

THIS LISTING PARTICULARS AND PRIVATE PLACEMENT MEMORANDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 13 apply, mutatis mutandis, throughout this document, including this front cover, unless specifically defined, where used or the context indicates a contrary intention.

If you are in any doubt as to the action that you should take in relation to matters set forth in this document, please consult your broker, banker, legal advisor, accountant or other professional advisor immediately.

This Listing Particulars does not constitute or form part of any public offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of, issue or purchase any security in any jurisdiction.

RLT Atwood International Limited

(Incorporated in the Republic of Seychelles on 12 April 2018)

(Seychelles Company Number 203576)

Share code: RLT; ISIN: SC2767HDIH83

This Listing Particulars and all annexures thereto shall be governed and construed under and in accordance with the laws of the Republic of Seychelles and the Listing Requirements of Trop-X. Market participants are advised that trading in RLT Atwood International Limited (“RLT”) shares will take place in uncertificated form and the listing will be in United States Dollar (“USD”).

Date of issue: 22 May 2018

This Listing Particulars is available in English only. Copies are available in electronic form from the registered office of RLT at the address indicated on page 8 of this Listing Particulars as well as from the Company’s website www.rltatwoodgroup.com.

RLT Atwood International Limited
General Information

Prepared by PKF Capital Markets (Seychelles) Limited, and issued in terms of the Listings Requirements of Trop-X relating to the listing of all the issued Ordinary Shares of RLT Atwood International Limited on Trop-X.

This Listing Particulars and Private Placement Memorandum is not an invitation to the general public to subscribe for shares in RLT, but is issued in compliance with the Listings Requirements of Trop-X to provide information to the public with regard to the Company.

The Company will seek to raise between USD 2,000,000 to USD 5,000,000 from members of the RLT Atwood Group Investor Club.

Trop-X has granted a listing of 11,111,110 Ordinary Shares with par value of USD 111.11 which will be the entire issued share capital of the Company if the above offer is fully subscribed on the Main Board of Trop-X under the abbreviated name and share code "RLT" and ISIN SC2767HDIH83. The trading will commence at 10.00am on 4 June 2018.

The authorized share capital of the Company is 100,000,000 ordinary shares with a par value of USD 0.00001 each. The issued ordinary shares in the capital of the Company rank *pari passu* with each other. The Company has 3 classes of shares, only the ordinary shares will be listed.

The issued ordinary shares of the Company will only trade on Trop-X as uncertificated shares. The dematerialized shares will be held by AfriDep Limited in registry form.

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 practicable date and that the document contains all information required by law and by the Listing Requirements of Trop-X.

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 truth of the contents of the documentation and, to the extent permitted by law will not be liable for any claim of whatever kind.

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Sponsor Advisor

PKF Capital

Date of issue: 22 May 2018

FORWARD-LOOKING STATEMENTS

No person is authorized to give any information or make any representations (whether oral or written) in connection with this Listing Particulars except such information as is contained in this Listing Particulars and in any annexures, hereto. Only information or representations contained herein may be relied upon as having been authorized.

Neither the issue nor the delivery of this Listing Particulars at any time shall imply that information contained herein is correct as of any time subsequent to the issue date. Readers of this Listing Particulars should not construe its contents, or any prior or subsequent communications from the Company or any of its agents, officers, or representatives, as legal or tax advice. Readers should consult their own advisers as to legal, tax and related matters concerning an investment in the company.

Neither the Directors nor their agents make any representation to any potential purchaser of securities regarding the legality of an investment therein by such investor under applicable legal investment regulation or similar laws.

Market data and industry information contained in the Listing Particulars are derived from various trade publications, industry sources and company estimates. Such sources and estimates are inherently imprecise. However, the Directors believe that such data and information are generally indicative of market position. The Directors of the Company are under no obligation to update this information and will in fact not update the information in this Listing Particulars beyond its issue date.

This Listing Particulars contains forward looking statements based on assumptions and reflects the Directors expectations, estimates and projections of future events as of the date of this Listing Particulars. Forward looking statements include without limitation, statements regarding the performance, prospects, opportunities, priorities, targets, goals, objectives, strategies, growth and outlook of the Company. Often, but not always, forward looking statements can be identified by the use of words such as “expects”, “anticipates”, “plans”, “believes”, “estimates”, “seeks”, “intends”, “targets”, “projects”, “forecasts”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward looking statements are based upon certain material factors and assumptions that were applied in drawing a conclusion or making a forecast or projection, including assumptions and analyses made by the Directors in the light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. Also, forward looking statements involve known and unknown risks, uncertainties and other factors that are beyond the Directors control and which may cause the actual results, performance or achievement to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such material factors and assumptions and risks and uncertainties include, among others, those which are incorporated into the Listing Particulars and qualify any and all forward-looking statements made in this Listing Particulars.

Although the Directors have attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be

other factors that cause actions, events and results to differ from those anticipated, estimated or intended. There can be no assurance that actual results will be consistent with these forward-looking statements.

Accordingly, readers should not place undue reliance on forward looking statements. The forwards looking statements herein relate only to events or information as at the date on which the statements are made and, except as specifically required by law, the Directors undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise.

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CORPORATE INFORMATION AND ADVISORS

Registered Address

Global Gateway 8,
Rue de La Perle,
Providence, Mahe,
Seychelles

Sponsor Advisor

PKF Capital
F19, First Floor, Eden Plaza,
Eden Island,
Seychelles

Business Address

F19, First Floor, Eden Plaza,
Eden Island,
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Company Secretary

AAA International Services Ltd
Global Gateway 8,
Rue de La Perle,
Providence, Mahe,
Seychelles

Auditors

PKF Chartered Accountants (Seychelles)
Limited
F19, First Floor, Eden Plaza,
Eden Island,
Seychelles

Website

<http://www.rltatwoodgroup.com>

PKF Capital is a division of PKF Capital Markets (Seychelles) Limited. PKF Capital Markets (Seychelles) Limited and PKF Chartered Accountants (Seychelles) Limited are legally independent members of the PKF global network of firms.

DIRECTORS

Shaun Anthony Quin (36) South African CEO

Christopher Bobby Cole (34) American CFO

Sebastian Benny Darmodihardjo (20) American COO

James Anthony Carter (45) British Independent Non-Executive Chairman

SALIENT FEATURES

The information set out in this salient features section of the Listing Particulars is an overview and is not intended to be comprehensive. In order to gain a comprehensive understanding of all necessary subject matter and information, this Listing Particulars should be read in its entirety.

The definitions and interpretations commencing on page 13 of this Listing Particulars apply, mutatis mutandis, to this section, unless specifically defined where used or the context indicates a contrary intention.

1. INTRODUCTION

RLT was established on 12 April 2018 in the Seychelles under the IBC Act, 2016 to invest in blockchain alternative investments.

2. OVERVIEW

The company has been registered in terms of the Act. The Company will be publicly listed on Trop-X Securities Exchange in June 2018, with proceeds from the Private Placement being invested in a variety of blockchain related assets.

3. PROSPECTS

The Company will focus its investment activities on 5 main areas: Crypto Currency Trading, Mining, Stacking, Initial Coin Offering (“ICO”) and Crypto Currency Lending. The Company has acquired existing assets in mining and stacking as well as pre-existing portfolios in Crypto Currency Trading and ICOs.

4. PURPOSE OF THE LISTING

The purpose of the listing is to:

- enhance the Company’s ability to access capital;
- enhance the market value of the Company;
- allow existing shareholders a platform to trade in their shares;
- enhance investor and general public awareness of the Company and its business;
- broaden the shareholder base of the Company by affording members of the investing public, clients and business associates of the Company the opportunity of investing in the Company whether in the primary or secondary market.

The Listing Committee of Trop-X has formally approved the listing of 11,111,110 Ordinary Shares in the share capital of the Company on 4 June 2018. The shares will trade on the Main Board of Trop-X under the abbreviated name “RLT” with the share code “RLT” and ISIN SC2767HDIH83.

5. SUMMARY OF THE PRIVATE PLACEMENT

A private placement to raise up to US\$5,000,000 but not less than USD 900,000 is being undertaken by way of an offer for subscription to members of the RLT Atwood Group Investor Club for Ordinary Shares in the Company at a subscription price of USD 1.00 per Ordinary Share.

Assuming that the private placement is fully subscribed the Company will raise a gross cash amount of USD 5,000,000 before expenses.

The capital raised will be utilized to acquire blockchain related assets based on the Company's investment policies.

Issuance of the Ordinary Shares in terms of the private placement is conditional upon the minimum subscription amount being received by not later than 48 hours prior to the Trop-X Listing.

6. ACTION REQUIRED

Applications for Ordinary Shares can only be made for dematerialized shares and must be submitted to PKF Capital.

If you are in any doubt as to what action to take, you should please consult your broker, attorney or other professional advisor immediately.

Applications for Ordinary Shares may only be made for a minimum of 25,000 Ordinary Shares. Shares of the company will only be capable of being traded on Trop-X in dematerialized form.

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 13 of this Listing Particulars apply, mutatis mutandis, to this section (unless specifically defined where used or the context indicates a contrary intention).

	2018
Last Practicable Date	10 May
Listing Particulars Date	11 May
Date of Approval of Listing	22 May
Listing Particulars Published	22 May
Trading of RLT on Trop-X	4 June

Notes:

1. The dates and times in this Listing Particulars are subject to change as may be agreed by the Company and approved by Trop-X.
2. Any changes will be announced through Trop-X and the company's website.
3. All times in this Listing Particulars are Seychelles local times unless otherwise stated.

DEFINITIONS

In this Listing Particulars and the annexures thereto, unless otherwise stated the following expressions shall have the meanings set out opposite them. Cognate expressions bear corresponding meanings, words denoting one gender shall import and include the others, natural persons shall import and include juristic persons and vice versa and the singular shall import and include the plural and vice versa, as follows:

“Act”	means the Seychelles International Business Company Act, 2016 as amended;
“Articles”	means the articles of incorporation of the Company, incorporated per the Act, of Republic of Seychelles;
“Board”	means the board of directors of RLT Atwood International Limited holding that office from time to time;
“Company”	means RLT Atwood International Limited;
“Directors”	means the members of the board of directors of RLT Atwood International Limited;
“FSA”	means the Financial Services Authority of the Seychelles;
“Listing”	means the admission of the issued shares of the Company to the list of securities of Trop-X;
“Listing Date”	means the date that RLT Atwood International Limited is admitted to the list of securities of Trop-X;
“Listing Particulars” or “this Document”	means this document approved by Trop-X on 22 May 2018;
“Listings Requirements”	means the Listings Requirements of Trop-X as amended from time to time by Trop-X;
“Ordinary Shares”	means the ordinary par value shares of the Company that will be listed;
“PKF”	means PKF Capital Markets (Seychelles) Limited (Registration number 8410175-1) F19, First Floor, Eden Plaza, Eden Island, Seychelles;
“RLTIC”	means RLT Atwood Group Investor Club.

“Seychelles” means the Republic of Seychelles;

“Shareholders” or “Members” means the holders of the Ordinary Shares of RLT Atwood International Limited;

“Trop-X” means Trop-X (Seychelles) Limited a company incorporated under the company law of Seychelles, and licensed to operate as a Securities Exchange in terms of the Securities Act 2007;

RLT Atwood International Limited
(Incorporated in the Republic of Seychelles on 12 April 2018)
(Company Number 203576)
Share code: RLT; ISIN: SC2767HDIH83
("RLT" or "the Company")

LISTING PARTICULARS

1. INTRODUCTION

1.1. Incorporation

RLT was registered on 12 April 2018 in the Seychelles in terms of the Act. The Company's registered office is situated at Global Gateway 8, Rue de La Perle, Providence, Mahe, Seychelle. RLT has 5 employees.

1.2. Nature of business

The objects for which the Company are established are to act as investment company of securities and investments and subject to specific limitations as set forth by the Seychelles International Business Companies Act 2016.

The nature of business and principal activities of the Company involves the issuing of listed dematerialised shares and investing the proceeds in an array of blockchain alternative investments.

1.3. Investment policy

1.3.1. The Company shall:

- (a) invest in a variety of blockchain related assets as detailed in section 4.2 of this Listing Particulars.
- (b) The company may invest up to 10% of its capital in non-Blockchain related assets for liquidity and risk mitigation purposes.

1.3.2. Save as otherwise set out in the Memorandum and Articles of Association, the Company has the powers and capacity of an individual except to the extent that a Juristic person is incapable of exercising any such power, or having such capacity.

