estate	St Felix Farm	April 2021	Dale Agriculture	143	3000	0%

CURRICULUM VITAES OF THE DIRECTORS AND KEY MANAGEMENT OF DALE CAPITAL AND ITS SUBSIDIARIES [6.9.10]

Directors:

Name	Occupation & Experience
Mark Foulds (British) Group Chairman Appointed - 15/07/2015	Born in 1963, Mark Foulds started his career in corporate finance at NatWest Investment Bank in the UK, but the bulk of his professional experience has been in the private equity sector. He has worked both in direct investments, where he was a partner at two leading European mid-market LBO firms, Duke Street and Bridgepoint, and in the private equity fund-of-funds sector, where he was Deputy Managing Director of Parvilla, a French management company specializing in lower mid-market LBO firms across Western Europe. In addition to making commitments to primary funds, Mr Foulds also took secondary fund stakes and managed co-investments for the Parvilla funds. Mr Foulds has sat on the Investment Committees of both Duke Street and Parvilla. Mr Foulds has been involved in making over 25 direct investments across a wide range of industry sectors and has sat on the boards of all of these companies. He has specific experience of the business services and financial services sectors. Mr Foulds has lived and worked in the UK, France, Belgium and South Africa. He is bilingual in English and French. He is fully certified both by the FSA in the UK and by the AMF in France.
Norman Noland (South African) Chief Executive Officer Reappointed – 24 May 2018	Norman Noland is an entrepreneur and businessman with current and past directorships in public listed entities in South Africa, and Mauritius. He currently holds directorships in South African and other (International) privately owned companies. He has in the past been a director in companies based in a number of countries, including Isle of Man, Guernsey, Germany, Switzerland, Luxembourg, Seychelles. In a career spanning 50 years, he has gained significant experience whilst employed in senior management positions at large South African and International Organizations and has extensive experience in the International Banking & Financial Services, Information Technology, Property, Infrastructure, Property Development, food and food security and Hotels & Leisure Industry, Mining, Aviation and Energy sectors. He is a past Director of Mauritius based, AfrAsia Bank and past Deputy Chairman of JSE Listed Sekunjalo Investments Limited and was the past founder and Chairman of Dale. Norman is currently the CEO of Dale leading the food and food security strategy.
Frederic Leon Robert Executive Director (Appointed 31st July 2019)	After spending several years in Europe, Frederic studied Economics & Finance in England before returning to Mauritius in the year 2000. He held positions within the financial sector in Mauritian & French banks on the stock exchange of Mauritius and private equity management. He also spent a few years in the textile sector and the offshore sector. As Director of Saint Félix Sugar Estate, he developed new segments within the group in the fields of agriculture, tourism and real estate projects such as Smart City. In 2003, he

Name	Occupation & Experience
	created a leading Mauritius-based company that has been a pioneering body in the leisure industry; eco-tourism activities and sports events in Mauritius. Currently, he is the CEO of St Felix Brands Limited (formerly known as Dale Food and Beverage Holdings Limited) and is responsible for driving the food security segment.
Alan Henri West Executive Director (Appointed 31st July 2019)	Alan West is an entrepreneur and dedicated businessman holding directorships of several global companies within the Information Technology and Payments Industries. As a qualified Computer Engineer, a career spanning 40 years and spending fourteen years with Hewlett Packard from the early 1980's, then appointed as General Manager of Standard Microsystems Corporation and subsequently Cisco Systems in South Africa, leading to the start of an entrepreneurial journey in 1999. With extensive technical and business experience and passion, architected unique, innovative technology and solutions for the payments industry, lead to the formation and partnerships of several digital fintech and payments companies based in the United Kingdom, South Africa and Mauritius . Alan is the Executive Director of IMX Payments, Fraxxion Digital Limited, and Ignixxion International Limited.
Della Sadien Ramasawmy FCCA Group Financial Manager	Della oversees the accounting and finance at Dale Capital Group. Prior to joining the group, she has worked in the leading multinational Huawei Technologies where she was the reporting manager responsible for 40 subsidiaries in the sub-Saharan region. She has also worked as Finance manager at Intrasia Capital, LJ Management and Sugar Investment Trust. She served as Treasurer of the Australia Chamber of Commerce Mauritius from June 218 to June 2019. She has extensive experience in finance, business planning and budgeting, human resources, administration. • BSc. (Hons) in Accounting and Finance • Fellow member of the Association of Certified Chartered Accountants. • Gold medallist for the best Financial Reporting Centre Huawei Technologies • Merit Award Huawei Technologies

Key management

Robert Goldie Director St Felix Food Logistics Limited (Formerly known as Dale Hospitality Logistics Limited)	Robert is a professional and dynamic Business manager with experience in various sectors including financial, security and hospitality. He has a proven track record in distribution networks and dealer operations and building businesses in multiple countries and markets. He has worked with major brands such as Sony, Kenwood, Icom and Avaya to name but a few. Robert currently oversees the operations of St Felix Food Logistics Limited.
Khalil Kaudeer (St Felix Brands Group Finance Manager)	Khalil have more than 20 years of experience in the accounting and finance department and have been exposed in various sectors of the economy. He started his career as audit junior in Deloitte and Touche and worked for 6 yrs in auditing and tax before moving to HSBC as Group Financial Reporting Accountant before subsequently moving to Barclays and Banques des Mascareignes. After 7 years in the banking sector he joined Accenture to work as Deputy Operations Lead on a French Project (Volvo Truck France) with more than 35 people reporting to him. New challenge opens up when he took the position of Finance and Operation Manager in a company in Burundi. Khalil has been exposed to various sectors of the economy and to different regulations. He is a self-starter and quickly adapt himself to new environment and requirement.
Robert Goff (Operations Manager)	Robert started his career in the early nineties and has spent over 20 years in the retail and retail distribution sector. He started with a large convenience store chain in the Western Cape, eventually becoming director and Operations Manager and was part of the group growing to almost 300 stores nationwide with both franchise and company-owned stores. This included overseeing distribution, property and store development. In 2014 Robert joined a large engineering group in Kwazulu-Natal during a difficult transitional stage and assisted the then CEO with guiding the numerous group companies through various liquidations and business-rescue proceedings. Robert joined Linked to Africa Management Services SA in 2017 and has spent the time in creating a Section12J Venture Capital Company as well as various property projects. He has been seconded to Dale Capital. He is responsible to organize and oversee the daily operations of the Group and ensure that our business is well-coordinated and productive by managing its procedures and coaching its people.
Dominique Hope Director Valley Container (Mauritius) Limited	Dominique Hope started her career in 1993 within the IBL Group as Air Line General Sales Agent for British Airways World Cargo, Cathay Pacific, Air Madagascar, Corsair, Comair and Thomson Fly. She later moved to Virgin Atlantic Cargo and Allport Cargo Services Limited, as Commercial Manager Dominique has over the years built strong expertise in the cargo & freight services locally and internationally and acquired several qualifications in the field of Customer Service, Sales, Airline Security standards as well as IATA Training programmes. She has also a good knowledge in the import and export local regulations. She holds a Diploma in Business Management from the University of Surrey. In 2017, she was joined Valley Containers to start and develop its activities on the island

Cobus Nell Farm Operations Manager Dale Agriculture Investments Limited	Cobus has a compassion for and a genuine interest in improving the lives of animals, even if they are being bred for the marketplace. He currently oversees the operations of the breeding arm of Dale Group. He has over 18 years of experience in animal breeding and farm operations in South Africa and Mauritius.

EXTRACTS FROM THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

1. REGISTERED SHARES

1.1. Every Shareholder is entitled to a certificate signed by a director of the Company, or any other person authorised by Resolution of Directors, under the Seal specifying the number of Shares held by him and the signature of the director, officer or authorised person and the Seal may be facsimiles.

1.2. Any Shareholder receiving a certificate shall indemnify and hold the Company and its directors and officers harmless from any loss or liability which it or they may incur by reason of any wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a certificate for Shares is worn out or lost it may be renewed on production of the worn-out certificate or on satisfactory proof of its loss together with such indemnity as may be required by Resolution of Directors.

1.3. If several Eligible Persons are registered as joint holders of any Shares, any one of such Eligible Persons may give an effectual receipt for any Distribution.

2. SHARES **[6.1.2.10]**

2.1. Shares and other Securities may be issued at such times, to such Eligible Persons, for such consideration and on such terms as the directors may by Resolution of Directors determine.

2.2. Section 46 of the Act (Pre-emptive rights) applies to the Company, allowing for pre-emptive rights. **[6.6.1.4)]**

2.3. A Share may be issued for consideration in any form, including money, a promissory note, or other written obligation to contribute money or property, real property, personal property (including goodwill and know-how), services rendered or a contract for future services.

2.4. No Shares may be issued for a consideration other than money, unless a Resolution of Directors has been passed stating:

(a) the amount to be credited for the issue of the Shares;

(b) their determination of the directors of the reasonable present cash value of the non-money consideration for the issue; and

(c) that, in the opinion, of the directors, the present cash value of the non-money consideration for the issue is not less than the amount to be credited for the issue of the Shares.

2.5. Securities must be fully paid up and freely transferable, unless otherwise required by statute. [S10.2(a)]

2.6 Fully paid shares shall be free from any restrictions on the right of transfer and from all liens.

2.7. If at any time the Shares are divided into different classes the words 'non-voting' shall appear in the designation of any class of Shares which does not carry voting rights. **[6.6.1.2]**

2.8. If at any time the Shares are divided into different classes the words 'restricted voting' or 'limited voting' shall appear in the designation of any class of Shares, other than those with the most favourable voting rights.

2.9. The Company shall keep a register (the "register of members") containing:

(a) the names and addresses of the Eligible Persons who hold Shares;

(b) the number of each class and series of Shares held by each Shareholder;

(c) the date on which the name of each Shareholder was entered in the register of members; and

(d) the date on which any Eligible Person ceased to be a Shareholder.

2.10. The register of members may be in any such form as the directors may approve, but if it is in magnetic, electronic or other data storage form, the Company must be able to produce legible evidence of its contents. Until the directors otherwise determine, the magnetic, electronic or other data storage form shall be the original register of members.

