THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 ("FSMA").

This document comprises a Prospectus relating to Anglo African Agriculture plc (the "Company" or "AAA") prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the "FCA") made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

Applications will be made to the FCA for the New Ordinary Shares being issued to be admitted to the Official List of the United Kingdom Listing Authority by way of a standard listing under Chapter 14 of the Listing Rules and to the London Stock Exchange Plc for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

It is expected that the admission of the New Ordinary Shares being issued will become effective, and that dealings in New Ordinary Shares will commence at 8.00 a.m. on 12 December 2018.

The Company and each of the Directors, whose names appear on page 36 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

INVESTORS SHOULD READ THIS DOCUMENT IN ITS ENTIRETY. IN PARTICULAR, YOUR ATTENTION IS DRAWN TO PART 1: "RISK FACTORS" FOR A DISCUSSION OF THE RISKS THAT MIGHT AFFECT THE VALUE OF YOUR SHAREHOLDING IN THE COMPANY.

Anglo African Agriculture plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with Registered Number 7913053)

Subscription of 161,000,000 New Ordinary Shares of £0.1p each, all such New Ordinary Shares to be issued with Warrants attached on a one for one basis
Admission to the Official List of 161,000,000 Ordinary Shares of £0.1p each (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange's main market for listed securities

VSA Capital Limited

Financial Adviser
and Broker

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares nor any other securities in any jurisdiction. The Ordinary Shares will not be generally made available or marketed to the public in the UK or any other jurisdiction in connection with Admission.

The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (the "**Securities Act**"), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of any province or territory of Australia, Canada, Japan, South Africa or the Republic of Ireland. Securities may not be offered or sold in the United States absent: (i) registration under the Securities Act; or (ii) an available exemption from registration under the Securities Act. The Ordinary Shares have not been and will not be offered or sold in the United States, Australia, Canada, Japan, South Africa or the Republic of Ireland or to or for the account or benefit of any person resident in Australia, Canada, Japan, South Africa or the Republic of Ireland and this document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Ordinary Shares in such jurisdictions or in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. These materials may not be published, distributed or transmitted by any means or media, directly or indirectly, in whole or in part, in or into the United States, Australia, Canada, Japan, South Africa or the Republic of Ireland. The distribution of this document in other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves of and observe any restrictions.

Application will be made for the New Ordinary Shares to be admitted to the standard segment of the Official List. A Standard Listing affords investors in the Company a lower level of regulatory protection than that afforded to investors in companies whose securities are admitted to the premium segment of the Official List, which are subject to additional obligations under the Listing Rules. It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules and/or any provision of the Model Code or those aspects of the Disclosure and Transparency Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company to so comply. FCA are able to impose sanctions for non-compliance where the statements regarding compliance in this document are themselves misleading, false or deceptive

VSA Capital Limited ("**VSA Capital**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and for no one else in relation to Admission and the arrangements referred to in this document. VSA Capital will not regard any other person (whether or not a recipient of this document) as its client in relation to Admission and will not be responsible to anyone other than the Company for providing the protections afforded to clients of VSA Capital or for providing any advice in relation to Admission, the contents of this document or any transaction or arrangement referred to herein. No liability whatsoever is accepted by VSA Capital for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible.

Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to section 87G of the FSMA or Rule 3.4 of the Prospectus Rules, the publication of this document does not create any implication that there has been no change in the affairs of the Company since, or that the information contained herein is correct at any time subsequent to, the date of this document. Notwithstanding any reference herein to the Company's website, the information on the Company's website does not form part of this document.

Dated 7 December 2018

CONTENTS

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SUMMARY INFORMATION

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In this case, a short description of the Element is included in the summary with the mention of "not applicable".

Section A – Introduction and warnings		
A.1	**Introduction and warnings**	This summary must be read as an introduction to this document. Any decision to invest in the Ordinary Shares should be based on consideration of this document as a whole by the investor. Where a claim relating to the information contained in this document is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this document before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with other parts of this document or it does not provide, when read together with the other parts of this document, key information in order to aid investors when considering whether to invest in such securities.
A.2	**Consent for intermediaries**	Not applicable.

Section B – Issuer		
B.1	**Legal and commercial name**	Anglo African Agriculture plc
B.2	**Domicile/legal form/ legislation/ country of incorporation**	The Company was incorporated and registered in England and Wales on 17 January 2012 under the Act with registered number 7913053 as a private limited company and re-registered as a public limited company on 8 May 2012. The Company's registered and head office is situated in England at 4th Floor, New Liverpool House, 15-17 Eldon Street, London, EC2M 7LD
B.3	**Current operations/ principal activities and markets**	Anglo African Agriculture plc is registered in the United Kingdom and is the holding company of the Group which is involved in the manufacturing of herbs and spices and trading in agricultural products. The commercial activities fall into two principal categories: milling and/or blending of herbs and spices and bulk trading of agricultural products.
B.4a	**Significant recent trends**	Over the last three years, AAA has implemented a number of cost saving actions and investment in the business infrastructure. H2 2018 saw margin improvement of 33% (H2 2017: 25%) due to improved procurement and better mix of product sales. AAA has conducted a number of transactions designed to streamline its operations and ensure it has sufficient financial resources and stability to grow the business further. These transactions are as follows: • AAA acquired 46.8% in South African based Dynamic Intertrade Agri during 2017. • Raised aggregated funding of £260,025 in 2017 through share subscriptions to fund further investment in Dynamic Intertrade to improve production efficiencies and fund working capital. AAA has agreed to make available a 24-month loan of US$1,000,000 to Comarco at a rate of 12% per annum increasing to 15% after 9 months. The loan is secured by a guarantee from Comarco group companies and a call option meaning that, should the loan not be repaid, AAA will also have the right, for nominal consideration (approximately £375), to exercise an option to acquire

		100% of a wholly owned Comarco subsidiary called Touchwood Investments Ltd. Touchwood's major asset is a 4.25-acre strip of land at the Comarco port in Mombasa, Kenya.
B.5	**Group structure**	Anglo African Agriculture plc is the parent company of the Group. The two subsidiaries of the Company are as follows:

Name	**Country and date of incorporation**	**Proportion of ownership interest**	**Principal activity**
Dynamic Intertrade (Pty) Limited	Republic of South Africa (22 February 2008)	100%	Manufacturing of food products and trading of agricultural products
Dynamic Intertrade Agri (Pty) Limited	Republic of South Africa (17 August 2008)	46.8%	Trading of agricultural products

B.6 **Major Shareholders**

All Shareholders have the same voting rights in respect of the Ordinary Shares.

As at the Last Practicable Date and insofar as is known to the Company, the following Shareholders, directly or indirectly, have interests in 3 per cent. or more of the Issued Share Capital:

	As at the Last Practicable Date		As at Admission	
Name of Shareholder	**Number of Ordinary Shares**	**Percentage of Issued Share Capital**	**Number of Ordinary Shares**	**Percentage of Issued Share Capital**
Mike Joseph	100,000,000	25.8%	100,000,000	25.8%
WH Ireland Limited	35,000,000	9.0%	35,000,000	9.0%
HSBC Global Custody Nominee (UK) Limited	22,388,060	5.8%	22,388,060	5.8%
Vidacos Nominees Limited	13,462,687	3.5%	13,462,687	3.5%

B.7 **Selected historical key financial information**

The following selected historical key financial information has been extracted without material adjustment from the Audited Financial Statements and Unaudited Interim Financial Statement.

<u>**ANGLO AFRICAN AGRICULTURE PLC**</u>

Consolidated Statements of Comprehensive Income

	Year Ended 31.10.2017 £ Audited	**Year Ended 31.10.2016 £ Audited**	**Year Ended 31.10.2015 £ Audited**
Revenue	2,126,797	1,605,219	1,249,811
Cost of sales	(1,609,050)	(1,282,140)	(883,666)
Gross profit	517,747	323,079	366,145
Other operating income	673	2,767	12,066
Administrative expenses	(860,417)	(665,218)	(732,939)
Share of loss of associate	(9,954)	-	-
Exceptional costs	(180,558)	-	-
Operating loss	(532,509)	(339,372)	(354,728)
Finance cost	(17,748)	(97,771)	6,745
Loss before taxation	(550,257)	(433,034)	(389,553)
Taxation	-	-	-

Net loss for the financial period/year	(550,257)	(433,034)	(389,553)
Basic and diluted earnings per share	(0.28p)	(0.38p)	(0.41p)

	Six Months Ended 30.04.2018 £ Unaudited	Six Months Ended 30.04.2017 £ Audited
Revenue	638,996	1,144,889
Cost of sales	(428,198)	(854,613)
Gross profit	210,798	290,276
Other operating income	5,143	2148
Administrative expenses	(350,165)	(529,109)
Share of profie/loss of associate	(3,636)	(5,133)
Exceptional costs	-	-
Operating loss	(130,588)	(241,818)
Finance cost	(17,206)	(43,841)
Loss before taxation	(147,764)	(285,659)
Taxation	-	-
Net loss for the financial period/year	(147,794)	(285,659)
Basic and diluted earnings per share	(0.07p)	(0.16p)

Consolidated Statements of Financial Position

	Year Ended 31.10.2017	Year Ended 31.10.2016	Year Ended 31.10.2015
	£	£	£
	Audited	Audited	Audited
Non-Current Assets			
Investments	90.046	-	18,514
Other financial assets	-	-	-
Loan to joint venture	-	84,473	82,579
Property, plant and equipment	121,322	159,595	124,437
Goodwill on consolidation	226,644	226,644	226,644
	438,012	470,712	452,740
Current Assets			
Inventories	203,782	166,393	331,506
Trade and other receivables	380,414	440,455	223,077
Cash and cash equivalents	75,952	268,790	63,893
	660,148	875,638	618,476
Total Assets	1,098,160	1,346,350	1,070,650
Equity			
Share capital	206,984	180,792	94,896
Share premium account	1,765,535	1,571,477	1,107,373
Share-based payments reserve	16,445	7,872	11,586
Retained earnings	(1,847,545)	(1,297,288)	(864,254)
Total Equity	141,419	462,853	349,601
Current Liabilities			
Trade and other payables	956,741	883,497	721,049
Total Liabilities	956,741	883,497	721,049
Total Equity and Liabilities	1,098,160	1,346,350	1,070,650

	Six Months Ended 30.04.2018	Six Months Ended 30.04.2017
	£	£
	Unaudited	Audited
Non-Current Assets		
Investments	93,682	94,867
Other financial assets	-	-
Loan to joint venture	-	-
Property, plant and equipment	109,228	150,304
Goodwill on consolidation	226,644	226,644
	429,555	471,815
Current Assets		
Inventories	206,107	211,916
Loan to jointly controlled entity	-	81,006
Trade and other receivables	275,046	431,385
Cash and cash equivalents	48,769	25,823
	529,922	750,130
Total Assets	959,477	1,221,945
Equity		
Share capital	226,984	188,484
Share premium account	1,884,482	1,663,786
Share-based payments reserve	16,445	7,872
Retained earnings	(1,995,339)	(1,582,947)
Total Equity	132,572	277,195
Current Liabilities		
Trade and other payables	826,905	944,750
Total Liabilities	826,905	944,750
Total Equity and Liabilities	959,477	1,221,945

Consolidated Statement of Cash Flows

	Year Ended 31.10.2017 £ Audited	Year Ended 31.10.2016 £ Audited	Year Ended 31.10.2015 £ Audited
Cash flows from operating activities			
Operating loss	(532,509)	(339,372)	(354,728)
Add: Depreciation	52,400	49,116	19,054
Foreign exchange movements	38,316	(28,545)	5,483
Movement in share based payment reserve	8,573	(3,714)	(4,783)
Professional fees on raising	7,215	-	-
Share of loss of associate	9,954	-	-
Loss on disposal of jointly controlled entity	73,566	-	-
Change in inventories	(37,389)	165,113	49,405
Increase/(decrease) in receivables	60,041	(217,378)	260,744
Increase in payables	73,244	162,448	130,225
Finance Costs	(17,748)	(97,771)	(41,570)
Interest received	-	4,109	6,745
Net cash flow from operating activities	(264,337)	(305,994)	70,575
Cash flows from investing activities			
Net cash on acquisition of subsidiary	-	-	-
Acquisition of fixed assets	(30,629)	(55,729)	(108,678)
Disposal of fixed assets	-	-	1,463
Increase in financial assets	-	-	(1.775)
Loans to jointly controlled entities	(10,907)	(1,894)	11,852
Repayments on loans receivable	-	18,514	-
Net cash flow from investing activities	(41,536)	(39,109)	(97,138)
Cash flows from financing activities			
Net proceeds from issue of shares	113,035	550,000	-
Loan made to current asset investment	-	-	-
Net cash flow from financing activities	113,035	550,000	-
Net cash flow	(192,838)	204,897	(26,563)
Opening cash	**268,790**	**63,893**	**90,456**
Closing cash	**75,952**	**268,790**	**63,893**

	Six Months Ended 30.04.2018 £ Unaudited	Six Months Ended 30.04.2017 £ Audited
Cash flows from operating activities		
Operating loss	(130,588)	(241,818)
Add: Depreciation	25,574	26,601
Foreign exchange movements	(11,384)	10,534
Movement in share based payment reserve	-	-
Professional fees on raising	-	-
Share of loss of associate	(3,636)	5,133
Loss on disposal of jointly controlled entity	-	-
Change in inventories	(2,324)	(45,522)
Increase/(decrease) in receivables	105,368	9,070
Increase in payables	(129,837)	61,253
Finance Costs	(17,205)	(43,481)
Interest received	-	-
Net cash flow from operating activities	(164,032)	(218,590)
Cash flows from investing activities		
Net cash on acquisition of subsidiary	-	-
Acquisition of fixed assets	(2,099)	(24,377)
Disposal of fixed assets	-	-
Increase in financial assets		
Loans to jointly controlled entities	-	-
Repayments on loans receivable	-	-
Net cash flow from investing activities	(2,099)	(24,377)
Cash flows from financing activities		
Net proceeds from issue of shares	138,948	-
Loan made to current asset investment	-	-
Net cash flow from financing activities	138,948	-
Net cash flow	(27,183)	(242,967)
Opening cash	**75,952**	**268,790**
Closing cash	**48,769**	**25,823**

Commentary on the Group's Financial Performance

Revenue

AAA

The Group only had revenues commencing November 2014, prior to which the Company only held a minority interest in Dynamic. The Company acquired the remaining share capital of Dynamic on 9 July 2014 and subsequently fully consolidated the accounts of Dynamic for the four-month period post acquisition.

Dynamic

Dynamic's revenues for the years ended 31 October 2015, 2016 and the year ended 31 October 2017 were £1.3 million, £1.6 million and £2.0 million respectively.

For the year ended 31 October 2015, 80 per cent. of revenues came from manufactured products and 20 per cent. of revenues came from trading.

For the year ended 31 October 2016, 84 per cent. of revenues came from manufactured products and 16 per cent. came from trading.

Sales in the year to 31 October 2017 grew by 32.4 per cent. as a result of increased trading and the securing of various tenders as well as an appreciation of the rand pound exchange rate. 94 per cent. of revenues came from manufactured products and 6 per cent. of revenues came from trading.

Sales in the interim period of 30 April 2018 declined by 44.2 per cent. as a result of poor performance and a weakening of the ZAR. Management changes were made in the second half of the year and the directors have seen an improvement in the operations.

Cost of Sales

AAA

The Group only incurred cost of sales commencing July 2014, prior to which the Company only held a minority interest in Dynamic.

Dynamic

Cost of sales consists of all costs of purchase and other directly incurred costs.

Cost of purchase comprises the purchase price, import duties and other taxes (other than those subsequently recoverable by the Group from the taxing authorities), if any, and transport, handling and other costs directly attributable to the acquisition of goods. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase. Cost of conversion primarily consists of hiring charges of subcontractors incurred during the course of conversion.

Dynamic's cost of sales for the financial years ended 31 October 2015, 2016 and 2017 ran at 29.1 per cent., 20.1 per cent., and 24.3 per cent. respectively. The reason for the increase in cost of sales from 2015 to 2017 is due to lower margin tender sales as well as rework required on substandard product that was supplied to Dynamic.

In the year ended 31 October 2017, margins improved from 20.1% to 24.3% due to higher returns on batch packs.

In the period ended 30 April 2018, margins improved from 25% to 33% because of better procurement and a better mix of product sales. The product mix is tending, by design, to more orientated to custom made products versus commodities

The Directors expect that future production will include a greater proportion of higher margin batch packs and as production increases in the coming months due to an increasing pipeline of orders and enquiries, so too will margins increase.

Other Operating Income

AAA

There has been no material other operating income for AAA since incorporation.

Dynamic

In the period ended 31 October 2017, Dynamic recorded operating losses of ZAR 5.384 million and other operating income and other operating costs were related mainly to the discount attributable to the Bibby Invoice Discounting facility and disposal of assets. In the interim period of 30 April 2018 there was a loss of £285,700. The company made a number of changes within the management and this is bearing fruit.

Finance Costs

AAA

AAA has not incurred any material financing costs since incorporation.

Dynamic

Dynamic's finance costs for the years ended 31 October 2015, 2016 and 2017 were ZAR 1.16 million, ZAR 2.20 million and ZAR 1.24 million respectively

For the periods ended 31 October 2015 and 31 October 2016, the finance costs were related mainly to interest incurred on the Bibby Stock Financing facility. This facility ended in November 2016. For the period ended 2017 and interim period 30 April 2018, finance costs were related mainly to interest incurred on the Bibby Stock Financing Facility and Shareholder loans.

Administrative Expenses

AAA

Since incorporation, the Directors have sought to keep the administrative expenses in AAA as low as possible. Such costs mainly comprise professional fees and expenses of maintaining a public listing.

Dynamic

Dynamic's administrative costs for the years ended 31 October 2015, 2016 and 2017 were ZAR 10.1 million, ZAR 11.1 million and ZAR 12 million respectively. These expenses mainly relate to salaries, freight, transport and rent. The admin cost for the interim period ended 30 April 2018 was ZAR 4.7 million. These expenses mainly relate to salaries, freight, transport and rent. Rent and salaries account for 58% of total administrative costs.

Net Loss for the Financial Period

AAA

Corporate costs for the years ended 31 October 2015 and 2016 were higher than hoped, but these were largely one-off costs related to the reverse takeover of Dynamic.

Until April 2016, the Directors took no salary whilst the Company was in its infancy and building up its operations. From 2017, the directors have earned remuneration totalling £80,891. For the Interim period ended 30 April 2018, the directors have received remuneration totalling £30,000.

Dynamic

For the year ended 31 October 2015, 2016 and 2017, Dynamic made a net loss of ZAR 13.4 million, ZAR 4.54 million and ZAR 7.88 million. For the interim period ended 30 April 2018, Dynamic made a net loss of ZAR 1.03 million.

The consolidated company has incurred losses over the last three years as a result of disappointing results from its subsidiary Dynamic Intertrade and the expenses incurred by the company to maintain its listing. After a strategic review in 2017 the group embarked on a process to bulk up the business and has recently announced a number of transactions designed to get some economies of scale

Significant Change

There have been no significant changes to the financial condition or operating results subsequent to the period covered by the historic key information.

B.8 **Selected key pro forma financial information**

The selected unaudited pro forma financial information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and, therefore, does not represent the Group's actual financial position or results nor is it indicative of the results that may, or may not, be expected to be achieved in the future. Further, the figures that follow are extracted, without any accompanying explanatory notes, from the tables that appear in Part 12 of this Document.

If the Subscription, the Admission to the London Stock Exchange, and the loan to Comarco had taken place on 1 November 2017 (being the start of the period of the unaudited financial information for the six months ended 30 April 2018), the net assets of the Group would have increased from £132,572 to £749,680 and the Group's total comprehensive loss would have grown from £147,794 to £193,685.

<u>**Unaudited pro-forma net assets of the group**</u>

	Unaudited Group net assets as at 30 April 2018	Issue of shares	Convertible loan note	Expenses	Comarco loan	Unaudited pro-forma net assets of the Group
	£	**£**	**£**	**£**	**£**	**£**
	Note 1	*Note 2*	*Note 3*	*Note 4*	*Note 5*	
Assets						
Non-current assets						
Investments	93,682	-	-	-	-	93,682
Property, plant and equipment	109,228	-	-	-	-	109,228
Goodwill on consolidation	226,644	-	-	-	-	226,644
Total non-current assets	**429,554**	**-**	**-**	**-**	**-**	**429,554**
Current assets						
Inventories	206,107	-	-	-	-	206,107
Trade and other receivables	275,046	-	-	-	764,856	1,039,902
Cash and cash equivalents	48,769	805,000	250,000	(145,000)	(810,747)	148,022
Total current assets	**529,922**	**805,000**	**250,000**	**(145,000)**	**(45,891)**	**1,394,031**
Total assets	**959,477**	**805,000**	**250,000**	**(145,000)**	**(45,891)**	**1,823,585**
Liabilities						
Current liabilities						
Trade and other payables	(826,905)	-	(250,000)	-	-	(1,076,905)
Total liabilities	**(826,905)**	**-**	**(250,000)**	**-**	**-**	**(1,076,905)**
Net assets	**132,572**	**805,000**	**-**	**(145,000)**	**(45,891)**	**749,680**

Note 1 The financial information in respect of AAA as at 30 April 2018 has been extracted, without material adjustment, from the Half-Yearly Report 2018 which has been incorporated by reference in this Document.

Note 2 On 1 October 2018, 161,000,000 Ordinary Shares were allotted and issued at a placing price of 0.5p but were not admitted to trading.

Note 3 On 1 October 2018 the Company executed a convertible loan instrument pursuant to which 50,000,000 convertible loan notes were issued at a price of 0.5p for a total amount of £250,000. The interest is payable on the convertible loan notes at a rate of 12% per annum compounded annually.

Note 4 The costs of completing the Subscription, which includes the issue of 161,000,000 Ordinary Shares, together with the attached Warrants and Convertible Loan Notes, were £145,000.

Note 5 AAA has agreed to make available a 24-month loan of US$1,000,000 to Comarco at a rate of 12% per annum increasing to 15% after 9 months. The pro-forma includes the payment of the loan together with interest thereon at an exchange rate of US$1.3074 to £1.

Note 6 The Pro Forma Financial Information does not reflect any changes in the trading position of the Group or any other changes arising.

	Unaudited consolidated income statement for the six months 30 April 2018	Comarco loan interest	Unaudited consolidated pro-forma income statement
	£	**£**	**£**
	Note 7	*Note 8*	
Revenue	638,996	-	638,996
Cost of sales	(428,198)	-	(428,198)
Gross profit	**210,798**	**-**	**210,798**
Other operating income	5,143	-	5,143
Share of profit/loss of associate	3,636	-	3,636
Administrative expenses	(350,165)	-	(350,165)
Operating loss	**(130,588)**	**-**	**(130,588)**
Finance costs	(17,206)	(45,891)	(63,097)
Loss before taxation	**(147,794)**	**(45,891)**	**(193,685)**
Taxation	-	-	-
Net loss for the financial period/year	**(147,794)**	**(45,891)**	**(193,685)**
Other comprehensive loss	-	-	-
Total comprehensive loss	**(147,794)**	**(45,891)**	**(193,685)**

Note 7 The financial information in respect of AAA for the six months ended 30 April 2018 has been extracted, without material adjustment, from the Half-Yearly Report 2018 which has been incorporated by reference in this Document.

