

altvest 

BUSINESS PLAN
APRIL 2022



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INTRODUCTION

AltVest is a disruptive platform that seeks to democratise alternative investments, bringing bespoke investment opportunities to everyday investors and to engage and leverage trusted media platforms to educate and raise awareness of the investment opportunities.

AltVest will enable fractionalised ownership of unlisted assets to both Retail and Institutional investors allowing secondary market trading of special purpose vehicles owning single institutional-grade assets, thereby revolutionising the private equity market.

In partnership with A-Trade, AltVest aims to create a market leading platform for creation, issuances, sale, distribution, management, tracking and trade of direct fractional ownership in unlisted assets.

GENERAL INFORMATION

I. Full name and registration number

Full name:	AltVest Capital Ltd
Registration no:	2021/540736/06
Date of incorporation:	21 April 2021
Place of incorporation:	Johannesburg, South Africa

The current shareholding and expected shareholding on listing

Shareholder	Shares Held	%
WGW Capital (Pty) Ltd	3 400 000	34.00
Tatum Keshwar Investments (Pty) Ltd	1 694 682	16.95
Dorsia Holdings (Pty) Ltd	800 000	8.00
Aurelius Media (Pty) Ltd	700 000	7.00
Rob Hersov	700 000	7.00
Intaba Fund 2 <i>En Commandite</i> Partnership	600 000	6.00
Bronwyn Nielsen	360 000	3.60
Chad Heath	303 318	3.03
RCW Capital (Pty) Ltd	240 000	2.40
Elgatone Private Equity (Pty) Ltd	200 000	2.00
Richard Stronach	200 000	2.00
Veritas Asset Management	200 000	2.00
Gerty Battison	150 000	1.50
Remmin Investments (Pty) Ltd	125 000	1.25
Dimakatso Moremi	60 000	0.60
Megan Wheatley	60 000	0.60
Treasury (Altvest Media)	55 000	0.55
Elaine Manson	25 000	0.25
Geral Investments (Pty) Ltd	20 000	0.20
McGowan Investments (Pty) Ltd	20 000	0.20
Sarah Jane Buitendach	20 000	0.20
Akshay Suresh Karan	20 000	0.20
Nicolas Mugisha	20 000	0.20
Paradigm Connect (Pty) Ltd	10 000	0.10
Sheena Singh	10 000	0.10
Mallo Property Investments (Pty) Ltd	5 000	0.05
Nadeem Joshua	2 000	0.02
Total	10 000 000	100.00

II. The Business Plan has been signed and dated by two directors of AltVest

Refer to Annexure A

IV. Details of the Company Secretary

CTSE Registry Services Pty Ltd¹ – 2016/396777/07

Estelle De Jager – graduated from the University of Stellenbosch with an LLB degree in 2007 and in 2013 completed a PGC in corporate law through Unisa.

V. CIPC filings/submissions:




Confirmed – refer to Annexure B

1. Formally 4 Africa Exchange Registry.

GOVERNANCE AND OVERSIGHT




I. Details of each Director of AltVest

▶ ALTVEST EXECUTIVE DIRECTORS

 <p>WARREN WHEATLEY</p>	<ul style="list-style-type: none"> • CA(SA), CFP. • Post Graduate Diploma in Corporate Finance. • Post Graduate Diploma in Financial Planning Law. • Post Graduate Diploma in Auditing. • Founder and Chief Investment Officer of Lebashe Investment Group. • Non-Executive Director on the board of Arena Holdings. • Chairman of the Joint Investment Committee of the Telkom Retirement Fund. • Extensive experience in the investment arena. 	<p>PRIOR EXPERIENCE</p> <ul style="list-style-type: none"> • Previous Investment Banker and Wealth Manager at ABSA Capital • Served in various roles at Alexander Forbes
 <p>KOSHIK KARAN</p>	<ul style="list-style-type: none"> • Honours in Business Science specialising in Finance, University of Cape Town. • Media and technology entrepreneur. • Founder and CEO of BankerX. <p>PRIOR EXPERIENCE</p> <ul style="list-style-type: none"> • Investment banker specializing in M&A, corporate finance, technical valuations, restructuring, and capital raising. • Cross-sector, multi-product experience across Africa. 	<ul style="list-style-type: none"> • Actively involved in supervising postgraduate finance academic research, mentorship, and talent development. • Regular thought leadership in demystifying complexities within financial markets. • Promoting financial literacy through applied concepts, specifically for Gen Z and Millennials.
 <p>RICHARD STRONACH</p>	<ul style="list-style-type: none"> • BCom (UCT) • BCompt (Hons) • CA(SA). • HDipTax. <p>PRIOR EXPERIENCE</p> <ul style="list-style-type: none"> • Completed his trainee accountant articles in 1997 (PWC Cape Town) and spent several years with the firm in the UK and South Africa. 	<ul style="list-style-type: none"> • Subsequently practiced as a director of a medium-sized BEE firm of Chartered Accountants. • From 2008 to 2016 he was at the Technology Innovation Agency, where he focused on the support of SMEs. • In 2018, after a year as Head of Risk at Zoona, he joined the Inyosi team. • Most recently responsible for the full deals process at Inyosi Empowerment. With over 4 years in the role, he is highly effective in growing investor funds.

* Further directors to be appointed in terms of listing requirements and King V requirements.

▶ ALTVEST NON-EXECUTIVE DIRECTORS

 <p>JOANNE BAYNHAM</p>	<ul style="list-style-type: none"> • CA(SA). • BCom (UCT). • Post Graduate Diploma in Accounting (UCT). <p>PRIOR EXPERIENCE</p> <ul style="list-style-type: none"> • Main anchor for SA media business show, "Asset TV". • Extensive experience in wealth management and structuring to private clients. 	<ul style="list-style-type: none"> • Investment strategist to Apollo's DFM and Multi manager. • Over 16 years' experience in portfolio management, structuring and investment strategies on both local and offshore funds. • Chaired investment panels at investment forums. • Key Individual.
 <p>FAY MUKADDAM</p>	<ul style="list-style-type: none"> • Commercial Lawyer (M&A). • Advocate of the High Court of SA. • Chartered Director (SA). • Specialist Board and Transaction Advisor. <p>PRIOR EXPERIENCE</p> <ul style="list-style-type: none"> • Extensive strategic leadership experience brought to various executive and non-executive roles and positions occupied over the years. 	<ul style="list-style-type: none"> • As a commercial lawyer, Fay focused primarily on cross-border Mergers and Acquisitions and Transaction Advisory services, consequently specialising in governance, risk, and strategy advisory engagements. • Acts as special advisor to several entities, and acts as a Board/Committee member of organisations in the public and private sectors. • Skilled public speaker, panellist, and sought-after voice on matters of leadership, governance, and the role of directors in a time of disruption.
 <p>BRIGHT KUMALO</p>	<ul style="list-style-type: none"> • BCom Accounting (UCT). • A Dell Young Leader. • Investment manager in a four-person team overseeing over R8.2 billion of high-net-worth client assets, charities, corporate pensions, and profit-sharing schemes. • Joined Vestact in 2015 and provides investment insights to clients in a wide range of industries with a focus on technology, consumer, health and wellness, and renewables. 	<p>Core competencies include portfolio and asset management, client relationship development, investment products, hedge fund operations, market analysis, investment strategies, regulatory compliance, and other financial services.</p> <p>PRIOR EXPERIENCE</p> <ul style="list-style-type: none"> • Corporate costing specialist in the FMCG industry.