1.3.3. The Company shall:

- (c) conduct business only in its own name or via a registered and licensed nominee company or where unavoidable in the name of a director acting as nominee to the Company;
- (d) always hold itself out as an entity which is separate from any other entity or group of entities and shall without delay correct any misunderstanding known to the Company regarding its separate identity;
- (e) maintain books and records separate from those of any other Person, maintain bank accounts separate from those of any other Person and shall not commingle its assets with the assets of any other Person;
- (f) comply with all applicable laws; and
- (g) not discharge any indebtedness except as in respect of those incurred by the Company;

1.3.4. The directors may not alter the investment policy without the consent of the shareholders by Special Resolution.

The Company is an investment company with an objective of investing in high yielding blockchain related assets in both the primary and secondary markets.

To achieve this objective, the Company invests in crypto currency trading, mining, stacking, ICOs, Crypto Currency Lending and any other blockchain related asset which are considered consistent with the Company's investment objectives.

Nothing shall preclude the Company from varying the ratio of blockchain related assets to achieve its investment objective to cater for a changing economic environment or market conditions.

1.4. History

The Company was incorporated in the Seychelles on 12 April 2018. The Company is acquiring all the assets of RLTIC and taking over the investment operations of RLTIC. RLTIC is an investment club operated by RLT Atwood Group and has been in existence for 18 months.

1.5. Purpose of the listing

The purpose of the listing is to:

- 1.5.1. enhance the Company's ability to access capital;
- 1.5.2. enhance the market value of the Company;
- 1.5.3. allow existing shareholders a platform to trade in their shares;
- 1.5.4. enhance investor and general public awareness of the Company and its business;
- 1.5.5. broaden the shareholder base of the Company by affording members of the investing public, clients and business associates of the Company the opportunity of investing in the Company whether in the primary or secondary market.

1.6. Financial History

The Company is newly incorporated and has no financial history however the company has acquired assets with pre-existing financial histories that have been accessed and agreed by the Companies Auditors.

1.7. Court, arbitral and administrative proceedings

The Company has no current, pending or threatened legal claims against it.

1.8. Regulations

The key laws and regulations that RLT should comply with are:

- 1.8.1. The Seychelles IBC Act 2016 as amended;
- 1.8.2. The Seychelles Securities Act 2007 as amended; and
- 1.8.3. Once listed the Company will also need to comply with the Trop-X Listing Requirements.

In Terms of the Seychelles Securities Act and the Trop-X listing requirements any shareholder holding more than 10% or 3% respectively must be disclosed.

Government regulation is not anticipated to have a material effect on the Company.

2. PROSPECTS AND INVESTMENTS

The Company will focus mainly in the following areas in Blockchain related asset investment:

2.1. Initial Coin Offerings

2.1.1. Market:

In 2016, investments in ICOs started out at \$95 million spread across 43 projects. Last year saw 210 ICO projects raise \$3.88 billion (all data provided by coinschedule.com), leading to a huge upsurge in interest for this new instrument for financing high-tech start-ups.

2.1.2. The risk:

Close to \$400 million USD raised from initial coin offerings have been stolen, new research from EY conducted in 2017 and published on their website has found. The embezzled funds constitute more than 10% of what had been collected for the projects covered by the study.

2.1.3. Why ICOs:

ICOs display several core beneficial characteristics that help explain their attractiveness for crypto start-ups and legacy businesses alike.

2.1.3.1. Exceptional liquidity and efficiency for capital formation while minimizing transaction cost. Global cryptocurrency exchanges provide significant continuous access to trading ICO tokens which allows for significant liquidity at the earliest possible time in the lifecycle of the underlying business.

2.1.3.2. Enables borderless online sales with much fewer points of friction. ICOs enable the promoters to bypass the typical legal, jurisdictional, and business hurdles by directly marketing to a worldwide pool of investors. These low barriers to entry for a diverse body of investors make ICOs a red-hot option for those involved (legacy businesses, start-ups and average investors).

2.1.3.3. Return on Investment and Multipliers: The market capitalization of all Cryptocurrency has risen from \$7 billion in January of 2016 to over \$130 billion as of September 2017. (Forbes)

RLTIC has a good track record and the right personnel to maximize investing in the ICO space and to generate global network connections with our investors and partners.

2.1.4. How we invest

2.1.4.1. Vetting system - Each ICO is vetted, weighted and must exceed our hurdle rate to invest of 90%.

2.1.4.2. RLTIC track record - 200-250% return.

2.1.4.2.1. Invested into 12 projects in 2017.

2.1.4.2.2. 8 projects currently under evaluation.

2.1.4.3. Our experienced team - Over 50 years of trading expertise in the bond/stock and crypto currency markets tapping into research specialists and data analytics.

2.1.4.4. RLT is globally positioned to assess ICOs and participate as they arise.

2.2. Crypto Currency Trading

2.2.1. Market:

Throughout 2016 and 2017, investing and trading within the cryptocurrency realm reaped astronomical rewards. The total market capitalization of blockchain based tokens experienced growth from a humble 7 billion USD mark to eventually touch a figure just north of 800 Billion USD. This tremendous opportunity for return put cryptocurrencies and blockchain technologies on the radar to not only traders and market speculators, but to the everyday retail investor.

2.2.2. The Risk:

According to Reuters, (<https://www.reuters.com/article/us-cyber-nicehash/hackers-steal-64-million-from-cryptocurrency-firm-nicehash-idUSKBN1E10AQ>) more than 15 Billion in USD has been stolen in token format over cryptocurrency's lifetime. A majority of these tokens are stolen from exchanges by hackers within the virtual sphere. Considering the nature operation, individuals and/or entities alike will carry inherent counterparty risks. RLT takes every measure possible to combat given default risk by: whitelisting IP addresses, whitelisting wallet addresses, and using 2FA (Two-Factor Authentication).

2.2.3. Proposition for Fiat Retainment and Gain:

The velocity and volatility vs. fiat denomination tokens provides an exceptional investment and trading opportunity. With traditional market speculation apparent, and with the fundamental growth of blockchain technology taking place daily, the token market provides opportunity not only within its exponential growth, but also with its subsequent antagonist. As a group, we will continue to be savant in market study and in practice for the following reasons -

- 2.2.3.1. Pure Opportunity: Over 100 tokens have seen price increases of 10,000% within a 2-year period, this creates an allowance to yield high rewards whilst observing universally safe trading procedure;
- 2.2.3.2. Available Liquidity: Within seconds, an entire portfolio weighted in cryptocurrency can be liquidated at little to no slippage back to native fiat units; and
- 2.2.3.3. Market Value Today: With participation occurring globally, along with new technologically ground-breaking developments, the true realization of value is yet to materialize.

2.2.4. How we invest

RLT employs a high-quality group of individuals to ensure retainment and growth on behalf of our investors and partners, facilitated by -

- 2.2.4.1. Our multi-party protocol: No one individual acts alone in absolute decision for deployment or repeal thereof;
- 2.2.4.2. Our multi-layered team: Every participant has experience from distinct original backgrounds that amount to over 50 years in expertise; and
- 2.2.4.3. Our multi-location operation: As a team we are able to reach every investment globally and use the exchanges and tools limited to those practicing in one location.

2.3. Mining

2.3.1. Preamble:

Mining has and will be the cornerstone of digital token and decentralized ledger technology. Contrary to investing strictly in the virtual space, mining provides a lucrative opportunity into blockchain assets with more tangible and a traditional approach. Digital currency mining involves earning block rewards and transaction fees. These rewards are given in return for hardware efforts to process transactions through digital ledger exploration systems. Blockchain technology's growing market capitalization coupled with the increasing difficulty levels to find new blocks will present significant growth opportunities to industry participants.

2.3.2. Market:

Among active mining operations, the large enterprise segment accounted for over 70% of the entire infrastructure in 2016. Large mining pools are expected to experience substantial growth due to their varied service offerings that enable enhanced hashing power. The digital currency mining market was valued at US\$ 610.91 million in 2016 and is projected to reach US\$ 38.38 billion by 2025, exhibiting a CAGR of 29.7% over the forecast period, according to Cryptocurrency Mining Market, by Mining Enterprises, (Large Miners, Small Miners), by Revenue Source (Block Rewards, Transaction Fees), By Mining Type (Self-mining, Cloud Mining, and Remote Hosting Services) (<https://www.coherentmarketinsights.com/press-release/global-cryptocurrency-mining-market-to-surpass-us-3838-billion-by-2025-493>).

2.3.3. The Difference:

Unlike most mainstream initiatives within the blockchain space, mining provides a hard cost basis based on projected and current market metrics, which significantly reduces risk. The basic need for hardware power to run current and future ecosystems create a wide scoped timeline to allow for RLT's initiatives to grow revenue at a more consistent pace. As a team, RLT will be able to facilitate the value proposition for this sector by:

- 2.3.3.1. **Establishing Operations in Prime Locations:** As most are forced to stay local and deal with the elements of their weather conditions and electricity costs, RLT has spread out globally to maintain our projected growth. We, as a team, have selected locations that will give us favourable natural weather conditions to mitigate monthly indoor environmental expenses. Coupled with this thesis, extensive vetting has been done to find locations that will reduce costs to one of mining's heavy costs: electricity.
- 2.3.3.2. **Curating Professionally Managed Environments:** Along with dedicated locations, RLT has obtained a professional team with extensive experience to manage our indoor environments where the hardware will be hosted. Along with this, RLT have dedicated teams that are able to change and deploy algorithms immediately on site. These teams are also equipped to deal with all hardware nuances that may unexpectedly arise, insuring the health and resiliency of RLT's hardware.
- 2.3.3.3. **In-House Market Analytics:** RLT's market analytics team will be able to measure risk/reward scenarios in conjunction with our mining sector to determine proper measures on a low and mid scope basis. With a team dedicated to recognizing macro trends and the pulse of general sentiment, it will give RLT an edge as market growth and subsequent events take place.

2.4. Staking

2.4.1. Market

In general, there are two methods of staking – 1. Server nodes, with daily dividends and 2. Solo staking, with daily dividends (similar to interest) for holding tokens. RLT focuses primarily on server nodes as they are notably more profitable.

Blockchain technology is built on a decentralized consensus model for verifying transactions, among other functions. Staking follows a far less resource intensive consensus model to that of cryptocurrency mining and its approach is rapidly gaining popularity. Referred to as Proof of Stake (“POS”) among other acronyms, and comprising of dedicated server nodes (masternodes), this is one of the newer methods for qualifying by means of staking and rewarding participants for verifying transactions in blockchain based cryptocurrencies.

Aligned with the significant growth and substantial market capitalization of cryptocurrencies, staking provides a passive means of accumulating cryptocurrency assets.

Typically, viable masternode cryptocurrency projects have very high market entry price points. This is beneficial for attracting serious stake holders, however, it makes it difficult for entry level traders and cryptocurrency enthusiasts to gain a foothold in this niche. Masternode uptake of some notable projects have grown upwards of 200% since December 2017 to date, further widening the gap and ultimately gaining access to these opportunities.

2.4.2. The Risk

The rate of uptake should increase asset value, however, for certain projects this reduces the return as daily dividends are spread equally among masternodes. There is a significant push from the community towards reducing transaction costs and that further reduces profitability. Some projects that adopted the POS model as early as 2014 are no longer viable because of their current entry price point and there is a risk that overall ROI may reduce to the point of merely covering infrastructure costs. On the flip-side, POS projects also need to be sustainable and that requires incentive for stakeholders. While there is much optimism, it is prudent to remain cautious and adapt rapidly as the landscape changes.

Considering the nature of operation, individuals and/or entities alike will carry inherent counterparty risks. RLT combats these given risks by: whitelisting IP addresses, whitelisting wallet addresses and using 2FA (Two-Factor Authentication). When it comes to publicly-facing infrastructure, RLT enforces strict security measures. Master server nodes are protected by DDoS (denial of service) and IPS (intrusion prevention system) firewalls, while servers are regularly patched with security updates.

2.4.3. How we invest

RLT invests in a diverse spread of a high to low return and short to long term staking options that lower the risk profile.

RLT assesses projects from value propositions in ICOs, to the educated review of particular project roadmaps. The pre-emptive analysis and monitoring of markets required for RLT's effective trading strategies provides an excellent snapshot into long term trends that are essential for managing staking risk profiles.

RLT possesses the technical skills in software architecture, hardware infrastructure and monitoring which when combined with our progressive orchestration strategies, and forward thinking, give RLT what we believe is a leading edge.

2.5. Lending

2.5.1. Why Lending?

Consumer and commercial lending has been around for centuries. From unsecured loans to secured loans, lending has been the cornerstone for banking profits. As it relates to lending opportunities on Digital Asset Exchange Platforms, the need to borrow, for purposes for Margin and Shorting coins will exponentially grow in the coming years. According to recent reports, margin debt, as of February 2018, exceeded \$650 billion in the traditional markets. That currently exceeds the total market cap of all digital currencies combined.