Note 8 Interest has been accrued on the 24-month loan of US$1,000,000 to Comarco at a rate of 12% for the six months ended 30 April 2018. The pro-forma includes the interest at an exchange rate of US$1.3074 to £1. Interest will continue to accrue on the Comarco loan as disclosed elsewhere in this Document.

Note 9 The Pro Forma Financial Information does not reflect any changes in the trading position of the Group or any other changes arising.

B.9	**Profit forecast**	Not applicable; this document does not contain profit forecasts or estimates.
B.10	**Description of the nature of any qualifications in the audit report on the historical financial information**	In the audited consolidated accounts for the year ended 31 October 2017, the auditors have included an emphasis of matter for going concern. In forming their opinion on the financial statements, which is not modified, they have considered the adequacy of the disclosures made in Note 2a to the accounts which describes the assumptions made in assessing the going concern basis that these financial statements are prepared under. Specifically, the note states that the cash flow requirements of the Group for the foreseeable future are contingent on Dynamic Intertrade maintaining the invoice financing arrangements generating future sales and selling prices remaining stable during the period to 31 October 2018. The Group made a loss of £147,794 for the six-month ended 30 April 2018 (2017: 285,659) at 30 April 2018 and, at the statement of financial position date of 30 April 2018, the Group had net current assets of £296,983 (2016: £215,983). These conditions, along with other matters explained in note 2a to the financial statements, indicate the existence of material uncertainty which may cast doubt about the Group's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.
B.11	**Working capital**	The Company is of the opinion that the working capital available to the Group, taking into account the Net Proceeds, is sufficient for the Group's present requirements, that is for at least the next 12 months from the date of this document.

<table>
<tr><th colspan="3">Section C – Securities</th></tr>
<tr><td>C.1</td><td>Type and class of the securities admitted to trading</td><td>Each Subscriber was offered one New Ordinary Share in exchange for every 0.5p invested, all such New Ordinary Shares being issued with Warrants attached on a one for one basis. Each Subscription Warrant entitles the warrant holder to subscribe for one Ordinary Share at an exercise price of 1.0p.

When admitted to trading the New Ordinary Shares will have an ISIN of GB00B7V2GY97 and SEDOL of B7V2GY9.</td></tr>
<tr><td>C.2</td><td>Currency of the securities issue</td><td>Pound Sterling.</td></tr>
<tr><td>C.3</td><td>Issued share capital</td><td>
<table>
<tr><td></td><td>Total</td></tr>
<tr><td>Existing Admitted Ordinary Shares</td><td>226,983,954</td></tr>
<tr><td>New Ordinary Shares</td><td>161,000,000</td></tr>
<tr><td>Ordinary Shares in Issue</td><td>387,983,954</td></tr>
<tr><td>Warrants attached to New Ordinary Shares</td><td>161,000,000</td></tr>
<tr><td>Loan Conversion Shares</td><td>33,333,335</td></tr>
<tr><td>Loan Conversion Warrants</td><td>33,333,335</td></tr>
<tr><td>Post-Subscription Potential Total Ordinary Shares</td><td>615,650,624</td></tr>
</table>
At the date of this document, the Company had 226,983,954 Existing Admitted Ordinary Shares with a par value of 0.1p.

The Company undertook a Subscription in September. Following the Subscription, the Company has 387,983,954 Ordinary Shares in issue (all of which are fully paid). The New Ordinary Shares rank pari-passu with the Existing Admitted Ordinary Shares.

Warrants are attached to the New Ordinary Shares on a 1-for-1 basis, with an exercise price of 1.0p per Ordinary Share and expire 12 months from allotment of the New Ordinary Shares. If the Warrants were to be exercised, 161,000,000 new Ordinary Shares could potentially be issued ("Warrants Attached to New Ordinary Shares").

The Subscription included the issue of 50,000,000 Convertible Loan Notes of 0.50p with a conversion price of 0.75p. If the Convertible Loan Notes were converted, up to 33,333,335 new Ordinary Shares will be issued ("Loan Conversion Shares").

Further, Warrants will be attached to any Loan Conversion Shares that are issued on a 1-for-1 basis on the same terms as the Warrants attached to the New Ordinary Shares ("Loan Conversion</td></tr>
</table>

		Warrants"). A maximum of 194,333,335 New Ordinary Shares could potentially be issued in the event that all New Ordinary Shares Warrants and Loan Conversion Warrants are exercised. If the Convertible Loan Notes are converted and all Warrants are exercised, the maximum potential number of Ordinary Shares in issue will be 615,650,624 ("Post-Subscription Potential Total Ordinary Shares")
C.4	**Rights attaching to the securities**	The Company must hold an annual general meeting each year in addition to any other general meetings held in the year. The Board can call a general meeting at any time. All members who are entitled to receive notice under the articles of association must be given notice. Each Shareholder entitled to attend and being present in person or by proxy at a meeting will, upon a show of hands, have one vote and upon a poll each such Shareholder present in person or by proxy will have one vote for each Ordinary Share of which he is the holder. In the case of joint holders of an Ordinary Share, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company. Subject to the Act, the Company may by ordinary resolution declare dividends to be paid to members according to their respective rights and interests in the profits of the Company. However, no dividend shall exceed the amount recommended by the Board. Any dividend declared shall be distributed amongst the Shareholders pro rata according to the nominal amounts paid up or credited as paid up on the Ordinary Shares held by them respectively. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company available for distribution to the shareholders shall be applied in paying to the Shareholders the nominal amounts paid up or credited as paid up on the Ordinary Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, any other sanction required by law and subject to the Act, divide among the members in specie the whole or any part of the assets of the Company or vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine.
C.5	**Restrictions on free transferability of the securities**	The Ordinary Shares are freely transferable and there are no restrictions on transfer.
C.6	**Admission to trading**	The Ordinary Shares in issue at the last practicable date have all been admitted to the Standard Listed segment of the Official List and to trading on the London Stock Exchange's Main Market for Listed Securities. Application will be made to the United Kingdom Listing Authority and the London Stock Exchange for 161,000,000 New Ordinary Shares to be admitted to the standard segment of the Official List and to trading on the London Stock Exchange's Main Market for listed securities, respectively. It is expected that admission will become effective and that unconditional dealings in the New Ordinary Shares will commence on the London Stock Exchange at 8.00 am on 12 December 2018. **No application has been made or is currently intended to be made for the Ordinary Shares to be admitted to trading on any other exchange.**
C.7	**Dividend policy**	The Company has never declared or paid any dividends on the Ordinary Shares. The Company currently intends to pay dividends on future earnings, if any, when it is commercially appropriate to do so. Any decision to declare and pay dividends will be made at the discretion of the Board and will depend on, among other things, the Company's results of operations, financial condition and solvency and distributable reserves tests imposed by corporate law and such other factors that the Board may consider relevant.

<table>
<tr><th colspan="3">Section D – Risks</th></tr>
<tr><td>D.1</td><td>Key information on the key risks that are specific to the Company or its industry</td><td>
RISKS RELATING TO THE GROUP’S BUSINESS AND STRUCTURE

The fixed cost base of the Group is maintained at a constant level through the year however sales volumes of manufactured and traded products do fluctuate. The reduction in revenue during those periods of seasonally low turnover could have a material adverse impact on the business and financial performance of the Group
Climatic conditions such as drought, improper use of pesticides, disease, availability of labour and seasonality of produce, any one of which could result in damage to, or destruction of crops, environmental damage or pollution all of which could have a material adverse impact on the business, operations and financial performance of the Group.
Dynamic relied on its top five customers for approximately 73 per cent. of its revenues in the year ended 31 October 2017. This increased to 82 per cent for the year ended 31 October 2018. Dominance of a select few customers has the potential to force erosion of prices and, by extension, profit margins. Additionally, there is the risk that loss of a key customer and inability to locate an alternate buyer for that proportion of product could result in a decrease in revenue.
At present, a significant proportion 47 per cent. of raw materials are supplied by three key suppliers. While Dynamic sources raw materials from a range of suppliers, there remains a risk of material impact in the short term if one of its key suppliers were to fail.

RISKS RELATING TO THE MARKET IN WHICH THE GROUP OPERATES

A large majority of Dynamic’s revenue is transacted in ZAR or directly linked to the ZAR. Additionally, a number of the suppliers to Dynamic are paid in US Dollars. Consequently, investment in the Ordinary Shares includes an economic exposure to the ZAR and US Dollar. The Company’s accounts are maintained in Pounds Sterling and may therefore be partly affected by fluctuations in the Sterling-Rand and Sterling-US Dollar exchange rate. Fluctuations in the value of Sterling, the ZAR and other currencies in which the Company and any subsidiaries may agree to transact business from time to time may materially affect the earnings which the Company expects to realise from its operations when translated into Sterling. The Group undertakes no hedging on foreign currency exposures however this is reviewed periodically.

Dynamic may experience some production down time if its electricity supply is interrupted due to load shedding by the state provider; this is unlikely to affect production volumes as production can be made up. It may however impact margins as the production may have to be made up with overtime which increases production costs.

RISKS RELATING TO THE TRANSACTIONS ENTERED INTO BY THE COMPANY
The Company has recently entered into a loan agreement to provide the Port Loan to the Kenyan Port operator Comarco. This transaction confers certain associated risks:

Comarco’s business is dependent on regional and global trading volumes as well as economic, financial and political conditions. Comarco may be unfavourably impacted by adverse economic conditions, including uncertainties and instability in global and regional market conditions. These events could adversely affect Comarco insofar as they result in: decreased throughput and use of ancillary services; a negative impact on the ability of the customers of Comarco to pay Comarco, thus reducing Comarco’s cash flows and affecting its ability to repay the Port Loan
Emerging markets such as Kenya generally pose a greater degree of risk than more mature market economies because the economies in emerging markets are more susceptible to destabilisation resulting from domestic and international developments. These risks include, but are not limited to, greater political risk, a fragile export base, budget deficits, lack of adequate infrastructure necessary to accelerate economic growth and changes in the political and economic environment. Emerging markets can also experience more instances of corruption by government officials and misuse of public funds than more mature markets, which could affect the ability of governments to meet

</td></tr>
</table>

		• their obligations under issued securities. Any such political risks, budget deficits, lack of sufficient infrastructure or unimplemented government reforms may adversely impact Kenya's economy and Comarco's ability to service the Port Loan. • High inflation may impact Comarco's ability to service the Port Loan. Historically, inflation in Kenya has fluctuated significantly from year to year. International food and petroleum prices in the past resulted in inflation levels as high as 14% In December 2017, the 12 months inflation rate stood at 4.5% and the Annual Average Inflation rate stood at 8%. There has been a steady stabilisation of inflation rates year on year, despite tighter monetary policies curbing inflation, the impact on inflation of higher fuel and other import prices is beyond government's control. There can be no assurance that the inflation rate will not rise in the future. • Any significant depreciation of the Kenyan shilling against the major currencies might have a negative effect on Comarco's ability to repay its debts denominated in currencies other than the Kenyan shilling, including the amounts due under the Port Loan • A significant portion of the Kenyan economy is comprised of the informal, or shadow, economy. The informal economy is not recorded and is only partially taxed, resulting in a lack of revenue for the government, ineffective regulation, unreliability of statistical information (including the understatement of GDP and the contribution to GDP of various sectors) and inability to monitor or otherwise regulate a large portion of the economy. Lack of effective regulation and enforcement in this sector also gives rise to other issues, including health and safety issues. Although the government is attempting to address the informal economy by streamlining certain regulations, particularly tax laws, there can be no assurance that such reforms will adequately address the issues and bring the informal economy into the formal sector thus having a material adverse effect on Kenya's economy and Comarco's business.
D.3	**Key information on the key risks that are specific to the securities**	**RISKS RELATING TO THE ORDINARY SHARES** • Notwithstanding the fact that an application will be made for the New Ordinary Shares to be admitted to the standard listing segment of the Official List, this should not be taken as implying that there will be a liquid market in the Ordinary Shares and, accordingly, it may be more difficult for investors to sell their Ordinary Shares. The share price of publicly traded companies can be highly volatile and subject to wide fluctuations in response to a variety of factors, which could lead to losses for Shareholders. • Future issues of Ordinary Shares could be dilutive. It may be necessary, at some future time, for the Group to issue additional Ordinary Shares to fund the growth plans of the Group. Any such issue would dilute the interests of Shareholders and could impact upon the price of the Ordinary Shares. • A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules.

Section E – Offer		
E.1	**Net proceeds/ estimate of expenses**	The gross proceeds from the Subscription were £1,055,000. The costs of completing the Subscription were £145,000, resulting in net proceeds of £910,000.
E.2a	**Reasons for the offer/use of proceeds/net amount of proceeds**	The New Ordinary Shares being issued and the corresponding use of proceeds are to make the Port Loan to Comarco and/or general working capital purposes for the Company. The total net proceeds from the subscription that includes the New Ordinary Shares and the Convertible Loan Note amounted to £910,000. £805,000 and £250,000 is the gross proceeds from the New Ordinary Shares and Convertible Loan portions respectively of the subscription and does not include the expenses of £145,000 related to the subscription. The Port Loan made was $1 million (£782,181 as at the last practicable date). This is intended to be the first step of a diversification for AAA, which the Directors believe will allow the Company to significantly grow its business. Comarco will use the proceeds to restructure its loan facilities and for general working capital purposes.
E.3	**Terms and conditions of the offer**	There were no conditions attached to the subscriptions other than those attached to the New Ordinary Shares

E.4	**Interests material to the issue/ conflicting interests**	Not applicable. There are no interests, known to the Company, material to Admission or which are conflicting interests.
E.5	**Name of the offer or/lock up agreements**	No third party is selling Ordinary Shares in connection with the offer. No lock-up arrangements are being entered into in connection with the Ordinary Shares.
E.6	**Dilution**	Please see **C.3** for the Table demonstrating the Dilution outlined below: Dilution Upon Subscription 41% Dilution Upon Full Potential Conversion 63% At the date of this document, the Company had 226,983,954 Existing Admitted Ordinary Shares with a par value of 0.1p. The Company undertook a Subscription in September. Following the Subscription, the Company has 387,983,954 Ordinary Shares in issue (all of which are fully paid). The New Ordinary Shares rank pari-passu with the Existing Admitted Ordinary Shares. Warrants are attached to the New Ordinary Shares on a 1-for-1 basis, with an exercise price of 1.0p per Ordinary Share and expire 12 months from allotment of the New Ordinary Shares. If the Warrants were to be exercised, 161,000,000 new Ordinary Shares could potentially be issued ("Subscription Shares"). The Subscription included the issue of 50,000,000 Convertible Loan Notes of 0.50p with a conversion price of 0.75p. If the Convertible Loan Notes were converted, up to 33,333,335 new Ordinary Shares will be issued ("Loan Conversion Shares"). Further, Warrants will be attached to any Loan Conversion Shares that are issued on a 1-for-1 basis on the same terms as the Warrants attached to the New Ordinary Shares ("Loan Conversion Warrants"). A maximum of 194,333,335 New Ordinary Shares could potentially be issued in the event that all Subscription Warrants and Loan Conversion Warrants are exercised. If the Convertible Loan Notes are converted and all Warrants are exercised, the maximum potential number of Ordinary Shares in issue will be 615,650,624 ("Post-Subscription Potential Total Ordinary Shares")
E.7	**Estimated expenses charged to the investor**	Not applicable. No expenses related to listing are being charged to the investor.

INFORMATION INCORPORATED BY REFERENCE

This Prospectus should be read and construed in conjunction with the Audited Financial Statements together with the audit reports thereon and the memorandum and articles of association of the Company.

The table below sets out the sections of these documents which are incorporated by reference into, and form part of, this Prospectus, and only the parts of the documents identified in the table are incorporated into, and form part of, this Prospectus. The parts of these documents which are not incorporated by reference are either not relevant for investors or are covered elsewhere in this Prospectus. To the extent that any part of any information referred to below itself contains information which is incorporated by reference, such information shall not form part of this Prospectus.

Jefferys Henry of Finsgate, 5-7 Cranwood Street, London, EC1V 9EE has issued an unqualified audit opinion on the Audited Financial Statements

Information incorporated by reference into this document	Page numbers in such document	Reference document
The following sections from the Annual Report for the year ended 31 October 2015:		
Chairman's Statement	4	Annual Report 2015
Strategic/Business Review	5-7	Annual Report 2015
Financial Review	17-23	Annual Report 2015
Directors' report	8-11	Annual Report 2015
Remuneration report	12-13	Annual Report 2015
Directors' responsibilities statement	10	Annual Report 2015
Independent auditor's report on the group financial statements	15-16	Annual Report 2015
Consolidated income statement	17	Annual Report 2015
Consolidated statement of comprehensive income	17	Annual Report 2015
Consolidated statement of financial position	19	Annual Report 2015
Consolidated cash flow statement	20	Annual Report 2015
Consolidated statement of changes in equity	18	Annual Report 2015
Notes to the group financial statements	24-43	Annual Report 2015
The following sections from the Annual Report for the year ended 31 October 2016:		
Chairman's Statement	4	Annual Report 2016
Strategic/Business Review	5-7	Annual Report 2016
Principal Risks and Uncertainties	8-11	Annual Report 2016
Financial Review	16-23	Annual Report 2016

Directors’ report	8-11	Annual Report 2016
Remuneration report	12	Annual Report 2016
Directors’ responsibilities statement	8	Annual Report 2016
Independent auditor’s report on the group financial statements	14-15	Annual Report 2016
Consolidated income statement	16	Annual Report 2016
Consolidated statement of comprehensive income	16	Annual Report 2016
Consolidated statement of financial position	18	Annual Report 2016
Consolidated cash flow statement	19	Annual Report 2016
Consolidated statement of changes in equity	17	Annual Report 2016
Notes to the group financial statements	23-43	Annual Report 2016
Independent auditor’s report on the company financial statements	14-15	Annual Report 2016
The following sections from the Annual Report for the year ended 31 October 2017:		
Chairman’s Statement	4	Annual Report 2017
Strategic/Business Review	5-10	Annual Report 2017
Principal Risks and Uncertainties	9-10	Annual Report 2017
Financial Review	19-42	Annual Report 2017
Directors’ report	11-15	Annual Report 2017
Remuneration report	16-17	Annual Report 2017
Directors’ responsibilities statement	11	Annual Report 2017
Independent auditor’s report on the group financial statements	19-26	Amended Annual Report 2017*
Consolidated statement of comprehensive income	27	Annual Report 2017
Consolidated statement of financial position	29	Annual Report 2017
Consolidated cash flow statement	30	Annual Report 2017
Consolidated statement of changes in equity	28	Annual Report 2017
Notes to the group financial statements	31-56	Annual Report 2017

The following sections from the Half-Yearly Report and Accounts for the Six Months Ended 30 April 2018:		
Consolidated statement of comprehensive income	4	Half-Yearly Report 2018
Consolidated statement of financial position	6	Half-Yearly Report 2018
Consolidated cash flow statement	7	Half-Yearly Report 2018
Consolidated statement of changes in equity	5	Half-Yearly Report 2018
Notes to the group financial statements	8-12	Half-Yearly Report 2018
Memorandum and Articles of Association of the Company		Memorandum and Articles of Association
AAA Prospectus for the Admission to the Standard Listing Segment of the Official List		
AAA Historical Financial Information	46-71	AAA Prospectus July 2015

*A typographic error was identified in the independent auditor's report within the Annual Report 2017, an amended set of accounts with an effective date of 23 February 2018 has been uploaded into the National Storage Mechanism, Companies House, and the Company website. A RNS dated 30 November 2018 can be found on the National Storage Mechanism describes this typographic error. The error was within the paragraph entitled "Material uncertainty related to going concern". The final sentence of the paragraph erroneously stated that "our opinion is modified in respect of this matter", when in fact it should have stated "our opinion is not modified in respect of this matter".

PART 1
RISK FACTORS

The Group's business, financial condition or results of operations could be materially and adversely affected by the risks described below. In such cases, the market price of the Ordinary Shares may decline due to any of these risks and investors may lose all or part of their investment. Additional risks and uncertainties not presently known to the Directors may also have an adverse effect on the Group. The Directors consider the risks disclosed in this Part 1 to be the known material risks for potential investors in the Group. However, there may be additional risks that the Group and the Directors do not currently consider to be material, which have not been disclosed.

Any investment in the Ordinary Shares is speculative and subject to a high degree of risk. Prior to investing in the Ordinary Shares, prospective investors should carefully consider the risks and uncertainties associated with any investment in the Ordinary Shares, the Group's business and the sector in which it operates, together with all other information contained in this document, including, in particular, the risk factors described below. Any of the risks described below, as well as other risks and uncertainties discussed in this document, could have a material adverse effect on the Group's business and could therefore have a negative effect on the trading price of the Ordinary Shares. Prospective investors should note that the risks relating to the Group, its industry and the Ordinary Shares summarised in the 'Summary Information' are the key risks associated with an investment in the Ordinary Shares. However, as the risks which the Group faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the 'Summary Information' but also, among other things, the risks and uncertainties described below.

The following factors do not purport to be a complete list or explanation of all the risk factors involved in investing in the Ordinary Shares. Additional risks and uncertainties that are not currently known to the Company may individually or cumulatively also have an adverse effect on the Group's business, results of operations, financial condition and prospects. If this occurs, the price of the Ordinary Shares may decline, and investors could lose all or part of their investment. Prospective investors should also consider carefully whether an investment in the Ordinary Shares is suitable for them in light of the information in this document and their personal circumstances.

RISKS RELATING TO THE GROUP'S BUSINESS AND STRUCTURE

Seasonality

The fixed cost base of the Group is maintained at a constant level through the year however seasons during which sales volumes of manufactured and traded products do fluctuate. are traditionally lower, these being the summer months and the period from December to January; however, revenue typically decreases. The reduction in revenue during those periods of seasonally low turnover could have a material adverse impact on the business and financial performance of the Group.

Market and competition

The agriculture sector is a highly competitive market and many competitors may have greater financial and other resources than the Group and as a result may be in a better position to compete for opportunities. The Group's local competitors consist of PaprieX, Best Said Properties, Natpro, Petro Foods, Bidvest, Zemcor Marketing as well as other overseas competitors, mainly from China. These companies operate in the same market as the Group procuring local stock, milling and blending herbs and spices which they supply to the South African food industry. Increased local competition could cause an increase in raw materials costs and may favour competitors that have greater financial and other resources than the Group. There can be no assurances that the Group can or will be able to compete effectively.

Climate and disease

The development of agricultural enterprises involves significant uncertainties and risks including unusual climatic conditions such as drought and floods, improper use of pesticides, contamination, disease, availability of labour and seasonality of produce, any one of which could result in damage to, or destruction of crops, environmental damage or pollution all of which could have a material adverse impact on the business, operations and financial performance of the Group.