* Further directors to be appointed in terms of listing requirements and King V requirements.

II. The composition of the relevant Board sub-committees

- Audit and Risk and Ethics committee

Executive Director	Non-Executive Director	Independent Non-Executive Director
2	0	3
Richard Stronach Warren Wheatley (Both By Invite Only)		Joanne Baynham Bright Khumalo Fariyal Mukaddam

Executive directors will be invited on a regular basis to assist in other functions of this sub-committee, i.e. Ethics.

- Remuneration committee to be formed

Executive Director	Non-Executive Director	Independent Non-Executive Director
1	1	2
Koshiek Karan (By invite)	Fariyal Mukaddam	Joanne Baynham Bright Khumalo

III. Details of any potential changes to the Board in the 12 months following the submission of the Business Plan.

- Altvest intends on an additional board appointment following the submission of this business plan. The new appointees will include 1 independent non-executive director.

IV. Details of each Director's current shareholding in AltVest and their expected shareholding on listing date:

	Percentage Shareholding at Listing Date	Number of Shares	Indirect or Direct Holding
Warren Gregory Wheatley (WGW Capital Pty Ltd)	34%	3,400,000	Indirect
Koshiek Suresh Karan (Dorsia Holdings Pty Ltd)	8%	800,000	Indirect
Richard Stronach	2%	200,000	Indirect

KEY STRATEGIC PARTNERSHIPS

AltVest has partnered with innovative and dynamic strategic partners that will promote sustainability and growth of the listing companies and provide low-cost entry points for investor participation.

I. A-Trade



Online trading technology that provides easy account access, with no minimum trading fees and access to research studies for securities listed on the CTSE.

II. Cape Town Stock Exchange ("CTSE")¹



CTSE makes financial markets more inclusive by providing a safe and straightforward licenced digital marketplace. Its marketplace is transparent and accessible to Issuers, Authorised Users and investors, and CTSE strives to drive a conscious capital philosophy.

III. CTSE Capital Solution²



Manages aspects of operations from pre-trade origination, FICA, KYC, credit assessment; to trade management and mandate approvals.

LISTING INFORMATION

I. Estimated date of listing on CTSE – 5 May 2022

II. Details of any capital raising that will be undertaken as part of the listing

Equity of R50 million comprises the following and will be raised prior to listing:

Component	From	Amount	Shareholding
Cash through fresh issue	Private investors/Strategic partners	R24,400,000	48.8%
Shareholder loans	WGW Capital	R3,800,000	7.6%
Employees	Staff	R3,200,000	6.4%
Services rendered	Service providers	R18,600,000	37.2%
Total		R50,000,000	100%

Estimated market capitalisation on listing

III. It is anticipated that the committed capital will be equivalent to the market capitalisation on listing.

Component	Amount
Cash through fresh issue	R24,400,000
Shareholder loans	R3,800,000
Employees	R3,200,000
Services rendered	R18,600,000
Total capital committed	R50,000,000

IV. Details of advisors to the listing

Reporting Accountants:	Zeelie Auditors Pty Ltd
Auditors:	Deloitte
Lawyers:	Cliffe Dekker Hofmeyr Inc.
Advisors:	Vestra Advisory Pty Ltd
Registry:	CTSE Registry Services Pty Ltd

V. AltVest Structure pre and post listing

AltVest has been incorporated as a public unlisted company. Before listing, the entity is a stand-alone company raising funding for purposes of commencing its operations, including, but not limited to, the entity's legal, investment and operational framework.

AltVest seeks to list its ordinary shares on the Cape Town Stock Exchange as a discretionary investment company, more specifically as a company having a diverse range of investments across private entities. These are ventures that would not typically be available to retail and some institutional investors.

AltVest, as a listed entity, will seek to utilise its media partners to attract both issuers and investors onto its platform. The platform will leverage its media assets to raise funds from investors for acquisitions across assets which include: crypto/blockchain, property, agriculture, fintech and luxury assets.

Post its listing, AltVest will acquire significant stakes in entities by listing preferred ordinary shares available for subscription by investors. The preferred ordinary shares will represent the economic value of the underlying private entity, and these entities will be required to present regular management accounts and audited annual financial statements.

A listed structure is detailed below:

- Investors will enjoy liquidity in the secondary market and be able to realise returns on their investment.
- Investors will also have the flexibility to structure their portfolios based on a diversified set of entities envisaged for investment by AltVest.

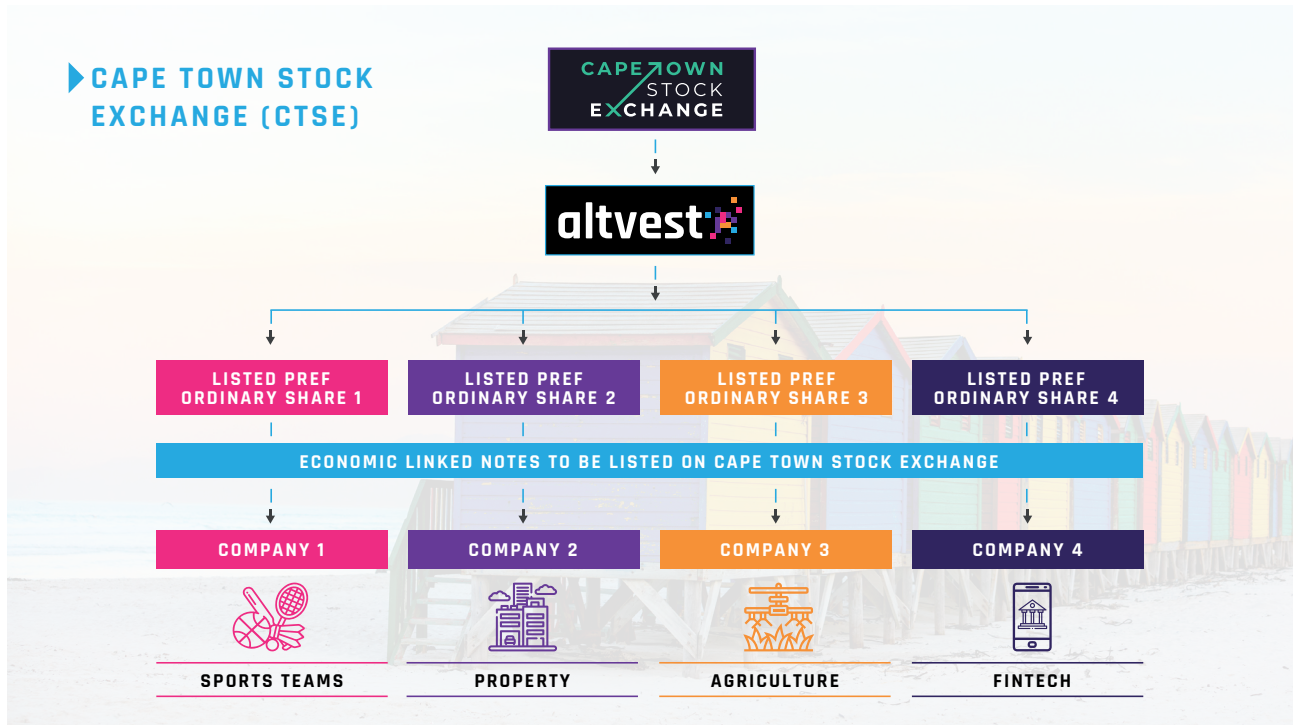


Figure 1: Schematic overview of AltVest Capital (Refer to section 4(II) for more information on Cape Town Stock Exchange)