2.11. A Share is deemed to be issued when the name of the Shareholder is entered in the register of members.

3. REDEMPTION OF SHARES AND TREASURY SHARES

3.1. The Company may purchase, redeem or otherwise acquire and hold its own Shares save that the Company may not purchase, redeem or otherwise acquire its own Shares without the consent of Shareholders whose Shares are to be purchased, redeemed or otherwise acquired unless the Company is permitted by the Act or any other provision in the Memorandum or Articles to purchase, redeem or otherwise acquire the Shares without their consent.

3.2. The Company may only offer to purchase, redeem or otherwise acquire Shares if the Resolution of Directors authorising the purchase, redemption or other acquisition contains a statement that the directors are satisfied, on reasonable grounds, that immediately after the acquisition the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.

3.3. Sections 60 (Process for acquisition of own shares), 61 (Offer to one or more shareholders) and 62 (Shares redeemed otherwise than at the option of company) of the Act shall not apply to the Company.

3.4. Shares that the Company purchases, redeems or otherwise acquires pursuant to this Regulation may be cancelled or held as Treasury Shares except to the extent that such Shares are in excess of 50 percent of the issued Shares in which case they shall be cancelled but they shall be available for reissue.

3.5. All rights and obligations attaching to a Treasury Share are suspended and shall not be exercised by the Company while it holds the Share as a Treasury Share.

3.6. Treasury Shares may be transferred by the Company on such terms and conditions (not otherwise inconsistent with the Memorandum and the Articles) as the Company may by Resolution of Directors determine.

3.7. Where Shares are held by another body corporate of which the Company holds, directly or indirectly, shares having more than 50 per cent of the votes in the election of directors of the other body corporate, all rights and obligations attaching to the Shares held by the other body corporate are suspended and shall not be exercised by the other body corporate.

3.8. Where the Company purchases any listed Share other than on the market by tender or as a result of an offer to all Shareholders the purchase price of such a Share shall not exceed the last sale price for Shares reported on any listing exchange.

4. MORTGAGES AND CHARGES OF SHARES

4.1. Shareholders may mortgage or charge their Shares.

4.2. There shall be entered in the register of members at the written request of the Shareholder:

(a) a statement that the Shares held by him are mortgaged or charged;

(b) the name of the mortgagee or chargee; and

(c) the date on which the particulars specified in subparagraphs (a) and (b) are entered in the register of members.

4.3. Where particulars of a mortgage or charge are entered in the register of members, such particulars may be cancelled:

(a) with the written consent of the named mortgagee or chargee or anyone authorised to act on his behalf; or

(b) upon evidence satisfactory to the directors of the discharge of the liability secured by the mortgage or charge and the issue of such indemnities as the directors shall consider necessary or desirable.

4.4. Whilst particulars of a mortgage or charge over Shares are entered in the register of members pursuant to this Regulation:

(a) no transfer of any Share the subject of those particulars shall be effected;

(b) the Company may not purchase, redeem or otherwise acquire any such Share; and

(c) no replacement certificate shall be issued in respect of such Shares, without the written consent of the named mortgagee or chargee.

5. FORFEITURE

5.1. Shares that are not fully paid on issue are subject to the forfeiture provisions set forth in this Regulation and for this purpose Shares issued for a promissory note, other written obligation to contribute money or property or a contract for future services are deemed to be not fully paid.

5.2. A written notice of call specifying the date for payment to be made shall be served on the Shareholder who defaults in making payment in respect of the Shares.

5.3. The written notice of call referred to in Sub-Regulation 5.2 shall name a further date not earlier than the expiration of 14 days from the date of service of the notice on or before which the payment required by the notice is to be made and shall contain a statement that in the event of non-payment at or before the time named in the notice the Shares, or any of them, in respect of which payment is not made will be liable to be forfeited.

5.4. Where a written notice of call has been issued pursuant to Sub-Regulation 5.3 and the requirements of the notice have not been complied with, the directors may, at any time before tender of payment, forfeit and cancel the Shares to which the notice relates.

5.5. The Company is under no obligation to refund any moneys to the Shareholder whose Shares have been cancelled pursuant to Sub-Regulation 5.4 and that Shareholder shall be discharged from any further obligation to the Company.

6. TRANSFER OF SHARES

6.1. Shares may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, which shall be sent to the Company for registration.

6.2. In respect of shares which are listed on the ZAR X or on any other securities exchange, where such shares are held in certificated form, the holder of such shares shall prior to trading the shares, cause such shares to be dematerialised. All listed shares traded on the ZAR X must be conducted in accordance with the ZAR X Listing Requirements or such other applicable securities exchange rules. **[3.3.1.2]**

6.3 The transfer of a Share is effective when the name of the transferee is entered on the register of members.

6.4. The Shares shall be fully paid up and freely transferable when issued, and rank pari passu in all respects as amongst themselves including as to participation in the profits of the Company.

6.5 If the directors of the Company are satisfied that an instrument of transfer relating to Shares has been signed but that the instrument has been lost or destroyed, they may resolve by Resolution of Directors:

(a) to accept such evidence of the transfer of Shares as they consider appropriate; and

(b) that the transferee's name should be entered in the register of members notwithstanding the absence of the instrument of transfer.

6.6. Subject to the Memorandum, the personal representative of a deceased Shareholder may transfer a Share even though the personal representative is not a Shareholder at the time of the transfer.

7. MEETINGS AND CONSENTS OF SHAREHOLDERS

7.1. Any director of the Company may convene meetings of the Shareholders at such times and in such manner and places within or outside the BVI as the director considers necessary or desirable.

7.2. The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such time as may be determined by the directors and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

7.3. Upon the written request of Shareholders entitled to exercise 30 per cent or more of the voting rights in respect of the matter for which the meeting is requested the directors shall convene a meeting of Shareholders.

7.4. The director(s) convening a meeting shall give not less than twenty-one days' notice of an Annual General Meeting and not less than 7 days' notice of a meeting of Shareholders to:

(a) those Shareholders whose names on the date the notice is given appear as Shareholders in the register of members of the Company and are entitled to vote at the meeting; and

(b) the other directors.

7.5. The director(s) convening a meeting of Shareholders must set a record date in a manner that satisfies the ZAR X Listings Requirements, the requirements of any other exchange on which the Company is listed and any prescribed requirements for determining those Shareholders that are entitled to vote at the meeting the date notice is given of the meeting, or such other date as may be specified in the notice.

7.6 Where a non-electronic notice of general/annual general meeting, or annual financial statements, is to be distributed from the registered office of the Company, at least 20 business days' notice of such meeting must be given to all shareholders entitled to thereto. Where such notice, or annual financial statements, is distributed electronically, by airmail or otherwise from a branch office in the Republic of South Africa, at least 15 business days' notice must of such meeting must be given to all shareholders entitled thereto. **[S10.20 (b)]**

7.7 A meeting of Shareholders held in contravention of the requirement to give notice is valid if Shareholders holding at least 90 per cent of the total voting rights on all the matters to be considered at the meeting have waived notice of the meeting and, for this purpose, the presence of a Shareholder at the meeting shall constitute waiver in relation to all the Shares which that Shareholder holds.

7.8. The inadvertent failure of the director(s) to give notice of a meeting to a Shareholder or another director, or the fact that a Shareholder or another director has not received notice, does not invalidate the meeting.

7.9. A Shareholder may be represented at a meeting of Shareholders by a proxy who may speak and vote on behalf of the Shareholder. Where, the Shareholder is a corporate body, it may execute a proxy form under the hand of a duly authorised officer.

7.10. The instrument appointing a proxy shall be produced at the place designated for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote. The notice of the meeting may specify an alternative or additional place or time at which the proxy shall be presented.

7.11. The instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the Shareholder appointing the proxy. The use of this form or such other form as the chairman of the meeting shall accept shall not preclude the use of a two-way proxy form.

7.12. A Share may be jointly owned. The Company may limit the number of Shareholders in a joint account but such limit shall not prevent the registration of a maximum of four persons as holders of any jointly owned Share. The following applies where Shares are jointly owned:

(a) if two or more persons hold Shares jointly each of them may be present in person or by proxy at a meeting of Shareholders and may speak as a Shareholder;

(b) if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners; and

(c) if two or more of the joint owners are present in person or by proxy they must vote as one.

7.13. A Shareholder shall be deemed to be present at a meeting of Shareholders if he participates by telephone or other electronic means and all Shareholders participating in the meeting are able to hear each other.

7.14. A meeting of Shareholders is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 per cent of the votes of the Shares entitled to vote on Resolutions of Shareholders to be considered at the meeting. A quorum may comprise a single Shareholder or proxy and then such person may pass a Resolution of Shareholders and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy instrument shall constitute a valid Resolution of Shareholders.

7.15. If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved; in any other case it shall stand adjourned to the next business day in the jurisdiction in which the meeting was to have been held at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one third of the votes of the Shares or each class or series of Shares entitled to vote on the matters to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.

7.16. At every meeting of Shareholders, the Chairman of the Board shall preside as chairman of the meeting. If there is no Chairman of the Board or if the Chairman of the Board is not present at the meeting, the Shareholders present shall choose one of their number to be the chairman. If the Shareholders are unable to choose a chairman for any reason, then the person representing the greatest number of voting Shares present in person or by proxy at the meeting shall preside as chairman failing which the oldest individual Shareholder or representative of a Shareholder present shall take the chair.

7.17. The chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.18. At any meeting of the Shareholders the chairman is responsible for deciding in such manner as he considers appropriate whether any resolution proposed has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes of the meeting. If the chairman has any doubt as to the outcome of the vote on a proposed resolution, he shall cause a poll to be taken of all votes cast upon such resolution. If the chairman fails to take a poll then any Shareholder present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall cause a poll to be taken. If a poll is taken at any meeting, the result shall be announced to the meeting and recorded in the minutes of the meeting.

7.19. Subject to the specific provisions contained in this Regulation for the appointment of representatives of Eligible Persons other than individuals the right of any individual to speak for or represent a Shareholder shall be determined by the law of the jurisdiction where, and by the documents by which, the Eligible Person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any Shareholder or the Company.

7.20. Any Eligible Person other than an individual which is a Shareholder may by resolution of its directors or other governing body authorise such individual as it thinks fit to act as its representative at any meeting of Shareholders or of any class of Shareholders, and the individual so authorised shall be entitled to exercise the same rights on behalf of the Eligible Person which he represents as that Eligible Person could exercise if it were an individual.

7.21. The chairman of any meeting at which a vote is cast by proxy or on behalf of any Eligible Person other than an individual may call for a notarially certified copy of such proxy or authority which shall be produced within 7 days of being so requested or the votes cast by such proxy or on behalf of such Eligible Person shall be disregarded.