Product

The main commodities purchased by Dynamic are desiccated paprika/chilli, whole dried chillies, whole dried paprika and blended spice products. Product quality varies from origin to origin and batch to batch. Each product has its own specific product risk, relating to quality, moisture, shelf-life, aflotoxins, microbacteria, and pesticide residues among others. The Company has its own in-house laboratory with three permanent quality staff and all incoming goods are sampled and sent for external laboratory testing. Once it has been confirmed that the goods comply, they are then released into production. All outgoing goods undergo the same testing regime before they are released for sale.

Although structures and protocols are in place to mitigate these risks to as great a degree as possible, product risk retains the capacity to adversely impact on the Group's financial performance.

Pricing

The market price of agricultural products and crops is volatile and is affected by numerous factors which are beyond the Group's control. These include international supply and demand, the level of consumer product demand, international economic trends, currency exchange rate fluctuations, the level of interest rates, rates of inflation, global or regional political events and international events as well as a range of other market forces. Sustained downward movements in agricultural prices could render less economic, or uneconomic, any development activities to be undertaken by the Group.

Regulatory

The agricultural activities of the Group may be subject to various laws governing development, production, the protection of the environment, taxes, labour standards and occupational health, safety, toxic substances and other matters. Environmental laws, regulations and regulatory initiatives are significant drivers for opportunities in the agricultural sector to stand out from smaller operators who do not comply with the laws or do not seek accreditation for their products. Although the Directors intend that all the Group's activities will be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit, curtail its activities or lead to fines or suspension of the companies trading activities until the issue has been resolved.

Dependence on key personnel

The success of the Group depends largely upon the expertise of the Directors and its senior management. There is no assurance that the Group can retain the services of these persons. Failure to do so any of any of these persons may have a materially adverse effect on the Group's business and prospects.

Reliance on key customers

Dynamic generated approximately 72 per cent. and 73 per cent. of its revenues in the year ended 31 October 2016 and 31 October 2017 respectively from its top five customers. The risks associated with reliance on these customers are recognised by the Directors, and it is intended that the Group will continue to expand both its customer base and its product range so as not to be so reliant on its key customers. Dominance of a select few customers has the potential to force erosion of prices and, by extension, profit margins. Additionally, there is the risk that loss of a key customer and inability to locate an alternate buyer for that proportion of product could result in a decrease in revenue.

Successful management of growth

Expansion of the business of the Group may place additional demands on the Group's management, administrative and technological resources and marketing capabilities, and may require additional capital expenditure. If the Group is unable to manage any such expansion effectively, then this may adversely impact the business, development, financial condition, results of operations, prospects, profits and reputation of the Group.

As set out in Part 5 'Business Overview' of this document, the Group intends to expand its operations. The Group's growth and future success will be dependent to some extent on the successful completion of such expansion strategies proposed to be undertaken by the Group and the sufficiency of demand for the Group's products. The execution of the Group's expansion strategies may also place a strain on its managerial, operational and financial reserves. Should the Group fail to implement such expansion strategies or should there be insufficient demand for the Group's products and services, the Group's growth rate may be slower than planned.

Key suppliers

The Directors consider Dynamic to have built up a reliable supplier base for its externally sourced raw materials. At present, approximately 47 per cent. and 63 per cent. of these raw materials are supplied by 3 key suppliers and 6 key suppliers respectively. While Dynamic sources raw materials from a range of suppliers, there remains a risk of material impact in the short term if one of its key suppliers were to fail.

Litigation

Legal proceedings, with or without merit, may arise from time to time during the course of the Group's business. Whilst the Group is not currently involved in any legal proceedings which may have a significant effect on the Group, and none are pending or threatened of which the Company is aware, the Directors cannot preclude litigation being brought against the Group and any litigation brought against the Group could have a material adverse effect on the financial condition, results or operations of the Company. The Group's business may be materially adversely affected if the Group and/or its employees or agents are found not to have met the appropriate standard of care or exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards. So far as the Directors are aware there are no legal proceedings pending or threatened.

Management of operations

Future growth and prospects for the Company will depend on its management's ability to manage the business of the Group and to continue to expand and improve operations, financial efficiencies and quality control of products. Any failure to expand and improve operations, financial efficiencies and quality control in line with the Group's growth could have a material adverse effect on the Group's business, financial condition and results of operations.

Debtor payments

Dynamic generated approximately 82 per cent. its revenues in the year ended 31 October 2018 from its top five customers. Relying on these key customers means that in the event that multiple customers do not pay their debts, it could impact the financial performance of the Company.

Uninsured liabilities

The Group may be subject to liability claims due to its products being natural and therefore of variable quality, or for acts or omissions of its sales representatives, agents or distributors. The Group can give no assurance that the proceeds of insurance applicable to covered risks will be adequate to cover expenses relating to losses or liabilities. Accordingly, the Group may suffer material losses from uninsurable or uninsured risks or insufficient insurance coverage.

Dividends

There can be no assurance as to the level or frequency of future dividends, if any. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors, and will depend on, among other things, the Company's earnings, financial position, cash requirements and availability of profits.

Planning uncertainty

This Prospectus contains certain forward-looking statements that are subject to certain risks and uncertainties; in particular, statements regarding the Group's plans, goals, and prospects. These statements and the assumptions that underlie them are based on the current expectations of the Directors and are subject to a number of factors, many of which are beyond their control. As a result, there can be no assurance that actual performance of the Group will not differ materially from the matters described in this document.

Tariffs and tax changes

Governments may impose tariffs on imported products and/or introduce changes to their internal tax subsidies which may affect the Group's competitiveness.

Economic uncertainty

Future economic uncertainty or significant increases in the Group's operating costs could result in a reduction in profits generated by the Group.

RISKS RELATING TO THE COUNTRIES IN WHICH THE GROUP OPERATES

Political and legal factors

African countries experience varying degrees of political instability. The Group currently has operations in South Africa and sources products from other Southern African countries. There can be no assurance that political stability will continue in those countries where the Company has now or in the future may have operations. In the event of political instability or changes in government policies in those countries where the Company may operate, the operations and financial condition of the Company could be adversely affected.

The countries in which the Group has operations may be subject to legal uncertainties, ambiguities, inconsistencies, and anomalies might arise which would not necessarily exist in the UK. In particular, difficulties may arise in seeking to obtain redress through the legal courts in the relevant overseas jurisdictions.

Specific risks may include:

- changes to existing legislation related to tax, import duties, custom procedures, ownership and foreign exchange laws, leading to an adverse impact on the financial performance of the Group;
- delays in the granting of permits, licenses and other consents from the government;
- changes in Black Economic Empowerment legislation leading to non-compliance by the Group;

- bribery and corruption; and
- labour market unrest and political violence.

Repatriation of funds

Some of the countries in which the Company may operate have maintained strict controls on access to foreign currency and the repatriation of funds. Although exchange control restrictions in South Africa have been substantially relaxed in recent years, there can be no assurance that they will not be reintroduced. Any changes in exchange controls may limit the ability of the Company to distribute any profits.

Black Economic Empowerment legislation in South Africa

Black Economic Empowerment ("**BEE**") is a uniquely South African risk. BEE is a programme launched by the South African government to redress the inequalities caused by Apartheid. It includes measures such as Employment Preference, skills development, ownership, management, socioeconomic development, and preferential procurement. BEE scorecards are generally required for businesses wanting to supply Government departments, as well as larger multinationals and locally listed entities.

From a business risk perspective, failure to comply knowingly or unknowingly can affect the ability to conduct business in South Africa. To address this risk of failing to comply, firms have to meet extensive balanced score card evaluations of their BEE progress. The instruments used to implement and measure BEE prescribe many aspects of business operations including equity ownership, executive (managerial) control, employment, preferential procurement and supply, the transfer of skills, corporate social investment in disadvantaged communities, and the development of entrepreneurship for SMEs and micro-enterprises. Each of these "elements" has set targets (quotas) and timetables for visible black economic empowerment, which introduces risk.

Some specific challenges include:

- regarding Ownership, equity transfer often has the appearance of an involuntary redistribution of wealth and contains the risk to shareholders that value may not be achieved in the case of BEE equity transactions;
- the risk of preferential or "affirmative" procurement has raised new uncertainties about access of foreign firms to government contracts and new procurement rules may create inefficiencies through too much focus on small business;
- achieving the goals set out in BEE charters for skills development, enterprise development, more recently supplier development and socio-economic development can be costly for firms, particularly smaller businesses; and
- long-term uncertainties have recently emerged in the business community regarding increased BEE targets and quotas and penalizing firms that fail to comply voluntarily with BEE targets and timelines.

Failure to achieve a minimum BEE rating can result in the Company's inability to service government contracts and potentially reduce the number of corporate blue-chip customers it supplies, as these customers may have minimum BEE requirements. This can potentially result in a loss in revenue and profits. Similarly, if BEE is not implemented properly, it can result in production inefficiencies through the appointment of unqualified personnel, referred to as "window dressing".

Supply of electricity

Eskom generates approximately 95 per cent. of the electricity used in South Africa and historically has not always met the demand of customers. Therefore, to avoid total collapse of the electricity supply Eskom may interrupt electricity supply to certain areas in what is known as load shedding. Dynamic may experience some loss of production if it experiences load shedding; this is unlikely to affect production volumes as production can be made up. It may however impact margins as the production may have to be made up with overtime which increases production costs. Eskom will not commit to there being no load shedding; however, the grid is stable enough that no load shedding has happened over the last 12 months.

Labour market unrest

South Africa has in recent history been a place of some political instability, in part due to its complex history and the large income inequality. Despite this, within the region, South Africa is relatively more predictable. Labour unrest is an example of one of the instabilities in South Africa, but also showcases some of the labour organisation structures in place. On the one hand, the relatively strong formal labour organisation structure in the country has resulted in large labour unions which in theory protect the rights of workers; at the same time, the lack of closing the wealth gap has meant that those closer to the poverty line have a clear platform to voice their discontent, with some parties using this as a political tool.

The main industries that have faced labour unrest in the past few months in South Africa include the mining, manufacturing and telecommunications industries. Previously agriculture has also faced strikes by farmworkers. Workers are mostly striking for (living) wages, against the misappropriation of company funds, and a growing skills gap (where they cannot get the jobs due to their benchmark skills not meeting certain required criteria). Lately, another nuance has been added with Trade Unions themselves infighting and threatening unrest as they vie for power.

Strikes can extend for months at a time, affecting production, decimating export expectations, turning off investors and buyers from abroad and effectively affecting the profitability of the company.

Labour market unrest that escalates into a strike action may impact supplies, production levels and therefore profits for the Company.

RISKS RELATING TO THE MARKET IN WHICH THE GROUP OPERATES

Exchange rate fluctuations

A large majority of Dynamic's revenue will be transacted in ZAR or directly linked to the ZAR. Additionally, a number of the suppliers to Dynamic are paid in US Dollars. Consequently, investment in the Ordinary Shares includes an economic exposure to the ZAR and US Dollar. The Company's accounts are maintained in South African Rand and may therefore be partly affected by fluctuations in the Sterling-Rand and Sterling-US Dollar exchange rate. Fluctuations in the value of Sterling, the ZAR and other currencies in which the Company and any subsidiaries may agree to transact business from time to time may materially affect the earnings which the Company expects to realise from its operations when translated into Sterling. As the Company receives income, it will be exposed to currency translation risk on such income to the extent the Company does not seek to hedge its currency exposure in the financial markets. The Group undertakes no hedging on foreign currency exposures however this is reviewed periodically.

Exposure to economic cycle

Market conditions may affect the value of the Company's share price regardless of operating performance. The Group could be affected by unforeseen events outside of its control including economic and political events and trends, inflation and deflation, terrorist attacks or currency exchange fluctuation. The combined effect of these factors is difficult to predict and an investment in the Company could be adversely affected by changes in economic, political, administrative, taxation or other regulatory factors in any jurisdiction in which the Group may operate. Deterioration in the economic climate could result in a delay or cancellation of clients' projects.

Force majeure events

There is a risk that the markets in which the Group currently operates could be affected by events such as war, civil war, riot or armed conflict, acts of terrorism, floods, explosions or other catastrophes, epidemics or quarantine restrictions, which are outside of the Directors' control and generally not covered by insurance. Such events could have a variety of materially adverse consequences for the Group, including risks and costs related to decline in revenues or reputational damage, and injury or loss of life, as well as litigation related thereto.

Legal systems

The Republic of South Africa and some of the countries in which the Group may operate in could have legal systems that result in risks such as: (i) potential difficulties in obtaining effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation, or in an ownership dispute; (ii) a higher degree of discretion on the part of governmental authorities; (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; and (v) relative inexperience of the judiciary and courts in such matters. In certain jurisdictions the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

RISKS RELATING TO THE PORT LOAN

Comarco's business is dependent on regional and global trading volumes as well as economic, financial and political conditions. Comarco may be unfavourably impacted by adverse economic conditions, including uncertainties and instability in global and regional market conditions. The volume of cargo handled by Comarco and the use of other port-related services by customers are influenced by the performance and growth of regional and international trading economies. Comarco's core business consists of the management, operations and development of its Mombasa-based terminal and the provision of cargo handling and other port-related services. Such services are required by customers for the transportation of cargo by sea between overseas and regional economies. If key export markets for local exporters experience an economic downturn or recession, export volumes may decrease.

Global macroeconomics and international trade

In 2018, the US has initiated trade actions affecting a broad group of countries bringing uncertainty and disruptions to international trade flows. If the threats are realised and business confidence falls as a result, global output could be 0.5% below current projections for 2020[1] leading to a negative impact on Comarco and the global shipping industry. The moderation of China towards a services-based economy will lead to decline in the rate of growth of sea going volumes globally and this could have knock-on effects on the volumes handled by the Kenyan ports.

Other factors impacting the performance and growth of regional and international trading economies may also affect the business of Comarco, including but not limited to, unfavourable political conditions, trade restrictions, sanctions, embargoes, boycotts, trade measures, exchange controls, currency fluctuations, labour strikes, trade disputes, weather patterns, crop yields, epidemics, terrorism, changes in seaborne and other transportation patterns and natural disasters. Comarco's results of operations may fluctuate significantly as a result of the seasonality of the shipping industry as well as quarter-to-quarter volatility in the operating results of Comarco. As a result, the results of operations of Comarco may fluctuate significantly and comparisons of operating results between different periods within a single financial year, or between different periods in different financial years, may not necessarily be meaningful and may not be relied upon as indications of its overall performance.

Kenyan economy
In 2017, there was a slowdown of economic activity in Kenya to the weakest level in five years[2]. This was primarily attributable to a drought that hindered national agricultural output, declining private sector access to credit, and election-related uncertainty weakening private sector activity. Despite a temporal slow down, the economic growth of Kenya is forecasted to rebound to GDP growth of 5.8% in 2018 and 6.1% in 2019[3]. Decreases in overall economic activity and health of Kenya could adversely affect Comarco insofar as they result in: decreased throughput and use of ancillary services; a negative impact on the ability of the customers to pay Comarco, thus reducing Comarco's cash flows; increased rates of trade credit default by customers; and an increased likelihood that one or more of Comarco's banking syndicates or insurers may not honour their commitments to Comarco.

Customer concentration and dependency
Comarco is dependent on a small number of customers for a significant portion of its business. For the year ended 31 September 2017 and 31 September 2016, Comarco's five largest customers accounted for approximately 65.9 per cent. and 72.5 per cent., respectively, of the throughput for the port. Comarco typically enter into contracts of duration ranging from one to three years that usually contain provisions granting the shipping company an early termination right in certain circumstances. Early termination rights are a common feature in contracts of this nature and afford customers of the port a degree of leverage with which to negotiate on prices and bulk discounts with Comarco.

Industry competitiveness
The shipping industry has undergone significant consolidation over the past 15 years and, in addition, shipping lines are increasingly investing in seaports and in their own dedicated terminal facilities. To the extent that these customers make such investments in East Africa, they may prefer to use these facilities over Comarco's facility. There can be no assurance that, if Comarco were to lose all or a significant portion of the business from one or more major customers, it would be able to obtain business from other customers in a sufficient amount to replace any such lost revenue or, if Comarco were able to obtain business from other customers, that it would be on commercially reasonable terms.

Banking covenant breaches
Comarco may face risks associated with debt financing and the debt facilities and the debt covenants could limit or affect Comarco's operations. Comarco is subject to risks associated with debt financing, including the risk that its cash flows will be insufficient to meet the required payments of principal and interest under such financing and may not be able to meet all its obligations to repay any future borrowings through its cash flow from operations. Comarco may be required to repay maturing debt with funds from additional debt or equity financing or both. There is no assurance that such financing will be available on acceptable terms or at all. Comarco may be subject to the risk that the terms of any refinancing undertaken will be less favourable than the terms of the original borrowings. Comarco may also be subject to certain covenants that may limit or otherwise adversely affect its operations, its ability to operate its ports or undertake capital expenditures and may require it to set aside funds for maintenance or repayment of security deposits or require Comarco to maintain certain financial ratios (e.g. loan to value ratios). The triggering of any of such covenants may have an adverse impact on the business, financial condition, results of operations and prospects of Comarco. If prevailing interest rates or other factors at the time of refinancing (such as the possible reluctance of lenders to make loans to port operators) result in higher interest rates, the interest expense relating to such refinanced indebtedness would increase, thereby adversely affecting Comarco's cash flows.

[1] FT "IMF warns Trump tariffs could hit global growth by 0.5%" FT.com
https://www.ft.com/content/b3e31d4a-8901-11e8-b18d-0181731a0340
[2] The World Bank "Kenya's GDP Growth Slumps in 2017, but can Rebound over the Medium-Term" worldbank.org
https://www.worldbank.org/en/news/press-release/2017/12/06/kenyas-gdp-growth-slumps-in-2017-but-can-rebound-over-the-medium-term
[3] The World Bank "Kenya's Economic Outlook to Dip in 2017"
http://www.worldbank.org/en/news/press-release/2017/04/12/kenyas-economic-outlook-to-dip-in-2017

Risks relating to making the Port Loan in Kenya

Limited supply side policy and institutions

Emerging markets such as Kenya generally pose a greater degree of risk than more mature market economies because the economies in emerging markets are more susceptible to destabilisation resulting from domestic and international developments. These risks include, but are not limited to, greater political risk, a fragile export base, budget deficits, lack of adequate infrastructure necessary to accelerate economic growth and changes in the political and economic environment. Although significant progress has been made in reforming Kenya's economy and its political and judicial systems, Kenya is still in the process of developing the necessary infrastructure, regulatory and judicial framework that is essential to support market institutions and broad-based social and economic reforms.

Corruption

Emerging markets can also experience more instances of corruption by government officials and misuse of public funds than more mature markets, which could affect the ability of governments to meet their obligations under issued securities. Any such political risks, budget deficits, lack of sufficient infrastructure or unimplemented government reforms may adversely impact Kenya's economy. In addition, Kenya's economy and macroeconomic goals are susceptible to adverse external shocks, including the recent global economic crisis, the ongoing instability in the international financial markets, the recent turmoil in the European banking system and the sovereign debt market of certain members of the European Monetary System. If economic recovery from the global recession is slow or stalls, and some of Kenya's primary trading partners continue to experience economic difficulties, or euro area members experience difficulties issuing securities in the sovereign debt market or servicing existing debt, it could result in fewer exports by Kenya, which relies on the export market.

Inflation risk

High inflation may impact Comarco's ability to service the Port Loan. Historically, inflation in Kenya has fluctuated significantly from year to year. International food and petroleum prices in the past resulted in inflation levels as high as 14%. in 2011[4]. The average inflation rate decreased to 9.4%. in 2012 and further to 5.7%. in 2013[5]. Although tighter monetary policies have historically helped to curb inflation, the impact on inflation of higher fuel and other import prices is beyond the government's control. There can be no assurance that the inflation rate will not rise in the future.

Currency volatility

Any significant depreciation of the Kenyan shilling against the major currencies might have a negative effect on Comarco's ability to repay its debts denominated in currencies other than the Kenyan shilling, including the amounts due under the Port Loan. The Kenyan shilling experienced considerable volatility during 2017. The shilling depreciated against the major currencies such as US Dollar, UAE Dirham, Indian Rupee, Chinese Yuan and Euro by 1.8%, 1.8%, 4.3%, 4.2% and 6.7% respectively for the year ended November 2017[6]. For the year ended November 2017, the shilling appreciated against the Japanese yen by 6.4%. Half of Kenya's total public debt is foreign currency denominated and devaluation in the shilling can increase Kenya's debt distress risk[7].

Risks associated with Comarco conducting marine logistics operations in Kenya

Informal economy

A significant portion of the Kenyan economy is comprised of the informal, or shadow, economy. Based on information from the Kenya National Bureau of Statistics, approximately 83.4 per cent. of employment in 2017 was in the informal sector[8]. The informal economy is not recorded and is only partially taxed, resulting in a lack of revenue for the government, ineffective regulation, unreliability of statistical information (including the understatement of GDP and the contribution to GDP of various sectors) and inability to monitor or otherwise regulate a large portion of the economy. Lack of effective regulation and enforcement in this sector also gives rise to other issues, including health and safety issues. Although the government is attempting to address the informal economy by streamlining certain regulations, particularly tax laws, there can be no assurance that such reforms will adequately address the issues and bring the informal economy into the formal sector thus having a material adverse effect on Kenya's economy and Comarco's business.

Terrorism and security

Kenya continues to be challenged by internal security issues. For example, in September 2013, a terrorist attack occurred at the Westgate Mall in Nairobi. The al-Shabaab group, a militant group, claimed responsibility for the attack and resumed its threats of continued attacks, not only against Kenya but also against Western countries for their intervention in Somalia. Al-Shabaab claimed that the presence of Kenyan troops in southern Somalia as part of the peacekeeping forces of the African

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[4] knoema "Inflation Rate" knoema.com
https://knoema.com/atlas/Kenya/Inflation-rate
[5] ibid
[6] Knight Frank "Kenya Insight 2018" knightfrank.com
https://content.knightfrank.com/research/1437/documents/en/kenya-insight-2018-5215.pdf
[7] Bloomberg "IMF raises Kenyas risk of debt distress to moderate from low" Bloomberg.com
https://www.bloomberg.com/news/articles/2018-10-24/imf-raises-kenya-s-risk-of-debt-distress-to-moderate-from-low
[8] knbs "Economic survey 2018" knbs.or.ke
https://www.knbs.or.ke/download/economic-survey-2018/

Union Mission in Somalia prompted the attack and announced that it would continue its attacks until Kenya withdrew its troops from Somalia. Al-Shabaab also claimed responsibility for carrying out an attack on 22 November 2014 on a bus in northern Kenya in which 28 people were killed. Since 2013, there have been numerous attacks involving grenades or explosive devices in Kenya. Such actions could have materially adverse effect on Kenya's economy and Comarco's business.

Money laundering and economic crimes
Although Kenya has implemented and is pursuing major initiatives to prevent and fight corruption and money laundering, both remain important issues in Kenya. Kenya is ranked 143 out of 180 in Transparency International's 2017 Corruption Perceptions Index and placed at the 17th percentile rank (with 100 the highest rank) on the World Bank's Worldwide Governance Indicators for 2017 (control of corruption dimension)[9] [10]. Although the total number of cases handled by the Kenya Ethics and Anticorruption Commission decreased from 7,326 in 2011 to 2,978 in 2012 following the enactment of the Ethics and Anti-corruption Commission Act, 2011 and the Anti-Corruption and Economic Crimes (Amnesty and Restitution) Regulations, 2011, it has increased to 3,735 in 2017. Failure for the government to implement strategies to prevent continued corruption in the public sector and deficiencies in the systems for addressing money laundering activities could have a material adverse effect on the Kenyan economy and Comarco's business.