VI. Reasons for listing on CTSE

AltVest seeks to provide retail investors with exposure to investment opportunities in a safe and regulated environment. CTSE provides a regulated cost-effective exchange for listing instruments. AltVest aims to provide investors with an opportunity to:

- seamlessly acquire these assets in the primary market;
- enjoy the liquidity of their investment in the secondary market;
- perform real-time valuations on their portfolio;
- access private investment opportunities in a cost-efficient manner; and
- invest in a regulated exchange environment with transparent price discovery.

VII. Details of any current listing/s on another/other exchange(s) (local or international) and previous listings

Not Applicable.

VIII. Details of any application for listing on any other exchange (local or international) and if any application for listing has been declined

Not Applicable.

IX. Details of any restrictions that will be applied to trading in AltVest’s Issuer’s securities on listing

None, however subsequent securities may be listed which may have trading restrictions (e.g. BEE schemes).

BUSINESS INFORMATION

I. Nature of the operations and business model

AltVest aims to source bespoke investment opportunities for ordinary citizens through public capital raising mechanisms. It has designed its value chain with the ordinary citizen/investor in mind by facilitating broker accounts, leveraging CTSE Capital Solutions technology and operational services, and utilising its media partners' reach and footprint to educate and inform ordinary citizens.

AltVest is:

- A platform that seeks to democratise alternative investments and that brings bespoke investment opportunities to ordinary people; and
- A platform that uses trusted media platforms¹ to educate and raise awareness of the investment opportunities.

AltVest Business Model

Deploying the best of listed equity principles in the private equity space:

- Portfolio of high quality, diversified assets;
- Enhance corporate strategy, governance, and reporting of the target investments;
- Invest in businesses with sound, proven and resilient operating models;
- Collaborate with the investee companies' Board of Directors, management, and other stakeholders;
- Acquire sizeable stakes in private companies (15%–49%); and
- Implementation of 3–5-year strategies which unlock value and maximise returns for all stakeholders.

II. Strategic Positioning

The following core principles underpin Investment Strategy:

Value and growth investing opportunities

- Recognising the investor appetite for assets priced at significant discounts to their current intrinsic values while also considering companies that operate within high growth sectors ensuring risk is mitigated across both investment philosophies.

Protection of Capital

- Detailed assessments on the downside risks to each investment. The protection of capital will take priority over the a focus on returns.

Strong operating businesses

- AltVest invests in solid businesses that have healthy growth potential and exhibit strong elements of fundamental value.

Business Model

- AltVest's definition of an attractive business model includes factors such as strong brands, pricing power in the chosen market, usually through unique competitive advantages, an ability to improve operating margins, adequate risk management, best in class product innovation and strong, committed management teams.

Partnership

- Operational control is not critical for the AltVest business model. AltVest prefers partnerships with longevity, assisting companies to achieve their next level of growth ambitions.

Stakeholder Interest

- Alignment of interests with investors, shareholders, and management. AltVest founders and staff are significant investors in their own business, which provides a stable pool of permanent capital to match the investment horizon of an investee.

III. Competitive Advantage

AltVest’s competitive advantage reaches beyond the traditional investment model and seeks to extract value through innovative opportunity sourcing through multiple channels:

Shareholder Engagement

- Foster collaborative relationships with key shareholders;
- Align shareholders, Board, and management towards a common goal;
- Leverage relationships with significant shareholders to fast-track decision-making; and
- Keep major shareholders apprised of key business developments.

Executive Management Support

- Frequently engage with CEO/CFO each month;
- Assist with strategy formulation;
- Leverage network to identify and recruit key management personnel, conduct interviews, structure remuneration packages; and
- Partner with best-in-class industry leaders to drive value unlock strategy.

Performance Management and Capital Allocation

- Detailed analysis of monthly management accounts;
- Discuss and monitor quarterly reporting on strategic positioning of the company;
- Assist with negotiation of debt refinancing/restructuring;
- Enforce capital allocation discipline; and
- Oversee and assist in the execution of M&A and bolt-on acquisitions (where appropriate).

Corporate Governance

- Manage the dynamics and composition of the Board of Directors;
- Chair the Investment Committee and Remuneration Committee;
- Evaluation of Board effectiveness;
- Advice on investor relations and corporate communications strategy; and
- Integrate and enhance financial and governance implementation and reporting.

IV. SWOT Analysis

Strengths

- Leadership, Experience and Knowledge
- Eco-System support to Investee companies (Shareholder Engagements, Management support, Performance Management and Governance)
- Eco-System support to ordinary person/investor (Fintech, technology, education, media)
- Fractionated investment options

Weakness

- Participation by Investors in selected opportunities may have a low uptake initially due to the dynamic nature of business.
- Historically innovative financial structures like AltVest show underperformance relative to traditional economic forms.
- The risks inherent with alternative investments.
- Liquidity in the secondary market.
- Red flags which arise in diligence despite best efforts.

Opportunities

- Value chain investments in sector/industry.
- Expanding universe of assets beyond borders.

Threats

- SPAC listings on any registered stock exchanges that have a similar market proposition.

V. Major Subsidiaries

A-Trade

Registered Name: A-Trade (PTY) LTD

Registration Number: 2015/234354/07

FSP No: 45756

Altvest Shareholding in A-Trade: 50%

A-Trade and AltVest relationship disclosure

AltVest is a majority shareholder in A Trade (Pty) Ltd but does not control the entity. The board acknowledges that conflicts of interest exist and that avoiding or eliminating conflicts of interest entirely is unlikely; however, the conflicts would be actively managed, and full disclosure to shareholders would be made.

Background on A-Trade

A-Trade is the retail brokerage platform to facilitate trading on the Cape Town Stock Exchange (CTSE) Platform. The online trading technology provides easy account access, no minimum trading fees, and access to research studies for securities listed on the CTSE.

All individuals opening a Regular A-Trade Account will receive quick and easy trading access with no fixed minimum fees. This makes investing in the smallest increments affordable and allows for new and exciting opportunities in securities listed on CTSE.

Altvest investors will make use of the A-Trade platform for trading purposes within the Altvest community as well as the opportunity to trade on listed companies trading on the CTSE.

AltVest Media (Pty) Ltd

Registration Number: 2022/388673/07

AltVest Shareholding in Altvest Media: 100%

AltVest is the sole shareholder of AltVest Media (Pty) Ltd a subsidiary company of Altvest Capital Limited

Our Vision

The vision of AltVest Media is to connect ideas to capital, facilitate high quality dialogue and democratise access to insights through a community model and disruptive media channel strategy. In addition to core traditional media, AltVest Media has a strong focus on non-traditional, fast growing, viral content avenues such as Twitter Spaces, Telegram broadcasts and interactive real time polls. Through a modern system of real time engagement, we can refine community feedback into driving opportunity selection and targeted content.