7.22. Directors of the Company may attend and speak at any meeting of Shareholders and at any separate meeting of the holders of any class or series of Shares.

7.23. An action that may be taken by the Shareholders at a meeting may also be taken by a resolution consented to in writing, without the need for any notice, but if any Resolution of Shareholders is adopted otherwise than by the unanimous written consent of all Shareholders, a copy of such resolution shall forthwith be sent to all Shareholders not consenting to such resolution. The consent may be in the form of counterparts, each counterpart being signed by one or more Shareholders. If the consent is in one or more counterparts, and the counterparts bear different dates, then the resolution shall take effect on the earliest date upon which Eligible Persons holding a sufficient number of votes of Shares to constitute a Resolution of Shareholders have consented to the resolution by signed counterparts.

7.24. The directors shall call its shareholder for a general meeting each year to ratify the approval of the audited accounts. A printed copy of the Company's annual report and accounts shall at least 14 days before the date of the general meeting be delivered or sent by post to the registered address of each shareholders.

8. DIRECTORS

8.5. Subject to Regulation 8.8 each director holds office for the term, if any, fixed by the Resolution of Shareholders or Resolution of Directors appointing him, or until his earlier death, resignation or removal. If no term is fixed on the appointment of a director, the director serves indefinitely until his earlier death, resignation or removal.

8.15. The directors may, by Resolution of Directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.

8.16.A director is not required to hold a Share as a qualification to office.

9. POWERS OF DIRECTORS

9.1 The business and affairs of the Company shall be managed by, or under the direction or supervision of, the directors of the Company. The directors of the Company have shall all the powers necessary for managing, and for directing and supervising, the business and affairs of the Company. The directors may pay all expenses incurred preliminary to and in connection with the incorporation of the Company and may exercise all such powers of the Company as are not by the Act or by the Memorandum or the Memorandum required to be exercised by the Shareholders.

9.2 Each director shall exercise his powers for a proper purpose and shall not act or agree to the Company acting in a manner that contravenes the Memorandum, the Memorandum or the Act. Each director, in exercising his powers or performing his duties, shall act honestly and in good faith in what the director believes to be the best interests of the Company.
9.3 If the Company is the wholly owned subsidiary of a holding company, a director of the Company may, when exercising powers or performing duties as a director, act in a manner which he believes is in the best interests of the holding company even though it may not be in the best interests of the Company.
9.4 Any director which is a body corporate may appoint any individual as its duly authorised representative for the purpose of representing it at meetings of the directors, with respect to the signing of consents or otherwise.
9.5 The continuing directors may act notwithstanding any vacancy in their body.
9.6 The directors may by Resolution of Directors exercise all the powers of the Company to incur indebtedness, liabilities or obligations and to secure indebtedness, liabilities or obligations whether of the Company or of any third party.
9.7 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by Resolution of Directors.
9.8 For the purposes of Section 175 (Disposition of assets) of the Act, the directors may by Resolution of Directors determine that any sale, transfer, lease, exchange or other disposition is in the usual or regular course of the business carried on by the Company and such determination is, in the absence of fraud, conclusive.

10 **PROCEEDINGS OF DIRECTORS**

10.1 Any one director of the Company may call a meeting of the directors by sending a written notice to each other director.
10.2 The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside the BVI as the directors may determine to be necessary or desirable.
10.3 A director is deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.
10.4 A director shall be given not less than 3 days' notice of meetings of directors, but a meeting of directors held without 3 days' notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend waive notice of the meeting, and for this purpose the presence of a director at a meeting shall constitute waiver by that director. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, does not invalidate the meeting.
10.5 A director may by a written instrument appoint an alternate who need not be a director and the alternate shall be entitled to attend meetings in the absence of the director who appointed him and to vote in place of the director until the appointment lapses or is terminated.
10.6 A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one-half of the total number of directors, unless there are only 2 directors in which case the quorum is 2.
10.7 If the Company has only one director the provisions herein contained for meetings of directors do not apply and such sole director has full power to represent and act for the Company in all matters as are not by the Act, the Memorandum or the Memorandum required to be exercised by the Shareholders. In lieu of minutes of a meeting the sole director shall record in writing and sign a note or memorandum of all matters requiring a Resolution of Directors. Such a note or memorandum constitutes sufficient evidence of such resolution for all purposes.
10.8 At meetings of directors at which the Chairman of the Board is present, he shall preside as chairman of the meeting. If there is no Chairman of the Board or if the Chairman of the Board is not present, the directors present shall choose one of their number to be chairman of the meeting.
10.9 An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a Resolution of Directors or a resolution of a committee of directors consented to in writing by all directors or by all members of the committee, as the case may be, without the need for any notice. The consent may be in the form of counterparts each counterpart being signed by one or more directors. If the consent is in one or more counterparts, and the counterparts bear different dates, then the resolution shall take effect on the date upon which the last director has consented to the resolution by signed counterparts.

11 **COMMITTEES**

11.1 The directors may, by Resolution of Directors, designate one or more committees, each consisting of one or more directors, and delegate one or more of their powers, including the power to affix the Seal, to the committee.

11.2 The directors have no power to delegate to a committee of directors any of the following powers:

(a) to amend the Memorandum or the Articles;
(b) to designate committees of directors;
(c) to delegate powers to a committee of directors;
(d) to appoint or remove directors;
(e) to appoint or remove an agent;
(f) to approve a plan of merger, consolidation or arrangement;
(g) to make a declaration of solvency or to approve a liquidation plan; or
(h) to make a determination that immediately after a proposed distribution the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.

11.3 Sub-Regulation (b) and (c) do not prevent a committee of directors, where authorised by the Resolution of Directors appointing such committee or by a subsequent Resolution of Directors, from appointing a sub-committee and delegating powers exercisable by the committee to the sub-committee.

11.4 The meetings and proceedings of each committee of directors consisting of 2 or more directors shall be governed mutatis mutandis by the provisions of the Memorandum regulating the proceedings of directors so far as the same are not superseded by any provisions in the Resolution of Directors establishing the committee.

11.5 Where the directors delegate their powers to a committee of directors they remain responsible for the exercise of that power by the committee, unless they believed on reasonable grounds at all times before the exercise of the power that the committee would exercise the power in conformity with the duties imposed on directors of the Company under the Act.

12 **OFFICERS AND AGENTS**

12.1 The Company may by Resolution of Directors appoint officers of the Company at such times as may be considered necessary or expedient. Such officers may consist of a Chairman of the Board of Directors, a president and one or more vice-presidents, secretaries and treasurers and such other officers as may from time to time be considered necessary or expedient. Any number of offices may be held by the same person.

12.2 The officers shall perform such duties as are prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by Resolution of Directors. In the absence of any specific prescription of duties it shall be the responsibility of the Chairman of the Board to preside at meetings of directors and Shareholders, the president to manage the day to day affairs of the Company, the vice-presidents to act in order of seniority in the absence of the president but otherwise to perform such duties as may be delegated to them by the president, the secretaries to maintain the register of members, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the treasurer to be responsible for the financial affairs of the Company.

12.3 The emoluments of all officers shall be fixed by Resolution of Directors.

12.4 The officers of the Company shall hold office until their successors are duly appointed, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by Resolution of Directors. Any vacancy occurring in any office of the Company may be filled by Resolution of Directors.

12.5 The directors may, by Resolution of Directors, appoint any person, including a person who is a director, to be an agent of the Company.

12.6 An agent of the Company shall have such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in the Memorandum or in the Resolution of Directors appointing the agent, except that no agent has any power or authority with respect to the following:

(a) to amend the Memorandum or the Articles;
(b) to change the registered office or agent;
(c) to designate committees of directors;
(d) to delegate powers to a committee of directors;
(e) to appoint or remove directors;
(f) to appoint or remove an agent;
(g) to fix emoluments of directors;
(h) to approve a plan of merger, consolidation or arrangement;

(i) to make a declaration of solvency or to approve a liquidation plan;
(j) to make a determination that the company will, immediately after a proposed distribution, satisfy the solvency test; or
(k) to authorise the Company to continue as a company incorporated under the laws of a jurisdiction outside the BVI.

12.7 The resolution of Directors appointing an agent may authorise the agent to appoint one or more substitutes or delegates to exercise some or all of the powers conferred on the agent by the Company.

12.8 The directors may remove an agent appointed by the Company and may revoke or vary a power conferred on him.

13 **CONFLICT OF INTERESTS**

13.1 A director of the Company shall, forthwith after becoming aware of the fact that he is interested in a transaction entered into or to be entered into by the Company, disclose the interest to all other directors of the Company.

13.2 For the purposes of Sub-Regulation 13.1, a disclosure to all other directors to the effect that a director is a member, director or officer of another named entity or has a fiduciary relationship with respect to the entity or a named individual and is to be regarded as interested in any transaction which may, after the date of the entry into the transaction or disclosure, of the interest, be entered into with that entity or individual, is a sufficient disclosure of interest in relation to that transaction.

13.3 A director of the Company having a material interest in a transaction entered into or to be entered by the Company shall not:
a) vote on a matter relating to the transaction in which he or his associates have a material interest;
b) attend a meeting of directors at which a matter relating to the transaction arises and shall not be counted among the directors present at the meeting for the purposes of a quorum; and
c) sign a document on behalf of the Company, or do any other thing in his capacity as a director, that relates to the transaction, and, subject to compliance with the Act shall not, by reason of his office be accountable to the Company for any benefit which he derives from such transaction and no such transaction shall be liable to be avoided on the grounds of any such interest or benefit.

14 **INDEMNIFICATION**

14.1 Subject to the limitations hereinafter provided the Company shall indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who:
a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director of the Company; or
b) is or was, at the request of the Company, serving as a director of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise.

14.2 The indemnity in Sub-Regulation 0 only applies if the person acted honestly and in good faith with a view to the best interests of the Company and, in the case of criminal proceedings, the person had no reasonable cause to believe that their conduct was unlawful.

14.3 For the purposes of Sub-Regulation 14.2, a director acts in the best interest of the Company if he acts in the best interest of
(a) the Company's holding company; or
(b) a Shareholder or Shareholders of the Company;
in either case, in the circumstances specified in Sub-Regulation 9.3 or the Act, as the case may be.