RISKS RELATING TO TAXATION

The Group may have exposure to greater than anticipated tax liabilities
Determining the Group's provision for corporation and other tax liabilities, and the application and calculation of any tax relief, requires significant judgments and estimates, and there are many transactions and calculations where the ultimate tax determination is uncertain. Although the Group believes its estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in its financial statements and may materially affect its financial results in the period or periods for which such determination is made. Any adverse tax determination may require the Group to pay material amounts in taxes and penalties or materially reduce the Group's existing tax assets, which could have a material adverse effect on the Group's business, results of operations or financial condition.

Taxation of returns from assets located outside of the UK may reduce any net return to investors
To the extent that any asset, company or business which the Company acquires is established outside the UK, it is possible that any return the Company receives from it may be reduced by irrecoverable foreign withholding or other local taxes and this may reduce any net return derived by investors from a shareholding in the Company.

Changes in tax law and practice may reduce any net returns for investors
The tax treatment of Shareholders, any special purpose vehicle that the Company may establish and any company which the Company may acquire are, all subject to changes in tax laws or practices in the relevant jurisdiction. Any change may reduce the net return derived by investors from a shareholding in the Company.

Investors should not rely on the general guide to taxation set out in this document and should seek their own specialist advice. The tax rates referred to in this document are those currently applicable and they are subject to change.

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner
It is intended that the Company will structure the group to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not correct, taxes may be imposed with respect to the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

RISKS RELATING TO THE ORDINARY SHARES

Share price volatility and trading basis
Notwithstanding the fact that an application will be made for the New Ordinary Shares to be admitted to the standard listing segment of the Official List, this should not be taken as implying that there will be a liquid market in the Ordinary Shares and, accordingly, it may be more difficult for investors to sell their Ordinary Shares. A return on investment in the Ordinary Shares may, therefore, in certain circumstances be difficult to realise. The share price of publicly traded companies can be highly volatile and subject to wide fluctuations in response to a variety of factors, which could lead to losses for Shareholders. The price at which the Ordinary Shares may trade and the price which investors may realise for their Ordinary Shares will be

[9] Transparency International. "Corruption Perception Index" transparency.org https://www.transparency.org/news/feature/corruption_perceptions_index_2017#table (accessed November 7, 2018).
[10] World Bank. "Worldwide Governance Indicators" worldbank.org
http://info.worldbank.org/governance/wgi/#reports (accessed November 7, 2018).

influenced by a large number of factors, some specific to the Group and some which may affect quoted companies generally. These factors could include the performance of the Group's operations, large purchases or sales of shares, liquidity (or absence of liquidity) in its shares, currency fluctuations, legislative or regulatory changes (including changes in the tax regime in the jurisdiction in which the Group or its investments operate), additions or departures of key personnel at the Group, adverse press, newspaper and other media reports and general economic conditions. In addition, stock markets from time to time suffer significant price and volume fluctuations that affect the market price for securities and which may be unrelated to the Group's performance. The value of the Ordinary Shares may therefore fluctuate and may not reflect their underlying asset value.

New Ordinary Shares and Impact on Share Price

	Total
Existing Admitted Ordinary Shares	226,983,954
New Ordinary Shares	161,000,000
Ordinary Shares in Issue	387,983,954
Warrants Attached to New Ordinary Shares	161,000,000
Loan Conversion Shares	33,333,335
Loan Conversion Warrants	33,333,335
Post-Subscription Potential Total Ordinary Shares	615,650,624

The Company undertook a Subscription in September. Before the subscription, the Company had 226,983,954 Existing Admitted Ordinary Shares with a par value of 0.1p. Following the Subscription, the Company has 387,983,954 Ordinary Shares in issue (all of which are fully paid). The New Ordinary Shares rank pari-passu with the Existing Admitted Ordinary Shares.

Warrants will be attached to the New Ordinary Shares on a 1-for-1 basis, with an exercise price of 1.0p per Ordinary Share and expire 12 months from allotment of the New Ordinary Shares. If the Warrants were to be exercised, 161,000,000 new Ordinary Shares could potentially be issued ("Warrants Attached to New Ordinary Shares").

The Subscription included the issue of 50,000,000 Convertible Loan Notes of 0.50p with a conversion price of 0.75p. If the Convertible Loan Notes were converted, up to 33,333,335 new Ordinary Shares will be issued ("Loan Conversion Shares").

Further, warrants will be attached to any Loan Conversion Shares that are issued on a 1-for-1 basis on the same terms as the warrants attached to the New Ordinary Shares ("Loan Conversion Warrants"). A maximum of 194,333,335 New Ordinary Shares could potentially be issued in the event that all New Ordinary Shares Warrants and Loan Conversion Warrants are exercised.

If the Convertible Loan Notes are converted and all Warrants are exercised, the maximum potential number of Ordinary Shares in issue will be 615,650,624 ("Post-Subscription Potential Total Ordinary Shares")

Future issues of Ordinary Shares could be dilutive

It may be necessary, at some future time, for the Group to issue additional Ordinary Shares to fund the growth plans of the Group. Any such issue would dilute the interests of Shareholders and could impact upon the price of the Ordinary Shares.

Regulatory Protection

Application will be made for the New Ordinary Shares to be admitted to a standard listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. Further details regarding the differences in the protections afforded by a Premium Listing or against a Standard Listing are set out in Part 10 entitled 'Consequences of a Standard Listing'.

Investors should therefore consider carefully whether investment in the Company is suitable for them, in view of the risk factors outlined above and the information contained in this document, their personal circumstances and the financial resources available to them.

PART 2
PRESENTATION OF FINANCIAL AND OTHER INFORMATION

General

No person has been authorised to give any information or to make any representations in connection with Admission other than the information and representations contained in this document and, if any other information is given or representations are made, such information or representations must not be relied upon as having been authorised by or on behalf of the Company or the Directors.

The Company does not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding Admission, the Ordinary Shares or the Group. The Company makes no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. Without prejudice to any obligation of the Company under the FSMA, the Prospectus Rules, the Listing Rules or the Disclosure and Transparency Rules, the delivery of this document shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Company or of the Group taken as a whole since the date hereof or that the information contained herein is correct as of any time subsequent to its date.

The contents of this document or any subsequent communications from any member of the Group or any of their respective affiliates, officers, advisers, directors, employees or agents are not to be construed as advice on legal, business, taxation, accounting, regulatory, investment or any other matters. Each investor should consult his or her own lawyer, financial adviser or tax adviser for legal, financial or tax advice, as appropriate.

This document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer or invitation to subscribe for or buy, any Ordinary Shares by any person in any jurisdiction.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of Australia, Canada, Japan, South Africa or the Republic of Ireland.

Investors should read this document in its entirety.

Presentation of financial information

The financial information presented in this document by reference includes:

- audited consolidated financial information for the Group as at and for the periods ended 31 October 2015, 31 October 2016 and 31 October 2017;
- unaudited consolidated financial information for the Group as at and for the period ended 30 April 2018.

In each case, prepared in accordance with IFRS.

Non-financial information operating data

The non-financial operating data included in this document has been extracted without material adjustment from the management records of the Group and is unaudited.

Currencies

In this document, references to "**Pounds Sterling**", "**£**", "**pence**" or "**p**" are to the lawful currency of the UK; references to "**South African Rand**", "**Rand**", or "**ZAR**" are to the lawful currency of the Republic of South Africa; references to "Kenyan Shillings" or "KES" are to the lawful currency of Kenya; and references to **"US Dollar"**, **"US$"** or **"USD"** are to the lawful currency of the United States of America. The basis of translation of any foreign currency transactions and amounts in the financial information set out in Part 11 of this document under the section headed 'Historical Financial Information'.

Rounding

Percentages and certain amounts in this document, including financial, statistical and operating information, have been rounded to the nearest thousand whole number or single decimal place for ease of presentation. As a result, the figures shown as totals may not be the precise sum of the figures that precede them. In addition, certain percentages and amounts contained in this document reflect calculations based on the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages or amounts that would be derived if the relevant calculations were based upon the rounded numbers.

Third party information

The Company confirms that all third-party information contained in this document has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where third party information has been used in this document, the source of such information has also been identified.

No incorporation of website

The contents of the Company's website, any website mentioned in this document or any website directly or indirectly linked to these websites have not been verified and do not form part of this document and investors should not rely on such information.

Definitions

A list of defined terms and technical terms used in this document is set out in Part 15 'Definitions'.

Forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "might", "could", "will", "target", "plan", "continue" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs or current expectations of the Company concerning, amongst other things, the objectives and policies, financing strategies, performance, results of operations, financial condition, prospects, and dividend policy of the Company and the markets in which it and the other companies in the Group operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantee of future performance. The Company's actual performance, results of operations, financial condition, dividend policy and the development of its financing and operational strategies may differ materially from the impression created by the forward-looking statements contained in this document. In addition, even if the performance, results of operations, financial condition and dividend policy of the Company, and the development of its financing and operating strategies, are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments.

Important factors that could cause these differences include but are not limited to the risk factors (which are not exhaustive) set forth above in Part 1 'Risk Factors'.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. In addition, even if the Company's results of operations and financial condition, and the development of the industry in which the Company operates, are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods.

Investors are cautioned that forward-looking statements are not guarantees of future performance. The Company makes no representation, warranty or prediction that the results predicted by such forward-looking statements will be achieved and these forward-looking statements represent, in each case, only one of many possible scenarios and should not be viewed as the most likely or standard scenario. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this document speak only as at the date of this document, reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations, results of operations and growth strategy. Investors should specifically consider the factors identified in this document that could cause actual results to differ. All of the forward-looking statements made in this document are qualified by these cautionary statements. For the avoidance of doubt, nothing in this paragraph on forward-looking statements constitutes a qualification of the working capital statement contained in paragraph 15 of Part 14 "Additional Information".

Forward-looking statements contained in this document apply only as at the date of this document. Subject to any obligations under FSMA, the Listing Rules, the Disclosure and Transparency Rules and the Prospectus Rules, the Group undertakes no obligation publicly to update or review any forward-looking statements, whether as a result of new information, future developments or otherwise.

PART 3

DIRECTORS, SECRETARY, REGISTERED AND HEAD OFFICE AND ADVISERS

Directors	David Lenigas	*Non-Executive Chairman*
	Andrew Anthony Monk	*Non-Executive Director*
	George Greville Roach	*Non-Executive Director*
	Robert Stuart Scott	*Executive Director*
	Matthew Bonner	*Non-Executive Director*
Company Secretary	Stephen Edward Clow	
Registered and Head office of the Group	Fourth Floor New Liverpool House 15-17 Eldon Street London EC2M 7LD	
Financial Adviser & Broker	VSA Capital Limited New Liverpool House 15-17 Eldon Street London EC2M 7LD	
Legal Adviser to the Group	Keystone Law LLP 48 Chancery Lane London EC2A 1JF	
Auditors & Reporting Accountant	Jeffreys Henry LLP Finsgate 5-7 Cranwood Street London EC1V 9EE	
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA	

PART 4
EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	7 December 2018
Admission and commencement of dealings in New Ordinary Shares	12 December 2018
Credited to CREST	12 December 2018

These dates and times are indicative only, subject to change and may be brought forward as well as moved back, in which case new dates and times will be announced. The times referred to above are references to the time in London, UK.

Despatch of Certificates	12 December 2018

PART 5
BUSINESS OVERVIEW

Investors should read this Part 5 "Business Overview" in conjunction with the more detailed information contained in this document, including the financial and other information incorporated by reference.

Introduction

Anglo African Agriculture plc is registered in the United Kingdom and is the holding company of the Group which is involved in the manufacturing of herbs and spices and trading in agricultural products. The Company was admitted to trading on the standard segment of the Main Market of the London Stock Exchange on 30 July 2015.

Between March 2013 and June 2014, the Company went through the process of acquiring Dynamic with the objective of entering the food manufacturing sector in Africa. Dynamic is a manufacturer of herbs and spices and trader of agricultural products.

The Company acquired, in March 2017, 46.8% in DIA for an initial consideration of £100,000, payable in 7,692,308 Ordinary Shares.

Following a strategic review, the Company has been seeking to expand its activities beyond the agricultural sector. The Company announced on 30 August 2018 the signing of a Memorandum of Understanding whereby it was proposed that AAA would provide a 24-month loan (the "Port Loan") to help fund the growth of the privately-owned port and marine logistics group, Comarco Group, based in Mombasa, Kenya. This is intended to be the first step of a diversification for AAA, which the Directors believe will allow the Company to significantly grow its business.

Commercial Activities

Dynamic

Dynamic is a manufacturer of food products based in Cape Town, South Africa. Dynamic's commercial activities fall into two principal categories:

- manufacturing of herbs and spices; and
- trading in agricultural products.

DIA

DIA is based in Johannesburg in South Africa and trades directly with primary producers and end users and arranges funding, transport and distribution from farm to factory.

Port Loan

In return for exclusivity in assisting with Comarco restructuring its historic debt set out below, AAA has made a 24-month loan of US$1,000,000 to Comarco at a rate of 12% per annum increasing to 15% after 9 months.

The specific use of funds will include the repayment of debt and the provision of funds for general working capital purposes, which will enable the port facility to grow and expand faster than would otherwise be the case.

Manufacturing of herb and spice products and trading

Dynamic's operations are the manufacture of chilli and paprika blended products and batch packs. Dynamic is responsible for quality control, milling, blending and packaging of the product, such that it satisfies each customer's specific requirement. Dynamic also develops batch pack products for clients on request.

Incoming raw materials are tested in-house at Dynamic's warehouse and distribution facility, and by external laboratories, before being approved for processing. The raw materials are then milled into flakes or powders. The range of milling equipment, owned by Dynamic, includes hammer mills and a turbine mill. Following milling, the goods are then blended according to customer-specific formulas developed by a qualified food scientist. Finished product is packed into bags ranging from 500g to 25kg for sale to the food manufacturing industry.

Dynamic's quality assurance manager has primary responsibility for the quality control function and is supported by two quality controllers. The quality control team operates an in-house laboratory capable of testing for moisture and ASTA levels. ASTA is a unit used to measure the intensity of the red colour of paprika. Other microbiological and analytical tests which may be required according to legislation or customer specifications are performed by outsourced accredited laboratories.

Tests include those for microbial contaminants, pesticide residues, and Scoville Heat Units (a scientific measure of capsicum 'heat').

Quality control is run according to World Health Organisation Good Manufacturing Practise standards, and all goods are batch tracked "from farm to fork". Dynamic holds FSSC 22000 (Food Safety System Certification) accreditation. The FSSC 22000 scheme is recognised by the Global Food Safety Initiative and is also supported by the Confederation of FoodDrinkEurope. FSSC 22000 is an international, auditable standard that specifies the requirements for food safety management systems, which has been designed to cover all the processes along the food chain that deal directly or indirectly with the end product being consumed. The Directors believe that such accreditation therefore has the potential for Dynamic to access the European and US markets, where food safety requirements are typically more stringent.

Dynamic trades in black pepper, chilli flakes, garlic products, white pepper, roasted coriander and other herbs and spices. Gross profit margins on trading lines are typically lower than those on chilli and paprika blended products. Dynamic is targeting higher trading margins by focusing on value added batch packs and hopes to increase sales in future years. Following the acquisition of DIA, the Company's trading activities have increased and include, popcorn, soya oil cake meal, cottonseed oil cake meal, meat and bone meal, blood meal, sunflower seeds, assorted fertilizers, sugar, maize, chillies and paprika. It is expected that these will be traded exclusively through DIA as well as trading Dynamic's own products.

DIA trades dried produce, with the emphasis being on supplying various protein products to the human and animal feed industries in southern Africa. DIA trades and distributes commodities including sugar beans, popcorn, soya oil cake meal, cottonseed oil cake meal, meat and bone meal (carcass meal), blood meal, sunflower seed, soya beans, assorted fertilizers, maize, chillies, paprika, whole pepper, sugar, and other spices. Commodities are sourced in Malawi, Zambia, Zimbabwe and Mozambique, South America, and imported into South Africa. Products are exported from South Africa to the same regions in Southern Africa.

Dynamic has a manufacturing and distribution facility in Cape Town. The facility is FSSC 22000 compliant and has sufficient space to handle an increase in production, storage and sales.

Dynamic's revenue has two annual peaks. The first is from March to April, precipitated by the fishing season, when the canning industry is processing tinned fish, primarily pilchards. Dynamic manufactures a special blend of cayenne pepper for this product. The fishing industry awards business on a tender basis, based on submissions in December the prior year.

The second annual peak occurs just prior to year-end. October to November is the period during which most manufacturers increase their throughput just prior to the traditional factory shutdown, for plant maintenance and summer holidays in December. December also represents the peak period for retail sales, during the annual holiday season. The lean sales period is the December to February quarter, followed by a slow start up in January to February.

As well as sales, procurement of raw materials is also seasonal as chilli and paprika crops have a four to five month growing season and therefore are less widely available at other times of the year. Towards the end of the procurement season, Dynamic forward buys raw materials to hold in store; thus, ensuring it has sufficient raw materials to meet consumer demand until the next season's new crop becomes available. Suppliers are audited in order to ensure continuity of supply as well as quality of manufacturing, storage and distribution.

The day-to-day operations of Dynamic and DIA are the responsibility of the management team, currently based in Cape Town, South Africa. The management team reports to Dynamic's board of directors, comprising Robert Scott, Dave Ransom, and Ronel Putter. Dynamic's board of directors regularly reports to the Board.

In the year ended 31 October 2017, Dynamic supplied product to approximately 38 customers, predominantly based in South Africa. The South African food industry represents Dynamic's primary market, accounting for almost 100% of turnover during this period. In addition to the food industry, Dynamic also supplies the South African fishing industry, which is a relatively new market for its products.

Sales by Dynamic by product segment are 94 per cent. manufactured product and 6 per cent. traded product for the year ended 31 October 2017.

Dynamic sources its raw materials from suppliers in South Africa and Sub-Saharan Africa as well as China and India. In the year ended 31 October 2017, the top 6 suppliers accounted for approximately 63 per cent., by value.

Dynamic's strategy is to sustainably grow each business segment (milling and/or blending of herbs and spices and bulk trading of agricultural products). Dynamic intends for both these segments to continue being core to operations and intends to focus on increasing production volumes. In order to increase volumes, the strategy will focus on signing new clients and ensuring that appropriate levels of quality inventory are kept. Dynamic intends to continue to trade a similar product range, with chilli, garlic products and paprika as well as developing a standard range of seasonings, customized product batch packs for the general foods market. Dynamic will continue to review its supplier base, ensuring it sources high quality raw materials at competitive prices. At the same time, they will also seek to grow the breadth of its consumer base, whilst ensuring order volumes are maintained or increased from key customers. Dynamic intends to continue to prioritise sales into the South African market and specifically intends to grow sales to the domestic fishing industry. Dynamic also plans to capitalise on any opportunity to profitably expand the export market for its product and trading ranges.

The Directors believe that Dynamic's product offering is competitive in the market. They anticipate the market segments supplied by their product range (herbs, spices and seasonings) will continue to expand. The Group's competitors comprise both local manufacturers, and companies exporting similar product ranges from overseas, for example, China.

The Port Loan

The Port Loan highlighted in the strategy section below is the initial step in the diversification of the Group's activities.

Competitive Advantages

The Directors believe the Group has the following competitive advantages:

Experienced management team
The Directors and senior management have extensive experience across a broad range of disciplines including finance, natural resources, agriculture and advisory work, logistics as well as experience gained working across Africa.

Established position in the South African spices market
Established in October 2007, Dynamic has been a trading company for over nine years and has been in the food manufacturing business for approximately eight years. Dynamic is involved in the cultivation, manufacture, import and distribution of herbs, spices and seasonings and supplies a number of blue-chip customers in South Africa, such as the Oceana Group, Bidvest Group and Tiger Brands, amongst others.

Wide network of suppliers, customers and contacts
Dynamic deals with several suppliers from through-out the world, procuring raw materials from countries such as Malawi, Zambia, South Africa, China, and India to name a few. Dynamic's customer base is predominately focused within Southern Africa. The Group's contact base is strong, particularly in the African context, considering the joint 75 years' experience of the Board, primarily on the African continent.

Strategy

The Directors' strategy has been to develop the business of Dynamic both organically and by acquisition. The Group continues to look for internally funded opportunities to achieve its growth plans, which could include acquiring value added businesses within the agricultural sector, primarily focused on processing and service sectors involved from the farm gate forward. The key focus is on adding value and providing a market for these products.

Following the announcement on 30 August 2018, the Company announced the intention to provide the Port Loan to help fund the growth of the privately-owned port and marine logistics group, Comarco, based in Mombasa, Kenya. This is intended to be the first step of a diversification for AAA, which the Directors believe will allow the Company to significantly grow its business.

In return for exclusivity in assisting with Comarco restructuring its historic debt set out below, AAA has made the Port Loan of US$1,000,000 to Comarco at a rate of 12% per annum increasing to 15% after 9 months

The specific use of funds included the repayment of debt and the provision of funds for general working capital purposes, which will enable the port facility to grow and expand faster than would otherwise be the case.

The Port Loan is secured by a guarantee from Comarco group companies. Should the Port Loan not be repaid, AAA will also have the right, for no further consideration, to exercise an option to acquire 100% of a wholly owned Comarco subsidiary called Touchwood Investments Ltd ("Touchwood").

Touchwood's major asset is a 4.25-acre strip of land adjacent to the Comarco port in Mombasa, Kenya,. Amongst Comarco's existing client base of Marubeni, Halliburton and ENI, amongst others, Touchwood has recently signed an agreement with a large international trading and transportation group focused on liquefied petroleum gas ("LPG"), whereby an LPG import and distribution facility will be constructed on the Touchwood property.

Following AAA making the Port Loan, Comarco has commenced a restructuring and consolidation of the Comarco group companies and operations. AAA will provide assistance with this and examine further ways to work or invest together with Comarco.

Employees

As at Admission, the Company has five directors, Dynamic has three directors, one of whom is also a director of AAA, and 21 other employees.

Admission and dealing arrangements

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted for trading on its main market for listed securities. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 12 December 2018.

CREST arrangements

The Ordinary Shares can be held in CREST in accordance with the Company's articles of association. Accordingly, settlement of transactions in the New Ordinary Shares following Admission may take place within the CREST system if the individual Shareholders so wish. CREST is a paperless settlement procedure which allows securities to be evidenced without a certificate and transferred other than by written instruction. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. Should Shareholders wish to hold their Ordinary Shares in CREST, they will need to follow the requisite CREST procedures for the dematerialisation of their shareholding.

PART 6
INDUSTRY OVERVIEW

The African agriculture sector provides investors with good growth prospects, underpinned by a strong fundamental supply and demand structural trend. However, the performance of listed vehicles seeking to tap into this sector over the last few years has, for the most part, been disappointing.