2.5.2. Centralized and Decentralized Lending

In recent years, stimulated by globalization, technological innovation and intensifying international competition, there has been a growing trend towards the increasing institutional and geographical concentration of financial systems and markets. At the same time, there has been mounting academic and policy interest in the financing problems faced by new and small companies, which are widely considered to suffer from a ‘funding gap’ which throws some theoretical and empirical light on the question of whether the spatial organization of the financial system impacts the flows of capital to small firms across regions. Is it the case that a heavily spatially-centralized financial system, like that in the UK, militates against the ready access to capital by new and small firms in peripheral regions, while a more decentralized financial system, like that in Germany, results in a more even regional distribution? This comparison lends some support to the view that capital markets do not function in a space-neutral way, and that a highly centralized system like that in the UK may well introduce spatial bias in the flows of capital to SMEs. It also shows, though, as the case of Germany illustrates, that the actual impact of the geographical organization of capital markets depends on, and is mitigated by, other institutional and regulatory conditions.

This suggests while a geographically decentralized financial system with sizable and well-embedded regional/ local clusters of institutions, networks, agents, and markets could be advantageous in numerous ways. The Digital Currency space opens several new ways in creating alternative lending platforms and opportunities.

2.5.3. Market:

2.5.3.1. Poloniex: Poloniex has a very simple platform. Where anyone can loan their coins. They allow for small short-term loans, on an average of 2 days terms. This platform allows individuals to loan out coins secured by the borrower’s wallet assets.

2.5.3.2. • Blockfi: Loans against BTC and Eth only. The loan terms are longer (6 to 12 months) At rates up to 15 percent. The collateral is only valued at a 35 percent loan to value. This is a more Profitable way of lending.

2.5.3.3. • Saltlending: Has by far the best lending platform in RLT’s opinion. Lending against blockchain assets. A borrower can collateralize their blockchain assets at a 100 percent value, at a APR. Of 12.5 to 15 percent up to a three term. The use a mark to market accounting method that benefits the lender and borrower over time.

2.5.4. Value:

At RLT, we believe that digital assets are the future and the benefits that they bring adds to the considerable progress in the development of its respective supporting services and infrastructure. Therefore, we should create a truly open lending platform that will connect borrowers and lenders in a way that is fair, transparent, and secure. Also, we have the means with the assets we are holding to earn interest by lending them to exchanges and people who want to borrow to facilitate and execute on their trading strategies.

We believe long term blockchain collateralized lending and the ability to seamlessly borrow will be the forefront of financial lending in the digital currency space.

2.6. Investment advisory committee

The function of the Investment Advisory Committee (IAC) is to provide an independent source of views on market developments. The IAC meets quarterly to broadly assess developments in and around the markets and evaluate their potential impact on capital allocation and strategy over the medium and the longer term. The IAC also challenges the team by asking questions, playing devil's advocate and suggesting areas that could be further developed to better serve the Company.

The IAC is composed of both internal and external members. External members are nominated to three-year terms. Currently, Daniel Carter, the external member has the chairmanship, Chris Cole and Sebastian Darmodihardjo make up the balance of members of the committee.

Daniel Carter bio: Daniel joined Goldman Sachs investment bank in London as a graduate in 1997. Starting out on the 'sell' side of the bank he moved across to the "buy" side where he joined the European Active Equity group as part of Goldman Sachs Asset Management. In 2003, Daniel left London for Cape Town, South Africa and formed a venture capital consulting business with colleagues. He went on to consult to international businesses looking to enter the South African and Sub-Saharan market across different sectors, although maintained a bias towards financial services throughout.

Since arriving in South Africa, he has been involved in the establishment and growth of a number of ventures as both stakeholder and investor spanning: securitisation, quantitative asset management, hedge fund, derivatives broking, trading technology and professional education. After starting his career in banking Daniel now specialises in business strategy, financial services and investment strategies.

3. MANAGEMENT

3.1. Directors

Unless and until the company has a general meeting to determine the number of directors, the number of directors shall not be less than three or more than seven.

The directors shall be entitled to such remuneration as may be decided by a Resolution of the shareholders from time to time. Such remuneration may be deemed to accrue from day to day at the discretion of the directors. The directors and any alternate directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from

meetings of the directors or any committee of the directors or general meetings of the Company and reasonably incurred by them in the conduct of the Company's business or in the discharge of their duties as directors.

The directors may in addition to such remuneration, grant special remuneration to any director who, being called upon, shall perform any special or extra services to or at the request of the Company.

The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no such qualification shall be required.

Subject to the provisions of the Act, a director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

Name	Position	Nationality	Qualification	Annual Remuneration
Shaun Quin	CEO	South African	Matric	USD 120,000
Chris Cole	CFO	American	Bachelors of Science in Business Finance	USD 120,000
Sebastian Darmodihardjo	COO	American		USD 120,000
James Carter	Independent Non-Exec Chairman	British	BA. Business Studies & Financial Services	USD 24,000

3.1.1. Shaun Quin

A true entrepreneur, Shaun Quin has been involved in many successful start-ups and turnarounds since early 1999. He has been involved in a diverse range of industries and businesses from Import and Export of Telecom's with contracts with MTN, Cell C and Vodacom to a National Microsoft Gold Learning Solutions Partner in IT Training where he was presented with the Microsoft World Wide Innovation Award in 2010 to Short Term Insurance & Financial Planning with Unify and Momentum, to an FMCG Business supplying major chains in South Africa and more recently launching two new start-ups, a Tech Based Broadband Advertising & Telecom's Company offering Internet Solutions across South Africa and a Listed International Alternate Investment Company based out of Seychelles with offices in Cape Town, SA and Atlanta, USA. All this happening in the background as he works side by side with his father in the food retail business SPAR serving the local community, charitable organizations and 3rd generation families that have supported their family business for the past 30 years. Along the way Shaun has been awarded many accolades for his achievements such as the Young Achievers Award in 2013 for KZN as well as KZN Store of the Year in 2015.

He is a “big ideas” man and believes that connecting the dots in this fast-paced world we live in is essential to any new business’ success. Business and success is about people and relationships and the success of these surviving the real world.

3.1.2. Chris Cole

Chris holds over a decade of experience in trading the financial markets. He is a leader in the retail trading industry having been published twice in Futures and Truth magazine and once in FUTURES magazine. Chris has taught and mentored over 50 students who are now full-time traders. He helps mentor and re-shape the value of entrepreneurship, by way of retail trading, among many through speaking engagements to include: Atlanta Public Schools, Flourish Media Conference, the Raw Onion, and the Money Show Convention in Las Vegas. Chris’ focused mind and authenticity of his energy and personality continues to allow him to motivate others and launch successful projects in the industry.

Chris recently launched Seven Cities Crypto Mining Partnership that allows individuals to invest in the growing industry of Crypto mining farms. His expertise brings traditional trading and investing to the growing space of crypto tech and finance. As the CEO of Rush Cole Capital, Chris has established a key utility for the everyday investor to streamline access to the crypto currency trading markets and mining industry.

Chris recently has been appointed advisor for a publicly traded company’s crypto currency subsidiary that also serves as a NASA transfer partner. Chris is spearheading the speculative division for crypto currency block chain technologies for both entities.

3.1.3. Sebastian Darmodihardjo

Sebastian began his career in real estate development, pioneering a creative department that supplemented collateral for fundraising efforts. During this time, he assisted in structuring deal flow data, and legal documents for SPD’s and private placements. In 2016, Sebastian began purchasing digital assets, which included Bitcoin, Ethereum, and Litecoin. Developing a proprietary operational system that measures various data and analytical mechanisms, he has helped people with the hedging and trading of digital assets. He is the founder and manager of the RLT Investment Club, and has accumulated a global following of blockchain enthusiasts who follow his commentary and analysis.

3.1.4. James Carter

James commenced his career at Credit Suisse First Boston, London in 1996. From here James moved on to trading, sales and ecommerce strategy roles in Global Markets divisions of Goldman Sachs and JPMorgan London. These roles immersed James in the early stages of Banking FinTech during the formative years of banking internet technology and web service distribution through to 2005.

James joined Macquarie Bank in 2005 as a Director where his newly created role led the sourcing and management of new global business opportunities and partnerships as part of the Global Treasury and Commodities divisions drive for greater and more diversified revenue generation.

A natural creator, business builder who is a highly motivated, passionate and strategically focused business professional, with over 18 years' experience in global financial technology, the last 8 at senior management level.

A specialist in new, and growth ventures and businesses with a proven record of creating, developing and delivering relevant and profitable businesses, James currently manages his own portfolio of property and investments, also providing FinTech Advisory to select clients.

3.2. Directors' addresses

Directors can be contacted through the Company at its registered address.

3.3. Directors' powers

The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles, required to be exercised by the Company in a general meeting subject, nevertheless, to these Articles, to the provisions of the Act and to such directions being not inconsistent with these Articles or the Act, as may be given by the Company pursuant to a general meeting but no direction given by the Company in a general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

The directors may from time to time and at any time, by instrument in writing signed by at least one of their number on behalf of them all, appoint any Company firm or person or body of persons, whether nominated directly or indirectly by the directors to be the general agent or agents of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit and any such instrument may contain such provisions for the protection and convenience of persons dealing with any such general agent as the directors may think fit and may also authorize any such general agent to delegate all or any of the powers, authorities and discretions vested in him.

A director who is in any way, whether directly or indirectly, interested, in a contract or proposed contract with the Company shall declare the nature of his interest in writing prior to the meeting where such contract is being considered and this declaration shall be circulated to all persons to which a notice of such meeting is required or in writing prior to the consideration and passing of any written resolutions in lieu of such a meeting prior to such proposed contract being executed and if any such contract is executed by another Person without such a meeting or resolution being required he shall notify the Board in writing as soon as practically possible after learning of the proposed contract or contract.

At Board meetings, a director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so, his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but subject to the provisions of the Act neither of these prohibitions shall apply to -

- 3.3.1. any arrangement for giving any director any security or indemnity in respect of money lent by him to, or obligations undertaken by him for the benefit of the Company; or
- 3.3.2. any arrangement for giving by the Company of any security to a third party in respect to a debt or obligation of the Company for which the director himself has assumed

responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

3.3.3. any contract by a director to subscribe for or underwrite shares or debentures of the Company; or

3.3.4. any contract or arrangement with any other Company in which he is interested only as an officer of the Company or as the holder of shares or other securities of it;

and these prohibitions may, subject to the provisions of the Act at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, by the Company by an Ordinary Resolution of the shareholders.

Subject to the provisions of the Act a director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine, and no direct or intending director shall be disqualified by his office from contracting with Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise and subject to the provisions of the Act no such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested shall be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement, be reason of such director holding that office or of the fiduciary relation thereby established.

Any director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for the professional service as if he were not a director -

Provided that nothing herein contained shall authorize a director or his firm to act as auditor to the Company.

All cheques, promissory notes, bill 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 the directors shall from time to time by resolution determine.

3.4. Current Directors' Shareholding in RLT

	Direct	Indirect	Beneficial	Non-beneficial
Shaun Quin	-	1,833,333	-	1,833,333
Chris Cole	1,222,222	-	1,222,222	-
Sebastian Darmodihardjo	-	916,666	916,666	-
James Carter	-	-	-	-

3.5. Rotation of Directors

At the annual general meeting every year one-fifth of the directors for the time being, or, if their number is not five or a multiple of five, then the number nearest one-fifth, shall retire from office.

The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring director shall be eligible for re-election.

3.6. 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:

- 3.6.1. 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);
- 3.6.2. 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;
- 3.6.3. 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
- 3.6.4. barred from entry into any profession or occupation.

In addition, the directors have:

- 3.6.5. acknowledged that they understand their duties in terms of the Listing Requirements;
- 3.6.6. undertaken to comply with the Listings Requirements and to discharge their duties in ensuring such compliance whilst directors; and
- 3.6.7. 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.

3.7. Contracts of Arrangements

No contracts of arrangement have been entered into by the Company

3.8. Family relationship

Daniel and James Carter are brothers. No other familial relationship exists within the Company.

3.9. Auditors

The company has appointed PKF Chartered Accountants (Seychelles) Limited as its auditors.

3.10. Employee participation

The Company does not currently operate an employee share scheme.

4. FINANCIAL INFORMATION

4.1. Financial Statements

The Company is newly registered and as such has never produced financial statements.

4.2. Acquired assets

As part of the capital raising the Company has acquired Mining assets, a portfolio of ICO Tokens and Crypto Currency Trading Accounts from the RLT Atwood Investor Club these assets have been acquired at a combination of either current value on the last practicable date or at replacement value. The purchase consideration has been settled by the issue of private placement shares at USD 1.00 each.

As part of the founder share allocations Shaun Quin and Chris Cole have transferred their assets in this space to the Company. Chris Cole has also ceded all current engagement contracts to RLT as he will now be in the full time employ of the Company and this work will now be for the account of the Company.

The Company's Auditor has verified the values of assets being acquired.

4.2.1. Undeployed Cash

RLT Investor Club has transferred USD 50,911.19 to RLT.