14.4 The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of the Memorandum, unless a question of law is involved.

14.5 The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.

14.6 Expenses, including legal fees, incurred by a director in defending any legal, administrative or investigative proceedings maybe paid by the Company in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the director is not entitled to be indemnified by the Company in accordance with Sub-Regulation 14.1.

14.7 Expenses, including legal fees, incurred by a former director in defending any legal, administrative or investigative proceedings may be paid by the Company in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of the former director to repay the amount if it shall ultimately be determined that the former director is not entitled to be indemnified by the Company in accordance with Sub-Regulation 14.1 and upon such terms and conditions, if any, as the Company deems appropriate.

14.8 The indemnification and advancement of expenses provided by, or granted pursuant to, this section is not exclusive of any other rights to which the person seeking indemnification or advancement of expenses may be entitled under any agreement, Resolution of Shareholders, resolution of disinterested directors or otherwise, both as acting in the person's official capacity and as to acting in another capacity while serving as a director of the Company

14.9 If a person referred to in Sub-Regulation 14.1 has been successful in defence of any proceedings referred to in sub-Regulation 14.1, the person is entitled to be indemnified against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.

14.10 The Company may purchase and maintain insurance in relation to any person who is or was a director, officer or liquidator of the Company, or who at the request of the Company is or was serving as a director, officer or liquidator of, or in any other capacity is or was acting for, another company or a partnership, controlling security venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity, whether or not the Company has or would have had the power to indemnify the person against the liability as provided in the Memorandum.

15 **RECORDS**

15.1 The Company shall keep the following documents at the office of its registered agent:

a) the Memorandum and the Articles;

b) the register of members, or a copy of the register of members;

c) the register of directors, or a copy of the register of directors; and

d) copies of all notices and other documents filed by the Company with the Registrar of Corporate Affairs in the previous ten years.

15.2 Until the directors determine otherwise by Resolution of Directors the Company shall keep the original register of members and original register of directors at the office of its registered agent.

15.3 If the Company maintains only a copy of the register of members or a copy of the register of directors at the office of its registered agent, it shall:

a) within 15 days of any change in either register, notify the registered agent in writing of the change; and

b) provide the registered agent with a written record of the physical address of the place or places at which the original register of members or the original register of directors is kept.

15.4 The Company shall keep the following records at the office of its registered agent or at such other place or places, within or outside the BVI, as the directors may determine:

a) minutes of meetings and Resolutions of Shareholders and classes of Shareholders;

b) minutes of meetings and Resolutions of Directors and committees of directors; and;

c) an impression of the Seal.

15.5 Where any original records referred to in this Regulation are maintained other than at the office of the registered agent of the Company, and the place at which the original records is changed, the Company shall provide the registered agent with the physical address of the new location of the records of the Company within 14 days of the change of location.

15.6 The records kept by the Company under this Regulation shall be in written form or either wholly or partly as electronic records complying with the requirements of the Electronic Transactions Act (No. 5 of 2001) as from time to time amended or re-enacted.

16 **REGISTER OF CHARGES**

The Company shall maintain at the office of its registered agent a register of charges in which there shall be entered the following particulars regarding each mortgage, charge and other encumbrance created by the Company:

a) the date of creation of the charge;

b) a short description of the liability secured by the charge;

c) a short description of the property charged;

d) the name and address of the trustee for the security or, if there is no such trustee, the name and address of the chargee;

e) unless the charge is a security to bearer, the name and address of the holder of the charge; and
f) details of any prohibition or restriction contained in the instrument creating the charge on the power of the Company to create any future charge ranking in priority to or equally with the charge.

17 SEAL

The Company shall have a seal. The Company may have more than one Seal and references herein to the Seal shall be references to every Seal which shall have been duly adopted by Resolution of Directors. The directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the registered office. Except as otherwise expressly provided herein the Seal when affixed to any written instrument shall be witnessed and attested to by the signature of any one director or other person so authorised from time to time by Resolution of Directors. Such authorisation may be before or after the Seal is affixed, may be general or specific and may refer to any number of sealings. The directors may provide for a facsimile of the Seal and of the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been attested to as hereinbefore described.

18 DISTRIBUTIONS BY WAY OF DIVIDEND

18.1 The directors of the Company may, by Resolution of Directors, authorise a Distribution by way of dividend at a time and of an amount they think fit if they are satisfied, on reasonable grounds, that, immediately after the Distribution, the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.

18.2 Dividends may be paid not only by cash considerations but also in terms of shares and other property. Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in a dividend which shall be declared subsequently.

18.3 Where a Shareholder is untraceable, the Company shall not sell its shares, unless:

a) during a period of twelve of years at least three dividends in respect of the Shares in question have become payable and no dividend during that period has been claimed; and
b) on the date of expiry, the Company gives notice of its intention to sell the Shares through an advertisement published in at least two widely circulated newspapers in each of Mauritius and the BVI and notifies the Mauritian Stock Exchange of its intention to sell the Shares.

18.4 The power to cease the sending of dividend warrants by post, whereby such warrants have been left uncashed shall not be exercised until the said warrants have been left uncashed on two consecutive occasions. Exceptionally, after the first occasion, the said power may be exercised whereby such a warrant is returned undelivered and the result of reasonable enquiries for the establishment of any new address with regards to the registered holder, was a failure

18.5 Notice of any dividend that may have been declared shall be given to each Shareholder as specified in Regulation 20.1 and all dividends unclaimed for 5 years after having been declared may be forfeited by Resolution of Directors for the benefit of the Company.

18.6 No dividend shall bear interest as against the Company and no dividend shall be paid on Treasury Shares.

19 ACCOUNTS AND AUDIT

19.1 The Company shall keep records that are sufficient to show and explain the Company's transactions and that will, at any time, enable the financial position of the Company to be determined with reasonable accuracy.

19.2 The Company may by Resolution of Shareholders call for the directors to prepare periodically and make available a profit and loss account and a balance sheet. The profit and loss account and balance sheet shall be drawn up so as to give respectively a true and fair view of the profit and loss of the Company for a financial period and a true and fair view of the assets and liabilities of the Company as at the end of a financial period.

19.3 At least once every year at the Annual General Meeting the directors shall lay before the Company a profit and loss account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet and every document required by law to be annexed thereto made up as of the same date (the "Accounts"). The Accounts shall be accompanied by proper reports of the directors and copies of the Accounts, balance sheet and reports of the directors and of any other documents required by law to be annexed thereto shall not less than fourteen clear days before the date of the Annual General Meeting be sent to all Shareholders entitled to receive notices of Annual General Meetings by post to the address shown in the register of members. The reports(s) shall be open to inspection and be read before the Annual General Meeting.

19.4 The Company may by Resolution of Shareholders call for the accounts to be examined by auditors.

19.5 The first auditors shall be appointed by Resolution of Directors; subsequent auditors shall be appointed by a Resolution of Shareholders or by Resolution of Directors.

19.6 The auditors may be Shareholders, but no director or other officer shall be eligible to be an auditor of the Company during their continuance in office.

19.7 The remuneration of the auditors of the Company may be fixed by Resolution of Directors.

19.8 The auditors shall examine each profit and loss account and balance sheet required to be laid before a meeting of the Shareholders or otherwise given to Shareholders and shall state in a written report whether or not:

a) in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the assets and liabilities of the Company at the end of that period; and

b) all the information and explanations required by the auditors have been obtained.

19.9 The report of the auditors shall be annexed to the accounts and shall be read at the meeting of Shareholders at which the accounts are laid before the Company or shall be otherwise given to the Shareholders.

19.10 Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of the duties of the auditors.

19.11 The auditors of the Company shall be entitled to receive notice of, and to attend any meetings of Shareholders at which the Company's profit and loss account and balance sheet are to be presented.

20 NOTICES

20.1 Subject to Regulation 19.3 any notice, information or written statement to be given by the Company to Shareholders may be given by personal service or by mail addressed to each Shareholder at the address shown in the register of members or by advertisement. Where any notice, information or written statement is to be given by the Company to Shareholders the directors shall in good faith determine the required notice period so as to allow Shareholders a reasonable time to exercise their rights or comply with the terms of any such notice. Any notice given by advertisement shall be published in at least two daily newspapers of wide circulation in each of Mauritius and the BVI.

20.2 Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.

20.3 Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing that the summons, notice, order, document, process, information or written statement was delivered to the registered office or the registered agent of the Company or that it was mailed in such time as to admit to its being delivered to the registered office or the registered agent of the Company in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

21 VOLUNTARY LIQUIDATION

The Company may by Resolution of Shareholders or by a Resolution of Directors appoint a voluntary liquidator.

22 CONTINUATION

The Company may by Resolution of Shareholders or by a resolution passed unanimously by all directors of the Company continue as a company incorporated under the laws of a jurisdiction outside the BVI in the manner provided under those laws.

CORPORATE GOVERNANCE [6.1.6]

The Directors of Dale Capital are fully committed to complying with the National Code of Corporate Governance for Mauritius 2016 ("the National Code"). The principles of the National Code are therefore adopted in advance; the Company will also strive to comply with the philosophies and principles of the King IV Report.

Statement of Compliance (As per Section 75(3) of the Financial Reporting Act 2004)

We, the directors of DALE CAPITAL GROUP LIMITED (the "Company"), confirm that to the best of our knowledge that the Company has complied with most of its obligations and requirements under the Code of Corporate Governance, except for the following sections:

- Principle 5: Risk Management, Internal Control and Internal Audit
  Given the size and level of the business of the Company and the existing internal controls and the scope of the external audit, an Internal Audit function was not deemed necessary at this time. However, internal audit function is currently being formalised.
- Principle 6: Reporting with integrity
  During the year under review, the website has not been updated as per the provisions of the Code of Corporate Governance. The Board is reviewing tenders for the website design and updates.

The Directors of Dale Capital endorse the philosophies and principles of King IV and recognise their responsibility to conduct the affairs of Dale Capital with integrity and accountability in accordance with generally accepted corporate practices. This includes steering the Company and setting strategic direction, planning and approving policies, overseeing matters of the Company and ensuring accountability.

Upon the Company's secondary listing on ZAR X, Dale Capital will be obliged to comply with Section 5 business activity of the ZAR X Listings Requirements which states that the Company will only be required to comply with the Listings Requirements of the exchange where it has its primary listing and provide confirmation thereon.