Africa's population is predicted to approximately double from 1.26 billion in 2017 to 2.53 billion in 2050[11]. There are significant levels of costly food imports in many countries, as such factors such as excellent agronomic conditions in certain areas could allow more food to be grown in-country, which could lead to increasing international and domestic policy support, a track record of farming and food production, and an emerging middle class (with the associated increase in protein intake). The evolution of the African agriculture sector has the potential to provide excellent opportunities going forward.

Africa is a net importer of food, from 2001 to 2016, Africa's agricultural imports increased from $17 billion to $61 billion[12]. On average, agricultural product imports account for 13.4% of the total products imported by African countries over the last 15 years, while agricultural exports account for 9.2% of total African exports over the same time. Many countries have the highest proportion of potential agricultural land to total area[13]. The Directors believe the continent has the potential to expand its agricultural capacity such that it not only meets a large part of its domestic requirements, but also becomes a major player in international export markets.

African governments are increasingly adopting policies to energise markets, including reducing trade barriers, cutting corporate taxes, and strengthening legal and regulatory systems. Africa has been at the centre of land deals, with an estimated 948 deals occurring in the 10 years until 2012, covering an area of 134 million hectares (greater than the combined area of the UK, France and Germany)[14]. It must be appreciated that Africa is a continent with developing countries, and there are associated risks as set out in Part 1 'Risk Factors'.

The World Bank estimates that Africa's food and beverage markets could reach US$1 trillion by 2030[15]. In 2013, the market was worth US$313 billion per annum[16], this offers the prospect of a three-fold increase, increasing employment, increasing wealth, reducing hunger, and more opportunities enabling African farmers to compete globally.

Herbs and spices manufacturing market

The EU is the largest market for herbs and spices with over 500 million consumers[17]. The EU herbs and spices market was estimated to be valued at USD 5.18 billion in 2016 with estimated volume of imports of 326,000 metric ton in 2017 from developing countries[18]. 97% of the total imported volume of European herbs and spices direct imports come from developing countries. European import of spices and herbs from developing countries have grown significantly in recent years and is expected to grow by CAGR of 6.7% between 2018-2023[19]. The major demand is for chili and pepper extracts followed by thyme with a CAGR of 8.4% during the 2018-2023 forecast period[20]. There has been an overall trend of increasing prices on the global market for spices and herbs due to demand growing faster than supply capacity, which appears to bode well for the suppliers in the market.

Drivers of the agricultural market in Africa

The Directors believe there exists three major drivers of the agricultural market in Africa:

Population Growth, Middle Class Growth and Urbanisation

With the population of Africa increasing, and potentially reaching 2.53 billion by 2050, demand for food products is set to increase substantially. At the same time a growing middle class and increased urbanisation is likely to further increase demand within the continent.

[11] UN. "World Population Prospects" esa.un.org
https://esa.un.org/unpd/wpp/Publications/Files/WPP2017_KeyFindings.pdf
[12] Willemien Viljoen "The face of African agriculture trade" tralac.org
https://www.tralac.org/discussions/article/11629-the-face-of-african-agriculture-trade.html
[13] ibid
[14]Margulis, McKeon, and Borras Jr. "Land Grabbing and Global Governance"(Routledge, 2014). 30.
[15] World Bank. "Africa Agribusiness Report" worldbank.org
http://www.worldbank.org/en/news/feature/2013/03/04/africa-agribusiness-report.
[16] ibid
[17] Mordor Intelligence "Europe spice and herb extracts market insights" mordorintelligence.com
https://www.mordorintelligence.com/industry-reports/europe-spice-and-herb-extracts-market
[18] ibid
[19] ibid
[20] ibid

Underutilised Land

Africa has over 50 per cent. of the world's uncultivated arable land, there are significant opportunities for agricultural growth. Alongside this, the continent only uses 2 per cent. of its renewable water resources for agriculture compared to the global average of 5 per cent., again highlighting the potential for significant growth[21].

Improved Access to Finance

The increase in access to financial markets and the spreading of the prevalence of micro-finance across the continent has allowed small-hold farmers greater access to finance. This will allow agricultural companies to access much needed capital to expand and modernise their practices and it will also enable small-hold farmers to invest in fertilisers and improved cultivation techniques.

Port Activities in Africa

Largely driven by increasing export growth and services, the GDP of the Kenyan economy is forecast to grow 5.6% in 2018 and 6.2% in 2019[22].. At 27.36 million tonnes in 2016, the total cargo throughput of Kenya reached its record levels. The global shipping volume is projected to increase between 4.8% and 5.1% from 2018 to 2021[23]. The positive growth outlook for the Kenyan economy and the transport and logistics industry demonstrate favourable business conditions for Comarco going forward.

Port industry and in particular the Mombasa port is a strategic focal point of investment for the Kenyan government. The integration of Kenya into the global international trading system is contingent on increasing its transport and logistics capacity, and as such the Kenyan government as part of its Vision 2030 programme is investing in 11 new port facilities across the country. The increased investment in port capacity and the subsequent increases in port activities within Kenya will have a positive impact for Comarco and the commercial value of its port facility.

[21] UN "All eyes on $1 trillion" un.org
https://www.un.org/africarenewal/magazine/special-edition-agriculture-2014/all-eyes-1-trillion
[22] AFDB "Kenyan economic outlook" afdb.org
https://www.afdb.org/en/countries/east-africa/kenya/kenya-economic-outlook/
[23] Standard Media "Mombasa Port's 2016 traffic up by 2.4 per cent" standardmedia.co.ke
https://www.standardmedia.co.ke/business/article/2001238176/mombasa-port-s-2016-traffic-up-by-2-4-per-cent

PART 7
OPERATING AND FINANCIAL REVIEW

The following discussion of the results of operations and financial condition of the Group should be read in conjunction with 'Historical Financial Information' included by reference and with the information relating to the business of the Group included elsewhere in this document. The discussion includes forward-looking statements that reflect the current views of management and involve risks and uncertainties. The actual results of the Group could differ materially from those contained in any forward-looking statements as a result of factors discussed below and elsewhere in this document, particularly in Part 1 'Risk Factors' of this document. Investors should read the whole of this document and not rely just on summarised information.

Overview

Anglo African Agriculture plc is registered in the United Kingdom and is the holding company of the Group which is involved in the manufacturing of herbs and spices and trading in agricultural products. The Company was admitted to trading on the standard segment of the Main Market of LSE on 30 July 2015.

Dynamic is a manufacturer of herbs and spices and trader of agricultural products. The Company has its factory and base of operations in Cape Town. This been supplemented by the purchase of a 46.8% interest in DIA in March 2017, which has served to enhance Dynamic's trading capabilities. DIA is a profitable, well established business, based in Johannesburg in South Africa that trades directly with primary producers and end users and arranges funding, transport and distribution from farm to factory. The primary agricultural commodities traded are dried produce, with the emphasis being on supplying various protein products to the human and animal feed industries in southern Africa. The company trades and distributes commodities including sugar beans, popcorn, soya oil cake meal, cottonseed oil cake meal, meat and bone meal (carcass meal), blood meal, sunflower seed, soya beans, assorted fertilizers, maize, chillies, paprika, whole pepper and other spices. Commodities are sourced in Malawi, Zambia, Zimbabwe and Mozambique, South America, and imported into South Africa. Products are exported from South Africa to the same regions in Southern Africa.

Over the last 6 months, the company has focused on improving sales and has employed three more sales people. This has translated into an improvement in performance from financial year 2017 as evidenced by September 2018's tonnage output increasing to 321 tonnes versus the same period in 2017. Additionally, the pipeline of orders has begun translating into signed contracts with the Company announcing in February 2017 that it had signed a contract to supply up to 300 tonnes of specialty spices to a major South African food manufacturer. This contract has continued through 2018. This supply contract has been agreed at prices that provide higher margins than what was historically the case.

The Company has made the Port Loan to Comarco, a marine and specialised logistics contractor in the East Africa region that operates its own fleet of tugs, barges, supply vessels and specialised equipment for offshore, close shore, and beach operations. The fleet is operated from Comarco's private port facility, shipyard and supply base in Mombasa. Comarco has an operating presence in Kenya, Mozambique, Tanzania, South Africa, Zanzibar, Mauritius and Madagascar. Comarco base is a privately-owned harbour fronting yard, which lies approximately 2km from Mombasa port and 1km from the city centre. The private port totals 16.45 acres including over 40,000m2 of open storage space, office space and facilities, mobile cranes, forklifts, trucks, a marine engineering workshop and a 24-hour operations centre, which combine to provide a one of the leading facilities on the East Coast of Africa.

Issue of New Ordinary Shares for Admission

The Company has made the Port Loan which has been funded by the issuance of the New Ordinary Shares, the details of which are outlined below:

Transaction	Reasons for Transaction	New Ordinary Shares Issued	Price per Share	Proceeds from New Ordinary Shares	Use of Proceeds
Placing	To diversify the operations of the Company for future growth	161,000,000	0.5p	£805,000	Provide the Port Loan to Comarco which will use the funds to restructure its existing debt and for general working capital purposes

The total net proceeds from the subscription that includes the New Ordinary Shares and the Convertible Loan Note amounted to £910,000. £805,000 and £250,000 is the gross proceeds from the New Ordinary Shares and Convertible Loan portions respectively of the subscription and does not include the expenses of £145,000 related to the subscription. The Port Loan made was $1 million (£782,181 as at the last practicable date).

Review of AAA and Dynamic for the three years ended 31 October 2017 and six months ended 30 April 2018

Revenue

AAA

The Group only had revenues commencing November 2014, prior to which the Company only held a minority interest in Dynamic. The Company acquired the remaining share capital of Dynamic on 9 July 2014 and subsequently fully consolidated the accounts of Dynamic for the four-month period post acquisition.

Dynamic

Dynamic's revenues for the years ended 31 October 2015, 2016 and the year ended 31 October 2017 were £1.3 million, £1.6 million and £2.0 million respectively. The revenue for the interim period ended 30 April 2018 was £638,996. The appreciation of the Pound over the ZAR has affected sales in the reporting currency negatively. The first half of the year was disappointing however the second half of the year has seen a marked improvement in sales in local currency.

For the year ended 31 October 2015, 80 per cent. of revenues came from manufactured products and 20 per cent. of revenues came from trading.

For the year ended 31 October 2016, 84 per cent. of revenues came from manufactured products and 16 per cent. came from trading.

Sales in the year to 31 October 2017 grew by 32.4 per cent. as a result of increased trading and the securing of various tenders as well as an appreciation of the rand pound exchange rate. 94 per cent. of revenues came from manufactured products and 6 per cent. of revenues came from trading.

Sales in the interim period of 30 April 2018 declined by 44.2 per cent. as a result of poor performance and a weakening of the ZAR. Management changes were made in the second half of the year and the directors have seen an improvement in the operations.

Cost of Sales

AAA

The Group only incurred cost of sales commencing July 2014, prior to which the Company only held a minority interest in Dynamic.

Dynamic

Cost of sales consists of all costs of purchase and other directly incurred costs.

Cost of purchase comprises the purchase price, import duties and other taxes (other than those subsequently recoverable by the Group from the taxing authorities), if any, and transport, handling and other costs directly attributable to the acquisition of goods. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase. Cost of conversion primarily consists of hiring charges of subcontractors incurred during the course of conversion.

Dynamic's cost of sales for the financial years ended 31 October 2015, 2016 and 2017 ran at 29.1 per cent., 20.1 per cent. and 24.3 per cent. respectively. The reason for the increase in cost of sales from 2015 to 2017 is due to lower margin tender sales as well as rework required on substandard product that was supplied to Dynamic.

In the year ended 31 October 2017, margins improved from 20% to 24% due to higher returns on batch packs.

In the period ended 30 April 2018, margins improved from 25% to 33% because of better procurement and a better mix of product sales. The product mix is tending, by design, to more orientated to custom made products versus commodities.

The Directors expect that future production will include a greater proportion of higher margin batch packs and as production increases in the coming months due to an increasing pipeline of orders and enquiries, so too will margins increase.

Other Operating Income

AAA

There has been no material other operating income for AAA since incorporation.

Dynamic

In the period ended 31 October 2017, Dynamic recorded operating losses of ZAR 5.384 million and other operating income and other operating costs were related mainly to the discount attributable to the Bibby Invoice Discounting facility and disposal of assets. In the interim period of 30 April 2018 there was a loss of £285,700. The company made a number of changes within the management and this is bearing fruit.

Finance Costs

AAA

AAA has not incurred any material financing costs since incorporation.

Dynamic

Dynamic's finance costs for the years ended 31 October 2015, 2016 and 2017 were ZAR 1.16 million, ZAR 2.20 million and ZAR 1.24 million respectively. Finance cost for the interim period ended 30 April 2018 was ZAR 0.377 million. These costs are reflected in cost of sales as they relate to Bibby Invoice Discounting facility.

For the periods ended 31 October 2015 and 31 October 2016, the finance costs were related mainly to interest incurred on the Bibby Stock Financing facility. This facility ended in November 2016 but was reintroduced during the period ended April 2018. For the period ended 2017 and interim period 30 April 2018, finance costs were related mainly to interest incurred on the Bibby Stock Financing Facility and Shareholder loans.

Administrative Expenses

AAA

Since incorporation, the Directors have sought to keep the administrative expenses in AAA as low as possible. Such costs mainly comprise professional fees and expenses of maintaining a public listing.

Dynamic

Dynamic's administrative costs for the years ended 31 October 2015, 2016 and 2017 were ZAR 10.1 million, ZAR 11.1 million and ZAR 12 million respectively. The admin cost for the interim period ended 30 April 2018 was ZAR 4.7 million. These expenses mainly relate to salaries, freight, transport and rent. Rent and salaries account for 58% of total administrative costs.

Net Loss for the Financial Period

AAA

Corporate costs for the years ended 31 October 2015 and 2016 were higher than hoped, but these were largely one-off costs related to the reverse takeover of Dynamic.

Until April 2016, the Directors took no salary whilst the Company was in its infancy and building up its operations. From 2017, the directors have received remuneration totalling £80,891. For the Interim period ended 30 April 2018, the directors have received remuneration totalling £30,000.

Dynamic

For the year ended 31 October 2015, 2016 and 2017, Dynamic made a net loss of ZAR 13.4 million, ZAR 4.54 million and ZAR 7.88 million. For the interim period ended 30 April 2018, Dynamic made a net loss of ZAR 1.03 million.

Significant Change

There have been no significant changes to the financial condition or operating results subsequent to the period covered by the historic key information.

Key Performance Indicators

The key performance indicators of the company are cash and financial performance.

	Six Months Ended 30.04.2018 £	Year Ended 31.10.2017 £	Year Ended 31.10.2016 £	Year Ended 31.10.2015 £
Cash at bank and in hand	48,769	75,952	268,700	63,892
Underlying operating loss	(147,794)	(550,257)	(433,034)	(276,840)

Liquidity and Capital Resources

The Group's ability to finance its strategy and to meet the Group's obligations as they become due will be fulfilled by cash currently held by the Group, cash flow generated from operations and through use of the invoice discounting facility outlined below under the section titled 'Borrowings'.

The Group to date has mainly generated its cash resources from capital contributions from Shareholders, in the form of issues of Ordinary Shares.

Cash Flow Statement Data

	Six Months Ended 30.04.2018 £	Year Ended 31.10.2017 £	Year Ended 31.10.2016 £	Year Ended 31.10.2015 £
Cash flow from operating activities	(164,032)	(264,337)	(305,994)	70,575
Cash flow from investing activities	(2,099)	(41,536)	(39,109)	(97,138)
Cash flow from financing activities	138,948	113,035	550,000	-
Net cash flow	(27,183)	(192,838)	204,897	(26,563)
Closing cash position	48,769	75,952	268,790	63,893

Operating Activities

The Group's net cash outflow from operating activities amounted to £305,994 for the period ended 31 October 2016, £ 264,337 for the year ended 31 October 2017 and £164,032 for the year ended 30 April 2018

The net cash outflow for the year ended 31 October 2016 was mainly attributable to net loss incurred by Dynamic Intertrade. In addition, Dynamic Intertrade invested significantly in the Company's new facility in Cape Town.

The net cash outflow for the period ended April 2018 was mainly attributable to losses incurred by Dynamic Intertrade.

Investing Activities

The Group's net cash outflow from investing activities for the year ended 31 October 2016, 31 October 2017 and in the six months ended 30 April 2018 was related to the investment in small equipment for the factory in Cape Town.

Financing Activities

The Group's net cash inflow from financing in the year ended 31 October 2016 was £550,000 was only attributable to the Company's share placings.

Significant Developments Since 30 April 2018

AAA

The Port Loan was disbursed on 13 November 2018, the loan is expected to yield an annual interest revenue of £97,300. This will increase to £114,400 for the following year

Dynamic

There have been no significant developments since 30 April 2018.

Treasury Policies

The Company has established accounting and internal control systems to ensure that the cash resources, or when applicable loan facility funds, are appropriate according to plans and allowed use set by the Board, in accordance with laws, regulations and auditing standard and practices generally accepted in the United Kingdom. All treasury transactions are reported to and approved by the Board. The Group does not enter into or trade financial instruments for speculative purposes. Cash and cash equivalents for AAA are held in Sterling and cash and cash equivalents for Dynamic are mostly held in South African Rand. The Group reviews the treasury strategy at the end of each month.

Borrowings

Other than below, at the date of this document, the Group does not have any secured, unsecured, or unguaranteed indebtedness, including direct and contingent indebtedness. The Group's current Debt/Equity ratio stands at 6:3:1.

The Corestar Loan

The Company acquired the Corestar Loan for a deferred consideration of up to US$225,000 (approximately £175,928 on the basis of the currency quote shown on Reuters.com at approximately 12pm on the Last Practicable Date), payable in annual instalments not exceeding an amount equal to 15 per cent. of annual audited pre-tax profits of Dynamic (after taking into account management, administration or like charges). The Company can discharge this liability by the issue of Ordinary Shares at a fixed price of 2.4p per Ordinary Share.

Dynamic Stock Facility

Dynamic has a structured funding trade facility agreement in place with Bibby pursuant to which Bibby agreed to provide Dynamic with a facility of up to ZAR2,000,000 (approximately £110,400 on the basis of the currency quote shown on Reuters.com at approximately 12pm on the Last Practicable Date) for the purpose of purchasing certain stock from suppliers.

Bibby Loan Agreement

A loan agreement with Bibby on 23 February 2018 for a loan facility of ZAR 2,000,000 (approximately £110,400 on the basis of the currency quote shown on Reuters.com at approximately 12pm on the Last Practicable Date).

Dynamic Invoice Discounting Facility

Dynamic has an invoice discounting facility in place with Bibby pursuant to which Dynamic have agreed to sell its debts (with some excluded) to Bibby, whether those debts are in existence at the commencement of the agreement or come into existence during the term of this agreement. Foreign debtors are purchased at Bibby's discretion. This facility allows Dynamic to reduce payment risk.

The purchase price payable by Bibby to Dynamic for the sold debts are the gross amount owed to Dynamic by the customer less a discount charge of 1.5 per cent. and less any discount or credit due to the customer by Dynamic in the ordinary course of Dynamic's business. An additional discount of 1.5 per cent. is be applicable for every 30 days that the debt remains unpaid thereafter up to 90 days. Dynamic receives 73.5 per cent. of the purchase price in respect of each sold debt on conclusion of the sale of the debt, with the balance becoming payable to Dynamic at a later date.

This agreement is terminable by either party on not less than three months written notice.

Security for the invoice discounting facility and the loan facility, as detailed at Part 14 'Additional Information' paragraph 10.2.5 includes a cession of each sold debt to Bibby.

Emphasis of matter – going concern

In the audited consolidated accounts for the year ended 31 October 2017, the auditors have included an emphasis of matter for going concern. In forming their opinion on the financial statements, which is not modified, they have considered the adequacy of the disclosures made in Note 2a to the accounts which describes the assumptions made in assessing the going concern basis that these financial statements are prepared under. Specifically, the note states that the cash flow requirements of the Group for the foreseeable future are contingent on Dynamic Intertrade maintaining the invoice financing arrangements generating future sales and selling prices remaining stable during the period to 31 October 2018. The Group made a loss of £147,794 at 30 April 2018 (2017: 285,659) at 30 April 2018 and, at the statement of financial position date of 30 April 2018, the Group had net current assets of £296,983 (2016: £215,983). These conditions, along with other matters explained in note 2a to the financial statements, indicate the existence of material uncertainty which may cast doubt about the Group's ability to continue as a going concern. The financial statements do not include adjustments resulting from the groups inability to continue as a going concern.

PART 8
DIRECTORS AND CORPORATE GOVERNANCE

Directors of Anglo African Agriculture plc

The following table lists the names, positions and date of appointment of the Directors:

Name	Position	Year Appointed
David Anthony Lenigas	*Non-Executive Chairman*	2016
Andrew Anthony Monk	*Non-Executive Director*	2012
George Greville Roach	*Non-Executive Director*	2014
Robert Stuart Scott	*Executive Director*	2016
Matthew Bonner	*Non-Executive Director*	2017

David Anthony Lenigas (aged 57) – Non-Executive Chairman

David holds a Bachelor of Applied Science Degree in Mining Engineering (Distinction). He has served as Executive Chairman of numerous publicly listed companies on London's AIM and LSE markets. He has extensive experience operating and investing in the public company environment across the UK, African, Canadian and Australian markets in multiple investment sectors.

Andrew Anthony Monk (aged 57) – Non-Executive Director

Andrew has a successful stockbroking career spanning over 30 years. In that time, he has built up strong relationships with many major UK institutions. He was employed by Hoare Govett ABN AMRO for 11 years, before founding Oriel Securities as Joint CEO. Andrew later became CEO of Blue Oar plc, before joining VSA Capital as CEO. VSA Capital is an investment banking and institutional broking firm focused on natural resources, including agriculture. Andrew was one of the founders of AAA. Andrew was also Executive Chairman of Resource Reserve Recovery plc, a UK based funding platform for companies seeking pre-IPO or IPO finance. He holds the FCA Controlled Functions CF1, CF3 and CF30.

George Greville Roach (aged 68) – Non-Executive Director

George Roach is an experienced, senior business leader and entrepreneur who has spent his career in the resources sector mainly in Sub-Saharan Africa. He is, inter alia, currently Chief Executive Office of Premier African Minerals Inc., an AIM quoted company established to acquire and develop mineral properties across Africa.

Robert Stuart Scott (aged 50) – Executive Director

Rob has over 20 years of finance experience and is a CA(SA) by profession, with the last ten years specifically focused in Africa within the mining industry and general investments. He has held executive and senior positions with a number of companies, as well as having served on both public and private company boards. He has been involved in companies with locations in South Africa, Angola, Mozambique, Zimbabwe, DRC, CAR, Tanzania, Kenya and Namibia amongst others. Rob has also previously been involved in hotels, agriculture and construction industries and is a qualified accountant He has served on the board of three listed companies

Matthew Bonner (aged 39) – Non-Executive Director

Matthew has significant financial leadership experience within the mining, energy and agriculture sectors, and emerging markets. He has advised on domestic and cross border public and private M&A, joint ventures, capital market transactions and project development. He is currently the Chief Operating Officer at EAS Advisors LLC, a New York based corporate advisory firm focused on supporting public and private companies predominantly in the natural resource and commodity sectors. He is admitted as a member of the New York Bar, a solicitor in England and Wales (non-practising) and an attorney and notary in South Africa (non-practising). He holds Series 7 and 63 licenses provided by the Financial Industry Regulatory Authority in the USA.