This multiplatform media opportunity is designed to connect your brand to a diverse audience of millions underpinned by powerful data and analytics ensuring precision targeting.

The launch on the 8th of March has been incredibly successful, here's a few highlight stats:

- 12k+ podcast listeners on "Wine Investing 101" featuring the country's most prominent winemakers including Roland Peens, Simon Back and Rose Jordaan.
- 225k impressions on Altvest tagged tweets.
- Social media follower growth up 107% in 3 days since launch, across platforms (Twitter, Instagram and LinkedIn).
- Altvest search trends up 237% on LinkedIn since launch.
- 400+ reads every hour on the content piece "the business behind our favourite grapes" by acclaimed writer Richard Holmes

Two of the driving factors for AltVest Media will be:

- Costs of producing high quality content, distribution overheads and content creator fees (AltVest Media Internal)
- Commercial viability for companies to leverage the Altvest media business through ALTIMATE Stakes and our new digital media channels (AltVest Media External)

The wider the positive divergence between i) and ii), the more commercially attractive AltVest Media becomes.

Our Media Partners:

Arena Holdings: Arena Holdings is one of SA's largest English-language print and news publishers. It also broadcasts on DSTV. The total audience of its newspapers, magazines and TV is 8,085,000.

Biznews: Biznews is a remote company with team members based in London, Johannesburg, Cape Town, Dublin and Edinburgh. Its website reaches 500 000 unique visitors monthly. Its podcasts are downloaded 300 000 times a month, and founder Alec Hogg's newsletter is opened by over 40 000 people daily.

BankerX: Banker X is an education, technology and digital media powerhouse with specialist interests in fintech, venture capital, financial media and advisory: • 210 million Twitter Impressions • 570,000+ Web Hits • Top rated business podcast in South Africa.

Media Partnership Opportunities

The ALTIMate Stakes Digital Video Series

Inspired by various successful television shows that showcase entrepreneurship – The ALTIMate Stakes sees selected start-ups grilled and guided by well-known business gurus in their quest to gain support and investment in order to take their business to the next level.

The Media Team

Alec Hogg: Alec is a Media Entrepreneur, broadcaster and writer. He founded Moneyweb in 1997 and Biznews in 2013.

Warren Wheatley: Warren is a founder and Chief Investment Officer at Lebashe Investment Group and a Non-Executive Director.

Koshiek Karan: Koshiek is the founder and CEO of BankerX, with enormous experience in investment banking, corporate finance, M&A, and capital raising.

Bronwyn Nielsen: Bronwyn Nielsen is a seasoned broadcast journalist who transitioned from Editor-in-Chief and Executive Director of CNBC Africa to start The Nielsen Network a digital first, multi-platform media company.

Sarah Buitendach: Sarah is a Contributing Editor at *Financial Mail*, the former editor of *Business Day Wanted* and founding editor of both *Sunday Times Home* and *Fashion Weekly*.

VI. Summary of any intellectual property, patents and trademarks

Currently, there is no registered intellectual property owned by AltVest. Only copyright exists in the documents, spreadsheets, proposals, etc. Having also performed an internal resource audit, key contracts have been signed with suppliers that carry intellectual property to perform their duties as required.

VII. Summary of products, services, and clients, including any potential changes

AltVest and A-Trade provide a market-leading platform for creating, issuing, selling, distributing, managing, tracking, and trading direct fractional ownership in unlisted assets. The benefit of the platform brings flexibility, liquidity, real-time valuation and speed of execution to private asset owners.

The investment process through Altvest will be executed as follows:

AltVest will initially be listed as a cash shell with investment opportunities to follow shortly after listing. The first acquisition will occur within 4–6 weeks of listing.

The team has started the selection process of potential listing opportunities to build a strong listing pipeline. Current qualified pipeline includes the following sectors:

- Fintech
- Offshore medical property investment fund
- Sports Teams
- Wine Estates and agriculture

AltVest aims to list up to 4 opportunities in 2022, and thereafter ramp up to a listing opportunity per month. The vision is to create a broad based SME Index in future that is made available and supported by the general public.

The objective for now is to raise awareness and educate the public on what we are doing.

The campaign kicked off on the 8th of March 2022 with a podcast on the Wine Industry.

The launch has been extremely successful with views in excess of 12,000 “listens” to date. The panel included AltVest media partners along with industry experts discussing both the pros and cons of the wine industry. The podcast will be followed with weekly interviews in all aspects of Alternative Investments.

A comprehensive media campaign will be launched to attract investee companies and will commence once the capital raise and IPO have been completed or is certain of a successful close.

The investment process is set out as follow:

1. In conjunction with our media partners (Banker X/Biznews/Nielsen Network) we will be launching an awareness and educational campaign. The podcasts has started and can be viewed on our social media channels (twitter/linkedin/faceBook/Instagram). There will also be content delivered on our partners sites. Starting with a podcast on Biznews; <https://open.spotify.com/episode/3P1yYdsfYcXhcOiTqIkV63>;

The objective for now is to raise awareness and educate people on what we are doing.

2. Once the capital raise is closed we will invite investee companies to submit applications on our website. Please see www.altvestcapital.co.za;
3. Applicants are subjected to a rigorous due diligence process on the CTSE Capital Solutions platform. This is akin to a full credit assessment process and we are able to offer a full demo of the system. It provides a detailed credit assessment on the business, its shareholders and directors. A detailed financial assessment included in the process;
4. The above process produces a shortlist of candidates to the Investment Committee who will select three candidates to go to the next phase. This cycle is repeated monthly;
5. The three selected candidates must populate a data room that will be available to the Investment Committee;
6. We then run three independent valuations on the candidates. One is by Riscura Consult, another is a deep dive by Vestra Advisory and the third a desk top by a Fintech firm;
7. We then start a media campaign introducing these businesses to the public. The information is made available to the public to allow for retail investors to make their own assessments;

8. The media campaign includes interviews, Q&A sessions etc. with each of the candidates;
9. Following the media campaign, the candidates compete for capital from the public by being show cased on a television show similar to Sharks Tank/Dragon’s Den;
10. The Investment Committee will then choose their preferred candidate and assign a score to each. The public is then invited to choose the winner;
11. The public will vote by participating in an off market, Dutch auction book build. They must open a brokerage account, deposit funds and set an offer price with a range (determined by the valuation process described above). A-Trade will pay interest on the deposits until allocated to the preferred ordinary shares;
12. The winner will be the candidate who raises the most funds;
13. Losers go into a “Runners up finale” at the end of the season;

The initial listings will be sought out by the AltVest Team and Investment Committee and will not form part of the TV Show.