The Directors of Dale Capital have adopted the principals of the Code to the extent required. The Board embraces the principles of fairness, accountability, responsibility and transparency.

Companies listed on SEM are require to apply the National Code on an apply and explain basis. Dale Capital has complied with the Code to the following extent:

1. Governance structure

The Company is committed to the highest level of corporate governance, integrity and ethics. The Board is responsible to shareholders for the overall management of the Group. It determines matters including financial strategy and planning and takes major business decisions.

As a responsible investor, the Board advocates adherence to sound governance principles by all entities that the Company is invested in by using significant influence to ensure that the Company's governance policy is applied as far possible.

Effective corporate governance forms part of the Company's investment assessment criteria which are further monitored on a continuous basis by a non-executive Board representation on those investee companies' Boards. To this end the Company's policy may be used as a benchmark.

The Board has a charter in place which provides the terms of reference for the Board and describes how the Board operates.

The Code of Ethics of the Company lays out the corporate value and standards of behaviour of the Company.

2. Structure of the, Board and its committees

The Board has put into place an organisational structure and is responsible for the Group's system of internal control and reviews its effectiveness. Such a system is designed to manage, rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurances against material misstatements or loss.

The Board or its duly authorised committees aims to maintain full and effective control over appropriate strategic, financial, operational and compliance issues. The Board has put in place an organisational structure which clearly defines lines of responsibility and delegation of authority.

The Board is responsible for relations with stakeholders, as well as being accountable to them for the performance of the Company and reporting thereon in a timely and transparent manner. The Board is also responsible for the overall management of the Group strategic direction of the Company and is responsible for the Groups system of internal control and reviews it effectiveness. sets the values which the Company adheres to.

2.1. Composition of the Board

The roles and responsibilities of the Chairman of the Board and the Chief Executive Officer are separated. The Chairman mainly provides overall leadership to the Board, organising the business of the Board, ensuring its effectiveness and setting the agenda of the Board. The Chief Executive Officer, Norman Noland, is responsible for the day-to-day management of the Company.

The Board acknowledges the principle of the Code and the National Code to appoint an independent non-executive director as chairman. The chairman of the Board Mr Mark Foulds is a non-independent non-executive director in accordance with the new Mauritius Code of Governance.

The composition of the Board is comprised of a non-executive Chairman, three independent non-executive directors and one executive director. The Board will ensure that there is an appropriate balance power and authority on the Board, such that no one individual or block of individuals dominates the Boards decision making.

2.2. Board committees

2.2.1. Audit and Compliance Committee

During the year ended 28 February 2019, the Audit and Compliance Committee comprised of Mr Nigel McGowan, Mr Patrick O'Neil and an independent consultant Mr Khemraj Rajkumarsingh. The Board acknowledges the Code to appoint directors as members of the Board Committees. Mr Rajkumarsingh is not a director but, given knowledge and experience and independent point of view, the Board deemed this arrangement not only as appropriate but also essential for achieving the business objectives of the Company.

The Committee was chaired by Mr Nigel McGowan an independent non-executive Director until 31 July 2019. The Audit and Compliance Committee have primary responsibility for monitoring the quality of internal controls and ensuring that financial performance is properly measured and reported. It receives and reviews reports from the Group's management and auditors relating to the annual financial statements. The Audit and Compliance Committee is responsible for reviewing the adequacy of the Groups regulatory and compliance policies.

Post year end, the sub-committee has been restructured as follows:
• Alan West as Chairman
Mark Foulds
• Frederic Leon Robert (in the process of being changed due to his role as CEO of a major subsidiary)
•

2.2.2. Remuneration Committee

The Committee consisted of three non-executive directors during the year ended 28 February 2019, all of whom are independent, The Committee was chaired by Mr Randall Thomas an independent non-executive director up to 31 July 2019.

Post year end the subcommittee comprises of:
• Alan West as Chairman
• Mark Foulds
• Norman Noland

The Board of Directors meet regularly and disclose the number of meetings held each year in its annual report, together with the attendance at such meetings. A formal record is kept of all conclusions reached by the board on matters referred to it for discussion. Should the board require independent professional advice, such advice will be sought by the board at the Company's expense.

All Directors have access to the advice and services of Rockmills, who fulfils the role of Company Secretary. The Board is of the opinion that Rockmills has the requisite attributes, experience and qualifications to fulfil its commitments effectively. This assessment is based on the experience, qualifications and competency of the employees of the company.

Directors are expected to maintain their independence when deciding on matters relating to strategy, performance, resources and standards of conduct. On first appointment, all Directors will be expected to undergo appropriate training as to the Company's business, strategic plans and objectives, and other relevant laws and regulations. Further training will be performed on an on-going basis to ensure that Directors remain abreast of changes in regulations and the commercial environment.

2.3. Chairman and Chief Executive Officer

The offices of Chairman and Chief Executive Officer are separated with Norman Noland appointed as Chief Executive Officer and Mark Foulds as the Non-Executive Chairman.

2.4. Board balance

The Board includes both executive and Non-Executive Directors in order to maintain a balance of power and ensure independent unbiased decisions and that no one individual has unfettered powers of decision-making.

The Board composition has recently changed due to the intention of the Company to move its domicile to Mauritius and to appoint Mauritian and South Africa based directors in order to have a more functional board. In addition, the new appointees have local knowledge and networks, which will be of benefit to the Dale Group. The previous non-executive directors were based in the USA and the Isle of Man and resigned with effect from 31 July 2019.

The Board of Dale Capital consists of the following Directors:

Executive
- Norman Noland (Chief Executive Officer)
- Frederic Leon Robert (Non-executive director of Dale, Executive director of St Felix Brands - appointed on 31 July 2019)

Independent Non-Executive Directors
- Mark Foulds (Chairman)
- Alan Henry West Executive - appointed on 31 July 2019

An additional independent non-executive director will be appointed as soon as practicable.

Supply of information
The Board meets on a regular basis where possible, but at a minimum of every three months. The Directors are briefed properly in respect of special business prior to board meetings and information will be provided timeously to enable them to give full consideration to all the issues being dealt with.

Furthermore, management supplies the Board with the relevant information needed to fulfil its duties. Directors shall make further enquiries where necessary, and thus shall have unrestricted access to all Company information, records, documents and property. Not only will the Board look at the quantitative performance of the Company, but also at issues such as customer satisfaction, market share, environmental performance and other relevant issues. The Chairman must ensure that all Directors are briefed adequately prior to board meetings.

2.5. Delegation of duties

Directors have the authority to delegate certain of their duties, either externally or internally, in order that they perform their duties fully. The Chief Executive Officer shall review these delegations and report on this to the Board.

2.6. Appointments *to the Board*

Any member of the Board can nominate a new appointment to the Board, which will be considered at a Board meeting. The nominated Director's expertise and experience will be considered by the Board as a whole in a formal and transparent manner, as well as any needs of the Board in considering such appointment. A nomination committee has not been appointed.

A general meeting of the Directors shall have the power from time to time to appoint anyone as a director, either to fill a vacancy, or as an additional director. The Company's Memorandum of Association does not provide for a maximum number of Directors. Any interim appointments will be subject to approval at the Company's next general or annual general meeting.

3. Directors' remuneration

3.1. Remuneration policy

The remuneration policy in place is to remunerate Executive Directors primarily on a Total Guaranteed Package (TGP) which includes base salary and benefits that accrue on a monthly basis, short-term incentives (STI) through cash bonuses, as well as Long-term incentives(LTI) by way of share Incentives.

King IV sets out the basis and codes of good practice for governance of executive remuneration, on which this Remuneration Policy is based.

3.1.1. Objectives

The objectives of the Remuneration Policy are to:
- Define general guidelines for the Company's remuneration of Non-Executive, Executive Directors and Senior Executives;
- Ensure that the right calibre of Executives and Senior Executives is attracted, retained, motivated and rewarded for individual performances and contribution to the Company;
- Remunerate Directors and Executives fairly and responsibly; and
- Align the interest of Executive Directors and Senior Executives with the interest of shareholders and the business strategy and sustainability of the Company.

3.1.2. Executive Directors and Senior Executives

Executive Directors' and Senior Executives' remuneration comprise of a:
- Total Cost to Company which incorporates a Basic Salary and Benefits
- Short Term Incentives which includes short-term bonus awards for achieving annual performance targets
- Share incentives as a Long-Term Incentive reward

3.1.3. Basic Salary

Basic salary is a fair salary based on the industry norms and Company performance. The basic salaries are reviewed on an annual basis.

3.1.4. Benefits

Benefits will comprise of fringe benefits, allowances and retirement benefits.

3.1.5. Bonuses

Bonuses are discretionary cash based annual performance rewards determined by performance scorecards having regard to the financial targets of the Company and personal targets of the Executive Directors and Senior Executives.

The bonuses will further take into account the trading conditions and financial year-end results of the Company.

3.1.6. Share Incentives

Share Incentives will be awarded in terms of the Share Incentive Scheme adopted by the Company and is equity based.

Financial targets are approved by the Board annually in advance taking cognisance of operational targets for the Company with respect to:

- Growth rate
- Operating profit
- Return on capital
- Cash flow

3.1.7. Non-Executive Directors

Non-Executive Directors remuneration comprises of:

- Directors Fees
- Additional fees

3.1.8. Directors Fees

Directors' fees are payable in the form of a retainer for attendances at Board and Committee meetings and work associated therewith.

3.1.9. Additional Fees

Additional fees are payable for additional time spent on behalf of the Company based on market related rates.

3.1.10. Service contracts and compensation [6.9.12]

Other than the Chief Executive Officer, there are no services contracts for the directors of Dale and no contract or arrangement subsisting at the date of this submission in which a director of Dale is materially interested, and which is significant in relation to the business of the Group.

The directors mentioned above have entered into employment agreements with the Company and the duration of their employment is mentioned in those employment agreements.

4. Accountability and audit

4.1. Incorporation [6.1.4.2]

The Company is duly incorporated in the British Virgin Isles and operates in conformity with its Memorandum of Association and all BVI laws as well as the SEM Listings Requirements. Upon its listing on ZAR X, the Company will also be obliged to comply with the ZAR X Listings Requirements

4.2. Financial reporting

The Board is responsible for the Group's systems of internal financial and operational control, as well as for maintaining an appropriate relationship with the Company's auditors. The Board is also responsible for presenting a balanced and understandable assessment of the Company's financial position with respect to all financial and price sensitive reports on the Company.