Corporate Governance

The Directors recognise the importance of sound corporate governance and confirm that, following Admission, they will continue to comply with the recommendations in the QCA Guidelines, which have become a widely recognised benchmark for corporate governance of smaller quoted companies.

The Board is responsible for formulating, reviewing and approving Company strategy, budgets and corporate actions. The Directors intend to hold meetings of the Board at least six times per annum, and at other times as and when required. AAA will continue to operate its existing audit, remuneration and nomination committees with formally delegated duties and responsibilities.

The Company has established the following Board committees:

Audit committee

The audit committee has the primary responsibility of monitoring the quality of internal controls and ensuring that the financial performance of AAA is properly measured and reported on. It receives, and reviews reports from the Company's management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group. The audit committee will meet not less than twice in each financial year and will have unrestricted access to the Group's external auditors. The audit committee is chaired by David Lenigas and includes George Roach and Robert Scott.

Remuneration committee

The remuneration committee reviews the performance of the Directors and makes recommendations to the Board on matters relating to remuneration, including bonuses and on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time. The remuneration committee will meet as and when necessary and not less than twice per year. The remuneration committee is chaired by Andrew Monk and includes George Roach.

Nomination committee

The nomination committee is responsible for recommendations to the Board for the appointment of additional directors or replacement of current directors, for reviewing the composition and makeup of the Board and for succession planning taking into account the skills, knowledge and experience that will be needed on the Board in the future. The nomination committee comprises David Lenigas as chairman and includes Matt Bonner and will meet as and when necessary, and not less than twice per year.

Share Dealing Policy

The Company has adopted a share dealing policy which sets out the requirements and procedures for dealings in any of its listed securities. The share dealing policy applies to all Directors, certain employees, and persons closely associated with them. The policy complies with Market Abuse Regulation, which came into effect on 10 July 2016

PART 9

SHARE CAPITAL AND CAPITALISATION

Share Capital

The Company was incorporated and registered in the United Kingdom on 17 January 2012 under the Act, with registered number 7913053.

Details of the Issued Share Capital of the Company are set out in Part 14 'Additional Information' of this document.

	Total
Existing Admitted Ordinary Shares	226,983,954
New Ordinary Shares	161,000,000
Ordinary Shares in Issue	387,983,954
Warrants Attached to New Ordinary Shares	161,000,000
Loan Conversion Shares	33,333,335
Loan Conversion Warrants	33,333,335
Post-Subscription Potential Total Ordinary Shares	615,650,624

At the date of this document, the Company had 226,983,954 Existing Admitted Ordinary Shares with a par value of 0.1p.

The Company undertook a Subscription in September. Following the Subscription, the Company has 387,983,954 Ordinary Shares in issue (all of which are fully paid). The New Ordinary Shares rank pari-passu with the Existing Admitted Ordinary Shares.

Warrants are attached to the New Ordinary Shares on a 1-for-1 basis, with an exercise price of 1.0p per Ordinary Share and expire 12 months from allotment of the New Ordinary Shares. If the warrants were to be exercised, 161,000,000 new Ordinary Shares could potentially be issued ("Warrants Attached to New Ordinary Shares").

The Subscription included the issue of 50,000,000 Convertible Loan Notes of 0.50p with a conversion price of 0.75p. If the Convertible Loan Notes were converted, up to 33,333,335 new Ordinary Shares will be issued ("Loan Conversion Shares").

Further, warrants will be attached to any Loan Conversion Shares that are issued on a 1-for-1 basis on the same terms as the Warrants attached to the New Ordinary Shares ("Loan Conversion Warrants"). A maximum of 194,333,335 New Ordinary Shares could potentially be issued in the event that all New Ordinary Shares Warrants and Loan Conversion Warrants are exercised.

If the Convertible Loan Notes are converted and all Warrants are exercised, the maximum potential number of Ordinary Shares in issue will be 615,650,624 ("Post-Subscription Potential Total Ordinary Shares")

All of the issued Ordinary Shares are in registered form and capable of being held in certificated or uncertificated form.

The Registrar is responsible for maintaining the register of members. Temporary documents of title will not be issued.

The ISIN of the Ordinary Shares is GB00B7V2GY97.

The SEDOL number of the Ordinary Shares is B7V2GY9.

Capitalisation and indebtedness

The Group's capitalisation as at 30 September 2018 is summarised in the table below:

	Unaudited £
Total Current Debt	
- Guaranteed	0
- Secured	419,419
- Unguaranteed/unsecured	846,760
Total Non-current Debt (excluding current portion of long-term debt)	
- Guaranteed	0
- Secured	0
- Unguaranteed/unsecured	0
Shareholder's Equity	
a) Share capital	3,523,363
b) Legal Reserves	(1,668,048)
c) Other Reserves	(1,071,744)
Total	**2,049,750**

The Group's net indebtedness at 30 September 2018, both in the short term and in the medium-long term is summarised in the following table:

	Unaudited £
Cash	946,605
Cash equivalents	0
Liquidity	946,605
Current Financial Receivables	580,018
Current Bank debt	0
Current portion of non-current debt	0
Other current financial Debt	0
Current Financial Debt	
Net Current Financial Indebtedness	0
Non-current Bank loans	0
Bonds Issued	250,000
Other non-current loans	0
Non-current Financial Indebtedness	250,000
Net Financial Indebtedness	250,000

For details of guarantees, security on borrowings and contingent borrowings see the section on borrowings above.

Statement of material change

Whilst the information presented in the tables above is as at 30 September 2018 there has been an issue of new ordinary shares, as described above, that has resulted in a material change to the Company's financial resources.

As at the date of this document, the Company has cash resources of £143,070

PART 10
CONSEQUENCES OF A STANDARD LISTING

Application has been made for the New Ordinary Shares to be admitted to the standard segment of the Official List ("**Standard Listing**"). A Standard Listing affords Shareholders and investors in the Group a lower level of regulatory protection than that afforded to investors in companies whose securities are admitted to the premium segment of the Official List, which are subject to additional obligations under the Listing Rules.

The New Ordinary Shares will be admitted to listing on the standard segment of the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. The Company intends to comply with the Listing Principles set out Chapter 7 of the Listing Rules at Listing Rule 7.2.1 which apply to all companies with their securities admitted to the Official List. In addition, the Company also intends to comply with the Listing Principles at Listing Rule 7.2.1A notwithstanding that they only apply to companies which obtain a Premium Listing on the Official List. With regard to Listing Principles at 7.2.1A, the Company is not, however, formally subject to such Listing Principles and will not be required to comply with them by the UK Listing Authority.

Listing Rules which are not applicable to a Standard Listing

Such non-applicable Listing Rules include, in particular:

- Chapter 8 of the Listing Rules regarding the appointment of a listing sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. In particular, the Company is not required to appoint a sponsor in relation to the publication of this document or Admission;
- Chapter 9 of the Listing Rules relating to further issues of shares, issuing shares at a discount in excess of 10 per cent. of market value, notifications and contents of financial information;
- Chapter 10 of the Listing Rules relating to significant transactions which requires Shareholder consent for certain acquisitions;
- Chapter 11 of the Listing Rules regarding related party transactions;
- Chapter 12 of the Listing Rules regarding purchases by the Group of its Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

Listing Rules with which the Company must comply under a Standard Listing

There are, however, a number of continuing obligations set out in Chapter 14 of the Listing Rules that will be applicable to the Company. These include requirements as to:

- the forwarding of circulars and other documentation to the UKLA for publication through the document viewing facility and related notification to a regulatory information service;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the UKLA in relation to compliance with the Listing Rules and the Disclosure and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- the making of regulatory information service notifications in relation to a range of debt and equity capital issues; and
- at least 25 per cent. of the Ordinary Shares being held by the public in one or more EEA States.

In addition, as a company whose securities are admitted to trading on a regulated market, the Company will be required to comply with the Disclosure and Transparency Rules.

It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis and/or any provision of the Model Code nor to impose sanctions in respect of any failure by the Company to so comply. The FCA would be able to impose sanctions for non-compliance where the statements regarding compliance in this document are themselves misleading, false or deceptive.

PART 11

HISTORICAL FINANCIAL INFORMATION

See the section headed "Information Incorporated by Reference" on pages 20 to 22 of this Prospectus for details about information that has been incorporated by reference into this Prospectus, which comprises the Audited Financial Statements and the Unaudited Interim Financial Statements.

PART 12

UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE GROUP

Jeffreys Henry LLP
CHARTERED ACCOUNTANTS

7 December 2018

The Directors
Anglo African Agriculture Plc
Fourth Floor
New Liverpool House
15-17 Eldon Street
London
EC2M 7LD

Dear Sirs

Accountant's report on the unaudited pro forma financial information

Introduction

We report on the unaudited pro forma statement of net assets and pro forma income statement set out in Part 12 which has been prepared for inclusion in the prospectus issued by Anglo African Agriculture Plc (the "Company") and dated 7 December 2018 (the "Prospectus") relating to the Subscription of 161,000,000 New Ordinary Shares of £0.1p each, together with the attached Warrants and Convertible Loan Notes (the "Subscription"). The statement has been prepared for illustrative purposes only, to provide information about how the Subscription, the Admission to the London Stock Exchange, and the loan to Comarco might have affected the unaudited financial information for the six months ended 30 April 2018 presented on the basis of the accounting policies that will be adopted by the Company and its subsidiaries (the "Group") in preparing its next published financial statements. This report is prepared in accordance with Annex II to Commission Regulation (EC) No 809/2004 (the "Prospectus Directive") and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

It is the responsibility of the directors of the Company (the "Directors") to prepare the Pro-Forma Financial Information in accordance with Annex I, item 20.2 and Annex II, items 1 to 6 of Commission Regulation (EC) N 809/2004.

It is our responsibility to form an opinion, in accordance with Annex I, item 20.2 of Commission Regulation (EC) N 809/2004, as to the proper compilation of the Pro-Forma Financial Information and to report that opinion to you in accordance with Annex II, item 7 of Commission Regulation (EC) N 809/2004.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the Prospectus Directive, consenting to its inclusion in the Prospectus.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by

us on any financial information used in the compilation of the pro forma statement of net assets, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the pro forma statement of net assets with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the pro forma statement of net assets has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Opinion

In our opinion:

(a) the pro forma statement of net assets has been properly compiled on the basis stated; and

(b) such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the Prospectus Directive.

Yours faithfully

Jeffreys Henry LLP

JEFFREYS HENRY LLP

UNAUDITED PRO FORMA FINANCIAL INFORMATION

Set out below is an unaudited pro forma statement of net assets and pro forma income statement of the Group as at 30 April 2018 (the "Pro Forma Financial Information"). The Pro Forma Financial Information has been prepared on the basis set out in the notes below to illustrate the effect on the net assets of the Group had the Subscription, the Admission to the London Stock Exchange and the loan to Comarco occurred on 1 November 2017. It has been prepared for illustrative purposes only. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Group's actual financial position or results.

	Unaudited Group net assets as at 30 April 2018	**Issue of shares**	**Convertible loan note**	**Expenses**	**Comarco loan**	**Unaudited pro-forma net assets of the Group**
	£	**£**	**£**	**£**	**£**	**£**
	Note 1	*Note 2*	*Note 3*	*Note 4*	*Note 5*	
Assets						
Non-current assets						
Investments	93,682	-	-	-	-	93,682
Property, plant and equipment	109,228	-	-	-	-	109,228
Goodwill on consolidation	226,644	-	-	-	-	226,644
Total non-current assets	**429,554**	**-**	**-**	**-**	**-**	**429,554**
Current assets						
Inventories	206,107	-	-	-	-	206,107
Trade and other receivables	275,046	-	-	-	764,856	1,039,902
Cash and cash equivalents	48,769	805,000	250,000	(145,000)	(810,747)	148,022
Total current assets	**529,922**	**805,000**	**250,000**	**(145,000)**	**(45,891)**	**1,394,031**
Total assets	**959,477**	**805,000**	**250,000**	**(145,000)**	**(45,891)**	**1,823,585**
Liabilities						
Current liabilities						
Trade and other payables	(826,905)	-	(250,000)	-	-	(1,076,905)
Total liabilities	**(826,905)**	**-**	**(250,000)**	**-**	**-**	**(1,076,905)**
Net assets	**132,572**	**805,000**	**-**	**(145,000)**	**(45,891)**	**749,680**

Notes

Note 1 The financial information in respect of AAA as at 30 April 2018 has been extracted, without material adjustment, from the Half-Yearly Report 2018 which has been incorporated by reference in this Document.

Note 2 On 1 October 2018, 161,000,000 Ordinary Shares were allotted and issued at a placing price of 0.5p but were not admitted to trading.

Note 3 On 1 October 2018 the Company executed a convertible loan instrument pursuant to which 50,000,000 convertible loan notes were issued at a price of 0.5p for a total amount of £250,000. The interest is payable on the convertible loan notes at a rate of 12% per annum compounded annually.

Note 4 The costs of completing the Subscription, which includes the issue of 161,000,000 Ordinary Shares, together with the attached Warrants and Convertible Loan Notes, were £145,000.

Note 5 AAA has agreed to make available a 24-month loan of US$1,000,000 to Comarco at a rate of 12% per annum increasing to 15% after 9 months. The pro-forma includes the payment of the loan together with interest thereon at an exchange rate of US$1.3074 to £1.

Note 6 The Pro Forma Financial Information does not reflect any changes in the trading position of the Group or any other changes arising.

	Unaudited consolidated income statement for the six months 30 April 2018	Comarco loan interest	Unaudited consolidated pro-forma income statement
	£	£	£
	Note 7	*Note 8*	
Revenue	638,996	-	638,996
Cost of sales	(428,198)	-	(428,198)
Gross profit	**210,798**	**-**	**210,798**
Other operating income	5,143	-	5,143
Share of profit/loss of associate	3,636	-	3,636
Administrative expenses	(350,165)	-	(350,165)
Operating loss	**(130,588)**	**-**	**(130,588)**
Finance costs	(17,206)	(45,891)	(63,097)
Loss before taxation	**(147,794)**	**(45,891)**	**(193,685)**
Taxation	-	-	-
Net loss for the financial period/year	**(147,794)**	**(45,891)**	**(193,685)**
Other comprehensive loss	-	-	-
Total comprehensive loss	**(147,794)**	**(45,891)**	**(193,685)**

Note 7 The financial information in respect of AAA for the six months ended 30 April 2018 has been extracted, without material adjustment, from the Half-Yearly Report 2018 which has been incorporated by reference in this Document.

Note 8 Interest has been accrued on the 24-month loan of US$1,000,000 to Comarco at a rate of 12% for the six months ended 30 April 2018. The pro-forma includes the interest at an exchange rate of US$1.3074 to £1. Interest will continue to accrue on the Comarco loan as disclosed elsewhere in this Document.

Note 9 The Pro Forma Financial Information does not reflect any changes in the trading position of the Group or any other changes arising.

PART 13
TAXATION

The following section is a summary guide only to certain aspects of tax in the UK. This is not a complete analysis of all the potential tax effects of acquiring, holding and disposing of Ordinary Shares in the Company, nor will it relate to the specific tax position of all Shareholders in all jurisdictions. This summary is not a legal opinion. Shareholders are advised to consult their own tax advisers.

TAXATION IN THE UK

The following summary is intended as a general guide only to the United Kingdom tax position of Shareholders who are the beneficial owners of Ordinary Shares in the Company who are United Kingdom tax resident and, in the case of individuals, domiciled in the United Kingdom for tax purposes and who hold their shares as investments (otherwise than under an individual savings account (ISA)) only and not as securities to be realised in the course of a trade. It relates only to certain limited aspects of UK tax consequences of holding and disposing of Ordinary Shares in the Company. It is based on current UK tax law and the current practice of HMRC, both of which are subject to change, possibly with retrospective effect.

Any person who is in any doubt as to his or her tax position, or who is resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult his or her tax advisers immediately.

Taxation of dividends

No withholding on payments of dividends
The Company is not required to withhold UK tax from payments of dividends on the Ordinary Shares.

UK taxation on receipt of dividends
Shareholders who are resident in the United Kingdom for tax purposes will, subject to their individual circumstances, be liable to UK income tax or, as the case may be, corporation tax on dividends paid to them by the Company.
Shareholders within the charge to UK income tax
An individual Shareholder who is resident in the UK for taxation purposes is entitled to an annual tax-free allowance of £5,000 of dividend income. The Government has announced that this will be reduced to £2,000 from 6 April 2018. To the extent that dividend income exceeds the annual tax-free dividend allowance, tax will be imposed at the rates of:
(a) 7.5 per cent., to the extent that the dividend income falls within the basic rate band of income tax;
(b) 32.5 per cent., to the extent that the dividend income falls within the higher rate band of income tax; and
(c) 38.1 per cent., to the extent that the dividend income falls within the additional rate band of income tax.

Shareholders within the charge to UK corporation tax
Shareholders who are within the charge to UK corporation tax and who are not 'small companies' will generally be exempt from corporation tax on dividends they receive from the Company, provided the dividends fall within an exempt class and certain conditions are met. In general, almost all dividends received by non-small corporate Shareholders should fall within an exempt class. Shareholders within the charge to UK corporation tax who are 'small companies' (as that term is defined in section 93IS of the Corporation Tax Act 2009) will be liable to UK corporation tax on dividends paid to them by the Company because the Company is not resident in a 'qualifying territory' for the purposes of the legislation contained in the Corporation Tax Act 2009. The rate of corporation tax is currently 19%.
Shareholders who are in any doubt as to how the rules on taxation of dividends will affect them are strongly advised to consult their own professional advisers.

Taxation of chargeable gains

The following paragraphs summarise the tax position in respect to a disposal of Ordinary Shares on or after 6 April 2016 by a Shareholder resident for tax purposes in the United Kingdom.

A disposal of Ordinary Shares by a Shareholder who is resident in the United Kingdom for United Kingdom tax purposes or who is not so resident but carries on business in the United Kingdom through a branch, agency or permanent establishment with which their investment in the Company is connected may give rise to a chargeable gain or an allowable loss for the purposes of United Kingdom taxation of chargeable gains, depending on the Shareholder’s circumstances and subject to any available exemption or relief.

For individual Shareholders who are United Kingdom tax resident or only temporarily non-United Kingdom tax resident, capital gains tax at the rate of 10 per cent. for basic rate taxpayers (previously 18 per cent.) or 20 per cent. for higher or additional rate taxpayers (previously 28 per cent.) may be payable on any gain (after any available exemptions, reliefs or losses). For Shareholders that are bodies corporate any gain may be within the charge to corporation tax. Individuals may benefit from certain reliefs and allowances (including a personal annual exemption allowance) depending on their circumstances. Shareholders that are bodies corporate resident in the United Kingdom for taxation purposes will benefit from indexation allowance which, in general terms, increases the chargeable gains tax base cost of an asset in accordance with the rise in the retail prices index, but will not create or increase an allowable loss.

For trustee Shareholders of a discretionary trust who are United Kingdom tax resident, capital gains tax at the rate of tax of 20 per cent. (previously 28 per cent.) may be payable on any gain (after any available exemptions, reliefs or losses).

Non-United Kingdom Resident Shareholders will not normally be liable to United Kingdom taxation on gains unless the Shareholder is trading in the United Kingdom through a branch, agency or permanent establishment and the Ordinary Shares are used or held for the purposes of the branch, agency or permanent establishment.

Inheritance tax

Individuals and trustees are subject to inheritance tax in relation to a shareholding in the Company subject to any inheritance tax reliefs that may be available.

Stamp duty and stamp duty reserve tax

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT, or to persons connected with depository arrangements or clearance services, who may be liable at a higher rate.

In relation to stamp duty and SDRT:

I. The allocation and issue of the New Ordinary Shares will not give rise to a liability to stamp duty or SDRT;
II. Any subsequent conveyance or transfer on sale of shares will usually be subject to stamp duty on the instrument of transfer at a rate of 0.5 per cent of the amount or value of the consideration (rounded up, if necessary, to the nearest £5). An exemption from stamp duty is available on an instrument transferring shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the transaction exceeds £1,000. A charge to SDRT at the rate of 0.5 per cent will arise in relation to an unconditional agreement to transfer such shares. However, where within six years of the date of the agreement (or, if the agreement was conditional, the date the agreement became unconditional) an instrument of transfer is executed pursuant to the agreement and stamp duty is paid on that instrument, any liability to SDRT will be cancelled or repaid; and
III. A transfer of shares effected on a paperless basis through CREST (where there is a change in the beneficial ownership of the shares) will generally be subject to SDRT at the rate of 0.5 per cent of the value of the consideration given.

This summary of UK taxation issues can only provide a general overview of these areas and it is not a description of all the tax considerations that may be relevant to a decision to invest in the Company. The summary of certain UK tax issues is based on the laws and regulations in force as of the date of this Document and may be subject to any changes in UK law occurring after such date. Legal advice should be taken with regard to individual circumstances. Any person who is in any doubt as to his tax position or where he is resident, or otherwise subject to taxation, in a jurisdiction other than the UK, should consult his professional adviser.

PART 14
ADDITIONAL INFORMATION

1. **RESPONSIBILITY STATEMENTS**

The Directors, whose names are set out on page 36 of this Prospectus, and the Company, accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. **THE GROUP**

2.1. The Company was incorporated and registered in England and Wales on 17 January 2012 under the Act with company number 07913053 as a private limited company with the name "Latedusk Limited". A decision of the Directors dated 30 March 2012 resolved to change the name of the Company to "Anglo African Agriculture Limited" and the Company's name was changed by the Registrar of Companies on 14 April 2012. The Company was re-registered as a public limited company and the name of the company was changed to "Anglo African Agriculture plc" on 8 May 2012.

2.2. The Company has its registered office and head office at Fourth Floor, New Liverpool House, 15-17 Eldon Street, London EC2M 7LD. The telephone number at the Company's head office is 0203 005 5000. The Company's website can be found at www.aaaplc.com.

2.3. The principal legislation under which the Company operates is the Act, and the regulations made thereunder. The liability of the members of the Company is limited.

2.4. The principal activity of the Company is to act as the holding company of the Group.

2.5. The Company has two subsidiary companies whose details, at the date of this Prospectus, are as follows:

Name	***Principal Activity***	***Country of incorporation or residence***	***Class and percentage of ownership interest and voting power***
Dynamic Intertrade (Proprietary) Limited (company number 2008/004693/07)	Manufacturing food products and trading in agricultural products	Republic of South Africa	100%
Dynamic Intertrade Agri (Pty) Limited (company number 2006/028946/07)	Trading of agricultural products	Republic of South Africa	46.8%

2.6. Save for the acquisitions of Dynamic and DIA and the disposal of APV (details of which can be found at paragraph 10.1 of this Part 14 'Additional Information'), since incorporation the Company has not acquired or disposed of any companies or businesses and there are no other companies in which the Company has an interest other than those set out at paragraph 2.5 above.

