
WM Old Milton Parkway Limited

(Incorporated in the Republic of Seychelles on 14 November 2017)

(Company Number 199652)

Property Supplement

Prepared by PKF Capital Markets (Seychelles) Limited, and issued in terms of the Listings Requirements of Trop-X Limited (“Trop-X”) relating to the listing of Participation Shares on the Main Board of Trop-X.

Property Supplement approval by Trop-X

Thursday 30 November 2017

Publication of Pricing Supplement

Friday 1 December 2017

Date of listing on Trop-X

Friday 2 March 2018

This Property Supplement is not an invitation to the general public to subscribe for Shares in WM Old Milton Parkway Limited (“WMUSM10”), but is issued in compliance with the Listings Requirements of Trop-X to provide information to the market on the Shares. Investment into WMUSM10 Shares is limited to members of the Wealth Migrate Platform.

The investment into WMUSM10 will be used to acquire a minority stake in 3333 Alpharetta Lifehope 10 Acre Land, LLC as detailed in 7.2 below. 3333 Alpharetta Lifehope 10 Acre Land, LLC owns the property called 3333 Old Milton Parkway, a Medical Office block in Alpharetta, Atlanta, Georgia. The planned investment period is for 3 years, if the economy does not allow to exit on 3 years, there is an option to extend the investment period with 1 + 1 year, on the same terms as the original 3 years.

This Property Supplement must be read in conjunction with the Revised Program Memorandum dated 7 June 2016 relating to WMMIP Share issuances and any announcements and notices issued subsequent to the date of the Program. Terms defined in the Program shall, unless inconsistent with the context, have similar meanings in this Property Supplement. The Program and all other pertinent information is available on the Wealth Migrate website.

The directors of the Company whose names are given in this document collectively and individually accept full responsibility for the accuracy of the information given in this document 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 the accuracy of such facts have been made up to and including the last issue date and that the document contains all information required by law and by the Listing Requirements of Trop-X. Trop-X approved the listing of WMUSM10 on 30 November 2017.

The Trop-X approval of the listing of any security is not to be taken in any way as an indication of the merits of the security. Trop-X has not verified the accuracy and/or truth of the contents of the documentation and, to the extent permitted by law will not be liable for any claim of whatever kind.

Copies of this document are available in English from the registered offices of WMUSM10, Trop-X at F28/29 First Floor Eden Plaza, Eden Island and the offices of the Sponsor Advisors at F19 First Floor, Eden Plaza, Eden Island, Mahé, Seychelles as well as on the Company’s websites.

Sponsor Advisor

PKF Capital Markets (Seychelles) Limited

Date: 24 November 2017

CORPORATE INFORMATION AND ADVISORS

<p>Registered Address Global Gateway 8, Rue de La Perle, Providence, Mahe, Seychelles</p> <p>Business Address Global Gateway 8, Rue de La Perle, Providence, Mahe, Seychelles</p> <p>Auditors PKF Indian Oceans Limited F19, First Floor, Eden Plaza, Victoria, Eden Island, Mahé, Seychelles</p>	<p>Listing Sponsor PKF Capital Markets (Seychelles) Limited F19, First Floor, Eden Plaza, Victoria, Eden Island, Mahé, Seychelles</p> <p>Legal advisors Herold Gie Cape Town, Wembley 3, 80 McKenzie Street, Cape Town, 8001</p> <p>Company Secretary AAA International Services Ltd Global Gateway 8, Rue de La Perle, Providence, Mahe, Seychelles</p> <p>Website, hosted for the Company on: www.wealthmigrate.com</p>
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PKF Capital Markets (Seychelles) Limited and PKF Indian Ocean Limited are legally independent members of the PKF global network of firms.

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1. PROGRAM PRE-LISTING STATEMENT

- 1.1. This Property Supplement is issued in terms of the WMMIP dated 7 June 2016.
- 1.2. The original Program was approved by the Trop-X Listing Committee on 12 February 2016.
- 1.3. This Property Supplement should be read in conjunction with the Revised Memorandum.
- 1.4. This is a level 2 investment.
- 1.5. IM: Wealth Migrate US Inc

2. RISK FACTORS

Potential investors are advised to carefully read the risk section of the WMMIP and if you have any doubt or uncertainties, please consult your banker, stockbroker, attorney, accountant or other professional advisor licensed under the Seychelles Securities Act, or other jurisdictions. Your attention is drawn to the special note on forward looking statements on page 3 of the WMMIP.