4.3. Internal control

The Directors conducts an annual review of the Company's internal controls and report their findings to shareholders. This review covers financial, operational and compliance controls, as well as a review of the risk management policies and procedures of the Company.

4.4. Audit and compliance committee [6.9.4]

A combined Audit and Compliance Committee has been established, whose primary objective is to provide the Board with additional assurance regarding the efficacy and reliability of the financial information used by the Directors, to assist them in discharging their duties. The committee is also required to provide independent oversight of, among others:

- The effectiveness of the organisation's assurance functions and services, with particular focus on combined assurance arrangements, including external assurance service providers, internal audit and the finance function; and
- The integrity of the annual financial statements and, to the extent delegated by the Company, other external reports issued by the organisation.

The Audit and Compliance Committee has the power to make decisions regarding its statutory duties and is accountable for its performance in this regard. In addition to its statutory duties, the Audit and Compliance Committee is responsible for, *inter alia*, the following:

- The recommendation of the Company's annual financial statements to the Board for approval;
- Risk governance and ensuring that it dedicates sufficient time to this responsibility;
- Overseeing the management of financial and other risks that affect the integrity of external reports issued by the organisation; and
- Ensuring that the financial director has the appropriate expertise and experience.

The following Independent non-executive Directors and a consultant have been appointed to the combined Dale Audit and Compliance Committee:

Post year end, the sub-committee has been restructured as follows:
- Alan West as Chairman (Non-Executive)
- Mark Foulds (Non-Executive)
- Frederic Leon Robert (Non-Executive of Dale, CEO of St Felix Brands)

The Audit and Compliance Committee meet a minimum of two times per annum to consider and approve interim and year end results but may meet as often as is deemed necessary.

4.5. External auditors

The auditors of the Group are Crowe ATA and they have performed an independent and objective audit of the Group's financial statements. The statements are prepared in terms of the International Financial Reporting Standards ("IFRS"). Interim reports are not audited.

5. Remuneration Committee [6.9.4]

The committee consists of two non-executive directors, all of whom are independent and one executive director.

• Alan West as Chairman
• Mark Foulds (Non-Executive)
• Norman Noland (Executive)

6. Investment Committee [6.9.4]

The committee comprises of the entire board as follows:

- Mark Foulds (Chairman)
- Norman Noland
- Alan West; and
- Frederic Leon Robert

7. Code of ethics

Dale Capital subscribes to the highest ethical standards and behaviour in the conduct of its business and related activities.

8. Social and Ethics Committee [6.9.4]

The following persons have been appointed to the Social, Ethics and Transformation Committee:

- Norman Noland (Chairman)
- Mark Foulds (Member)

9. Relationships with shareholders

It is the plan of Dale Capital to meet with its shareholders and investment analysts, and to provide presentations on the Company and its performance.

The Board shall ensure that shareholders are supplied with all the necessary information in order that they may make considered use of their votes and assess the corporate governance of the Company.

10. Dealing in securities

Whereby there is a closed period from the date of the financial year end, being 28 February, to the earliest publication of the preliminary report, the abridged report or the provisional report in the case of results for a full period and from the date of the interim period end to the date of the publication of the first and second interim results as the case may be, which periods are known as closed periods. In accordance with the ZAR X Listings Requirements, no director or the Company Secretary shall deal in the securities of the Company during a closed or prohibited period as well as whilst the Company is trading under a cautionary announcement.

All Directors and the Company Secretary shall obtain clearance to deal from the Chairman of the Company prior to dealing, and the Company Secretary shall keep a register of such clearances in terms of the ZAR X Listings Requirements.

The Company Secretary or such person as may be nominated by him from time to time shall keep a record of all dealings by Directors in the securities of the Company.

11. Company Secretary

The Board has considered and satisfied itself on the competence, qualifications and experience of the Company Secretary. This assessment has been based on the experience to date and the fact that Rockmills acts as Company Secretary for other listed entities.

The Directors assesses the on-going competency of the Company Secretary on an annual basis. Moreover, the Board confirms that there is an arm's length relationship between itself and the Company Secretary and this position will be assessed on an annual basis.

The Board is of the opinion that the Company Secretary has the requisite attributes, experience and qualifications to fulfil its commitments effectively.

12. Financial Manager and future Financial Director

Della Ramasawmy is the Group Financial Manager and joined the group in April 2019. The Audit and Compliance Committee has confirmed her experience and expertise. A Financial Director will be appointed in early 2020 and the Company intends appointing a local Mauritian in this role.

13. King IV Principles **§5 (1-4)**

In terms of the ZAR X Listings Requirements, all companies listing on the ZAR X will be required to comply with King IV. The Board will endeavour to comply with the 16 relevant Principles set out in King IV where, in the view of the Board, they apply to the business. Principle 17 is not applicable to the business of the Dale Group. The Principles embody the aspirations of the journey towards good corporate governance.

The 16 King IV Principles and the extent of the company's compliance are set out in the table below:

Principle	Description	Compliance status	Extent of compliance
1	The governing body should lead ethically and effectively	Comply	The Company has been established for a number of years and is listed on SEM. The Board will ensure that Company's leadership will operate in an Ethical manner and in accordance with the Code of Ethics for the Group,
2	The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.	Comply	The Board supports an ethical culture throughout Group. This is one of the essential elements of the Group's code of ethics
3	The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.	Comply	The Board sets the direction for good corporate citizenship, including compliance with the BVI laws, the laws of Mauritius and South Africa (where applicable), leading standards, its own policies and procedures, as well as congruence with the company's purpose, strategy and conduct.

Principle	Description	Compliance status	Extent of compliance
			The Board furthermore oversees and monitors the Company's status as a good corporate citizen in such areas as the workplace, economic behaviours and results, societal and environmental impacts. The concept of responsible corporate citizenship is integrated into the Group strategy, particularly evidenced around food and food security in Mauritius, and its principles underpin all key aspects of the business.
4	The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.	Comply	The Board assumes responsibility for the Group's performance by steering the strategy and setting its core purpose and values. The formulation and development of the Group's strategy is delegated to management, but the strategy is constructively challenged by the Board with due reference to, *inter alia*, risks and opportunities, resources, the six capitals, the legitimate expectations of shareholders and the long-term sustainability of the organisation.
5	The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects.	Comply	The Board takes responsibility for setting the direction, approach and conduct for the Company's reporting and approves the reporting frameworks to be used. It oversees compliance with legal reporting requirements and aims to ensure that reports meet the reasonable and legitimate needs of material stakeholders to enable them to make informed assessments of the Company's performance and its short, medium and long-term prospects.

Principle	Description	Compliance status	Extent of compliance
6	The governing body should serve as the focal point and custodian of corporate governance in the organisation.	Comply	The Board has policies throughout the Group which ensure that the Company's corporate governance procedures are adequate and consistently applied.
7	The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively	Comply	All members of the Board have the requisite skills and knowledge from diverse backgrounds. The Board has one executive Director and three independent Non-Executive Directors. Curriculum Vitae of the Directors are set out in Annexure 10 of this Listing Circular
8	The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.	Comply	The independent Directors have been appointed to ensure that a greater level of independence is maintained in all business matters of the Board. In addition, the role of the CEO and Chairman are separated to ensure a balance of power and effective discharge of duties.
9	The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness	Comply	The Board has sub-committees in place. Each committee has its own charter which sets out rules for the Committee and its members and allows for members to be assessed annually or bi-annually.
10	The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.	Comply	Service agreements have been signed by Executive Directors and Non-Executive Directors. These sets out roles and responsibilities and the effective exercise of authority by each director. The Board has furthermore satisfied itself that key management functions are led by competent and appropriately authorised individuals and are adequately resourced. To this end, a delegation of authority

Principle	Description	Compliance status	Extent of compliance
			framework has been approved. The Board will in due course ensure that an adequate succession plan is developed and approved.
11	The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.	Partially comply	The Audit and Compliance Committee sets the approach for risk governance in a manner that ensures adequate evaluation of opportunity and risk and supports the Company in setting and achieving its strategic objectives. The group is currently busy with the implementation of a new accounting pack and integrated IT system. This has been identified as a key focus area going forward with the development of the group under the Prime Strategy.
12	The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.	Comply	The Board sets the approach and approve the policy for technology and information governance, including adoption of appropriate frameworks and standards, but the implementation of effective IT governance is delegated to management. The Board, together with the Audit and Compliance Committee, oversees the governance of information technology. The Board is aware of the importance of technology and information in relation to the Group's strategy. It should be noted that the Group is involved in the implementation of a world class financial management and financial accounting system, and business intelligence system called Exact / Synergy, which is widely used in Europe and in particular in companies with a profile similar to Dale (meaning fishing, agriculture, etc.)

Principle	Description	Compliance status	Extent of compliance
13	The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.	Comply	The Company is governed by the BVI Companies Act and the Listing Requirements of SEM and upon listing, will be governed by the ZAR X Listings Requirements. The Board undertakes to comply with any laws that the company is required to comply with from time to time.
14	The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.	Comply	Dale Capital has a remuneration policy in place to ensure that management is appropriately remunerated. The Board will assess market trends in remuneration and adjust the Company's remuneration policy if need be. The policy and the implementation thereof will be tabled for shareholder approval at annual general meetings of the Company to ensure further transparency.
15	The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.	Partially comply	The Board delegates to the audit and compliance committee oversight to ensure an effective internal control environment, integrity of information for management decision making and external reporting. The Board ensures that a combined assurance model (where appropriate) is applied that covers significant risks and material matters through a combination of the organisation's line functions, risk and compliance functions, internal auditors, external auditors and other regulatory service providers and regulatory so as to enable it to assess the integrity of information and reports and form an opinion on the effectiveness of the control environment. The risk appetite of executive management, the audit and compliance committee and Board determines areas of strategic and business focus, which in turn determines the

Principle	Description	Compliance status	Extent of compliance
			level of assurance considered appropriate for identified business risks and exposures. To plan and coordinate assurance, the company will design and implement a combined assurance framework, incorporating a number of assurance services, to cover adequately its significant risks and material matters so that these enable an effective control environment, support the integrity of information used as well as the integrity of the Group's external report.
16	In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.	Comply	Whilst the effective management of stakeholder relationships is delegated to management, the Board will ensure that a policy providing for the management of stakeholder relationships, including is adopted. The Company has a website where all financial reports, business updates and any other information is made available to ensure that stakeholders are kept abreast with the Company's developments.