3. **SHARE CAPITAL**

3.1. The Company was incorporated on 17 January 2012 with 1 ordinary share of £1.00.

3.2. The following changes in the share capital have occurred since incorporation of the Company up to the Last Practicable Date:

3.2.1. On 4 April 2012, the single ordinary share of £1 in issue in the capital of the Company was divided into 1,000 Ordinary Shares;

3.2.2. In the period of 4 April 2012 to 20 April 2012, 9,999,000 Ordinary Shares were issued by the Company and were allotted for cash at £0.001 per ordinary share to various investors, credited as fully paid;

3.2.3. On 4 May 2012, 45,226,600 Ordinary Shares were issued by the Company and were allotted for cash at £0.01 per Ordinary Share to various investors, credited as fully paid;

3.2.4. On 4 April 2013, 9,750,000 warrants were exercised, resulting in the issue and allotment of 9,750,000 Ordinary Shares at a price of 1.5p each;

3.2.5. On 4 April 2013, pursuant to the acquisition agreement described at paragraph 10.1.1 of this Part 13 'Additional Information', 3,538,105 Ordinary Shares were issued and allotted to the selling shareholders of Dynamic to satisfy the consideration for the purchase of 2,172 ordinary shares in the capital of Dynamic (19 per cent. of the issued share capital of Dynamic) by the Company;

3.2.6. On 12 August 2013, 1,500,000 warrants were exercised, resulting in the issue and allotment of 1,500,000 Ordinary Shares at a price of 1.5p each;

3.2.7. On 20 December 2013, Neil Herbert subscribed for 6,000,000 Ordinary Shares in the Company at a price of 1.7p each;

3.2.8. On 9 July 2014, 10,000,000 Ordinary Shares were issued and allotted to the selling shareholders of Dynamic to satisfy the consideration for the purchase of 7,037 ordinary shares in the capital of Dynamic (the remaining 81 per cent. of the issued share capital of Dynamic) by the Company (pursuant to which Dynamic became a wholly owned subsidiary of the Company);

3.2.9. On 9 July 2014, 1,126,761 Ordinary Shares were issued and allotted to VSA Capital at a price of 2.13p each. The Company owed VSA Capital, in its capacity as financial adviser and broker to the Company, £36,000 (including VAT) in connection with the re-admission of the Company to the ISDX Growth Market. VSA Capital agreed to release the Company from its liability to pay £24,000 of the amount due in cash in return for the issue of 1,126,761 Ordinary Shares; and

3.2.10. On 8 August 2014, 4,070,447 Ordinary Shares were issued and allotted at a price of 1.9p to two suppliers in consideration for the release of the Company from its liability to pay certain debts (which had, on 8 August 2014, been novated from Dynamic to the Company), and 3,684,212 Ordinary Shares were issued and allotted at a price of 1.9p to various investors.

3.2.11. On 11 April 2016, 15,000,000 Ordinary Shares were allotted and issued to Directors, a related trust and an investor at a price of 0.5p.

3.2.12. On 9 September 2016, 70,895,521 Ordinary Shares were allotted and issued at a placing price of 0.67p.

3.2.13. On 17 March 2017,7,692,308 Ordinary Shares were allotted and issued to satisfy the consideration for the purchase of 5,150 ordinary shares in the capital of DIA (46.8% of DIA's entire issued share capital) by the Company (at a price of 1.3p).

3.2.14. On 4 May 2017, 18,500,000 Ordinary Shares were allotted and issued at a placing price of 0.65p.

3.2.15. On 1 November 2017, 20,000,000 Ordinary Shares were allotted and issued at a placing price of 0.7p.

3.2.16. On 1 October 2018, 161,000,000 Ordinary Shares were allotted and issued at a placing price of 0.5p but were not admitted to trading.

3.3. Pursuant to an ordinary resolution of the Company passed at a general meeting on 27 November 2018, the Directors were generally and unconditionally authorised to allot to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £ 387,983.95, in accordance with section 551 of the Act.

3.4. Pursuant to a special resolution of the Company passed at the general meeting on 27 November 2018, the Directors were empowered (pursuant to section 570 and 571 of the Act) to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority referred to in paragraph 3.3 above as if section 561(1) of the Act did not apply, provided this power is limited (amongst other things) to the allotment of up to 387,983,950 Ordinary Shares issued for cash.

3.5. Save for the allotments referred to in this Prospectus, since incorporation no capital of the Company has been allotted for cash or for a consideration other than cash and save as described above, the Company has made no further allotments of Ordinary Shares since the date of incorporation.

3.6. The issued fully paid share capital of the Company at the date of this Prospectus and on Admission is:

Number	**Nominal Value**
387,983,954 Ordinary Shares	£387,983.95

3.7. As detailed in paragraphs 3.2.5, 3.2.8, 3.2.9, 3.2.10 and 3.2.13, more than 10 per cent. of the Issued Share Capital has been paid for with assets other than cash within the period covered by the historical financial information contained in Part 11 'Historical Financial Information'.

3.8. There is no limit on the maximum amount of shares that may be allotted by the Company.

3.9. The Company does not have in issue any securities not representing share capital.

3.10. No shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

3.11. No commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any share or loan capital of the Company since incorporation.

3.12. Save as disclosed in paragraph 4 of this Part 14 'Additional Information', on Admission no share capital of the Company will be under option or will be agreed conditionally or unconditionally to be put under option.

3.13. The Ordinary Shares are in registered form and are capable of being held in either certificated or uncertificated form.

3.14. The currency of the Ordinary Shares is Sterling.

3.15. None of the Ordinary Shares have been sold or are available in whole or in part to the public in conjunction with the application for the Ordinary Shares to be admitted to the Official List.

3.16. Save as disclosed in this Prospectus in this Part 14 'Additional Information', there are no convertible securities, exchangeable securities or securities with warrants.

3.17. Other than as provided by the City Code and Part 28 of the Act, there are no rules or provisions relating to mandatory takeover bids and/or squeeze-out and sell-out rules which relate to the Company.

3.17.1. *Mandatory Bid*

The Company is subject to the provisions of the City Code, including the rules regarding mandatory takeover offers set out in the City Code. Under Rule 9 of the City Code, when (i) a person acquires shares which, when taken together with shares already held by him or persons acting in concert with him (as defined in the City Code), carry 30 per cent. or more of the voting rights of a company subject to the City Code or (ii) any person who, together with persons acting in concert with him, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights of a company subject to the City Code, and such person, or any person acting in concert with him, acquires additional shares which increases his percentage of the voting rights in the company, then, in either case, that person, together with the persons acting in concert with him, is normally required to make a general offer in cash, at the highest price paid by him or any person acting in concert with him for shares in the company within the preceding 12 months, for all of the remaining equity share capital of the company.

3.17.2. *Squeeze-out*

The Ordinary Shares will also be subject to the compulsory acquisition procedures set out in the Act. Under the Act, if an offeror were to make an offer to acquire all of the shares in the Company not already owned by it and were to acquire, or unconditionally contract to acquire, not less than 90 per cent. of the shares to which the offer related (and, in a case where the shares to which the offer relates are voting shares, not less than 90 per cent. of the voting rights carried by those shares), it could then compulsorily acquire the remaining shares which have not been acquired or unconditionally contracted to be acquired.

The offeror would do so by sending a notice to outstanding members telling them that it will compulsorily acquire their shares and then, six weeks later, it would deliver a transfer of the outstanding shares in its favour to the Company which would execute the transfers on behalf of the relevant members, and pay the consideration to the Company which would hold the consideration on trust for outstanding members. The consideration offered to the members whose shares are compulsorily acquired must be the same as was offered under the original offer, and if there was any choice of consideration given in the original offer, the minority shareholders must be given the same options.

3.17.3. *Sell-out*

The Act also gives minority members a right to be bought out in certain circumstances by an offeror who has made a takeover offer. Under the Act, if an offeror were to make an offer to acquire all the shares in the Company not already owned by it and, by virtue of the offer and any other acquisitions, holds not less than 90 per cent. of the shares in the Company and which carry not less than 90 per cent. of the voting rights in the Company than a minority shareholder may require the offeror to acquire his shares in the Company.

The offeror would be required to give any member notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority members to be bought out, but that period cannot end less than three months after the end of the acceptance period or, if later, three months from the date on which notice is served on members notifying them of their sell-out rights. A member is entitled to receive the consideration set out in the terms of the offer and may also indicate his choice whether there are several consideration options. If a member exercises his rights, the offeror is entitled and bound to acquire those shares on the terms of the offer or on any other such terms as may be agreed.

3.18. Since the date of incorporation of the Company, there has been no takeover offer (within the meaning of Part 28 of the Act) for any Ordinary Shares.

4. WARRANTS AND OPTIONS

4.1. As at the Last Practicable Date, there are 163,761,330 warrants in issue, each as follows:

Ordinary Shares under warrant	Price per share	Expiry Date
2,761,330 [1]	1p	05/09/2022
161,000,000	1p	30/09/2019

[1] Issued to the then joint financial advisers of the Company, Zeus Capital Limited and VSA Capital.

Existing Admitted Ordinary Shares	226,983,954
New Ordinary Shares	161,000,000
Ordinary Shares in Issue	387,983,954
Warrants Attached to New Ordinary Shares	161,000,000
Loan Conversion Shares	33,333,335
Loan Conversion Warrants	33,333,335
Post-Subscription Potential Total Ordinary Shares	615,650,624

At the date of this document, the Company had 226,983,954 Existing Admitted Ordinary Shares with a par value of 0.1p.

The Company undertook a Subscription in September. Following the Subscription, the Company has 387,983,954 Ordinary Shares in issue (all of which are fully paid). The New Ordinary Shares rank pari-passu with the Existing Admitted Ordinary Shares.

Warrants are attached to the New Ordinary Shares on a 1-for-1 basis, with an exercise price of 1.0p per Ordinary Share and expire 12 months from allotment of the New Ordinary Shares. If the Warrants were to be exercised, 161,000,000 new Ordinary Shares could potentially be issued ("Warrants Attached to New Ordinary Shares").

The Subscription included the issue of 50,000,000 Convertible Loan Notes of 0.50p with a conversion price of 0.75p. If the Convertible Loan Notes were converted, up to 33,333,335 new Ordinary Shares will be issued ("Loan Conversion Shares").

Further, Warrants will be attached to any Loan Conversion Shares that are issued on a 1-for-1 basis on the same terms as the Warrants attached to the New Ordinary Shares ("Loan Conversion Warrants"). A maximum of 194,333,335 New Ordinary Shares could potentially be issued in the event that all New Ordinary Shares Warrants and Loan Conversion Warrants are exercised.

If the Convertible Loan Notes are converted and all Warrants are exercised, the maximum potential number of Ordinary Shares in issue will be 615,650,624 ("Post-Subscription Potential Total Ordinary Shares")

As at the Last Practicable Date, there are 16,117,138 options to acquire or subscribe for Ordinary Shares in issue, including the following owned by Directors and former directors of the Company:

Director / Former Director	Number of Options	Exercise price per share (p)	Option Expiry Date
Andrew Monk	3,839,046	(1) 1,839,046 at 1 p (2) 2,000,000 at 0.55 p	05/09/2022
Neil Herbert [1]	3,839,046	(1) 1,839,046 at 1 p (2) 2,000,000 at 0.55 p	05/09/2022
George Roach	3,839,046	(1) 1,839,046 at 1 p (2) 2,000,000 at 0.55 p	05/09/2022
Robert Scott [2]	1,000,000	1p	05/09/2022
Matthew Bonner	3,600,000	1p	05/09/2022

[1] Held by Cambrian Limited.

[2] Held by Carimar International Holdings Limited.

4.2. As at the date of this Prospectus, there are no share option schemes or incentive schemes in place in respect of the Group.

5. **SIGNIFICANT SHAREHOLDERS**

5.1. Other than the interests of the Directors and Senior Management disclosed in paragraph 7 of this Part 14 'Additional Information', in so far as is known to the Company, the following persons as at the Last Practicable Date were interested, directly or indirectly, in 3 per cent. or more of the Issued Share Capital:

	As at the Last Practicable Date	At Admission	Warrants as at the Last Practicable Date and at Admission

Shareholder	Number of Ordinary Shares	Percentage of Issued Share Capital (%)	Number of Ordinary Shares	Percentage of Issued Share Capital (%)	Number of 1p Warrants	Number of 2.75p Warrants
Mike Joseph	100,000,000	25.8%	100,000,000	25.8%	100,000,000	-
WH Ireland	35,000,000	9.0%	35,000,000	9.0%	35,000,000	-
HSBC Global Custody Nominee (UK) Limited	22,388,060	5.8%	22,388,060	5.8%	-	-
Vidacos Nominees Limited	13,462,687	3.5%	13,462,687	3.5%	-	-

5.2. None of the holders of Ordinary Shares listed above has voting rights different from the other holders of Ordinary Shares.

5.3. Save as disclosed in paragraph 5.1 and paragraph 7.1 of this Part 14 'Additional Information', neither the Company nor the Directors are aware of any person who will, immediately following Admission, hold directly or indirectly, voting rights representing 3 per cent. or more of the Issued Share Capital or of any person or persons who either alone or, if connected, jointly following Admission will (directly or indirectly) exercise or could exercise control over the Company.

5.4. Insofar as is known to the Company, no arrangements are in place, the operation of which may at a later date result in a change of control of the Company.

6. **MEMORANDUM AND ARTICLES OF ASSOCIATION**

See the section headed "Information Incorporated by Reference" on pages 20 to 22 of this Prospectus for details about information that has been incorporated by reference into this Prospectus.

7. **DIRECTORS' INTERESTS**

7.1. The interests of the Directors (and of persons connected with them) in the Issued Share Capital (excluding the options and warrants referred to in paragraph 4 of this Part 14 'Additional Information') as at the Last Practicable Date and as they are expected to be immediately following Admission are as follows:

	As at the Last Practicable Date		As at Admission	
Director	**Number of Ordinary Shares held**	**Percentage of Issued Share Capital (%)**	**Number of Ordinary Shares held**	**Percentage of Issued Share Capital (%)**
David Lenigas	22,388,060	5.8%	22,388,060	5.8%
George Roach[1]	33,751,333	8.7%	33,751,333	8.7%
Andrew Monk[2]	12,126,761	3.1%	12,126,761	3.1%
Robert Scott[3]	1,693,078	0.4%	1,693,078	0.4%
Matt Bonner	746,269	0.2%	746,269	0.2%

[1] *16,288,646 of these shares are held by or on behalf of Corestar Holdings Ltd and 13,462,687 of these shares are held by or on behalf of Coc'Roach Limited. Corestar Holdings Ltd is a BVI company which is wholly-owned by the Corestar STAR Trust, a trust established for the furtherance of certain purposes which could include the provision of benefits to George Roach and his family, at the discretion of the trustees of the trust. Coc'roach Limited is owned by the Coc'roach Trust. The Coc'roach Trust is a partial discretionary trust pursuant to the terms of which George Roach and his family may fall within the class of potential beneficiaries.*

[2] *Andrew Monk's holding Is split between Hargreave Hale Nominees Limited (10,126,761 shares) and HSBC Account 941346 (2,000,000 shares).*

[3] *Robert Scott is a consultant to Carimar International Holdings Ltd who is the beneficial holder of the Ordinary Shares (via a nominee company, Platform Securities Nominees Limited).*

7.2. Save for the following, none of the Directors nor any of the Senior Management has any conflicts of interest between his duties to the Company and his private interests and/or any other duties he may have:

7.2.1. Mr Andrew Monk is the Chief Executive Officer of VSA Capital, who are financial adviser and broker to the Company. Mr Monk is also a Director and interested in 29.95% of the issued share capital of VSA Capital Limited.

7.3. There are no outstanding loans, granted by any member of the Company or Dynamic to the Directors or any member of the Senior Management, or any guarantees by any member of the Company or Dynamic for the benefit of the Directors or any member of the Senior Management.

7.4. Subject to the Company's share dealing code for directors and senior executives, as described in Part 8 'Directors, Senior Management and Corporate Governance', there are no restrictions on any Director on the disposal within a period of time of their holding of Ordinary Shares.

8. **DIRECTORS' TERMS OF APPOINTMENT AND REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT**

8.1. Mr Andrew Monk was appointed as a director of the Company on 9 March 2012. Pursuant to the terms of a letter of appointment with the Company dated 5 September 2012, Mr Monk agreed to serve as a non-executive director and Mr Monk's annual fee is £12,000.

8.2. David Lenigas was appointed as a director of the Company on 5 September 2016. Pursuant to the terms of appointment with the Company dated 8 February 2017 he has agreed to serve as a non-executive Chairman with effect from 5 September 2016. Mr Lenigas' annual fee will be £12,000.

8.3. Pursuant to the terms of a letter of appointment with the Company dated 15 July 2015, Mr George Roach has agreed to serve as a non-executive director, commencing on 31 October 2014. Mr Roach's annual fee is £12,000.

8.4. Pursuant to the terms of a letter of appointment with the Company dated 8 February 2017, Mr Robert Scott has agreed to the appointment to serve as a sole executive director, with effect from 23 November 2017. Mr Scott's annual fee is £12,000.

8.5. Pursuant to the terms of a letter of appointment with the Company dated 2 May 2017, Mr Matthew Bonner has agreed to serve as a non-executive director, with effect from 2 May 2017. Mr Bonner's annual fee is £12.000.

8.6. Save as disclosed in this Prospectus at paragraphs 8.1 to 8.4 of this Part 14 'Additional Information' above, there are no service agreements or agreements for the provision of services, existing or proposed, between any of the Directors and the Company.

9. **ADDITIONAL INFORMATION ON THE DIRECTORS AND SENIOR MANAGEMENT**

9.1. The companies and partnerships of which the Directors and members of the Senior Management are, or have been, within the past five years, members of the administrative, management or supervisory bodies or partners (excluding the Company and its subsidiaries) are set out below:

Director	**Current directorships/partnerships**	**Previous directorships/partnerships**
David Lenigas	Active Resource Realisation Fund[2] Gold Mines of Wales Limited[7] Central African Investments Limited (formerly Central African Investments Plc)[1] AfriAg Limited (formerly Buchanist Limited)[2] AfriAg Holdings (Pty) Limited[3] AfriAg Marketing (Pty) Limited[3] AMKI Investments Limited[1] Leni Gas Cuba Limited[1]	Hotel Accommodation Limited[10] Afex Holdings Limited[11] Lonrho Water Limited[12] Africa Expeditions Limited[13] Africa Expeditions TZ Limited[14] Africa Expeditions Uganda Limited[15] Auroch Minerals Ltd Best In Tents Limited[13] Emy Services MC Sarl[8]

	Leni Gas & Oil Limited[1] Doriemus Plc[1] AfriAg Global Plc (formerly AfriAg Plc)[9] Macarthur Minerals Limited[5] LGC Capital Ltd (formerly Leni Gas Cuba Limited)[5] Artemis Resources Limited Southern Hemisphere Mining Limited[18] Clancy Exploration Limited[18] Hampton Bay Capital Limited[5]	Global Horizons Limited[9] Lonrho Hotels Limited[12] LAH Mozambique Hotels Limited[12] DRC Hotels Limited[12] Lonrho Ports & Infrastructure Limited[12] Lonrho Infrastructure Limited[12] Lonrho Ports Limited[12] LAH Jersey 2 Limited[7] Leni Trinidad[16] Solo Oil International Limited [1] Fish On Line (Pty) Limited[3] Lonrho Support Services Limited (formerly Lonrho Holdings Limited)[12] Lonrho Integrated Support Services Limited[12] Lonrho Hotels (Holdings) Limited[12] Lonrho Budget Hotels Limited[12] Lonrho IT Limited[12] LAH Jersey 3 Limited[7] Lonrho Transport Limited[12] Lonrho Logistics (Pty) Limited[3] Lonrho Investments Limited (formerly Lonrho African Investments Ltd)[3] Lonrho Investments Limited (formerly Lonrho Africa (Investments) Limited[1] Lonrho Infra One UK Limited (formerly Lonrho Finance Limited)[1] Lonrho South Africa (Pty) Limited[3] Lonrho Management South Africa (Pty) Limited[3] Lonrho Projects South Africa (Pty) Limited[3] Lonrho Projects Consulting (Pty) Limited[3] Lonrho Projects Agri (Pty) Limited[3] Lonrho Energy (Pty) Limited[3] Lonrho Securitec (Pty) Limited[3] Lonrho Amathonga Hotels (Pty) Limited[3] Oceanfresh Seafoods (UK) Limited (formerly Lonrho Mining Limited)[1] Lonrho Market Expansion Services Limited (formerly Lontel Limited)[1] Lonrho Africa (Holdings) Limited (formerly Lonrho Africa Limited)[1] Lonrho Food Supply Chain Management Limited (formerly Lonrho Support Limited)[1] Swissta Mozambique Lda[17] Sociedade Comercial Bytes & Pieces Limitada[17] Primorus Investments Plc (formerly Stellar Resources Plc)[1] TravelWelcome Ltd[1] FastJet Plc[1] Galleon Resources Limited[3] Solo Oil (Argentina) Limited[1] (Dissolved) Buchanist Limited[1] Cambria Africa plc (formerly LonZim Plc) [1] Polemos Plc[1] AfriAg Global Plc (formerly AfriAg Plc and formerly 3D Resources Plc)[9] Inspirit Energy Holdings Plc[1] UK Oil & Gas Investments Plc (formerly Sarantel Group Plc) [1] Octagonal Plc[1] Horse Hill Developments Limited[1] Gunsynd Plc (formerly Evocutis Plc)[1] UKOG Weald Limited[1] UKOG (GB) Limited[1] UKOG Solent Limited[1] Leni Gas and Oil Limited[2] Bacanora Minerals Limited[1, 5] Lonrho Limited (formerly Plc)[1] LGO Energy Plc (formerly Leni Gas and Oil Plc)[1] Solo Oil Plc[1] Rare Earth Minerals Plc[1]

		Ret Services Limited (formerly Rare Earth Minerals Limited)[1] REM Mexico Limited[1] Rare Earth Resources Limited[1] (Dissolved) Rare Earth Resources Limited[1] Warlaw (1989) Limited[1]
Andrew Monk	BBB (2015) Limited Benjiami Limited Mining, Minerals & Metals plc MMM Acquisitions Limited VSA Capital Private Investments plc SSS (2015) Limited VSA Capital Limited VSA NEX Investments Limited	N/A
George Roach	Freshname No. 389 Limited[1] Premier African Minerals Incorporated[2] ROC Exploration IC Ltd[2] ROC Afrique Ltd[2] Calaska Trading 30 (Pty) Ltd[3] Misty Rose Properties 11 CC[3] Two Brother Entertainment (Pty) Ltd[3] Agriminco Inc[5]	AfNat Resources Limited[2] G&B Central African Resources Ltd[2] African Olive Trading 200 (Pty) Ltd[3] Skat Music P(ty) Ltd[3] Vazex SA (Pty) Ltd[3] Idada Trading 316 (Pty) Ltd[3] Axmin Inc[5]
Robert Scott	Coal Ventures Limited[2] Coal Ventures South Africa (Pty) Ltd[3] Monomatapa Coal Holdings South Africa (Pty) Ltd[3] K2014075547 (South Africa) (Pty) Ltd[3] Submex Investments Limited[6] Subpromex (Pty) Ltd[3] Congrecept Investments (Pty) Ltd[3] Vryheid Anthracite Collieries (Pty) Ltd[3] Advanced Vacuum Alloys (Pty) Ltd[3] The Blair Atholl Pre Primary School NPC[3] Dynamic Intertrade (Pty) Ltd[3]	Tasmel Props 7 CC[3] William Tell Holdings Limited[3] Africamp International Limited[2] Tryline AG (Pty) Ltd[3] African Projects and Ventures (Pty) Ltd[3] Acacia Coal Ltd[18] Dainfern Homeowners Association[3] Big Match Trading 47 (Pty) Ltd[3] Scenispot (Pty) Ltd[3] Rubispark (Pty) Ltd[3] Ivory Coast Trading (Pty) Ltd[3] Sheepmore Coal Holdings (Pty) Ltd[3] Sheepmore Witbank Coal (Pty) Ltd[3] Swing Curve Trading (Pty) Ltd[3] Coalex Four (Pty) Ltd[3] Coalex Equipment (Pty) Ltd[3] Elinab Mineral Resources (Pty) Ltd[3] Tshaka Waste Managemnt (Pty) Ltd[3] Bochmanspoort Colliery (Pty) Ltd[3] Grootspruit Coal SA (Pty) Ltd[3] Lonrho South Africa (Pty) Limited[3] Lonrho Management South Africa (Pty) Limited[3] Lonrho Projects South Africa (Pty) Limited[3] Lonrho Projects Consulting (Pty) Limited[3] Lonrho Projects Agri (Pty) Limited[3] Lonrho Energy (Pty) Limited[3] Lonrho Securitec (Pty) Limited[3] Lonrho Amathonga Hotels (Pty) Limited[3]
Matthew Bonner	Ocean Liner Investments (Pty) Ltd[3] Onga Wari CRS (Pty) Ltd[3] Third World Holdings LLC[19] Mining, Minerals & Metals Limited[1]	Overmane Investments (Pty) Ltd

[1] United Kingdom
[2] British Virgin Islands
[3] Republic of South Africa
[7] Jersey
[8] Monaco
[9] Isle of Man
[13] Kenya
[14] Tanzania
[15] Uganda
[19] United States (New York)

[4] Seychelles	[10] Guernsey	[16] Trinidad
[5] Canada	[11] Nevada, USA	[17] Mozambique
[6] Cyprus	[12] Mauritius	[18] Australia

9.2. Save as disclosed in this Prospectus at paragraph 9.3 of this Part 14 'Additional Information', within the period of five years preceding the date of this Prospectus, no Director or member of the Senior Management:

9.2.1. has any unspent convictions in relation to fraudulent offences for at least the previous five years;

9.2.2. has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a member of the administrative, management or supervisory body of a company or a senior manager of a company within the previous five years; or

9.2.3. has been subject to any official public incrimination and/or sanction of him by any statutory or regulatory authorities (including designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company for at least the previous five years.