3. COMPANY INFORMATION

- 3.1. Name, registered office, location

The legal name of the Company is WM Old Milton Parkway Limited (“WMUSM10”) and its registered office is at Global Gateway 8, Rue de La Perle, Providence, Mahe, Seychelles.

- 3.2. Incorporation, duration

The Company is a Seychelles International Business Company incorporated in terms of the Seychelles International Business Company Act 2016. The Company has been specifically created as a Special Purpose Vehicle (“SPV”) to hold investments and was incorporated in Seychelles on 14 November 2017. The Company has not yet traded as of the date of approval of this Property Supplement.

- 3.3. Legal and domiciliary information

It is recorded for the avoidance of doubt that the Company is a listed property company and not a collective investment scheme, insurance company, securities dealer or mutual fund as regulated by the Seychelles Financial Services Authority (FSA). The Company is legally domiciled in Seychelles and is subject to Seychelles Law.

- 3.4. ISIN: SC2814GFHB33

- 3.5. Share code: WMUSM10

4. DIRECTORS, MANAGEMENT BODIES AND SERVICE PROVIDERS

4.1. General

The directors of the Company have all completed and signed the Director's Declaration required in terms of Schedule 13 of the Listings Requirements and have confirmed that they have not been:

- 4.1.1. disqualified by any court from acting as a director of a company or from acting in the management or conduct of the affairs of any company or been the subject of any public criticisms by statutory or regulatory authorities (including recognized professional bodies);
- 4.1.2. convicted of any offence involving dishonesty, fraud or embezzlement or convicted in any jurisdiction of any criminal offence (without the option of paying a fine) or any offence under legislation relating to the Act;
- 4.1.3. adjudged bankrupt or declared insolvent or entered into any individual voluntary compromise arrangements or creditor's liquidation or been sequestered in any jurisdiction or been a director of any company or a partner of any partnership at the time or within the twelve months preceding any of the following events taking place: receivership, compulsory liquidation, creditor's voluntary liquidation, administration, company voluntary arrangements or any composition or arrangement with creditors generally or any class of creditors; and /or
- 4.1.4. barred from entry into any profession or occupation.

In addition, the directors have:

- 4.1.5. acknowledge that they understand their duties in terms of the Listing Requirements;
- 4.1.6. undertaken to comply with the Listings Requirements and to discharge their duties in ensuring such compliance whilst directors; and
- 4.1.7. acknowledged that certain of the Listings Requirements affect them directly in their personal capacities as well as in their capacities as directors and have undertaken to be bound by and to comply with all such requirements whilst they are directors.

4.2. Composition

Name	Qualification	Occupation	Nationality
Melanie Stravens*	Bachelor of Law with Honours	Corporate/Trustee Services	British and Seychellois
Stephen Kariuki Mwangi*	CPA (K)	Accountant	Kenyan
AJF van Niekerk	B Com LLB	Attorney	South African
*This is a deviation from the WMMIP, full CVs are published separately on Trop-X website and are available on request from the Company and from the Listing Sponsor.			

4.3. Borrowing powers

There are no limits to the borrowing powers of the directors. It will not be required from the Directors to provide any personal sureties to secure any funding.

4.4. Legal proceedings and convictions

There are no legal proceedings currently pending or threatened against any director of the Company. No director of the Company has been found guilty of any criminal offence in any jurisdiction.

5. NUMBER, TYPE AND NOMINAL VALUE

5.1. The share capital

5.1.1. One hundred and one (101) Ordinary A Shares (“Management Shares”) having a nominal capital of One United States Dollar (\$1.00) each being \$101.00 in total; and

5.1.2. Ten million (10,000,000) Ordinary B Shares (“Participating Shares”) having a nominal capital of one ten thousandth of one US Cent (\$0.00001) each being \$100.00 in total.