SOUTH AFRICAN EXCHANGE CONTROL REGULATIONS

Dale Capital has obtained SARB Exchange Control approval for the secondary inward listing on the ZAR X in terms of the Listing Circular. In line with the Exchange Control approval obtained from the SARB, shares in the Company will be issued on market as listed shares.

The trade in shares subsequent to listing may only be done in terms of the Exchange Control Regulations. Set out below is a summary of the Exchange Control Regulations relating to the trade in Dale Capital shares in South Africa only.

This summary of the Exchange Control Regulations is intended as a guide only and is therefore not comprehensive. If you are in any doubt you should consult an appropriate professional advisor immediately.

1. SOUTH AFRICAN PRIVATE INDIVIDUALS

The acquisition of shares on the market by a South African private individual will not affect such person's foreign investment allowance under Exchange Control Regulations.

A South African private individual need not take any additional administrative actions and can instruct its broker to accept, buy and sell shares on its behalf in Dale Capital as it would with any other listed security on ZAR X. Such shares are on the South African register and are Rand-denominated.

2. SOUTH AFRICAN INSTITUTIONAL INVESTORS

As announced by the Minister of Finance in the 2011 Medium-Term Budget Policy Statement, all inward listed shares on the ZAR X traded and settled in Rand are now classified as domestic for the purposes of Exchange Control. Accordingly, South African retirement funds, long-term insurers, collective investment scheme management companies and investment managers who have registered with the SARB Exchange Control Department as institutional investors for Exchange Control purposes and Authorised Dealers approved as such by SARB may now invest in such shares without affecting their permissible foreign portfolio investment allowances or foreign exposure limits.

South African institutional investors may acquire shares on the market without affecting their foreign portfolio investment allowances or foreign exposure limits.

3. MEMBER BROKERS OF ZAR X

The Exchange Control Rulings provides for a special dispensation to local brokers to facilitate the trading in inward listed shares. South African brokers are now allowed to purchase Dale Capital shares offshore and to transfer the shares to Dale Capital's South African share register. This special dispensation is confined to inward listed shares and brokers may warehouse such shares for a maximum period of thirty days only.

4. SOUTH AFRICAN CORPORATE ENTITIES, BANKS, TRUSTS AND PARTNERSHIPS

South African corporate entities, banks, trusts and partnerships may acquire shares on the market without restriction.

5. NON-RESIDENTS OF THE COMMON MONETARY AREA

Non-residents of the common monetary area may acquire shares on the market, provided that payment is received in foreign currency or Rand from a non-resident account.

Non-residents may sell Dale Capital shares on the market and repatriate the proceeds without restriction. Former residents of the common monetary area who have emigrated may use emigrant blocked funds to acquire the shares on the market. The shares will be credited to their blocked share accounts at the Central Securities Depository Participant controlling their blocked portfolios. The sale proceeds derived from the sale of the shares will be transferred to the authorised dealer in foreign exchange controlling the emigrants' blocked assets for credit to the emigrants' blocked account.

6. MOVEMENT OF DALE CAPITAL SHARES BETWEEN REGISTERS

Shares in Dale Capital are fully fungible and may be transferred between registers, subject to investors obtaining necessary exchange control approvals where necessary.

South African resident investors may only acquire shares, via ZAR X, that are already on the South African branch register maintained by Dale Capital's transfer secretaries.

Member brokers of ZAR X may acquire shares on foreign exchanges and transfer shares to the South African register as described in paragraph 3 above. Non-residents are not subject to exchange control regulations and may freely transfer shares between branch registers.

DETAILS OF DEBENTURES

As at the Last Practicable Date, there were convertible debentures in issue amounting to US$1 500 000 which will be convertible into ordinary shares in Dale Capital at the option of the debenture holders as follows:

- At expiry of the convertible debenture, the debenture holder may elect to take cash only or all shares.
- Option to convert the debenture into Dale Capital shares by exercising the right to convert after twenty-four (24) months from the date of the debenture or in the event of mutual agreement between the debenture holders and Dale Capital to extend the debenture for another six (6) months, the right to convert after thirty (30) months.
- The shares to be issued to the debenture holders will be at the 30-day moving average of the ordinary shares of Dale Capital less 10% at the date of conversion in the number of shares necessary to satisfy the debenture.

Details of the holders of convertible debentures are set out below:

Name	**Issue date**	**Expiry Date**	**(US$)**
The Atalante Trust (an existing shareholder holding 4% in Dale at the Last Practicable Date)			
- Food debenture	3 March 2017	3 March 2020	1 500 000
Total			**1 500 000**

Of the above convertible debentures and loans, US$717 500 were committed for conversion before 28 February 2020. These have not been converted into prior to the listing as this would bring the Atalante Trust into a Controlling position. The Trust has agreed to Subordinate its Debentures as Share Application Monies and release its securities as part of the Listing on the ZAR-X.

ANALYSIS OF RISKS FACING SHAREHOLDERS [6.10.2] [6.1.17.5]

An analysis of identified risks facing shareholders, together with mitigating factors, is set out below:

Risk identified	**Mitigation of risk**
Possibility of no dividends for the first few years of growth	The Company will be reinvesting profits into growth of its operations by way of acquisition, which investments are expected to increase the future prospects of the Group in the medium to long term. However, shareholders will be able to dispose of their shares in the open market and need not rely on dividend income. Nevertheless, investors have been clearly informed on the intentions surrounding the dividend policy. **[6.1.11.2]**
Management will not run the business properly	The management team are highly experienced in their fields and/or qualified and have strong depth and succession options. The management team have worked together for a number of years, have a very sound knowledge of the business. The key directors are major shareholders as disclosed in the Listing Circular and have a vested interest in managing the business effectively.
Financial information and profit forecasts may be inaccurate	The financial information and interim financial information has been audited and published on SEM. The Company has been listed on SEM for a number of years and is used to quarterly reporting. It should be noted that the Group is involved in the implementation of a world class financial management and financial accounting system, and business intelligence system called Exact / Synergy, which is widely used in Europe and in particular in companies with a profile similar to Dale (meaning fishing, agriculture, etc.). In addition, the Dale Capital group is experiencing exponential growth off a low base with its Prime Strategy. The profit forecasts have been reviewed by Nexia SAB&T and the assumptions have been interrogated in detail and compared to the latest management accounts up to August 2019, which evidences recent growth in volumes due to the fishing fleet now being repaired and operational and the recent completion and commissioning of the meat processing plant.
Regulatory framework	The Company operates in a number of regulatory frameworks as a BVI company listed on SEM and listing on the ZAR X. The Company has been listed on SEM for over ten years.

Risk identified	**Mitigation of risk**
Financial risk management	The Board is ultimately responsible for risk management, which includes the Group's risk governance structure and maintaining an appropriate internal control framework. Management's responsibility is to manage risk on behalf of the Board. Written principles have been established throughout the Group for overall risk management, as well as procedures covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and concentration risk. (i) Currency risk The Group has invested in companies having currency denominated Mauritian rupee (MUR) for which the Group experiences suffers exchange rate movements. The Company also imports and exports goods and services and is exposed to currency risk in the US Dollar, Rands and MUR. Consequently, the Group is exposed to the risk that the exchange rate of the US dollar (US$) relative to these currencies may change in a manner which has a material effect on the reported values of the Group's assets which are denominated in these currencies. Investments that are denominated in a foreign currency will be subject to the risk that the value of that particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. The Group reports in US$, while its investments are largely denominated in MUR. The primary risk to which the Group's portfolio is exposed is the depreciation of the MUR relative to the US$. **[6.10.2]**
Interest rate risk	The Group's income and operating cash flows are influenced by changing market interest rates. The Companies borrowings and lending's contracted at mainly at fixed rates. Exposure to market variables in the Group relate to long term borrowings.
Concentration risk	At 28 February 2019, the Group's net assets consisted of investments in companies incorporated in Mauritius through its subsidiaries which involve certain considerations and risks not typically associated with investments in other developed countries although the current developments in the developed countries as they battle with the effects of a global recession do have an impact on emerging economies.
Credit risk	The Group's main credit risk is with its loan accounts provided to investee companies and as the loans were provided more as shareholders' support than loan investment. Talks will be undertaken with a view to capitalising these amounts.

Risk identified	Mitigation of risk
Liquidity risk	The group's total gearing continued to be high due to debt in the form of convertible debentures.
Capital management and funding of growth	The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. **Internally imposed capital requirements** The Company's objectives when managing capital are: to provide an adequate return to shareholders by pricing products commensurate with the level of risk; to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and to maintain a strong asset base to support the development of business. The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. Other than the convertible debentures, the Company does not have any external debts and therefore, consistently with others in the industry, the Company is not required to monitor its capital on the basis of the gearing ratio. There has not been any change in the way the Company manages its capital. **Externally imposed capital requirements** The Company is not exposed to any externally imposed capital requirements.

SALIENT INFORMATION REGARDING THE DALE CAPITAL EMPLOYEES SHARE INCENTIVE SCHEME **[6.17.4]**

1. The purpose of the Dale Capital Group Limited, Employees Share Incentive Scheme ("Scheme") is to from time to time provide employees (including directors) of Dale Capital Group Limited ("Dale" or the "Company") and its subsidiaries ("Group") with the opportunity to acquire shares in the Company, thereby providing such employees with the incentive to advance the interests of Dale and its subsidiaries and to promote an identity of interests between such employees and the shareholders of the Group.
2. The Company has constituted a trust known as "The Dale Group Share Trust" (the "Trust") for the purpose of operating the Scheme.
3. Dale International Trust Company Limited, with two representatives and Mr. Norman Theodore Noland have been appointed as the First Trustees of the Trust (the "Trustees").
4. The duties of the Trustees in relation to the Trust shall include, without limitation, the duty to:

4.1 Purchase or subscribe for shares, in accordance with the provisions of the Scheme, in such numbers and upon such terms as may be agreed upon from time to time between the Trustees and the Board of directors of the Company (the "Board");

4.2 Offer options to employees to acquire shares of the Company in terms of the Scheme; and

4.3 Administer the Scheme in order to achieve and maintain its objectives for the benefit of the Participants and the Board.