4.2.2. Mining Assets

Description	Value	Acquired from
12 GPU Rigs	USD 59,560	RLT Investor Club
50 ASIC Rigs	USD 89,750	RLT Investor Club
15 QFIBTC	USD 90,000	Shaun Quin
20 GPU Rigs	USD 96,000	Chris Cole
10 ASIC Rigs	USD 10,200	Chris Cole
	USD 345,510	

4.2.3. ICO Tokens

Description	Value	Acquired from
SocialMedia.Market	USD 732.57	RLT Investor Club
Adhive	USD 2,441.18	RLT Investor Club
Dock.io	USD 15.79	RLT Investor Club
VRT	USD 4,908.15	RLT Investor Club
Havven	USD 5,079.00	RLT Investor Club
Beluga Pay	USD 864.31	RLT Investor Club
Globitex	USD 1,608.26	RLT Investor Club
Knowledge	USD 1,294.44	RLT Investor Club
Serenity	USD 498.46	RLT Investor Club
Bankera	USD 701.85	RLT Investor Club
Friendz	USD 2,320.53	RLT Investor Club
Monietized Account	USD 833.61	RLT Investor Club
	USD 21,298.15	

4.2.4. Crypto Currency Accounts

Description	Value	Acquired from
Altcoin Trader	USD 10,016.76	Shaun Quin
BitCoin Wallet	USD 5331.97	Shaun Quin
Binance	USD 15.86	RLT Investor Club
bitfinex	USD 19,316.97	RLT Investor Club
BitMEX	USD 11,011.66	RLT Investor Club
BITTREX	USD 6.73	RLT Investor Club
Cryptopia	USD 3,173.39	RLT Investor Club
Gdax	USD 15,722.10	RLT Investor Club
kraken	USD 5,386.20	RLT Investor Club
Karen 2	USD 4,313.65	RLT Investor Club
	USD 74,295.30	

4.2.5. Current Advisory Engagements

- EBR ICO
- YAYO ICO
- BIIRD ICO
- JMAC

4.3. Forecast

The below forecast has been prepared in USD. The Company's Auditor has not expressed an opinion on the forecast. The Sponsor has reviewed the forecast however investors are referred to the disclosure on forward looking statements on pages 3 and 4 of this document.

STATEMENT OF COMPREHENSIVE INCOME

	Year 1	Year 2	Year 3	Year 4	Year 5
Revenue	2,844,838	5,560,018	6,752,004	8,260,986	10,170,613
Cost of Sales	489,574	894,725	989,719	1,109,974	1,262,159
Gross Profit	2,355,264	4,665,293	5,762,286	7,151,012	8,908,454
Other Income	180,000	595,000	600,000	600,000	600,000
Operating Expenses	667,400	1,003,800	1,003,800	1,003,800	1,003,800
Net Profit	1,867,864	4,256,493	5,358,486	6,747,212	8,504,654

STATEMENT OF FINANCIAL POSITION

	Year 1	Year 2	Year 3	Year 4	Year 5
Assets					
Investments	7,736,238	9,709,208	12,223,803	15,406,038	19,433,176
Cash and Cash Equivalents	549,861	641,137	741,785	869,156	1,030,345
Total Assets	8,286,099	10,350,345	12,965,588	16,275,194	20,463,521
Equity and Liabilities					
Equity					
Share Capital	7,418,200	7,418,200	7,418,200	7,418,200	7,418,200
Retained Earnings	867,899	2,932,145	5,547,388	8,856,994	13,045,321
Liabilities	-	-	-	-	-
Total Equity and Liabilities	8,286,099	10,350,345	12,965,588	16,275,194	20,463,521

STATEMENT OF CHANGES IN EQUITY

	Equity	Retained Earnings	Total
Beginning of year 1	-	-	-
Capital raised	7,418,200	-	7,418,200
Net Profit	-	1,867,864	1,867,864
Dividend	-	(999,965)	(999,965)
End of Year 1	7,418,200	867,899	8,286,099
Net Profit	-	4,256,493	4,256,493
Dividend	-	(2,192,247)	(2,192,247)
End of Year 2	7,418,200	2,932,145	10,350,345
Net Profit	-	5,358,486	5,358,486
Dividend	-	(2,743,243)	(2,743,243)
End of Year 3	7,418,200	5,547,388	12,965,588
Net Profit	-	6,747,212	6,747,212
Dividend	-	(3,437,606)	(3,437,606)
End of Year 4	7,418,200	8,856,994	16,275,194
Net Profit	-	8,504,654	8,504,654
Dividend	-	(4,316,327)	(4,316,327)
End of Year 5	7,418,200	13,045,321	20,463,521

4.4. Assumptions

- 4.4.1. Certain assumptions used are proprietary to the Company.
- 4.4.2. The projections assume that the offer will be fully subscribed at close.
- 4.4.3. Revenue is projected based on the conservatively adjusted experience of RLITC.
- 4.4.4. Expenses include all anticipated expenses and where the quantum of those expenses are unknown estimates have been used.
- 4.4.5. Mining and staking assets are priced at current market prices throughout.
- 4.4.6. Dividends are assumed at 50% of distributable income however dividends are at the discretion of the directors.
- 4.4.7. It is assumed that available capital will be deployed.
- 4.4.8. Initial asset mix and use of proceeds:

Trading	10%
Staking - Core Position	20%
Mining	40%
Lending - Core Position	10%
ICO	10%
Non-Blockchain	10%
	100.00%

4.5. Working capital

The working capital of the Company is sufficient to meet its requirements for the foreseeable future.

4.6. Dividend policy

Dividends on Ordinary Listed Shares are at the discretion of the directors. No interest shall be payable on outstanding dividends payments.

4.7. Tax on Dividend Payments

The Company's ordinary dividends will not be subject to dividends Tax per the Act, the shareholders may be liable for taxation in their respective tax jurisdictions and should discuss this with their accountant or tax advisor.

4.8. Intellectual property

The Company does not rely on any registered intellectual property.

5. PRIVATE PLACEMENT

A private placement to raise USD 5,000,000 but not less than USD 900,000 is being undertaken by way of an offer for subscription to members of the RLT Atwood Group Investor Club for Ordinary Shares in the Company at a subscription price of USD 1.00 per Ordinary Share.

Assuming that the private placement is fully subscribed the Company will raise a gross cash amount of USD 5,000,000 before expenses.

The minimum investment will be USD 25,000 or 25,000 Ordinary Shares.

The directors may choose to close the offer early after meeting the minimum level above, in which case any unsold shares will be issued into treasury and sold in the secondary market for the benefit of the Company.

Investments will be made via the PKF Capital trust account.

6. RISK FACTORS

6.1. Capital risk management

The Company's capital is managed with the objective of safeguarding the company's ability to continue operating as a going concern, providing equitable returns and benefits to Shareholders and other stakeholders and sustaining an optimal capital structure.

6.2. Liquidity risk

Liquidity risk arises when the company, despite being solvent, cannot maintain or generate sufficient cash resources to meet its payment obligations as they fall due, or can only do so at materially disadvantageous terms.

The Company manages liquidity risk through an ongoing review of its future commitments and corresponding assets.

6.3. Credit risk

Credit risk comprises counterparty, settlement and concentration risk.

Counterparty risk is the risk of loss to the Company as a result of failure by a counterparty to meet its financial and/or contractual obligations. This risk type has two components:

- 6.3.1. primary credit risk, which is the exposure at default (EAD) arising from holding debt instruments with a counterparty;
- 6.3.2. pre-settlement credit risk, which is the EAD arising from unsettled forward and derivative transactions. This risk arises from the default of the counterparty to the transaction and is measured as the cost of replacing the transaction at current market rates.

6.4. Settlement risk

Settlement risk is the risk of loss to the company from settling a transaction where value is exchanged, but where it fails to receive all or part of the counter value.

6.5. Concentration risk

Concentration risk is the risk of loss to the Company as a result of excessive build-up of exposure to, among others, a single counterparty or counterparty segment, an industry, a market, a product, a financial instrument or type of security, or a maturity. This concentration typically exists where a number of counterparties are engaged in similar activities and have similar characteristics, which could result in their ability to meet contractual obligations being similarly affected by changes in economic or other conditions.

The Company has a comprehensive exposure framework to diversify and minimise concentration risk.

6.6. Price risk

Price risk is the risk of a change in the actual or effective market value or earnings of a portfolio of investments caused by adverse movements in interest rates, credit spreads, liquidity premiums or market sentiment.

6.7. Market Risk

Market risk is the possibility for an investor to experience losses due to factors that affect the overall performance of the markets in which he is involved. Market risk, also called "systematic risk," cannot be eliminated through diversification.

6.8. Operational risk

Operational risk is the risk of a loss arising from inadequate or failed internal processes, people and systems or external events.

6.9. Business risk

Business risk relates to the potential reduction in revenue due to strategic and/or reputational reasons. The Company's ability to generate revenue may be impacted by, amongst others, the external macroeconomic environment, its chosen strategy, changes in legislation and its reputation in the markets in which it operates.

The company has an active strategy of monitoring changes in the external environment, analysing the potential impact and adjusting the company strategy to optimise its sustainable profits.

6.10. General risks of owning shares

- 6.10.1. Volatility risk – Sudden rises and falls in the price of a share, some companies have a higher risk of this than others. Changes in a company's profitability or in the economy as a whole can cause share prices to rise and fall. Shareholder will however only be impacted if they sell their shares at a time when the market price has fallen.

6.10.2. Returns are not guaranteed – While stocks have historically performed well over the long term, there's no guarantee you'll make money on a stock at any given point in time.

7. INFORMATION ABOUT THE SECURITIES

7.1. Share Capital

7.1.1. Ordinary Shares	
Authorized:	USD
- 100,000,000 Ordinary Shares with a par value of USD 0.00001 each	1000
Issued prior to the private placement:	
- 6,111,110 Ordinary Shares with a par value of USD 0.00001 each	61
- Share Premium	711,488
Issued after the private placement	
- 11,111,110 Ordinary Shares with a par value of USD 0.00001 each	111
- Share Premium	5,711,438
7.1.2. Preference Shares	
Authorized:	
- 10,000 6% Class A Redeemable Preference Share with a par value of USD 10,000 each	
- 10,000 8% Class B Redeemable Preference Share with a par value of USD 10,000 each	
To be issued by the end of May	
- 200 6% Class A Redeemable Preference Share with a par value of USD 10,000 each	2,000,000
- Class A Preference Shares are redeemable after 36 months from issue.	
- 10 8% Class B Redeemable Preference Shares with a par value of USD 10,000 each	100,000
- Class B Preference Shares are redeemable after 24 months from issue	
- All Preference Shares pay interest quarterly in arrears	

Specific rights attached to each class of share can be found in the Articles and Memorandum of incorporation in the annexures to this document.

No shareholders have any pre-emptive rights over other shareholders.

7.2. Ordinary Shareholders

	Number of Shares	Percentage pre- placement	Percentage post placement
RLT Atwood Group	1,833,333	30%	16.5%
Solid Oak Insurance PCC Limited	1,833,333	30%	16.5%
DMA Investment Holdings Limited	1,222,222	20%	11%
Chris Cole	1,222,222	20%	11%
Private Placement	5,000,000	-	45%
Total	11,111,110	100%	100%

The ultimate beneficial owners of DMA Investment Holdings Limited are the same as the ultimate beneficial owners of PKF Capital, the Company's Listing Sponsor.

7.3. Lock-in

100% lock up for 90 days following the listing for founding shareholders of the issuer who, immediately prior to the placement, were in possession of more than 3% of the issuer's outstanding share capital, and a lock up of 50% of the shares for 270-days (9 months) after the initial 90-day period.

7.4. Preference Shares

The Company will issue 210 Preference Shares at a par value of USD 10,000 each and a total par value of USD 2,100,000. This capital is specifically to be used to fund the acquisition of mining assets. The preference shares are non-voting unless the dividends on these shares remains outstanding for a period of 6 months or longer and retain voting rights until the dividends are settled. Votes are calculated with reference to par value.

7.5. Voting of members

Subject to any restrictions for the time being attached to any shares by the Memorandum, on a show of hands every shareholder present in person or by proxy or attending a meeting held over an electronic medium shall have one vote and on a poll, he shall have the number of votes to which he is entitled in accordance to the voting rights ascribed to the class of shares.

In the case of joint holders of shares which are registered in the Share Register the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder; and for this purpose of seniority shall be determined by the order in which the names stand in the Share Register.

A shareholder who is a minor or who has been interdicted may vote whether on a show of hands or on a poll, by his tutor or if he has no tutor, by some person appointed for the purpose by the court, and such tutor or other person may vote by proxy.

No votes shall be cast in respect of shares acquired by or transferred to the Company unless they have been re-issued.

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or agent of the corporation who is duly authorised.