5.2. The abovementioned shares carry the following rights and obligations:

5.2.1.a Management Share carries a right to attend general meetings and to a proportionate vote at general meetings calculated by multiplying the number of shares held by the nominal value of each Share vote at general meetings but shall carry no right to income or gains derived from the Assets of the Company or to participate in distributions of any kind from the Company including any distributions arising from the liquidation or winding up of the Company;

5.2.2.a Participating Share carries a right to attend general meetings and to a proportionate vote at general meetings calculated by multiplying the number of shares held by the nominal value of each Share and full rights to income or gains derived from the Assets of the Company and to receive distributions from the Company as well as final distributions arising from the liquidation or winding up of the Company.

5.3. The directors may allot and issue Shares at such times, on such terms and conditions, and to such persons or class of persons as may be determined by Board Resolution and in keeping with the Trop-X Listing Requirements.

6. INVESTMENT PROPERTY

6.1. The Medical Real Estate Sector

6.1.1 The DLP Piper state of the Market Survey of 2016 rated the healthcare specialised investment sector as the most attractive for investors.

6.1.2 As an asset class, medical office buildings (MOB) are recession resistant.

6.1.3 Doctors generally are good tenants. They typically stay in the same building for long periods of time and renew their leases; this is due to the high tenant installation costs, especially if technology is very advanced, sensitive or difficult to move.

6.1.4 The trend toward outpatient care enjoys uninterrupted growth. (JLL)

6.1.5 Healthcare providers continue to push into communities as the sector shifts to a more patient-centric care delivery model, encouraging a number of off-campus projects.

6.1.6 In addition, on-campus medical office space continues to rise as hospitals expand or replace existing buildings and add specialized facilities, such as cancer and critical care centers, to their campuses.

6.1.7 Strong demand for MOBs pushed the national vacancy rate to an all-time low of 7.4% at year-end 2016.

6.1.8 Capitalisation rates are trending down, because of this demand.

6.1.9 Your investment will deliver consistent income yields and valuable capital preservation.

6.2. Medical Office Building

The 3333 Old Milton Parkway Medical Center will consist of 117,355 SF of 1 building once completely renovated, address; 3333 Old Milton Parkway, Alpharetta, Georgia. The building is 100% pre-leased. The Building was constructed in 1986 and the interior is currently being renovated with an expected completion date of 13 March 2018.

6.3. Valuations

The property was independently valued by McCologan and Company at a value of \$58,500,000. This offering is for an equity portion in the existing property. The year 3 market value is estimated to be \$61,750,000. Below is a high level summary of the investment returns to WMUSM10 investors before taxes.

Investment return to WMUSM10:	9.00%
Gross Capital Gain at end of investment period to WMUSM10:	\$700,000
Equity Required:	\$3,820,470
Estimated Investor IRR after estimated costs*	12.33%
*IRR should only be used as a comparative measurement on projects that have been prepared using the same forecasting methodology.	

6.4. Market and Location Overview

Atlanta is the capital of and the most populous city in the U.S. state of Georgia. Atlanta has remained successful in attracting major corporate expansions and relocations. Recent cases in point include State Farm Insurance, Mercedes-Benz, NCR, and others. These and other moves have brought thousands of new jobs (and major real estate projects) to the region, and to the Central Perimeter and Midtown areas in particular. In addition, major health insurer Anthem Inc. has announced plans for a \$20 million investment in a tech hub in Midtown, bringing some 2,000 jobs, Atlanta Business Chronicle reported in October. Also on the IT front, both General Electric and Honeywell International Inc. announced plans in 2016 to open local centers "that would collectively employ more than 1,100," as stated by this source.

Population growth rates are increasing as well. According to Moody's Economy.com, the MSA population grew by 1.6% in 2015, adding approximately 89,200 residents net. The gain reported for 2016 was 1.7%, 95,300 persons. A still greater increase—fully 2.1%, representing a gain of 120,600 residents—currently is forecast for 2017.