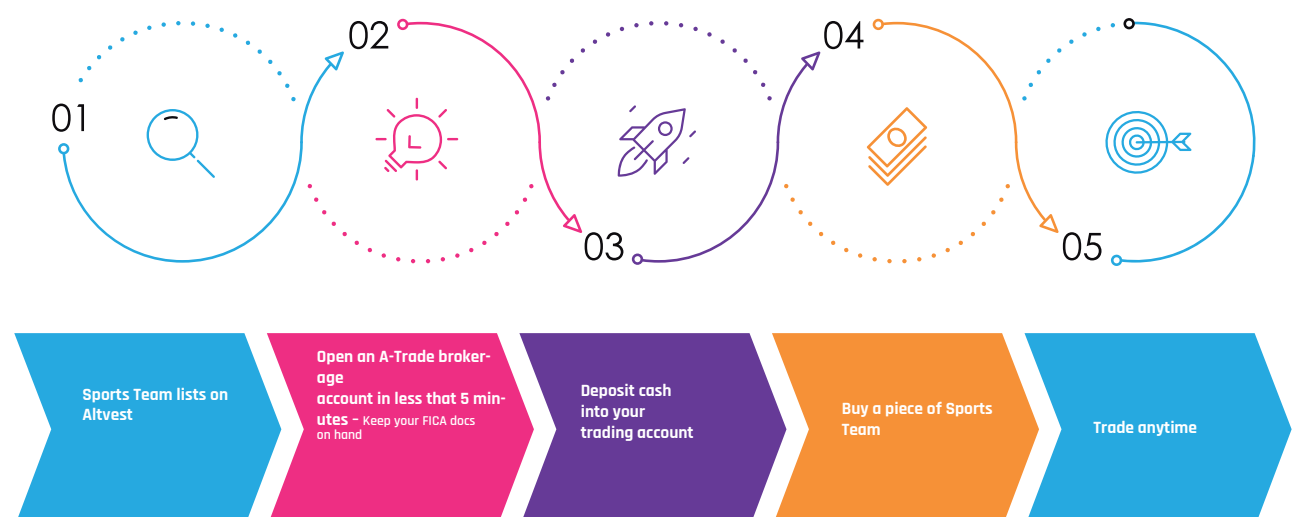
For both opportunities hand selected by the Altvest Investment Committee or the TV process the next steps would include:

- Following the procurement of an investment target and a detailed due diligence, AltVest will submit and offer to purchase or subscribe for shares in the approved investment target;
- AltVest will allocate a portion of its own capital towards the funding of the acquisition or subscription;
- The balance of the funding will be raised by offering of preferred ordinary shares to the public by way of an initial public offering supported by a detailed prospectus per the CTSE listing rules and prevailing market regulations;
- The IPO will be supported by a robust marketing and educational campaign undertaken by AltVest Media, in conjunction with our media partners;
- Altvest will ensure that sufficient and reliable information is provided investors regularly and timeously in order to make investment decisions on an ongoing basis. This will include:
 - Quarterly management accounts;
 - Live business updates by the CEO;
 - Audited financials presented publicly;
 - Data rooms;
 - Company fact sheets;
 - Interviews and Q&A sessions with executive management; and
 - Public AGMs.

Below is an illustration of how investors will invest into an AltVest opportunity:

▶ HOW RETAIL INVESTORS PARTICIPATE

SPORTS TEAM LOOKS TO BUY NEW PLAYERS



The instrument through which retail investors will gain exposure are defined on page 15 and are called “Preferred Ordinary Shares” (referred to as Preferred Ordinary Shares in the Listing Particulars capitalisation table) and will have following characteristics:

1. The economic benefits accruing to the holder of Preferred Ordinary share will be ring-fenced to:
 - Growth in the value of only the underlying investment;
 - Dividends distributed by the underlying investment; and
 - Other distributions from the underlying investment.
2. The holders of Preferred Ordinary shares will not be entitled to vote on matters pertaining to the underlying investment;
3. Altvest will, however, survey the holders of the Preferred Ordinary Shares to determine the wishes of the holders on the various matters on which voting will occur;
4. The holders of the Preferred Ordinary Shares will in certain cases be housed in bankruptcy remote special purpose vehicles which protect their investments from creditors of AltVest;
5. In certain instances, the Preferred ordinary Shareholders will be entitled to certain additional benefits (in the Sports team example these would be items like discounted season tickets, discounts on merchandise etc);

VIII. Details of reliance on any key clients, the probability of losing such clients and the resulting financial impact.

AltVest leverages its success on its strategic partnerships. The following are partners whose withdrawal could cause moderate to severe financial impact:

Cape Town Stock Exchange (Technology and operational service)	Low probability
Cape Town Capital Solution	Low probability
A-Trade (Tracking and Trading platform for unlisted assets)	Low probability
Arena Holdings, Biznews, Banker X (Media and wide distribution channel)	Low probability
Vestra Advisory (Corporate Advisory)	Low probability

IX. Current BBBEE status and plans for future improvements

AltVest Capital is a Level 1 Contributor at the date of submission.

Refer to Annexure C.

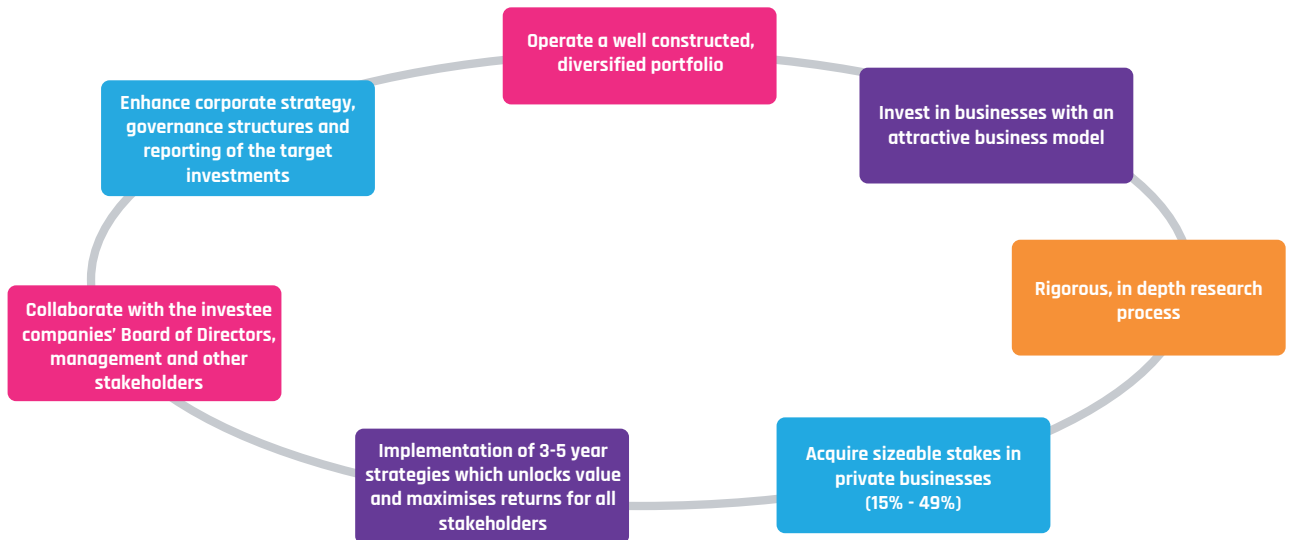
X. Details of any potential changes to the business after listing, including any potential M&A or restructuring activities.