Either the instrument appointing a proxy and the instrument containing the authority under which it is signed (if any) or a notarial certified copy or both of those instruments shall be deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding the previous death or interdiction of the shareholder, or the revocation of the proxy or the authority under which the proxy is given, or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, interdiction, revocation or transfer as aforesaid has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

7.6. General meetings

The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next;

Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by at least a simple majority of the shareholders. If at any time there are not within the Seychelles sufficient Directors capable of acting to form a quorum, any Director or any two shareholders of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

Meetings may be held in person or electronically pursuant to instructions provided in the notice of the meeting.

7.7. Notice of general meetings

An annual general meeting and an extraordinary general meeting called for the purpose of passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and the exact wording of every resolution to be proposed at the meeting except a procedural resolution and a resolution in respect of ordinary business at an annual general meeting. Notice of a meeting shall be given to such persons as are by section 59 of the Act entitled to receive such notices from the Company, in the manner prescribed by that section-

Provided that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than specified in this Article, be deemed to have been duly called if it is so agreed-

- 7.5.1. in the case of a meeting called as the annual general meeting, by all the shareholders having a right to attend and vote thereat; and
- 7.5.2. in the case of any other meeting by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

Ordinary business at the annual general meeting shall consist of the declaration of dividend and the approval or rejection of the annual accounts and the directors and auditors' reports.

The accidental omission to give notice to a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

No business shall be transacted at any general meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business. A quorum is present when a simple majority of the nominal value of the issued shares entitled to vote on the matters at hand proposed for the meeting is represented in person or by proxy.

If within half an hour from the time appointed for the meeting a quorum is not present and the meeting is convened upon a requisition of shareholders, it shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the shareholders present or their proxy or proxies shall be a quorum.

The chairman of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.

If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the shareholders present shall choose one of their numbers to be chairman of the meeting.

The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the 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 adjournment took place. When a meeting is adjourned for eight days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

At any general meeting a resolution put to vote at the meeting shall, subject to the provision of the Act be decided on a show of hands or via electronic confirmation in the case of a meeting held over an electronic medium unless a poll is (before or on the declaration of the result of the show of hands) demanded-

- 7.5.3. by the chairman; or
- 7.5.4. by at least two shareholders present in person or by proxy; or

7.5.5. by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall, subject to the provisions of the Act be conclusive evidence of the fact without proof of the manner or proportion of the votes recorded in favour of or against such resolutions.

7.6. Withdrawal of demand for poll

Except as provided for in Article 42, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

7.7. Own equity securities

The Company may acquire its own securities. As at the date of this document the company does not own any of its own securities whether directly or via a nominee or subsidiary.

7.8. Cross-shareholdings

Cross holding is a situation in which a publicly-traded corporation owns stock in another publicly-traded company. So, technically, listed corporation's own securities issued by other listed corporations. Cross holding can lead to double counting, whereby the equity of each company is counted twice when determining value. The Company has no cross-shareholding.

7.9. Borrowing powers

There is no limit on the borrowing powers of the Directors.

7.10. Trading and transferability

The Ordinary Shares are freely transferable and will trade in uncertificated form.

7.11. Information policy

Information relating to the Company as required by the Trop-X Listing Requirements will be available on its website at www.rltatwoodgroup.com.

The company will publish copies of the last 3 (three) year's annual reports and audited annual financial statements and any interim financial statements since the latest annual report and a calendar of future significant events that details all the information and meetings that may affect the rights of its shareholders on its website.

Announcements and notices will also be published on the website of Trop-X at www.trop-x.com.

7.12. Legal foundation

Trop-X has approved the listing of the Company's shares on 22 May 2018.

8. COSTS

The costs to be incurred in the Listing, private placement and during the coming financial year are estimated to be approximately USD 139,750 and include the following:

Description	USD
Annual Listing fee -Trop -X inclusive of initial listing admin fee-Trop -X	9,250
AfriDep	2,500
Sponsor Advisor	122,000
Company Secretary	6,000
Total	139,750

Please note that each year there will be fees that must be paid to the Stock Exchange, the Sponsor Advisor and Company Secretary.

9. MATERIAL CONTRACTS

The Company does not have any material agreements in place.

10. INFORMATION ABOUT THE LISTING


The Listing Committee of Trop-X has formally approved the listing of 11,111,110 Ordinary Shares in the share capital of the Company being all the ordinary Shares of the company in issue. The shares will trade on the Main Board of Trop-X under the abbreviated name "RLT" with the share code "RLT" and ISIN SC2767HDIH83.

The Company will list at 10:00 on 4 June 2018.

11. RESPONSIBILITY FOR THE LISTING PARTICULARS

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 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 document contains all information required by law and the Listings Requirements.

Signed by Shaun Quin for and on behalf of all the directors of the Company, being duly authorized to do so.

Shaun Quin 	Date 22 May 2018
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Annexure 1 – COMPLIANCE WITH MCGC

	Principle		
1	The Role of the Board		
1.1	Every company should be headed by an effective board of directors which is collectively responsible for the long-term success of the company.	✓	
1.2	There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision.	✓	
1.3	The Chairman is responsible for leadership of the board and ensuring its effectiveness on all aspects of its role.	✓	
1.4	As part of their role as members of a unitary board, non-executive directors should constructively challenge and help develop proposals on strategy.	✓	
2	Effectiveness		
2.1	The board and its committees should have the appropriate balance of skills, experience, independence and knowledge of the company to enable them to discharge their respective duties and responsibilities effectively.	✓	
2.2	There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board.	✓	
2.3	All directors should be able to allocate sufficient time to the company to discharge their responsibilities effectively.	✓	
2.4	All directors should receive induction on joining the board and should regularly update and refresh their skills and knowledge.	✓	

2.5	The board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties.	✓	
2.6	The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	✓	
2.7	All directors should be submitted for re-election at regular intervals, subject to continued satisfactory performance.	✓	
3	Accountability		
3.1	The board should present a fair, balanced and understandable assessment of the company's position and prospects.	✓	
3.2	The board is responsible for determining the nature and extent of the significant risks it is willing to take in achieving its strategic objectives. The board should maintain sound risk management and internal control systems.	✓	
3.3	The board should establish formal and transparent arrangements for considering how they should apply the corporate reporting and risk management and internal control principles and for maintaining an appropriate relationship with the company's auditors.	✓	
4	Remuneration		
4.1	Levels of remuneration should be sufficient to attract, retain and motivate directors of the quality required to run the company successfully, but a company should avoid paying more than is necessary for this purpose. A significant proportion of executive directors' remuneration should be structured so as to link rewards to corporate and individual performance.	✓	
4.2	There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director	✓	

	should be involved in deciding his or her own remuneration.		
5	Relations with shareholders		
5.1	There should be a dialogue with shareholders based on the mutual understanding of objectives. The board as a whole has responsibility for ensuring that a satisfactory dialogue with shareholders takes place.	✓	
5.2	The board should use the AGM to communicate with investors and to encourage their participation.	✓	

Annexure 2 – DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection and can be viewed at the company's registered office, the Exchange or at the offices of the Company's Sponsor Advisor.

1. Memorandum of Associations;
2. Articles of Association;
3. The Shareholders resolution approving the listing;
4. The Directors resolution approving the listing; and
5. Copies of all director's responsibility statements;

INTERNATIONAL BUSINESS COMPANIES ACT, 2016
SEYCHELLES

**MEMORANDUM
& ARTICLES OF ASSOCIATION
OF**

RLT Atwood International Limited

IBC Registration No: 203576

Incorporated on the: 12th April, 2018

Date of Amendment:

08th May 2018

Registered Agent and Address

AAA INTERNATIONAL SERVICES LTD.
Global Gateway 8
Rue de la Perle
Providence
Mahé
Seychelles

REPUBLIC OF SEYCHELLES

MEMORANDUM OF ASSOCIATION

Of

RLT Atwood International Limited

('the Company')

1. Definitions and interpretation

1.1. In this Memorandum of Association unless the context requires otherwise, the terms listed below shall have meanings assigned to them:

'accounting standard' means the International Financial Reporting Standard adopted by the international Accounting Standard Board;

'Board' means the board of directors of the Company;

'Board Resolution' means a resolution approved by at least a simple majority of the directors at a duly constituted meeting of the Board or a written resolution signed by at least a simple majority of the directors pursuant to the circulation of a resolution recommended by any Director and circulated to all the directors in lieu of a meeting;

'Director' means a duly appointed director of the Company;

'Ordinary Resolution' means a resolution approved by a simple majority of the nominal value of the shares represented at a duly constituted meeting of the shareholders entitled to vote on a particular matter or a written resolution signed by the shareholders representing at least a simple majority of the nominal value of the shares entitled to vote on a particular matter pursuant to the circulation of a resolution recommended by any shareholder and circulated to all shareholders entitled to vote on a particular matter in lieu of a meeting;

'Person' means any natural person or legal entity;

'Seal' means the seal which has been duly adopted as the common seal of the Company;

‘Share’ means a share issued by the Company;

‘Shareholders Resolution’ means an Ordinary Resolution or Special Resolution;

‘Special Resolution’ means a resolution approved by at least seventy five percent (75%) of the nominal value of the shares represented at a duly constituted meeting of the shareholders entitled to vote on a particular matter or a written resolution signed by the shareholders representing at least seventy five percent (75%) of the nominal value of the shares entitled to vote on a particular matter pursuant to the circulation of a resolution recommended by any shareholder and circulated to all shareholders entitled to vote on a particular matter in lieu of a meeting;

‘the Act’ means the International Business Companies Act, 2016 as amended;

‘the Articles’ means this Articles of Association of the Company;

‘the Memorandum’ means this Memorandum of Association of the Company;

‘Written’ includes information made, sent or stored by electronic digital or other means, including electronic mail, telegram, telex or fax, and ‘in writing’ shall be construed accordingly.

1.2. In this Memorandum unless the context otherwise requires:

- a) words in the singular shall include the plural and vice versa;
- b) words denoting any one gender shall include all genders:
- c) references to legislative enactments shall include re-enactments. amendments and extensions thereof;
- d) unless the context otherwise requires, words or expressions shall bear the same meaning as the Act and any modification thereof in force at the date at which this Memorandum becomes binding on the Company.

1.3. Headings are inserted for convenience only and shall be used in interpreting this Memorandum.

2. Particulars of the Company

2.1. The name of the Company is **RLT Atwood International Limited**

2.2. The Company is a limited liability company limited by shares.

2.3. The Company's registered office is situated at **Global Gateway 8, Rue de La Perle, Providence, Seychelles** or such other place within Seychelles as may be determined by a Board Resolution from time to time and its registered agent is **AAA International Services Ltd, of Global Gateway 8, Rue de La Perle, Providence, Seychelles** or such other Person as may be determined by a Board Resolution, from time to time.

3. Objects and powers

The objects for which the Company are established are to engage in any act or activity that is not prohibited under any law for the time being in force in Seychelles, except that the company shall not carry on any banking, insurance, reinsurance or trust business and subject to specific limitations as set forth by the Seychelles International Business Companies Act 2016.

4. Restrictions

4.1. Pursuant to section 5(1) of the Act, the Company is prohibited from:

- a) carrying on business in Seychelles;
- b) leasing or owning an interest in immovable property situated in Seychelles. other than a leasing for premises stated in section 5(2)(e) of the Act;
- c) carrying on banking business as defined in the Financial Institutions Act 2004;
- d) carrying on international trustee services, international corporate services or foundation services as defined in the International Corporate Services Providers Act 2003;
- e) carrying on business as an insurance company or reinsurance company.

4.2. The term 'carrying on business in Seychelles' does not include:

- a) making or maintaining deposits with a person carrying on business within Seychelles;
- b) making or maintaining professional contact with counsel and attorneys, accountants, bookkeepers, trust companies. investment advisers or other similar persons carrying on business within Seychelles;

- c) preparing or maintaining books and records within Seychelles;
- d) holding meetings of directors or Shareholders in Seychelles;
- e) holding a lease of immovable property for use as an office from which to communicate with Shareholders or for preparing or maintaining books and records of the Company;
- f) holding shares, debt obligations or other securities in a company incorporated under the Act or under the Companies Act 1972;
- g) holding bonds, treasury bills or other securities issued by the Government of Seychelles or the Central Bank of Seychelles;
- h) owning or managing a vessel registered in Seychelles under the Merchant Shipping Act or an aircraft so registered under the Civil Aviation Act, 1949 (Overseas Territories) Order 1969.

5. Share Capital

5.1 The shares shall be issued in United States Dollars (USD).

5.2 The authorized capital of the company is USD 1000 (One Thousand United States Dollars).

- a) The share capital of the Company shall initially be comprised of One Thousand (1000) Ordinary Shares having a nominal capital of US\$ 0.000 01 each, and
- b) 10,000 Class A 6% Redeemable Preference Share with a par value of USD 10,000 each. Redeemable 36 months from issue and paying dividends every quarter
- c) 10,000 Class B 6% Redeemable Preference Share with a par value of USD 10,000 each. Redeemable 24 months from issue and paying dividends every quarter.