There is nothing visible on the current horizon that dims Atlanta's bright near-term prospects. With its low occupancy and other costs, the region should remain attractive to expanding and relocating business. It likely would take a national economic slowdown to bring about a significant slowdown to Atlanta. But that natural cyclical event is not expected for a while yet.

6.5. The property offers:

- 6.5.1 The building is situated in the heart of the affluent "Georgia 400" corridor in North Atlanta. More specifically, it is in the southeast quadrant of the full access interchange of GA400 and Old Milton Parkway.
- 6.5.2 The property is directly across the street from Northside Hospital's "Alpharetta Campus", one of Atlanta's strongest hospital systems.

- 6.5.3 The subject property was constructed in 1986 and after completion of the renovations will be a five story, 117,355 sf multi-tenant medical office building.
- 6.5.4 The building is 100% pre-leased with long term tenants which average lease terms are between 10 and 20 years. The leases have an average annual 2.5% increase in rent.
- 6.5.5 The property offers 590 parkings spaces.
- 6.5.6 The building is in overall excellent condition.

6.6 Main Tenants

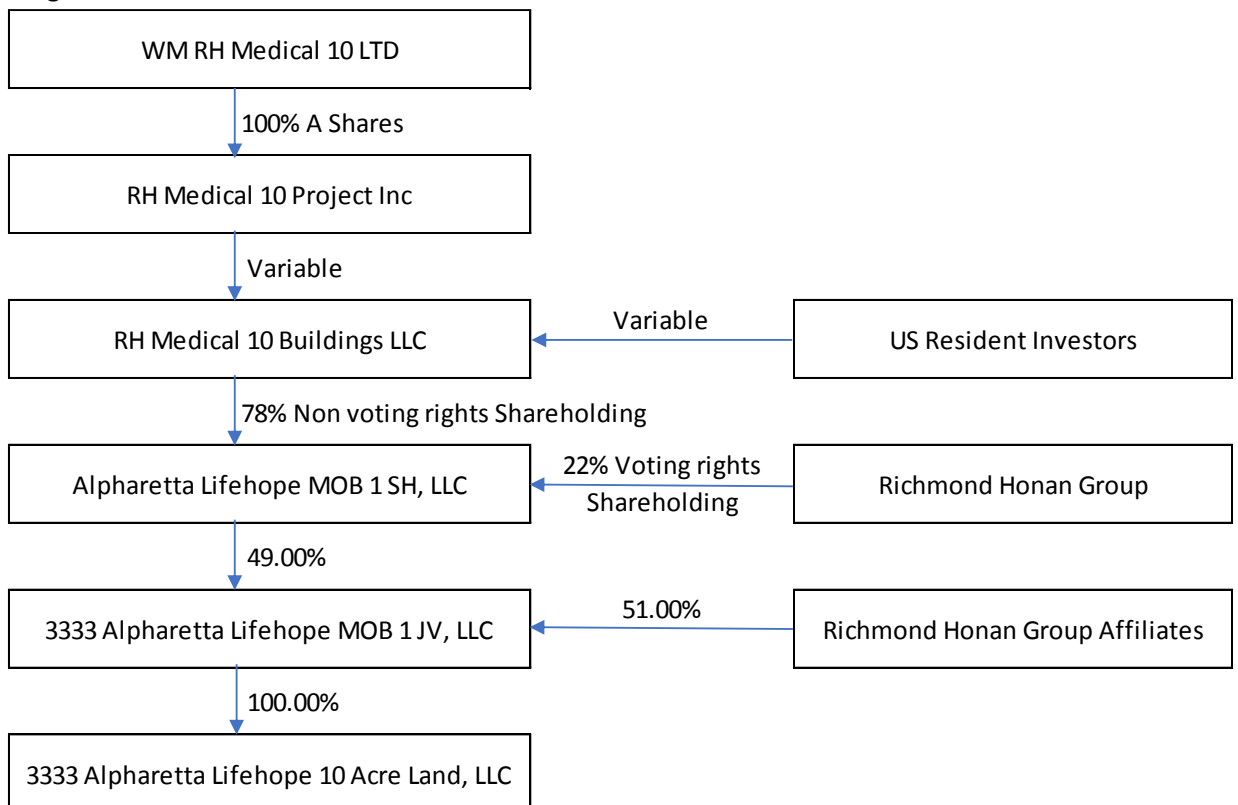
3333 Old Milton Parkway		Square Feet	Lease Expires
	Total	117,355	
	Vacant	0	
	Tenants		
1	Pain Physicians of Atlanta, LLC	11,508	12 Years
2	The Graivier Center	10,092	13 Years
3	Honan Property Management LLC	7,194	20 Years
4	Brightview Medical LLC	6,515	20 Years