No restructuring or major changes are anticipated. AltVest will implement, monitor, and control its strategy as stipulated above, including the acquisition of privately run companies by preferred ordinary shares fully described in Section 5(V).

INDUSTRY/MARKET INFORMATION

I. Overview of the industry, including any major changes/disruptions that are expected.

The South African economy post-Covid-19 is rebounding off one of its lowest points in several decades, with stagnant economic growth, lockdown challenges, and unemployment at an all-time high. This is further aggravated by the many challenges the economy faces, such as the lack of public sector programs to stimulate sustainable growth and a private sector mindset lacking business confidence and investment. (Marx et al., 2021).



AltVest aims to mirror the SPAC (Special Purpose Acquisition Company) model, which by its nature is one of the best innovative tools for connecting capital to high-growth industries. These vehicles are under-utilised in South Africa, with a mere 8 SPACs listed across the JSE and AltX. It will further solve existing problems within the private equity space by creating opportunities previously reserved for a select few investors.

In South Africa, it is estimated that SMEs¹ make up around 91% of formalised businesses, employ about 60% of the labour force, account for about 34% of gross domestic product (GDP), and are critical to the economy and job creation. There are, however, certain constraints for the SMEs sector, such as the lack of management skills and finance, obtaining credit and access to markets, administrative burdens, and regulatory compliance, to name but a few.

We believe AltVest is a solution to address these constraints faced by SMEs by creating an ecosphere that will democratise access to opportunities without compromising sound corporate governance with retail investor protection.

AltVest seeks to list its ordinary shares on the Cape Town Stock Exchange as a discretionary investment company, more specifically as a company having a diversified set of investments in private entities. These are ventures that would not typically be available to retail and some institutional investors.

By collaborating with Cape Town Stock Exchange, we are further delighted to be part of a historic moment when the first of its kind is listed on an alternative stock exchange.

II. Regulatory requirements applicable to the industry, including the compliance therewith.

No regulatory requirements other than the Listing Requirements as stipulated by the exchange.

III. A summary of AltVest's key competitors

Below is an overview of companies operating within the SPAC environment. Sector analysis highlights a distinct lack of peer comparables given the innovative nature of AltVest's business model coupled with its vision to deploy the best of listed equities within the private sector.

Company	Sector	Market Capitalisation ¹
Capital Appreciation	Information Technology	R1,47bn
GAIA Infrastructure	Energy/Infrastructure	R330m
Hulisani	Renewable Energy	R639m
Long4Life	Consumer Discretionary	R2.981m
Regergen	Alternative Energy	R822m
RH Bophelo	Healthcare	R509m
Easy Equities	Financial Services	Subsidiary of Purple Group

¹ as at 30 July 2021

IV. A summary of the key suppliers, service providers, including the risk-mitigating factors currently in place or will be put in place should the services of a key supplier be terminated.

Cape Town Stock Exchange:	An alternative exchange will be sought with appropriate levels of regulatory approval.
CTSE Capital Solutions:	Alternative operations management options will be explored.
A-Trade:	An alternative broker will be sought to facilitate trading and account opening.

FINANCIAL INFORMATION

I. The date of AltVest’s financial year-end

28 February.

II. Available audited historical financial information

No historical information is available as AltVest was established in 2021.

III. Forecasted Revenue Model

Priority ensures the sustainability and growth of the listing companies and provides the lowest cost entry point for retail investor participation.

AltVest earns Zero fees on positive carry.

2% Once off Capital Raising Fee	Marketing, distribution, roadshow, bookbuild and admin expenses.
1% Once Fee to Retail Investors	Fee to cover opportunity sourcing, advisory costs, diligence process, media coverage, platform accessibility, system maintenance, marketing and distribution.
Fee Income, 1% of Revenue or allocation of marketing budget	Maintaining platform infrastructure, ensuring sound corporate governance through regulatory filings, conducting quarterly valuations, generating monthly reports and facilitating the integration of listings.
% Distributions from Accelerator Partnership stake (APS)	A percentage of upfront equity in exchange for Accelerator Partnership encompassing high-quality media exposure, technical advisory, technology consulting, ongoing mentorship and access to the AltVest network.
% Distributions from Discretionary stake subscribed for	Marketing, distribution, roadshow, bookbuild and administration expenses.

IV. Pro Forma Statement of Comprehensive Income

Refer to Annexure D

V. A New Venture Valuation Report

Listing by introduction process will be followed.

VI. Name of the IRBA registered independent external auditors

Zeelie Auditors – Ms T Botha

IRBA Registration: 944890

RISK ANALYSIS

I. Details of the risks applicable to AltVest and its industry

Risk Category	Risk Name	M-High	M-Low	Low
1. Strategic and Business Risk	Implementation of Business and Operating Model			
2. Strategic and Business Risk	IT Risk			
3. Strategic and Business Risk	Outsourcing			
4. Compliance Risk	Regulatory Compliance and Investment Compliance			
5. Market Risk	Portfolio Market Risk			
6. Liquidity Risk	Portfolio Liquidity Risk			
7. Strategic and Business Risk	Negative Macro Economic Conditions			
8. Operational Risk	People Risk			
9. Geographic Risk	South African Market/Domicile			
10. Foreign Exchange Risk	FX Risk			
11. Multi-Channel Distribution Network	Distribution Network			

These risks are internal risk factors and tolerances and do not represent the actual state of business.

Details of any current or potential litigation

There is currently no litigation, potentially contingent or otherwise.

INFORMATION FOR CTSE FINANCE PURPOSES

I. **Contact Details**

Warren Wheatley
Warren@altvestcapital.co.za
072 641 0251

II. **SARS Details**

VAT number: 4950300329
Income Tax Number: 9618362199
PAYE: 7160815355

MARKET RESEARCH



On 30 July 2021, AltVest was soft-launched to the market. The primary drivers behind the soft launch were:

- To seek a response from investors on their appetite for alternative asset class investments;
- To research investors' preference towards certain asset classes; and
- To gain insights on funding requirements from potential business owners.

The responses received from investors and owners provided excellent insights into investors' "needs" and "wants". It further provided an overview of investor experience within the alternative asset class environment – a snapshot of the results below.

ABBREVIATIONS AND DEFINITIONS

AltVest	AltVest Capital Ltd
A-Trade	A-Trade Pty Ltd, Associate of AltVest Capital
CTSE	Cape Town Stock Exchange
Cape Town Stock Exchange Capital Solutions	CTSE Capital Solutions
CTSE Registry	CTSE Registry Services
MOI	Memorandum of Incorporation

REFERENCES

Marx, B., Haji, A.M., Botha, I., et al. (2021) Special purpose acquisition companies as a vehicle for providing venture capital to small- and medium-size enterprises. *Journal of Economic and Financial Sciences*, 14 (1): 9. doi:10.4102/jef.v14i1.629.

Reviewing the SPACs on the JSE (2018). Available at: <https://www.decusatio.co.za/our-views/reviewing-the-spacs-on-the-jse/> (Accessed: 27 July 2021)

OPINION OF DIRECTORS ON THE POTENTIAL CHANGES TO THE APPLICANT ISSUERS BUSINESS AFTER LISTING

In the directors' opinion, there will be no change in the Applicant Issuer after listing and for the foreseeable future. There are no potential mergers and acquisitions insofar as it relates to the business of the Applicant Issuer.