5.3 The shares in the company shall be issued in United States Dollars, as registered shares only, and with the following rights and obligations:

- a) 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 Investments of the Company to receive distributions from the Company as well as final distributions arising from the liquidation or winding up of the Company.
- b) preference shareholders will not be entitled to vote unless their dividends are more than 6 months in arrears.

5.4 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.

6. Registered Shares Only

The Company may only issue registered shares in the Company. The Company is prohibited from issuing bearer shares; converting registered shares to bearer shares; and exchanging registered shares for bearer shares.

7. Amendment and alteration

The Company may, by Shareholders Resolution, amend or change any or all the provisions of the Memorandum or the Articles

8. Limited liability

The liability of Shareholders of the Company is limited.

We, the undersigned subscribers are desirous of being formed into an International Business Company to be governed by this Memorandum of Association.

REPUBLIC OF SEYCHELLES

THE INTERNATIONAL BUSINESS COMPANIES ACT, 2016

ARTICLES OF ASSOCIATION

OF

RLT Atwood International Limited

2. In these Articles:

‘Investments’ means Investments of any kind acquired by the Company in accordance with its Investment Policy and the Listing Particulars;

‘Listing Particulars’ means the information and documentation required to be submitted by an issuer of securities as a condition of listing on Trop-X in accordance with its Listing Rule;

‘Listing Rules’ means the document containing the rules and requirements for listing and maintaining a listing of securities;

‘Memorandum’ means the Memorandum of Association of the Company;

‘Settlement System’ means a securities settlement system that provides for the electronic settlement of transactions in securities;

‘Share Register’ means the register of shareholders maintained by the Company;

‘Shareholder’ means a holder of Ordinary Shares as the context requires;

‘Share Registrar’ is the Company Secretary or such other third party as the Company may contract for provision of services relating to maintenance of the Share Register from time to time;

‘Subscription Price’ means the price paid per Share by an investor for the subscription of shares;

“Trop-X” means Trop-X (Seychelles) Limited, the Seychelles Securities Exchange.

Unless the context otherwise requires, other words or expressions not defined above shall bear the same meaning as in the Memorandum or the Act and any modification thereof in force, at the date at which these Articles become binding on the Company.

SHARE AND LOAN CAPITAL

3. Except as required by law, no person shall be recognized by the Company as holding any Share or debenture as a nominee for otherwise on behalf of, any other person, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any usufruct, contingent, future or partial interest in any shares or debentures, or any interest in any fractional part of a Share or debenture, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any Share or debenture except an absolute right to the entirety thereof in the registered holder.
4. All Shares shall be issued in registered uncertificated form and the Share Register will be conclusive evidence of ownership.
5. Where two or more persons are registered as the holders of any Share or shares they shall be deemed to hold the same for themselves the survivors or survivor of them and the heirs at law of the survivor of them, subject to the provisions following -
 - (a) the Company shall not be bound to register more than four persons as the joint holders of any Share or shares:
 - (b) the joint holders of any Share shall be liable, severally, as well as jointly, in respect of all payments which ought to be made in respect of such Share;
 - (c) any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders on or in respect of such Share or shares;
 - (d) for the purpose of the provisions of this Article the first-named shall be determined by the order in which the names of the joint holders stand in the Share Register.
6. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with a purchase or subscription made or to be made by any person of or for any shares or debentures of the Company, or of any company which belongs to the same group of companies as the Company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or debentures or those of any which belong to the same group of companies as the Company,

Provided that nothing in these Articles shall be taken to prohibit, where the lending of money is part of the ordinary business of the Company, the lending of money by the Company without any obligation or condition being imposed on the borrower that he shall expend the whole or any part of the money lent in subscribing for or purchasing shares or debentures of the Company, or of such other Company as aforesaid.

ISSUE OF SHARES

7. The Company may issue Shares at the Subscription Price determined by the directors, subject to the provisions of these Articles, on receipt by the Company or its authorized agent -
 - (a) an application in writing (unless the directors shall otherwise agree) in such form as the directors may from time to time determine; and
 - (b) such information and declarations as the directors may from time to time require.
8. The allotment of shares shall be conditional on the said application (and such information and declarations as the directors may from time to time require) having been received within such period of time as may be specified for the shares in question.
9. Payment for Shares shall be made at such time and in such manner as the directors may from time to time resolve either generally or in any specific case.
10. The price per Share at which Shares shall be offered and the period during which the offer of the initial issue shall remain open shall be determined by the directors.
11. The Company's unissued Shares shall be at the disposal of the directors, subject to any restrictions pursuant to the Listing Rules, and the directors may offer, allot, grant options over, or otherwise dispose of any shares to such persons, for such consideration, on such terms and conditions and at such times as the directors determine.
12. The directors shall have power (but shall not be under any duty) to impose such restrictions as they may think necessary for the purpose of ensuring that no shares in the Company are acquired or held by or transferred to any person in breach of the law or requirements of any country or governmental or regulatory authority or in circumstances which in the opinion of the directors might result in the Company incurring any liability to taxation or suffering any other pecuniary or other disadvantage which the Company might not otherwise have incurred or suffered or which may cause the Company to be classified as an 'investment company' under the United States Investment Company Act of 1940.

PAYMENT OF ISSUE PRICE

13. The directors may if they think fit receive from any person willing to advance the same, all or any part of the monies not yet due upon any shares or debentures held by him and upon all or any of the moneys so advanced may (until the same would but for such advance, become payable) pay interest at such rate (unless the Company in general meeting shall otherwise direct) as may be agreed upon between the directors and the person such sum in advance.

TRANSFERS OF SHARES

14. The directors may implement such arrangements as they may think fit in order for Shares to be admitted for settlement by means of a Settlement System approved by Trop-X. If the directors implement any such arrangement, no provision of these Articles shall apply or have effect to the extent that it is in any respect inconsistent with:
 - a) the holding of the Shares in uncertificated form; or
 - b) The transfer of title to the Shares by means of the Settlement System.
15. Where Shares are for the time being admitted for settlement by means of a Settlement System such shares must be issued in uncertificated form in accordance with and subject as provided in the rules of the Settlement System.
16. Title to such of the shares as are recorded on the Share Register of the Company as being held in uncertificated form may be transferred only by means of the Settlement System in accordance with its rules and procedures.

TRANSMISSION OF SHARES AND DEBENTURES

17. In case of the death of a shareholder or debenture holder the survivor or survivors where the deceased was a joint holder, and the heir or other person entitled on the death of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to the deceased's shares or debentures; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share which has jointly held by him with other persons.
18. Any person being entitled to shares or debentures in consequence of the death or bankruptcy of a shareholder or debenture holder may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as a holder of the shares or debentures or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case have had the same right to decline or suspend registrations they would have had in the case of a transfer of the shares or debentures by the shareholder or debenture holder before his death or bankruptcy, as

the case may be.

19. A person becoming entitled by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share except that he shall not, before being registered as a member in respect of the Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
20. The directors may at any time give notice requiring any such person mentioned in Article 25 above to elect either to be registered himself or to transfer the Share, and, if the notice is not complied with within ninety days, the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share until the requirements of the notice have been complied with.
21. The Company shall be entitled to charge a fee fixed by the directors on registering the heir or other person entitled to shares or debentures on the death of a holder and on the registration of every certificate or appointment of a trustee in bankruptcy, power of attorney, and notice of interest, charging order, or other instrument.

GENERAL MEETINGS

22. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next;
23. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
24. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by at least a simple majority of the shareholders. If at any time there are not within the Seychelles sufficient Directors capable of acting to form a quorum, any Director or any two shareholders of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
25. Meetings may be held in person or electronically pursuant to instructions provided in the notice of the meeting.

NOTICE OF GENERAL MEETINGS

26. An annual general meeting and an extraordinary general meeting called for the purpose of passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and the exact wording of every resolution to be proposed at the meeting except a procedural resolution and a resolution in respect of ordinary business at an annual general meeting. Notice of a meeting shall be given to such persons as are by section 59 of the Act entitled to receive such notices from the Company, in the manner prescribed by that section-

Provided that a meeting of the Company shall, notwithstanding that it is called by a shorter notice that specified in this Article, be deemed to have been duly called if it is so agreed-

- a) in the case of a meeting called as the annual general meeting, by all the shareholders having a right to attend and vote thereat; and
 - b) in the case of any other meeting by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
27. Ordinary business at the annual general meeting shall consist of the declaration of dividend and the approval or rejection of the annual accounts and the directors and auditors' reports.
28. The accidental omission to give notice to a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.
29. No business shall be transacted at any general meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business. A quorum is present when a simple majority of the nominal value of the issued shares entitled to vote on the matters at hand proposed for the meeting is represented in person or by proxy.
30. If within half an hour from the time appointed for the meeting a quorum is not present and the meeting is convened upon a requisition of shareholders, it shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week. at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour

from the time appointed for the meeting the shareholders present or their proxy or proxies shall be a quorum.

31. The chairman of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
32. If at any meeting no director is willing to act as chairman or if no director is present within fifteen after the time appointed for holding the meeting, the shareholders present shall choose one of their numbers to be chairman of the meeting.
33. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business let unfinished at the meeting from which adjournment took place. When a meeting is adjourned for eight days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
34. At any general meeting a resolution put to vote at the meeting shall, subject to the provision of the Act be decided on a show of hands or via electronic confirmation in the case of a meeting held over an electronic medium unless a poll is (before or on the declaration of the result of the show of hands) demanded-
 - a) by the chairman; or
 - b) by at least two shareholders present in person or by proxy; or
 - c) by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall, subject to the provisions of the Act be conclusive evidence of the fact without proof of the manner or proportion of the votes recorded in favor of or against such resolutions.

WITHDRAWAL OF DEMAND FOR POLL

35. Except as provided for in Article 42, if a poll is duly demanded is shall be taken in such

manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

36. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
37. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

38. Subject to any restrictions for the time being attached to any shares by the Memorandum, on a show of hands every shareholder present in person or by proxy or attending a meeting held over an electronic medium shall have one vote and on a poll, he shall have the number of votes to which he is entitled in accordance to the voting rights ascribed to the class of shares.
39. In the case of joint holders of shares which are registered in the Share Register the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder; and for this purpose of seniority shall be determined by the order in which the names stand in the Share Register.
40. A shareholder who is a minor or who has been interdicted may vote whether on a show of hands or on a poll, by his tutor or if he has no tutor, by some person appointed for the purpose by the court, and such tutor or other person may vote by proxy.
41. No votes shall be cast in respect of shares acquired by or transferred to the Company unless they have been re-issued.
42. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
43. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorized in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or agent of the corporation who is duly authorized.
44. Either the instrument appointing a proxy and the instrument containing the authority under which it is signed (if any) or a notarial certified copy or both of those instruments

shall be deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

45. An instrument appointing a proxy shall be in the following form or a form as near thereof as circumstances admit-

I/We _____, of _____ being a shareholder/shareholders of the above-named Company hereby appoint _____ of _____, or failing him of _____ as my/our proxy to vote for me/us on my/our behalf at the annual or extraordinary (as the case may be) general meeting of the Company to be held on the day of _____ 20____ and any adjournment thereof.
Signed this _____ day of _____ 20____ .’

46. A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding the previous death or interdiction of the shareholder, or the revocation of the proxy or the authority under which the proxy is given, or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, interdiction, revocation or transfer as aforesaid has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

47. The first directors shall be appointed by the subscribers of the Memorandum and thereafter the directors shall be appointed by an Ordinary Resolution of all the shareholders.
48. At the annual general meeting every year one-fifth of the directors for the time being, or, if their number is not five or a multiple of five, then the number nearest one-fifth, shall retire from office.
49. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
50. A retiring director shall be eligible for re-election.
51. The directors shall be entitled to such remuneration as may be decided by a Resolution of the shareholders from time to time. Such remuneration may be deemed to accrue from day to day at the discretion of the directors. The directors and any alternate directors may

also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company and reasonably incurred by them in the conduct of the Company's business or in the discharge of their duties as directors.

52. The directors may in addition to such remuneration as is referred to in Article 51 grant special remuneration to any director who, being called upon, shall perform any special or extra services to or at the request of the Company
53. The shareholding qualification for directors may be fixed by the Company in general meeting, and unless and until so fixed no such qualification shall be required.
54. Subject to the provisions of the Act a director of the Company may be or become a director or other officer of or otherwise interested in any Company promoted by the Company, or in which the Company be interested as shareholder or otherwise, and no such directors shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in such other Company unless the Company otherwise directs.