7. CAPITAL STRUCTURE

7.1. Deal Sponsor

The Deal Sponsor, Richmond Honan Group was founded by Scott Honan and Lea Richmond III. The owners of the deal sponsor have provided personal surety to the debt provider.

7.2. Diagram



7.3. Structure

- 7.3.1. WMUSM10 will acquire 100% of the "Participation" Non-Voting Class A Shares in RH Medical 10 Project Inc.
- 7.3.2. RH Medical 10 Project Inc will invest in RH Medical 10 Buildings LLC. The level of investment will depend on the ratio of US resident investors (existing WMPF members with US corporate structures) in relation to RH Medical 10 Project Inc capital.
- 7.3.3. RH Medical 10 Buildings LLC will acquire 78% Non-voting rights shareholding in Alpharetta Lifehope MOB 1 SH LLC. The remaining 22% Voting rights shareholding are held by the Richmond Honan group.
- 7.3.4. Alpharetta Lifehope MOB 1 SH LLC will acquire 49% shareholding in 3333 Alpharetta Lifehope MOB 1 JV LLC and will manage the interest of 3333 Alpharetta Lifehope MOB 1 JV LLC. The remaining 51% are held by the Richmond Honan Group Affiliates.
- 7.3.5. 3333 Alpharetta Lifehope 10 Acre Land, LLC, will own the property called 3333 Old Milton Parkway, a Medical Office block in Alpharetta, Atlanta, Georgia. WMUSM10 will hold 20.29% shareholding in the property.

7.4. Structure Management:

- 7.4.1. Wealth Migrate US Inc is managed by: Machiel Lucas & Hendrik Bezuidenhout See Annexure 3 of the Program Memorandum for their bio's.
- 7.4.2. RH Medical 10 Project Inc and RH Medical 10 Buildings LLC will be managed by Louw Viljoen, See Annexure 3 of the Program Memorandum for his bio.
- 7.4.3. Alpharetta Lifehope MOB 1 SH LLC and 3333 Alpharetta Lifehope 10 acre Land LLC will have the following director: Scott Honan, from The Richmond Honan Group, Co-Founder and Chief Executive Officer

Scott Honan has 28 years of real estate development and finance experience and is the Co-Founder and CEO of Richmond Honan Development and Acquisitions. Mr. Honan and Mr. Richmond began working together in the late nineties with the various Richmond affiliates. Mr. Honan has had a primary focus in healthcare real estate development since 1997. Richmond Honan Group was founded in 2000 where Mr. Honan served in several capacities including Chief Development Officer, Executive Vice President, and President. Together, they have co-developed over \$350 million of medical real estate assets since 2004 and have transacted over \$1 billion since 2011. Mr. Honan also acts as co-manager of various partnerships formed by Mr. Honan and Mr. Richmond.

Prior to Richmond Honan Group, Mr. Honan owned and operated several integrated companies between 1991 and 1998 all specializing in construction and real estate development. In 1996, Mr. Honan's construction company expanded into national tenant finish. He built the first fully functional microbrewery constructed in an airport for Miller Brewing Company in conjunction with the Orlando Airport Authority. Mr. Honan also expanded construction activities into Georgia, Florida, Virginia, Texas, New Mexico and Louisiana within two years. From 1991 through 1994, Mr. Honan's company was centered in residential development and construction. From 1988 to 1991, Mr. Honan consulted with development companies such as Nicklaus/Sierra, The Polo Club, Mobil Oil, and Arvida.