5. An Employee of the Group is entitled to participate in the Scheme ("Participant" following recommendation by the Remuneration Committee of the Company.
6. A Participant should have been party to a Performance Agreement for at least one year and must have met all the standards and requirements set out in such Performance Agreement. A "Performance Agreement" means an individual performance agreement concluded between the Company, or any member of the Group, and an Employee, either as part of an employment agreement or as a separate agreement, setting out certain individual performance indicators for the Employee, for specific review periods.
7. The purchase or subscription price of shares acquired by the Trust in terms of the Scheme, the costs and duties incurred in the acquisition thereof, any administration or other expenses or administration fees properly incurred by or on behalf of the Trustees in performance of their duties in terms of or in order to give effect to the Scheme and any moneys required to effect repayment of any previous borrowings by the Trustees shall be funded, as the Board may from time to time direct, out of:

7.1 the Trust's own resources, if any, including without limitation, money raised by any company or companies incorporated by the Trust for the purpose of raising funding through the issue of preference shares or the instruments, whether convertible or otherwise, on such terms and conditions as the trustees may decide; and/or

7.2 loans to be made to the Trust by the Company in respect of shares to be held by or for the benefit of employees; and/or

7.3 loans by third parties to the Trust; and/or

7.4 Any other resource which is available to the Trust from time to time.

7.5 The Company undertakes in favour of the Trust to ensure that the Trust shall at all times be in a position to fund the acquisition of shares under the Scheme to be held by or for the benefit of Participants.

8. The aggregate number of shares which any one employee may acquire in terms of the Scheme shall not exceed 10% (ten percent) of the Company's issued ordinary share capital, whichever is the greater; provided that the said number shall be increased or reduced in direct proportion to the increase or reduction of ordinary shares in the Company's issued share capital arising from any conversion, redemption, reduction, consolidation, sub-division, issue for cash, vendor placing, rights or capitalisation issue of shares in the capital of the Company or such other number and/or percentage as may from time to time be approved by the shareholders of the Company and the SEM. **[6.1.2.7]**

9. The aggregate number of shares (whether issued or unissued) which may be utilised for the Scheme at any time shall not exceed 20% (twenty percent) of the Company's issued ordinary share capital; provided that the said number shall be increased or reduced in direct proportion to the increase or reduction of ordinary shares in the Company's issued ordinary share capital arising from any conversion, redemption, reduction, consolidation, sub-division, issue for cash, vendor placing, rights or capitalisation issue of shares in the capital of the Company or such other number and/or percentage as may from time to time be approved by the shareholders of the Company and the SEM.
10. The price per share payable by a Participant pursuant to the exercise of an option shall be the average closing price of the shares over the last thirty days on which shares were traded prior to the date of the option offer at discount of 10% of such price.

DETAILS OF ACQUISITIONS AND DISPOSALS IN THE PAST THREE YEARS [6.1.8.2.2) (6.1.8.2.1)]

Details of acquisitions made during the past three years are set out below, detailing any goodwill paid:

Company	Effective date	Consideration or obligation US$	Goodwill	Loans/ Finance	Nature of interest	Details of Vendors
Pelagic (note 1)	1 April 2017	3 500 000	0	3 500 000[(1)]	100%	Pelagic Vendor

Notes:

1. The payment of the consideration is deferred until all the conditions precedent are met and the dispute between the shareholders of the Pelagic Vendor (not with Dale Capital) is resolved. The agreement also allows for part of the purchase consideration to be funded from Pelagic's trading operations. There is no goodwill arising on the acquisition as the value of the assets acquired supports or exceeds the purchase consideration. **[6.1.8.2.3.3] [6.1.8.2.3.3]**

The purchase consideration for the assets (excluding vessels) is Rs94 500 000 and for the vessels is Rs25 000 000, being approximately US$2.8 million and US$750 000 respectively at an exchange rate of 33.5 Mauritian rupees (Rs) to the dollar. The purchase consideration for the assets has been adjusted for an overdraft facility and working capital as specified in the Pelagic agreement, with the net amount due for the assets (excluding vessels) being approximately US$1.7 million. **[6.1.8.2.3.5]**

The adjusted purchase consideration is payable in cash as follows: **[6.1.8.2.3.5]**

On completion date:
- One third of the adjusted purchase consideration of approximately US$1.7 million, amounting to US$567 000; and
- A payment of approximately US$750 000 for the fishing vessels, which payment period can be extended for three months, bearing interest at 4%.

Six months after completion date:
- A further payment of approximately US$567 000, which payment period can be extended for six months, bearing interest at 4%.

Twelve months after completion date:
- A final payment of approximately US$567 000, which payment period can be extended for six months, bearing interest at 4%.

However, the Pelagic vendor may accept convertible debentures as all or part of the purchase consideration.

GENERAL INFORMATION ON PROTECTED CELL COMPANIES

A Protected Cell Company (" PCC") is a single legal entity that can divide its assets between different cells within the company. When sub-divided, the assets of each cell are deemed to be entirely separate from each other and the creditors of a cell only have recourse against that particular cell.

A PCC will generally have two classes of shares:

- Ordinary shares, which control the Core, these being the voting shares of the PCC; and
- Cellular shares, which are related to individual Cells and which will be distinct and separate from other Cells. The voting rights of Cellular shares are limited to the management of its respective cell.

Investors will buy Cell shares (similar to redeemable preference shares), which will normally give the rights to income and which are worth the net asset value of that specific cell. When the cell sells any assets it can, after paying any liabilities, redeem the Cell shares and distribute the cash to the Cell Shareholder.

A PCC is under an obligation to inform any person with whom it deals or transacts that it is a PCC. Further the PCC is under an obligation to identify or specify the cell in respect of which that person is transacting

Liability of a PCC with respect to a particular cell
If the liability of a PCC arises from a transaction in respect of a particular cell, that liability shall extend to the cellular assets of that particular cell in question which shall be primarily liable. Should these prove to be insufficient, then only will the PCC's non-cellular assets be secondarily liable. It should be emphasised that the liability of a cell will not impact on the assets of other cells. Hence, creditors of a particular cell are protected from other creditors who are not creditors of that cell and who accordingly do not have recourse to the assets of that particular cell.

Protected Cell Companies are only permitted the following activities:

- Asset holding
- Structured finance business
- Collective investment schemes close ended funds.
- Specialised collective investment schemes and close-ended funds
- Insurance business including captive insurance business

As further defined in in the Protected Cell Companies regulations and subject to the Company being a Global Business Company and approved by the Financial Services Commission.

ZAR X TRADING PROCEDURE AND FEES

ZAR X will be the licensed exchange for the trading of shares in Dale Capital as described in this Circular.

Arbor Capital Sponsors Proprietary Limited shall act as:

i. **the Appointed Advisor**, who ensure that the Listings requirements are being complied with.

Approval and Pre-Clearing
Where shares in Dale Capital have been ceded to Dale Capital or any of its subsidiaries, Dale Capital has to grant permission for the shares to be sold and will provide instructions regarding the proceeds of the sale of the shares. The approval will take at least 1 (one) business day but could take longer depending on individual circumstances.

Documentation required
Should you wish to trade in Dale Capital shares, the following documentation must be provided to the Market Participant:

a) A completed and signed Computershare mandate;

b) a signed Broker Mandate Agreement; and

c) The FICA documentation required in terms of money laundering legislation. No trading in shares may take place without this documentation;

It is important to note that before trading can take place an Investor has to have an SDA account at Computershare. In this regard, ZAR X approved Market participants shall assist with the opening of such an account.

Trading procedures
Should you wish to trade in shares, the Market Participant (Broker) must be instructed accordingly, by means of a verbal or written instruction, per mandate.

Trading will take place between 09:00 and 17:00 on week days. Trading settlement and clearing is done on T+0. Therefore, the purchase consideration plus the cost shall be deposited in the ZAR X nominated bank account before any instructions to trade are capable of being successfully exercised.

The following information must be provided in respect of all transactions:

- The Dale Capital shareholder number (if applicable) or SDA account number;
- The identity number or registration number (in the case of legal persons);
- The class of shares in which you wish to trade;
- The number of shares to be purchased or sold;
- The period for which the instruction should be valid; and
- The price at which you wish to buy or sell shares.

It is recommended that potential buyers and sellers should discuss current share prices with a financial advisor or broker before deciding on a transaction price.

Dale Capital personnel will under no circumstances give advice regarding any investment or transaction prices.

The instruction is placed in the market for trading. The transaction is concluded as soon as your instruction is traded in the market.

The date upon which the transaction is concluded, is called the trading date (T).

Contract Note
The Market Participant will generate a Contract Note using the ZAR X back office system and will provide same to the Buyers and Sellers.

Bank details
Buyers of shares must deposit the amount payable into the ZAR X bank account before a transaction can be concluded. All payments must be made by means of a direct cheque deposit or electronic payment. No cash may be received.

Account Name: ZAR X Nominees
Bank: Rand Merchant Bank (FNB)
Branch: RMB Corporate Banking Johannesburg
Branch code: 255005
Account number: 62631998236
Reference number: SDA Account/ Shareholder number

Transfer of shares
As all of the share trades have to be Uncertificated Shares, the transfer of the shares is done automatically by STRATE as the custody and settlement service, which in turn will provide confirmation to Computershare and Dale Capital.

Settlement
Settlement will take place immediately in the Sellers' share trading account. Should the proceeds be utilised in respect of outstanding debt, the amount concerned will be paid over to Dale Capital.

The transaction costs are made up of trading fees, Security Transfer Tax (STT) of 0.25% of the purchase consideration (applicable to purchase transactions only) and VAT.

Trading fees
Both the buyer and seller will pay trading fees, which will be as follows:

Type of Fee	Cost	Payable by	Payable to
CSD Fee	0.05% excluding VAT for each settlement instruction	Investor	STRATE
ZAR X Trading fees	1.5% excluding VAT on value of transaction (Buy or Sell);	Investor	ZAR X
CSDP Fees - Investor	0.5% excluding VAT per settlement instruction	Investor	Computershare

Market Participants
The list of authorised ZAR X Market Participants can be found at https://www.zarx.co.za/broker-list Dale will be entering into an agreement with authorised Market Participant Afrifocus Securities (Pty) Limited to streamline the share trading process.

ZAR X Web site information
For information regarding share prices, as well as bids and offers, visit www.zarx.co.za or www.dale-capital.com.

Confidentiality
All trading transactions as well as all documentation will be dealt with in a highly confidential manner. The transfer and trading function have been split up in order to ensure the necessary internal controls and integrity in the process.

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