DATED AND SIGNED ON THIS 12th DAY OF APRIL 2022



WARREN WHEATLEY



KOSHIEK KARAN

FILINGS UPDATE ON CIPC

The screenshot shows the user interface for the Companies and Intellectual Property Commission (CIPC) Annual Returns portal. At the top, there is a navigation bar with the CIPC logo, the text "Companies and Intellectual Property Commission - Annual Returns", and buttons for "HOME", "eSERVICES", and "CART (0)".

The main content area is divided into a left sidebar and a main panel. The sidebar contains the following elements:

- Welcome message: "Welcome WAR060" and "WARREN GREGORY WHEATLEY" with a profile icon.
- EDIT CUSTOMER DETAILS (with a pencil icon)
- LOGOUT (with a lock icon)
- BALANCE: R 1321,50
- ENTERPRISE NAME SEARCH: A text input field with a "SEARCH" button below it.
- ENTERPRISE NUMBER ENQUIRY: Three text input fields with an "ENQUIRE" button below them.
- SUPPORTED BROWERS: Logos for Google Chrome, Mozilla Firefox, Safari, and Microsoft Edge.

The main panel displays the following information:

- Breadcrumb: "You are here: eServices - Annual Returns - File Annual Returns"
- Paid Annual Returns - 2021 / 540736 / 07: A section with a text box containing "You have not paid any annual returns".
- Outstanding Annual Returns - 2021 / 540736 / 07: A section with a text box containing "You do not have any outstanding annual returns".
- Turnover amount(s) must be a whole number, no decimals.
- A "CALCULATE OUTSTANDING AMOUNT" button with a calculator icon.

SWORN AFFIDAVIT

SWORN AFFIDAVIT – B-BBEE EXEMPTED MICRO ENTERPRISE – GENERAL

I, the undersigned,

Full name & Surname	Warren Gregory Wheatley
Identity number	790115 5118 088

Hereby declare under oath as follows:

1. The contents of this statement are to the best of my knowledge a true reflection of the facts.

2. I am a Member/ Director /Owner-of the following enterprise and am duly authorised to act on its behalf:

Enterprise Name:	Altvest Capital Pty Ltd
Trading Name (If Applicable):	Altvest Capital Pty Ltd
Registration Number:	2021/540736/07
Enterprise Physical Address:	16 Empire road Parktown Johannesburg
Type of Entity (CC, (Pty) Ltd, Sole Prop etc.):	Pty Ltd
Nature of Business:	Investment Holdings
Definition of "Black People"	As per the Broad-Based Black Economic Empowerment Act 53 of 2003 as Amended by Act No 46 of 2013 "Black People" is a generic term which means Africans, Coloureds and Indians – (a) who are citizens of the Republic of South Africa by birth or descent; or (b) who became citizens of the Republic of South Africa by Naturalisation- before 27 April 1994; or ii. on or after 27 April 1994 and who would have been entitled to acquire citizenship by naturalization prior to that date;"
Definition of "Black Designated Groups"	"Black Designated Groups means: (a) unemployed black people not attending and not required by law to attend an educational institution and not awaiting admission to an educational institution; (b) Black people who are youth as defined in the National Youth Commission Act of 1996; (c) Black people who are persons with disabilities as defined in the Code of Good Practice on employment of people with disabilities issued under the Employment Equity Act; (d) Black people living in rural and under developed areas; (e) Black military veterans who qualifies to be called a military veteran in terms of the Military Veterans Act 18 of 2011;"


3. I hereby declare under Oath that:

Ww

- The Enterprise is 100% Black Owned as per Amended Code Series 100 of the Amended Codes of Good Practice issued under section 9 (1) of B-BBEE Act No 53 of 2003 as Amended by Act No 46 of 2013,
- The Enterprise is 0% Black Female Owned as per Amended Code Series 100 of the Amended Codes of Good Practice issued under section 9 (1) of B-BBEE Act No 53 of 2003 as amended by Act No 46 of 2013,
- The Enterprise is 0 % Black Designated Group Owned as per Amended Code Series 100 of the Amended Codes of Good Practice issued under section 9 (1) of B-BBEE Act No 53 of 2003 as Amended by Act No 46 of 2013,
- Black Designated Group Owned % Breakdown as per the definition stated above:
 - Black Youth % = 0 %
 - Black Disabled % = 0 %
 - Black Unemployed % = 0 %
 - Black People living in Rural areas % = 0 %
 - Black Military Veterans % = 0 %
- Based on the Financial Statements/Management Accounts and other information available on the latest financial year-end of 2021, the annual Total Revenue was R10,000,000.00 (Ten Million Rands) or less
- Please Confirm on the below table the B-BBEE Level Contributor, by ticking the applicable box.

100% Black Owned	Level One (135% B BBEE procurement recognition level)	x
At least 51% Black Owned	Level Two (125% B BBEE procurement recognition level)	
Less than 51% Black Owned	Level Four (100% B BBEE procurement recognition level)	

- I know and understand the contents of this affidavit and I have no objection to take the prescribed oath and consider the oath binding on my conscience and on the Owners of the Enterprise which I represent in this matter.
- The sworn affidavit will be valid for a period of 12 months from the date signed by commissioner.

Agnes Mutamba
CA (SA)

Commissioner of Oaths (RSA)
SAICA: 20020872
Hill on Empire, 16 Empire Road
Parktown, 2193

Deponent Signature: 
Date: 28 July 2021

Commissioner of Oaths
Signature & stamp

02/08/2021

FINANCIALS

AltVest Forecast Financial Statements	Notes	FY23	FY24	FY25	FY26	FY27
Forecast Statement of Comprehensive Income (R'm)						
Annual management fee	1	2.2	8.3	18.1	31.1	46.2
Dividends received from investee companies	2	0.2	0.9	2.0	3.5	5.2
Profit on disposal of investee companies	3	–	–	–	–	13.8
Capital raising fee income	4	2.3	3.8	5.5	6.0	6.5
Total revenue		4.7	13.0	25.7	40.5	71.7
Employee costs	5	(9.7)	(6.9)	(7.3)	(7.7)	(8.2)
Operating costs	6	(20.2)	(1.7)	(1.8)	(1.9)	(2.0)
AltVest listing costs	7	(3.8)	–	–	–	–
Listing costs – investee companies	8	(6.8)	(10.8)	(15.3)	(16.2)	(17.2)
Earnings before interest, tax, depreciation and amortisation		(35.8)	(6.4)	1.3	14.7	44.3
Depreciation and amortisation	9	(0.1)	(0.3)	(0.5)	(0.8)	(1.4)
Earnings before interest and tax		(35.9)	(6.6)	0.8	13.9	42.9
Taxation	10	–	–	–	–	(2.3)
Profit after tax	11	(35.9)	(6.6)	0.8	13.9	40.6
Change in fair value of equity instruments through other comprehensive income	12	7.6	13.3	20.2	23.6	16.7
Total comprehensive income		(28.3)	6.7	20.9	37.5	57.2
Forecast Statement of Financial Position (R'm)						
Investments	13	9.8	26.7	52.4	82.6	103.9
Cash and cash equivalents		9.8	3.2	3.9	17.8	58.4
Loans to associates	14	0.7	0.7	0.7	0.7	0.7
Total Assets		20.3	30.6	57.1	101.1	163.0
Equity	17	50.0	50.0	50.0	50.0	50.0
Retained income		(31.9)	(25.2)	(4.2)	33.3	90.5
Shareholders Equity		18.1	24.8	45.8	83.3	140.5
Deferred taxation		2.2	5.8	11.3	17.8	22.4
Total Equities & Liabilities		20.3	30.6	57.1	101.1	163.0
Tangible Net Asset Value	20	18.1	24.8	45.8	83.3	140.5
Forecast Statement of Cash Flows (R'm)						
Cash flow from operations		(14.0)	(6.4)	1.3	14.7	42.0
Investment in property, plant and equipment		(0.1)	(0.3)	(0.5)	(0.8)	(1.4)
Investment in associate		(0.0)	–	–	–	–
Loan to associate	14	(0.7)	–	–	–	–
Issue of shares		24.4	–	–	–	–
Cash balance at beginning of period		0.2	9.8	3.2	3.9	17.8
Cash flow during the period		9.6	(6.6)	0.8	13.9	40.6
Cash balance at end of period		9.8	3.2	3.9	17.8	58.4