BORROWING POWERS

55. Subject to provisions of the Act and to any restrictions otherwise provided in these Articles, the directors may exercise all the power of the Company to borrow money, and to hypothecate, mortgage or change its undertakings, assets and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities as security for any loan to or debt, liability or obligation of the Company or any third party.

POWERS AND DUTIES OF DIRECTORS

56. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles, required to be exercised by the Company in a general meeting subject, nevertheless, to these Articles, to the provisions of the Act and to such directions being not inconsistent with these Articles or the Act, as may be given by the Company pursuant to a general meeting but no direction given by the Company in a general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
57. The directors may from time to time and at any time, by instrument in writing signed by at least one of their number on behalf of them all, appoint any Company firm or person or body of persons, whether nominated directly or indirectly by the directors to be the

general agent or agents of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit and any such instrument may contain such provisions for the protection and convenience of persons dealing with any such general agent as the directors may think fit and may also authorize any such general agent to delegate all or any of the powers, authorities and discretions vested in him.

58. A director who is in any way, whether directly or indirectly, interested, in a contract or proposed contract with the Company shall declare the nature of his interest in writing prior to the meeting where such contract is being considered and this declaration shall be circulated to all persons to which a notice of such meeting is required or in writing prior to the consideration and passing of any written resolutions in lieu of such a meeting prior to such proposed contract being executed and if any such contract is executed by another Person without such a meeting or resolution being required he shall notify the Board in writing as soon as practically possible after learning of the proposed contract or contract.
59. At Board meeting, a director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so, his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but subject to the provisions of the Act neither of these prohibitions shall apply to -
- a) any arrangement for giving any director any security or indemnity in respect of money lent by him to, or obligations undertaken by him for the benefit of the Company; or
 - b) any arrangement for giving by the Company of any security to a third party in respect to a debt or obligation of the Company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
 - c) any contract by a director to subscribe for or underwrite shares or debentures of the Company; or
 - d) any contract or arrangement with any other Company in which he is interested only as an officer of the Company or as the holder of shares or other securities of it;

and these prohibitions may, subject to the provisions of the Act at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, by the Company by an Ordinary Resolution of the shareholders.

60. Subject to the provisions of the Act a director may hold any other office or place of profit

under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine, and no direct or intending director shall be disqualified by his office from contracting with Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise and subject to the provisions of the Act no such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested shall be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement, be reason of such director holding that office or of the fiduciary relation thereby established.

61. Any director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for the professional service as if he were not a director -

Provided that nothing herein contained shall authorize a director or his firm to act as auditor to the Company.

62. All cheques, promissory notes, bill 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 the directors shall from time to time by resolution determine.

ROTATION OF DIRECTORS

63. The maximum term for which a Director may be appointed is five (5) years provided that such Director may be re-appointed for subsequent terms by the shareholders in accordance with the Act and these Articles.
64. The Company may by Ordinary Resolution of the shareholders, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall, subject to the provisions of that section, be without prejudice to claim such director may have damages for breach of any contract of service between him and the Company.

PROCEEDINGS OF DIRECTORS

65. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may and the secretary on the requisition of a director may, and the secretary on the requisition of a director shall, at any time summon a meeting of directors.

66. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be three.
67. The continuing directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
68. The directors may elect a chairman of the meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the directors present may choose one of their number to be chairman of the meeting.
69. The directors may delegate any powers to committees consisting of such member or members of their bodies as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any instructions that may be given to it by the directors.
70. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meetings.
71. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
72. All acts done by any meeting of the directors or a committee of directors or any other person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
73. A Board Resolution signed by all of the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

MANAGING DIRECTORS

74. Subject to provisions of the Act, the directors may from time to time appoint one or more of their body to the office of managing director for such a period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular

case, may revoke such appointment.

75. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and from time to time revoke, withdraw, alter or vary all or any such powers.

SECRETARY

76. The Company Secretary shall be appointed by the directors for such term, at such remuneration upon such conditions they think fit; and any secretary so appointed may be removed by the directors.

DIVIDENDS AND RESERVES

77. The Company may by Ordinary Resolution of the shareholders dispose of the profits of the Company by declaring dividends, carrying profits forward transferring profits to capital or revenue reserves, or by using profits or revenue reserves to pay the issue price of bonus shares or debentures to be issued as fully paid shares or debentures to shareholders in the same proportions as a dividend would be paid to them.
78. The directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company.
79. Subject to the rights of persons (if any) entitled to shares with special right as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a Share in advance of an instalment of the issue price becoming due shall be treated for the purpose of these Articles as paid on the Share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any Share is issued on terms providing that it shall rank as from a particular date, such Share shall rank for dividend accordingly.
80. The directors may deduct from any dividend payable to any shareholder all sums of money (if any) presently payable by him to the Company on account of instalments of the issue price of shares held by him, or otherwise in relation to shares of the Company.
81. If the Company resolves by an Ordinary Resolution that fully paid bonus shares shall be issued credited as paid up out of profits or capital or revenue reserves, the directors shall make all requisite allotments and issues of fully-paid shares, and generally shall do all acts and things required to give effect thereto, and shall have full power to make such provisions by the issue of fractional certificates or by payment in

cash or otherwise as they think fit in the case of shares becoming distributable in fractions.

82. Where a dividend or bonus is declared, the resolution may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets of the Company, and in particular of paid up shares, debentures, or debenture stock of any other Company, or in any one or more such ways, and the directors shall give effect to such resolutions, and where any difficulty arises in regard to such distribution the directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any shareholders upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees or agents as may seem expedient to the directors.
83. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by bank transfer directly to a bank account in the name of the shareholder as provided by the shareholder or to an account maintained by a Member of Trop-X or a participant of the Settlement System on behalf of the shareholder or otherwise by cheque or warrant sent through the post directed to the registered address of the holder, or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Share Register, or to such person and to such address as the shareholder or joint shareholder holder may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it sent. Any one or more joint shareholder holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint shareholders.
84. No dividend shall bear interest against the Company.

ACCOUNTS AND BOOKS

85. The directors shall cause to be maintained -
 - a) all appointments of officers made by the directors;
 - b) the names of the directors present at each meeting of the directors and of any committee of the directors;
 - c) all resolutions and proceedings at all meetings of the Company and of the directors, and of committees of directors;
 - d) the Share Register;
 - e) the Register of Directors; and
 - f) accounting records and financial statements.

86. The accounts and books shall be kept at the registered office of the Company and shall always be open to the inspection of the directors.
87. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of shareholder not being directors. No shareholders (not being a director) shall have the right of inspecting any account or book or document of the Company except as conferred by the Act or authorized by the directors or by the Company in general meeting or directed by the court.
88. Until the directors otherwise determine by Board Resolution the magnetic electronic or other data storage form shall be the original Register of Directors and Share Register.

NOTICES

89. A notice may be given by the Company to any member, shareholder or debenture holder, either personally, by electronic mail to an email address provided to the Company by the shareholder for the purpose of receiving such communications, or by sending it by registered post or courier to him at his registered address. Where a notice is sent by email, service of the notice shall be deemed to have been delivered immediately upon sending the email. Where a notice is sent by post or courier service of the notice shall be deemed to be effective by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is confirmed delivered.
90. A notice may be given by the Company to the joint holders of a Share or debenture by giving notice to the joint holder first named in the Share Register or register of debentures holders in respect of the Share or debenture.
91. A notice may be given by the Company to the persons entitled to a Share or debenture in consequence of the death or bankruptcy of a shareholder or debenture holder by sending it through the post in a prepaid letter addressed to them by name, or by the title of heirs of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
92. Notice of every general meeting shall be given in any manner hereinbefore authorized to every member of the Company and every person upon whom the ownership of a Share devolves by reason of his being an heir or a person entitled to the estate of a member, or a trustee in bankruptcy of a member, where the member but for his death or bankruptcy would be entitled to receive notice of the meeting.

93. The auditor for the time being of the Company shall be entitled to receive notice of annual general meetings.

WINDING UP AND DISSOLUTION

94. If the Company has never issued Shares, it may voluntarily commence to wind up and dissolve the Company by Board Resolution.
95. If the Company has previously issued Shares, it may voluntarily commence to wind up and dissolve the Company upon being approved pursuant to an Ordinary Resolution of the shareholders.
96. If the Company shall be wound up, the liquidator may with the sanction of a Special Resolution of the Shareholders and any other sanction required by the Act divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of assets of the same kind or not) and may for such purposes set such value as it deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out between the shareholders. The liquidator may with like sanctions vest the whole or any part such assets in nominee or agents on behalf, or for the benefit, of Participating Shareholders as the liquidator, with the like sanction shall think fit, but so that no Participating Shareholder shall be compelled to accept any shares or other securities whereon there is any liability or amount unpaid.

INDEMNITY

97. Every current and prior director, managing director agent, auditor, secretary, and other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favor or in which he is acquitted, or in connection with relief that is granted to him by the court.

SEAL

98. The directors shall provide for the safe custody of the Seal of the Company if one is adopted pursuant to a Board Resolution. The Seal when affixed to any instrument shall be witnessed by a Director or any other Person so authorized from time to time by the directors.

CONTINUATION

99. The Company may pursuant to approval obtained from a Board Resolution and an

Ordinary Resolution of the Participating Shareholders continue as a Company incorporated under the laws of a jurisdiction outside Seychelles or a Company incorporated under a different law in Seychelles in the manner provided under those laws.

We, the undersigned subscribers are desirous of being formed into an International Business Company to be governed by these Articles of Association.

Annexure 4 – DIRECTORS AND OFFICERS CV’S

1. Shaun Anthony Quin (CEO)

Executive Summery

I am an entrepreneur at heart, passionate and willing, hardworking and focused. I have spent most of my career in Sales, Marketing and Upper Management through all my business endeavours from Import/ Export to Information Technology to Retail (FMCG). I have always excelled and played key roles within every organization I have been involved. I believe I add value to every Person/ Company/ Organizational Structure I interact with.

Education

Pre-School Jean’s Play Glen

Middle School Roseway Waldorf School

High School Kearsney College – Matric Class of 1999

Experience

- Management 15 Years
- Sales Management 10 Years
- Sales and Marketing 15 Years
- Business Management 15 Years
- Business Accounting 10 Years
- Customer Relations 15 Years
- Creditors & Debtors 5 Years
- Human Resources 10 Years
- Sales Director 5 Years
- Operational Director 10 Years

Core Accomplishments

- Retail Management Program - 2003
- Launched my First Company - 2004
- Appointed National Sales Director - 2005
- Microsoft World Wide Innovation Award - 2010
- Young Manager of the Year Award – 2013
- Most Improved Retail Store of the Year Award – 2014
- Regional Store of the Year Award - 2015
- Appointed Operational Director – 2016

Interests

- Quality Family Time
- Playing Music
- Watching Sports
- Squash
- Golf
- Travelling

Detailed Experience

- 2004

Launched my first company from the ground up. Focus on sales was paramount, I was Instrumental in driving sales regionally and growing our business from a zero base to over ZAR500,000.00 (Five Hundred Thousand) per month sales within 6 months, and continued to grow at 15% month on month until left at the end of 2005.

- 2005 to 2010

Took over as Regional Manager of a Microsoft Gold Learning Solutions Partner called IT Intellect. I was the key driver to building a sales team from 2 to 10 staff and growing sales in excess of 40% month on month for the first 2 years until we had grown our footprint to the 2nd Largest Microsoft partner in the region for Learning Solutions. I then took over as National Sales Director and was in charge of a team of 60 sales consultants in three regions across South Africa. We managed to win the national Microsoft Gold Learning Solutions Partner of the Year Award and go onto win the World Wide Microsoft Innovation Award in the Learning Solutions Category. During this time I was responsible for the Daily Management, Accounts, Human Resources, Stock and Order Control, Creditors and Debtors as well as set Monthly Sales Targets and achieve these targets for both my branch as well as Nationally. I also looked after Key Accounts, Parastatals and Government Departments.

- 2010 to Current

I have been responsible for everything from Customer Relations, Sales, Marketing, Creditors & Debtors, Management Accounts, Stock & Order Control, QPRO Health Hygiene Audits, Weekly Management Meetings and Human Resources. I spearheaded a major store revamp where we rebuilt and moved our entire store without closing for trade. From project management to the launch, this project took 19 months. Since then we have grown in excess of 28% year on year and were nominated store of the year 2015.

2. Christopher Bobby Cole (CFO)

With over ten years of professional trading experience, I am fully aware of how this landscape has evolved during the past decade. Therefore, I am able to adapt to numerous scenarios regardless of market conditions. I am passionate about reshaping the value of entrepreneurship, by way of retail trading. My expertise brings traditional trading and investing into the growing

space of crypto tech and finance, and I've established a key utility for the everyday investor to streamline access to the crypto markets and mining industry.