Mr. Honan has a B.S.B.A. from Old Dominion University with a double major in Real Estate Finance and Urban Economics.

7.5. Purpose of the SPV

Acquisition of commercial real estate which is leased to medical businesses.

7.6. Business of Issuer:

WMUSM10 will be a passive property investment holder via the above structure.

7.7. Funds Utilisation:

Funds raised will be utilised to the set-up of the above structure, to acquire the shares and to pay any associated costs related to the above, this is more completely detailed in section 8 below.

8. CASH FLOW FORECASTS

8.1. Yield

The average anticipated yield including capital appreciation and after costs including incentive costs but before taxation is anticipated to be 8.0%. Projected annual yields can be seen in 8.3 below. Distributions are anticipated to be paid quarterly in the form of Dividends subject to performance.

8.2. Capital Gain:

Capital gain: The capital gain will be shared between the investors and Wealth Migrate Holdings Limited 80% / 20%

8.3. Cash Flow Projection

The cash flow projections prepared by the Investment Committee have not been subject to independent review by the Company's auditor or a reporting accountant. The Company's Listing Sponsor has reviewed the projections.

	Year 0	Year 1	Year 2	Year 3
3333 OLD MILTON PARKWAY MOB				
Equity Contribution	17,250,000			
Debt	28,500,000			
Ground Lease	16,000,000			
Property Investment	-61,750,000			
Net Operating Income		\$3,336,165	\$3,441,409	\$3,549,297
Ground Lease Expenses		(\$880,000)	(\$897,600)	(\$915,552)
Debt Service		(\$176,350)	(\$1,694,175)	(\$1,551,075)
Net Revenue after Debt Service		\$2,279,815	\$849,634	\$1,082,670
WMUSM10				
Investors contribution	\$3,820,470			
WM Project and Due Diligence fee	(\$210,000)			
Total Structure and Legal cost	(\$110,470)			
Investment	(\$3,500,000)			
Project cash flow		\$315,000	\$315,000	\$4,695,470
WM Investment fee		(\$9,551)	(\$9,551)	(\$9,551)
Distributable profits	-	\$305,449	\$305,449	\$4,685,919

The cash flow projections prepared by the Investment Committee have not been subject to independent review by the Company's auditor or a reporting accountant. The Company's Listing Sponsor has reviewed the projections. By signing the first page the Listing Sponsor confirms that they have reviewed the forecasting process that the investment committee applies for due consideration and diligence. However potential investors are reminded that the forecasts are forward looking statements as described in the statement on forward looking statements on pages 3 and 4 of the Revised Program Memorandum.

8.4. Debt

The debt provider is iStar Inc. who approved the construction loan of up to \$24,000,000 on 31 August 2017. The term of the loan is 12 months with a option to extend with another 12 months.

The loan is a construction loan with a interest rate per annum of the 1 month LIBOR rate plus a margin of 675 basis points.

8.5. Taxation

The structure has been set-up for maximum tax efficiency. RH Medical 10 Buildings LLC will pay the effective USA tax on income and the applicable withholding tax on distribution. The proceeds will then be distributed to WMUSM10 net of all expenses.

8.6. Tax on Dividend Payments

8.6.1. Dividend Payments to a Seychelles Resident – dividends paid to a resident of Seychelles by WMUSM10 are free from withholding taxes and exempt from taxation in the hands of the Shareholder

8.6.2. Dividend Payments to a Non-Resident – dividends paid by WMUSM10 to a Non-Resident of Seychelles are exempt from withholding taxes and any taxes thus payable on the receipt of any such dividends are subject to the relevant laws of the tax residence, if any, of the Shareholder.

8.7. Capital Gains on Sale of Shares

There is no capital gains tax payable in Seychelles on the sale of Shares.

8.8. Stamp and Registration Duty

No stamp or registration duty is payable in Seychelles on the issue or sale/purchase of Shares.

8.9. Exchange Control

The Company is a Seychelles registered entity and any investment into this company might need to be made via your foreign investment allowance in line with countries which have exchange control regulations. Should you be in any doubt about this you should contact an exchange control specialist.