Introduction

1. The forecast financial information of the Company has been prepared for the financial years ended 28 February 2023 to 28 February 2027.
2. The forecast financial information for Company has been prepared in a manner that is consistent with the accounting policies of the Company and in compliance with IFRS.
3. The forecast financial information should be read in conjunction with the report of the independent reporting accountant in Annexure D.
4. The Directors of the Company are responsible for the preparation of the forecast financial information.

Notes and assumptions utilised in the forecast financial statements

1. The annual management fee is calculated as 1% of the revenue earned by each investment and is assumed to be paid to AltVest on a monthly basis by each investee company. Refer to Notes 15 and 16 for details of the assumed performance and valuation of each investee company in which AltVest invests.
2. Dividends received from investee companies through AltVest's Accelerator Partnership Stake. Refer to Note 15 for details of the assumed dividend forecasts for each investee company.
3. It is assumed that AltVest exits each investment within 5 years. The profits are attributable to the disposal of AltVest's Accelerator Partnership Stake in the investee companies.
4. AltVest raises capital from the market through the issue of Preferred Ordinary Shares to acquire interests in investee companies. Upon each capital raise, AltVest charges a fee of 2% on the gross value of capital raised.
5. Employee costs are based on management estimates and are escalated at 6% per annum. A once-off amount of R3.2 million is included in FY2023 that will be settled through the issue of Ordinary Shares.
6. Operating costs are based on management estimates and are escalated at 6% per annum. A once-off amount of R18.6 million is included in FY2023 that will be settled through the issue of Ordinary Shares. A break-down of the R18.6 million once off costs are included below:

AltVest Once off Costs	Amount (R)
Advisory	9,350,000
Media	9,050,000
Design	200,000
Total	18,600,000

7. Listing costs comprise the costs of listing AltVest on the CTSE. These expenses are listed in Note 18.
8. These are the expected costs of listing the Preferred Ordinary Shares issued by AltVest to raise capital for each investment it makes. The costs are assumed to be R1.7 million per investment escalating at 6% per annum. These expenses are listed in Note 19.
9. Depreciation and amortisation is estimated to be 2% of revenue.
10. Taxation is calculated at the projected statutory rates.
11. Income from AltVest's 50% investment in associate (A-Trade Proprietary Limited ("**A-Trade**")) is not consolidated in the Forecast Statement of Comprehensive Income.
12. Fair value adjustment of the Accelerator Partnership Stake that AltVest holds in the investee companies.
13. Investments reflect AltVest's Accelerator Partnership Stake in the investee companies. Investments acquired with the funds raised through the issue of the Preferred Ordinary Shares (refer to Note 17) are not included in the Statement of Financial Position of AltVest.
14. The loans to associates comprises a shareholder loan provided to A-Trade. A-Trade is an online trading platform designed to give retail and institutional investors access to stocks listed on the CTSE. AltVest has a 50% shareholding interest in A-Trade which was acquired for R1.00. As part of the investment, a loan amount of R0.7 million was made to A-Trade.
15. Investee company assumptions are as follows:
 - a. Average annual revenue earned: R100 million
 - b. A 30% equity stake in each investee company is acquired with the funds raised through the issue of Preferred Ordinary Shares
 - c. AltVest acquires a 3% Accelerator Partnership Stake in each investment
 - d. Annual revenue growth: 9%
 - e. Earnings before interest, tax, depreciation and amortization ("**EBITDA**") margin: 15%
 - f. Dividend pay-out ratio: 25% of EBITDA
 - g. Net debt to equity ratio: 1.5x

16. Acquisition, performance and exit valuation assumptions of each investee company are as follows:

- a. Enterprise Value/EBITDA (“EV/EBITDA”) multiple at time of subscription/investment: 4.5x
- b. EV/EBITDA multiple at exit: 5.0x
- c. Acquired interest in investee company: 30.0%
- d. Accelerator Partnership Stake in investee company: 3.0%
- e. Investment holding period: 5 years
- f. Number of investments made:

FY2023	FY2024	From FY2025 onwards
4	6	8

17. Equity of R50 million comprises the following:

- a. R24.4 million Ordinary Shares issued for cash
- b. R3.8 million Ordinary Shares issued to settle shareholder loans
- c. R3.2 million Ordinary Shares issued to employees (refer to Note 5)
- d. R18.6 million Ordinary Shares issued for services to be rendered (refer to note 6)

The issue of the Preferred Ordinary Shares are not included in the Statement of Financial Position (refer to Note 13).

18. A table of the costs incurred and to be incurred in the listing of AltVest are detailed below:

Altvest listing fees	Service Provider	Amount (R)
Corporate advisory fees and consulting	Vestra Advisory	1,000,000
Capital raising fees/bookrunner	A-Trade	600,000
Independent reporting accountants' fees	Zeelie Auditors	350,000
Legal advisory fees	CDH	750,000
Cape town stock exchange: listing fees	CTSE	125,000
Cape town stock exchange: registry fees	CTSE	15,000
Press announcements, printing and marketing	Media partners	700,000
Contingency costs	AltVest	300,000
Total listing fees		3,840,000

19. Listing costs per new investment are listed below and are assumed to grow at 6.0% per annum.

Investment listing fees	Service Provider	Amount (R)
Corporate advisory fees and consulting	Advisor	800,000
Capital raising fees/bookrunner	A-Trade	275,000
Independent reporting accountants' fees	Accountant	175,000
Legal advisory fees	Attorneys	80,000
Cape town stock exchange listing fees	CTSE	125,000
Cape town stock exchange: registry fees	CTSE	15,000
Press announcements, printing and marketing	Media partners	150,000
Contingency costs	AltVest	80,000
Total listing fees		1,700,000

The tangible net asset value at date of listing (including the issue of Ordinary Shares) is R46.39 million.