Experience

Rush Cole Capital, Alpharetta - Money Manager/Partner June 2013 - Present

- Conducts financial analysis of outstanding capital, providing capital transaction recommendations.
- Identifies and pursues opportunities and increase sales, enhance customer relationships, and increase market shares.

Orderflow Analytics, Atlanta - Bond Futures Trader/Product Developer April 2010 - June 2013

- Researched and developed new trading strategies on a quarterly basis to evolve with changing market conditions, using both technical and fundamental analysis.
- Met accounting operational standards by contributing financial information to strategic plans and reviews.

Global Trade Room, Atlanta - Small Capital Futures Trader June 2008- April 2010

- Extensive knowledge of various commodity markets and kept clients abreast of market situations to provide accurate recommendations.
- Maintained relationships and support for clients; as well as prospective clients.

Education

Augusta State University, Augusta, GA *Dual Major-Bachelors of Arts in Psychology Bachelors of Science in Business Finance* August 2008 - May 2008

3. Sebastian Benny Darmodihardjo (COO)

Experience

June 2016 – May 2017: Head of creative production, richmond honan development and acquisitions.

Sebastian began his career in real estate development, pioneering a creative department that supplemented collateral for fundraising efforts. During this time, he assisted in structuring deal flow data, and legal documents for spd's and private placements.

September 2017 – present: Founder/CEO, RLT Atwood Group LLC

In 2016, Sebastian began purchasing digital assets, which included bitcoin, ethereum, and litecoin. Developing a proprietary operational system that measures various data and analytical mechanisms, he has helped people with the hedging and trading of digital assets. He is the founder and manager of the rlt investment club, and has accumulated a global following of blockchain enthusiasts who follow his commentary and analysis.

Education

May 2016: Certificate of education, the kings academy

Most valuable player – blessed trinity golf program
State championship - 2015

Skills

- proficient in microsoft excel, word, powerpoint
- capital management
- data analytics
- technical analysis
- risk assessment

4. James Anthony Carter (Independent Non-Executive Chairman)

A highly motivated, passionate and strategically focused business professional with 18+ years' experience in global investment banking, the last 8 at senior management level - A specialist in new, and growth ventures and businesses - A proven record of creating, developing and delivering relevant and profitable businesses - I strive to seek, and achieve positive commercial opportunity and operational effectiveness combined with unparalleled client experience

Key Professional Achievements:

- Member of HSBC global panel for annual Accenture Innovation Awards, including mentoring finalists
- Successfully implemented a new global trading business for HSBC - Took the lead from design to fully operating business which consistently exceeded revenue targets within 20 months
- Instrumental in the development of Goldman Sachs early FICC FX e-commerce strategy and expanded footprint of Goldman Sachs EMEA FX client set utilizing new digital channels
- Developed strategy, maximized and maintained FX inter-group revenue opportunities and e-FX sales for JPMorgan Chase EMEA business

- Sourced and implemented Abu Dhabi Middle Eastern Banking FX joint venture utilising e-commerce strategy, resulted in US\$110m in revenue over 3 years shared by the JV
- Led deal team to invest in multiple investments in start-up businesses for retail trading and currency transfer businesses
- Instrumental in sourcing and developing external investment to develop a US retail broking company. Developed a prime brokered, multi-bank liquidity pool for global individual and institutional trading client base
- Sourced, negotiated deal to purchase stake in FX deliverable business and online brokerage firm

Executive Experience:

- May 15' - Present **Retirement from full time corporate roles** - Involved in a number of personal projects, investments, business advisory, consulting & non-executive roles including broadening focus beyond financial linked roles, specifically blockchain related projects and businesses. Additionally, I have enjoyed several extended periods of world travel with my family.
- November 10' - May 15' **HSBC (London / Hong Kong)** - Managing Director - Global Markets: Head Retail Currency Services. A global business manager, supporting HSBC retail & wealth management & private banking businesses. Working strategically to meet evolving retail consumer needs, grow margin revenue from currency transfers. Additionally, build, develop & oversee a new currency trading business for retail customers. Enhanced longstanding global retail facing cash FX transactional channels with greater use of real-time pricing technology & execution service models
- October 05' - September 10' **Macquarie Bank (Sydney, New York)** - Managing Director - Fixed Income Currencies & Commodities Group: Foreign Exchange, Global Head of e-commerce & FICC Ventures. Develop & drive e-strategy in the FX division. Utilize e-commerce & technology to forge external partnerships & JV's. Develop equity style investment opportunities outside the Macquarie franchise. Successfully grew & diversified revenue streams. Developed new business lines to trade sale or roll into Macquarie franchise business
- April 03' - August 05' **J. P. Morgan Chase (London)** - Vice President - Global Currencies & Commodities Group: Foreign Exchange Sales and Relationship manager – Sales focusing on FX e-Commerce and FX Prime Brokerage solutions, services and products to EMEA clients. Drove the evolution of eFX global product and service models. Managed internal relations for cross group marketing with other investment banking desks, treasury services and global custody businesses
- February 02' - April 03' **Personal Sabbatical** - Pursued a period of world travel with my wife and involved myself in a number of personal projects.
- August 98' - February 02' **Goldman Sachs International (London)** - Associate Director - Fixed Income Currency & Commodities Division: An integral lead in developing e-trading and settlement systems for FICC. Business development, sales &

marketing of the Goldman Sachs eFX offering (Euromoney best FX dealer platform 2001). Coverage of existing and prospective clients throughout EMEA

- July 97 - August 98' **Tullett & Tokyo Forex International (London)** - Broker - FX Options Broking Desk: FX options broker. Pricing & trading currency options
- June 96' - October 96' **Credit Suisse First Boston (London)** - Intern - Global foreign exchange options middle office

Non-Executive Experience:

- Feb 16' - Present **Child Friendly Matters Ltd - Advisor (UK)** - Assisting national growth of early stage UK business developing a franchise model, governance and business strategy.
- June 16' - Present **Limeglass Ltd - Advisor (UK)** - Assisting global growth of early stage UK based Fintec start-up - enhancing efficiency existing financial markets research using algorithms and AI.
- Dec 14' **Learn Direct SA - Advisor (South Africa)** - Advising on growth and commercial Present strategy for South African JV with the UK online education firm
- June 12' - **Peach Fitting Models - Advisor (Hong Kong)** - Advising on strategy, and operational Present effectiveness for Asia based fashion firm
- Jan 07' - Oct 10' **Velocity Trade - Non-Executive Director & Advisor-** (Canada, UK, Australia) - undertake board duties, strategy advice and oversee from a corporate investor perspective
- June 06' - Oct 10' **Advance Markets - Non-Executive Director & Advisor** - (USA) - undertake board duties, strategy advice and oversee from a corporate investor perspective

Professional Competences:

- A natural ability to conceive creative solutions to client issues and seek value from new and innovative methods of business which has led to a consistent number of successful client wins, providing value enhancing solutions for clients and employer
- Proven track record, passion and enthusiasm for adding value and efficiencies to business strategy and operational process
- Demonstrated leadership skills, managing, developing and motivating global teams and businesses to achieve strategic objectives and target results
- Keen ability to critically analyze business and technology models for improvements and new efficiencies, constantly considering adjacent or complimentary business innovation to facilitate and drive positive change
- A sound understanding of technology and a strong capacity to grasp new systems and technologies available

- Ability to understand and communicate effectively with business clients and system developers alike. This is essential in promoting a smooth and fast evolution of project time line as well as maximizing product and marketing potential

Education & Qualifications:

BA. Business Studies & Financial Services Class 2:2

- University of Gloucestershire, UK until June 1997
- South Devon College, UK until June 1993
- Bedstone School Shropshire, UK until June 1990
- King George V, Hong Kong until June 1985

Interests: An enthusiastic rugby and motor sports spectator and active sportsman with interests in sailing, cycling and am a keen beginner at golf. Strong appreciation of international cultures and an interest in world travel stemming from an international upbringing.

5. Daniel S Carter (Investment Committee Chairman)

Velocity Trade, South Africa (Mar 11 to present) (Director)

Set up and management of the South African operation of the Velocity Trade Group (www.velocitytrade.com) servicing the African region. The business provides banks, brokers and financial intermediaries with customised trading and technology solutions across a multi-asset trading platform.

The South African office offers a wide range of solutions and specialises in understanding the challenges faced by its clients and customising solutions to suit their requirements. Velocity Trade provides hosted technology services to banks, brokers and exchanges as well as broking services covering local and international markets across all asset classes.

PKF Capital Markets, Seychelles (Oct 11 to present) (Director)

Set up and management of a securities dealer licensed with the Financial Services Authority of Seychelles and a member and sponsor advisor to Trop-X Securities Exchange. As key licensed individual and business manager the role involves the management of daily operations, service providers, client services and regulatory requirements. The business offers discretionary investment execution in a wide range of asset classes including equities, bonds, commodities, forex, derivatives and collective investment schemes (www.pkf.sc).

Global CFDs, South Africa (Dec 08 to Mar 11) (Director)

Director and co-founder of a licensed Financial Services Provider licensed in partnership with CMC Markets UK Plc. Global CFDs (www.globalcfds.co.za) provides South African retail clients with access to a world leading trading platform offering financial market instruments from across the globe all on one single account (including equities, bonds, commodities, indices, futures, FX).

CMC Markets Plc, UK (Jul 04 to Dec 08) (Business Development Manager)

Consulting to CMC Markets (www.cmcmarkets.com) in the South African region by creating introductions and developing relationships with potential introducing brokers or financial intermediaries. The role involved representing the company's interests locally and providing sales and business strategy services to aid expansion into the region. The role required a specific knowledge of all asset classes and in particular derivative trading instruments such as Contracts For Difference (CFDs) and margined Foreign Exchange.

IBTC, South Africa (Aug 05 to Jan 09) (Director / Founder)

IBTC (www.ibtc.co.za) is a professional education business holding exclusive license rights with the BPP, the largest professional education company in Europe. The business was started in August 2005 and in September 2008 a majority shareholding was sold to new owners who continue to see significant growth.

Equator Investments: Cape Town, South Africa (Oct 03 to Jul 05) (Director)

Equator Investments (EQ8) is an investment and consultancy business focussed on the telecommunications, media and technology (TMT), bio-technology and financial services sectors. Service offering included business and strategy planning, international business expansion, BEE structuring, fund raising, commercialisation and start-up support.

PA Dealing & City Index: London, UK (Feb 02 to Aug 04) (Sales Trader/Consultant)

Trading: Personal account dealing using personal funds. Involved trading strategies based on technical analysis software / methodology across a range of instruments: Equities, FX, Futures, Commodities.

Consulting: Acted as an introducing agent on behalf of IFX Markets (www.ifxmarkets.com) for new business in the UK and overseas markets. Particular focus on the South African market where I recognised the opportunity to introduce CFD's, Margined Forex and financial Spread Betting to the local market.

Goldman Sachs: London, UK (Nov 97 to Jan 02)

- Nov 2000 to Jan 2002: Active Equity: European Portfolio Management (Senior Analyst)

Focusing on the European Large Cap and Specialist products, the role covered a wide range of responsibilities from monitoring stock performance, to streamlining cash & futures holdings in the portfolio. The main focus of the role was on the efficient management of the portfolio.

Dealing: order generation, futures trading, pro rata trading and remodelling.

Portfolio Management: liaising with research analysts to ensure their views are reflected accurately within the portfolio, keep up-to-date with market movements and news, managing compliance issues, managing subscriptions for IPO's and book builds, monitoring corporate actions.

Portfolio Construction: asset allocation, performance measurement and attribution, risk analysis – monitoring tracking error, stock specific risk, country risk etc.

Communication: daily interaction with portfolio managers, research, dealers, compliance and portfolio administration. Regular interaction with areas such as marketing, client services,

private client business, money markets, third party distribution, shareholder services and corporate actions.

Technical: modelling, sector analysis, stock analysis, system / user development.

- Apr 98 to Nov 00: Global Control (Analyst)

Primary responsibilities of the area were to assess and report economic, regulatory and operational risks associated with areas that support the business units. The team also focused on improvements to the data flow process and was pivotal in the development and testing of new business flows.

Frankfurt (GSOHG): Monitoring inter-company agency business of Frankfurt entity, clearance and custody reconciliations for Equity, Warrant, Fixed Income and New Issue business

J.Aron: daily analysis of sub-ledger to general ledger relationships, Islamic Financing and clearance accounts. Month-end control procedures including audit confirmations, warrant counts and gas-oil inventory reconciliations.

Euroclear: daily custody reconciliations for all Euroclear activity with GSIL, GSCO and GSTR.

- Nov 97 to Apr 98: Swaps Operations (Analyst)

Trade processing and reconciliation of Swaps products including FX, Interest Rate and Asset Swaps.

Qualifications:

BA (Hons) Accounting & Finance University of the West of England, UK

Investment Management Certificate Chartered Financial Analyst Society, UK