9. INFORMATION ON THE SECURITIES

9.1. Legal foundation

The board of directors of WMUSM10 has approved the issue and listing of the Participation Shares by written resolution on incorporation per the Memorandum and Articles of the Company.

9.2. Form of securities

The Participation Shares will be issued in Dematerialised form only and will be held in registry at AfriDep Limited.

9.3. Rights

The rights associated with the WMUSM10 Shares are detailed in the Memorandum and Articles of Association of the Company which can be found on the website of the company.

9.4. Transferability

The WMUSM10 Participation Shares will be tradable on Trop-X but trade will be restricted to fully registered members of the Wealth Migrate Crowd Funding Platform who are also clients of a broker member of the exchange.

9.5. Redemptions

The WMUSM10 participation shares are not redeemable. The investment held typically targets a 3-year investment horizon, after which the asset would be disposed of. The Company will then either be wound up and Shareholders will receive a final distribution dividend or the Company's B Shares will be bought back from the investors.

10. INFORMATION ABOUT LISTING AND OFFER

10.1. Listing statement

The Listing Committee of Trop-X approved the listing of the WMUSM10 Shares on the Main Board on 30 November 2017.

10.2. Timetable

Publication of Program Memorandum	12 February 2016
Publication of this Property Supplement	1 December 2017
Date of commencement of book build (gathering of commitments)	1 December 2017
Date of close of book build	28 February 2018
Last day to fund your broker account	23 February 2018
Date of listing on Trop-X	2 March 2018

10.3. Nature and method of the issue

This Property Supplement is not an invitation to the general public to subscribe for Shares in WMUSM10, but is issued in compliance with the Listings Requirements of Trop-X to provide information to the market on the Company's Shares. Investment into the WMUSM10 Shares is limited to members of the Wealth Migrate Platform by way of their Trop-X member brokerage accounts.

10.4. Pricing

If the offer is fully subscribed the Company will raise \$3,820,470 by the issue of 3,820,470 participation shares in WMUSM10 of \$1.00 with a par value of \$0.000,01 cents and a premium of \$0.999,99 each.

10.5. Authorised and issued capital

Authorised Capital	USD
101 ordinary A shares with a par value of \$1.00	101.00
10,000,000 ordinary B Shares with a par value of \$0.000,01	100.00
Issued Capital before this issue	
101 ordinary A shares with a par value of \$1.00	101.00
Issued Capital after this issue, if fully subscribed	
101 ordinary A shares with a par value of \$1.00	101.00
3,820,470 Ordinary B Shares in WMUSM10 with a par value of \$0.000,01	38.20
Share premium	3,820,431.80

10.6. Payment

Subscriptions will need to be made by Wealth Migrate members via their funded broker accounts.

- 10.7. Participation of key parties
No key parties holding more than 5% in WMUSM10 have been identified at this stage, however should any investor take up more than 5% the market will be notified.
- 10.8. Net proceeds
\$320,470 of the capital raised will be applied to costs other than the purchase consideration of the property. These additional costs are detailed in 8.3 above.
- 10.9. Minimum raise
The minimum issue will be \$1,000,000.00 or 1,000,000 participation shares. Should Wealth Migrate fail to raise this minimum within the prescribed period they will either withdraw the offer or extend the offer. Wealth Migrate members and the market will be notified should this happen.
- 10.10. Minimum subscription
- 10.10.1. The minimum subscription will be 1,000 shares or \$1,000. There is no limit in terms of lot sizes above this minimum.
- 10.10.2. This offer will be closed when fully subscribed.
- 10.11. Estimated expenses of the listing


	USD
Exchange and registry costs	4,500
Sponsor fees	2,000
Total	6,500

11. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection during normal business hours at the registered office of the Company:

- 11.1. The Revised Program (signed);
- 11.2. The signed board resolution approving the listing;
- 11.3. The signed shareholder resolution approving the listing;
- 11.4. This Property Supplement (signed);
- 11.5. The Property Valuation; and
- 11.6. The Contribution Agreement.

Signed by AJF Van Niekerk for and on behalf of all the directors of the Company, being duly authorized to do so.

Director 

24 November 2017