9.3. Andrew Monk was a non-executive director of Radicle Projects plc from 1 March 2010 until 24 August 2010. Mr Monk put forward a takeover proposal which was rejected by the bond holders, and this led to him deciding to resign. The company was placed into insolvent voluntary liquidation in April 2011 and was dissolved in April 2012.

10. **MATERIAL CONTRACTS**

10.1. The following contracts (a) have been entered into by the Company within the two years immediately preceding the date of this Prospectus, not being contracts entered into in the ordinary course of business; or (b) are, or may be, contracts entered into by the Company which are material or contain, or may contain, provisions under which the Company has an obligation or entitlement which is material to the Company as at the date of this Prospectus:

10.1.1. A cession agreement between (1) Corestar, (2) the Company and (3) Dynamic dated 27 March 2013, in relation to the Corestar Loan. Pursuant to this agreement the parties ceded the Corestar Loan to the Company.

The consideration for the Corestar Loan is up to US$225,000 (approximately £180,112 on the basis of the currency quote shown on Reuters.com at approximately 12 pm on the Last Practicable Date), payable in annual instalments not exceeding an amount equal to 15 per cent. of annual audited pre-tax profits of Dynamic (after taking into account management, administration or like charges). The Company can discharge this liability by the issue of Ordinary Shares at a fixed price of 2.4p per Ordinary Share;

10.1.2. an agreement dated 2 November 2016 between ZRH Nominees (0105) Ltd, the Company and DIA pursuant to which Company purchased 46.8% of DIA from ZRH Nominees (0105) LTD ("**ZRH**"), a trust established for, among other purposes, the provision of benefits to George Roach, a director of the Company, and his family. The principal terms of the agreement are as follows:

10.1.2.1. The purchase price of £100,000, payable by way of 7,692,308 Ordinary Shares at a price of 1.3p per share at completion of the Transaction ("**Completion**");

10.1.2.2. An earn-out payment ("**Earn-out Payment**") payable to ZRH. The Earn-out Payment is £50,000 in new Ordinary Shares at the 5-day volume weighted average price preceding the day of announcement of the Earn-out Payment, providing the net profits of DIA for the Financial Year ending 28 February 2017 are in excess of ZAR 1,000,000; and

10.1.2.3. A shareholder's agreement shall be concluded with the other shareholders of DIA within 30 days of Completion.

The same terms were offered to the two other shareholders of DIA who did not accept the offer.

Completion was subject to a resolution of the shareholders of the Company which was passed at a general meeting held on 9 December 2016. Completion occurred in March 2017.

10.1.3. the Company has provided suretyship as follows:

10.1.3.1. the Company has provided a guarantee to Bibby dated 23 February 2018 pursuant to which the Company has guaranteed the repayment on demand of any sum or sums of money which Dynamic owes or may owe to Bibby and the due fulfilment of all obligations of Dynamic; and

10.1.3.2. the Company has entered into a deed of suretyship dated 5 May 2015 pursuant to the agreement of lease described at paragraph 11.3 below, pursuant to which the Company has bound itself as surety and co-principal debtor in favour of Midnight Feast Properties 11 CC for all the obligations of Dynamic under such agreement of lease, in particular for all amounts of money that may be due, including damages; and

10.1.3.3. the Company has entered into a loan and subordination of debt agreement dated 23 February 2018 pursuant to which it has subordinated debts owed by Dynamic to it to the debts owed by Dynamic to Bibby.

10.1.4. an engagement letter between (1) the Company and (2) VSA Capital dated 24 August 2016 pursuant to which the Company shall enter into an agreement with VSA Capital appointing VSA Capital as the retained financial adviser and broker to the Company on an on-going basis with effect from Admission. The annual retainer fee payable to VSA Capital in respect of these services shall initially be £30,000 per annum, to be reviewed annually, and either VSA Capital or the Company may terminate the agreement by giving the other not less than three months' notice (such notice not to be given by the Company prior to the first anniversary of Admission).

10.1.5. George Roach and David Lenigas (for the purpose of this paragraph 10.1.5 the "Lenders"), both directors of the Company, entered into facility agreements with the Company on 21 March 2017 to assist the Company with operating capital requirements for a 24-month period. Pursuant to these agreements each of Mr Roach and Mr Lenigas agreed to lend up to £50,000 each to the Company (for the purpose of this paragraph 10.1.5 the "Loans"). The agreements are on the same terms which include the following provisions:

10.1.5.1. The Loans are available for drawdown (in minimum advances of £5,000) by the Company from the date of each facility agreement up to and including 21 March 2019 by the Company sending to the respective director a notice of drawing which will be irrevocable.;

10.1.5.2. The Lenders will not be obliged to provide the Loans unless:

10.1.5.2.1. The requested drawdown date is a Business Day

10.1.5.2.2. The requested loan amount is for a minimum of £5,000

10.1.5.2.3. The aggregate of all drawdowns does not exceed the remaining balance under the Loan

10.1.5.2.4. The representations and warranties agreed to are true and accurate as at the drawdown date

10.1.5.3. The Company has undertaken to the Lenders that:

10.1.5.3.1. It will use the Loans only for the agreed purpose;

10.1.5.3.2. It will not enact payment of any form of dividend out of the profits available for distribution until such time as the loan including any accrued interest has been repaid in full;

10.1.5.3.3. It will ensure that its obligations under the facility agreement rank pari-passu with all its present or future unsecured subordinated indebtedness expect for such obligations as would by virtue only of the law of its jurisdictions of incorporation be preferred in the event of steps being taken for the winding up, dissolution or liquidation of the Company;

10.1.5.4. The Loans are repayable no later than on 10 April 2019 (such date being 14 business days following the expiry of the availability period (being 21 March 2019)), but may be repaid in full or in part earlier than this date at the discretion of the Company and with any instalment plan also requiring the consent of the relevant director;

10.1.5.5. The Loans are unsecured;

10.1.5.6. Interest is payable on the Loans at the rate of LIBOR plus 3%;

10.1.5.7. The Company undertakes that no dividend will be paid until the Loans and accrued interest have been repaid;

10.1.5.8. The Loans are repayable on demand on an event of default, including:

10.1.5.8.1. a failure by the Company to comply with a material provision of the agreements;

10.1.5.8.2. an insolvency event or

10.1.5.8.3. a change of control of the Company; and

10.1.5.9. The Loans may be assigned by the directors.

10.1.6. George Roach, David Lenigas, Matthew Bonner, Andrew Monk and Robert Scott (for the purpose of this paragraph 10.1.6, the "Lenders"), all directors of the Company, entered into facility agreements with the Company on 7 November 2018 to assist the Company with operating capital requirements. Pursuant to these agreements each of the Lenders each agreed to lend up to £20,000 each to the Company (for the purpose of this paragraph 10.1.6, the "Loans"). The agreements are on the same terms which include the following provisions:

10.1.6.1. Subject to the Lender remaining a director of the Company. the Loans are available for drawdown (in minimum advances of £5,000) by the Company from 20 March 2019 up to and including 19 March 2020 by the Company sending to the respective director a notice of drawing which will be irrevocable.;

10.1.6.2. The Lenders will not be obliged to provide the Loans unless:

10.1.6.2.1. The requested drawdown date is a Business Day

10.1.6.2.2. The requested loan amount is for a minimum of £5,000

10.1.6.2.3. The aggregate of all drawdowns does not exceed the remaining balance under the Loan

10.1.6.2.4. The representations and warranties agreed to are true and accurate as at the drawdown date

10.1.6.3. The Company has undertaken to the Lenders that:

10.1.6.3.1. It will use the Loans only for the agreed purpose;

10.1.6.3.2. It will not enact payment of any form of dividend out of the profits available for distribution until such time as the loan including any accrued interest has been repaid in full;

10.1.6.3.3. It will ensure that its obligations under the facility agreement rank pari-passu with all its present or future unsecured subordinated indebtedness expect for such obligations as would by virtue only of the law of its jurisdictions of incorporation be preferred in the event of steps being taken for the winding up, dissolution or liquidation of the Company;

10.1.6.4. The Loans are repayable no later than on 8 April 2020 (such date being 14 business days following the expiry of the availability period (being 19 March 2020), but may be repaid in full or in part earlier than this date at the discretion of the Company and with any instalment plan also requiring the consent of the relevant director;

10.1.6.5. The Loans are unsecured;

10.1.6.6. Interest is payable on the Loans at the rate of Barclays Bank plc's base rate plus 3%;

10.1.6.7. The Company undertakes that no dividend will be paid until the Loans and accrued interest have been repaid;

10.1.6.8. The Loans are repayable on demand on an event of default, including:

10.1.6.8.1. the Lender ceasing to be a director of the Company

10.1.6.8.2. a failure by the Company to comply with a material provision of the agreements;

10.1.6.8.3. an insolvency event or

10.1.6.8.4. a change of control of the Company; and

10.1.6.9. The Loans may be assigned by the directors.

10.1.7. Matt Bonner (for the purpose of this paragraph 10.1.7 the "Lender") a director of the Company, entered into a loan agreement with the Dynamic Intertrade on 28 July 2017 to assist Dynamic Intertrade with working capital to purchase stock. Pursuant to these agreements Mr Bonner agreed to lend up to ZAR500,000 to Dynamic Intertrade (for the purpose of this paragraph 10.1.7 the "Loan"). The agreement includes the following provisions:

10.1.7.1. The Facility is made available solely to enable the Borrower to purchase additional stock for sale to customers of the Borrower.

10.1.7.2. The Borrower shall, at the end of each quarter pay the accrued interest on the Facility Amount to the Lender. Such amount shall be applied, first, against all accrued interest which is unpaid and has not been capitalised and, thereafter, in repayment of the Loan

10.1.7.3. The Borrower shall be entitled to repay any amount of the Facility early, but it may not re-borrow any amount of the Facility which has been repaid whether on a Payment Date or otherwise without first agreeing an increase in the Facility with the Lender.

10.1.7.4. Interest shall accrue on the Loan at a rate equal to 1% above the South African Prime interest rate (being the average prime rate of interest charged on loans by major South African commercial banks to private individuals and companies) per annum compounded monthly.

10.1.7.5. The Loans are repayable on demand on an event of default, including:

10.1.7.5.1. a failure by the Company to comply with a material provision of the agreements;

10.1.7.5.2. an insolvency event or

10.1.7.5.3. a change of control of the Company

10.1.8. On 1 October 2018 the Company executed a convertible loan instrument pursuant to which 50,000,000 convertible loan notes were issued at a price of 0.5p for a total amount of £250,000. The interest is payable on the convertible loan notes at a rate of 12% per annum compounded annually. The convertible loan notes will be redeemed on 30 September 2020 unless they have been earlier converted into ordinary shares in the Company at a conversion price of 0.75p per share. Warrants will be issued on a one for one basis in respect of shares into which convertible loan notes have been converted exercisable at a price of 1p per share and for a period of one year from issue.

10.1.9. On 6 November 2018 the Company entered into a call option agreement with Comarco Indian Ocean Limited ("CIO") and Simon Phillips pursuant to which the Company may acquire all the issued shares of Touchwood Investments Limited ("TIL") for a total price of 50,000 Kenyan shillings (being approximately £375) following a default under the loan agreement referred to below in paragraph 10.1.9.

10.1.10. On 6 November 2018 the Company entered into a loan agreement ("Loan Agreement") with CIO, TIL and Consolidated Marine Contractors Limited ("CMC") pursuant to which it has lent $1,000,000 to TIL. The loan is to be used as to $750,000 for the partial repayment of bank loans made to companies in the same group as TIL ("Comarco Group") and as to $250,000 for the working capital of the Comarco Group. The loan is for a period of 2 years with interest payable at 12% for the first 9 months of the term and then 15% thereafter.

10.1.11. On 6 November 2018 the Company entered into a guarantee with CIO and CMC pursuant to which CIO and CMC guarantee the obligations of TIL under the Loan Agreement.

10.1.12. On 6 November 2018 the Company entered into a costs guarantee with TIL, CIO and CMC pursuant to which TIL, CIO and CMC have agreed to guarantee certain fees and expenses incurred by the Company in assisting the Comarco Group with various restructuring matters.

10.2. ***Dynamic***

The following contracts (a) have been entered into by Dynamic within the two years immediately preceding the date of this Prospectus, not being contracts entered into in the ordinary course of business; or (b) are, or may be, contracts entered into by Dynamic which are material or contain, or may contain, provisions under which Dynamic has an obligation or entitlement which is material to Dynamic as at the date of this Prospectus:

10.2.1. An agreement dated 3 November 2017 with Misty Rose Properties 11 CC, Lamberti, Dynamic and APV.

Pursuant to terms of the Agreement: Dynamic and Lamberti sold their shares in APV ("APV Shares") to Misty Rose Properties 11 CC (the "APV Transaction") for $1.00;

10.2.2. A structured funding trade facility agreement entered into between (1) Dynamic and (2) Bibby dated 20 March 2015 pursuant to which Bibby has agreed to provide Dynamic with a facility of up to ZAR 2,000,000 (approximately £110,400 on the basis of the currency quote shown on Reuters.com at approximately 12pm on the Last Practicable Date) for the purpose of purchasing certain stock from suppliers. This facility has been repaid and closed.

10.2.3. An invoice discounting facility agreement with Bibby dated 12 June 2014, as amended by addenda dated 12 June 2014 and 2 September 2014, pursuant to which Dynamic has agreed to sell its debts (with some excluded) to Bibby, whether those debts are in existence at the commencement of the agreement or come into existence during the term of this agreement. Foreign debtors will be purchased at Bibby's discretion.

The purchase price payable by Bibby to Dynamic for the sold debts will be the gross amount owed to Dynamic by the customer less a discount charge of 1.5 per cent. and less any discount or credit due to the customer by Dynamic in the ordinary course of Dynamic's business. An additional discount of 2 per cent is applicable for every day after 37 days (38-90) that the debt remains unpaid thereafter up to 90 days. Dynamic receives 73.5 per cent. of the purchase price in respect of each sold debt on conclusion of the sale of the debt, with the balance becoming payable to Dynamic at a later date once the customer has paid.

10.2.4. A loan agreement with Bibby on 23 February 2018 for a loan facility of ZAR 2,000,000 (approximately £110,400 on the basis of the currency quote shown on Reuters.com at approximately 12pm on the Last Practicable Date)

10.2.5. Dynamic has provided suretyship as follows:

10.2.5.1. a general and special notarial bond dated 13 May 2015 over Dynamic's stock and movable assets in the amount of ZAR4,000,000; and

10.2.5.2. a cession of all of Dynamic's future and present debtors dated 12 June 2014;

in each case as security for the invoice discounting facility detailed in paragraph 10.2.4 of this Part 14 "Additional Information".

11. **PROPERTY, PLANT AND EQUIPMENT**

11.1. The Company does not own any freehold land or property and is not party to any leases.

11.2. Dynamic has entered into a lease dated 5 May 2015 between (1) Midnight Feast Properties 11 (Pty) Ltd and (2) Dynamic in relation to Dynamic's premises in Cape Town. The lease period commenced on 1 July 2015 and has a termination date of 30 June 2020. Dynamic shall have the option to renew the lease (on the same terms, save for the rental) for a further five-year period (until 30 June 2025) provided it exercises that option in writing not less than six months prior to 30 June 2020. There shall be no further option to renew thereafter. The agreement of lease contains a break clause entitling Dynamic to terminate the lease, from 30 June 2017, by giving twelve months written notice. Currently the rent is ZAR 149,076 per month.

12. There is a risk that Dynamic's utilisation of its tangible fixed assets may be affected by 'load shedding' which would result in production downtime. Load shedding occurs when there is not enough electricity available to meet demand if it proves necessary to interrupt supply to certain areas. Load shedding differs to a power outage that could occur for several other reasons. Load shedding is a last resort designed to balance electricity supply and demand and will only apply when all other options have been exhausted. If unbalances are not managed this could lead to the risk of collapse of the entire power network and if this occurs, it could take more than a week to restore power to the entire country. By rotating and shedding the load in a planned and controlled manner, the system remains stable. Dynamic may experience some loss of production if they experience load shedding; this is unlikely to affect production volumes as production can be made up, however it may impact margins as the production may have to be made up with overtime which increases production costs.

13. **EMPLOYEES**

13.1. The Company has five directors and no employees.

13.2. Dynamic currently has 21 employees and three directors

13.3. The number of persons employed by Dynamic at the end of each of the following financial years was as follows:

	31 October 2015	31 October 2016	31 October 2017

Management	4	4	4
Accounts and Administration	1	1	2
Sales	2	2	3
Manufacturing/Warehouse/Quality Control	16	16	12

14. **RELATED PARTY TRANSACTIONS**

14.1 Save as disclosed at paragraphs 14.2 to 14.5 of this Part 14 'Additional Information' and as described in note 25 for the financial information incorporated by reference for the year ended 31 October 2017, note 26 for the financial information incorporated by reference for the year ended 31 October 2016, note 26 for the financial information incorporated by reference for the financial year ended 31 October 2015 and note 27 for the consolidated financial statements incorporated by reference for the financial year ended 31 October 2014, there are no other related party transactions that were entered into during the period covered by such financial statements or during the period from 31 October 2017 to the Last Practicable Date.

14.2 Corestar Holdings Ltd held the beneficial interest in the shares amounting to 46.8% of DIA which were acquired by the Company. Corestar Holdings Ltd is a BVI company which is wholly-owned by the Corestar STAR Trust, a trust established for the furtherance of certain purposes which could include the provision of benefits to George Roach, a Director, and his family, at the discretion of the trustees of the trust.

14.3 David Lenigas and George Roach, each of which are Directors, have entered into the Standby Facility Agreements, which are more fully described at paragraph 10.1.5 above.

14.4 David Lenigas, George Roach, Andrew Monk, and Rob Scott, each of which are Directors, have entered into the Facility Agreements, which are more fully described at 10.1.6 above.

14.5 Matt Bonner, a director, has entered into a loan agreement with Dynamic Intertrade which is more fully described at paragraph 10.1.8 above

15. **WORKING CAPITAL**

The Company is of the opinion that the working capital available to the Group, taking into account the Net Proceeds, is sufficient for the Group's present requirements, that is for at least the next 12 months from the date of this document.

16. **LITIGATION**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) which may have or has had in the 12 months preceding the date of this Prospectus, a significant effect on the Company and/or Group's financial position or profitability.

17. **SIGNIFICANT CHANGE**

Save for the capital raising of £1,055,000 and subsequent loan to the Comarco Group of $1,000,000, there has been no significant change in the trading or financial position of the Group since 30 April 2018, being the date as at which the financial information has been published.

18. **CONSENTS**

Jeffreys Henry LLP has given and has not withdrawn its written consent to the inclusion of the "Accountant's report on the unaudited pro forma financial information" in Part 12 of this prospectus and context in which they appear and has authorised the contents of those parts of this Prospectus which comprise its reports for the purpose of Rule 5.5.3R(2)(f) of the Prospectus Rules and paragraph 23.1 of Annex I of the Prospectus Directive Regulation.

18.1.

18.2. Jeffreys Henry LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales and has no material interest in the Group.

18.3. VSA Capital has given and has not withdrawn its written consent to the inclusion in this Prospectus of its name and references to it in the form and context in which they appear

19. **GENERAL**

19.1. It is estimated that the total expenses payable by the Company in connection with Admission will amount to approximately £145,000 (excluding VAT).

19.2. There are no patents, patent applications or other intellectual property rights, licences, industrial, financial, commercial or financial contracts which are of material importance to the Company's business or profitability, other than various permits relating to the importation of controlled goods and the sale of irradiated foodstuffs.

19.3. There are no restrictions on the free transferability of the securities.

20. **AVAILABILITY OF DOCUMENTS**

20.1. Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and shall remain available for a period of 12 months from Admission:

20.1.1. the articles of association of the Company;

20.1.2. this Prospectus.

20.2. Copies of this Prospectus will also be available for download from http://www.aaaplc.com/, subject to certain access restrictions applicable to persons resident outside of the United Kingdom. The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this Prospectus and investors should not rely on such contents.

PART 15
DEFINITIONS

"Act"	the Companies Act 2006 (as amended) of England and Wales;
"Admission"	the admission of the New Ordinary Shares to the standard segment of the Official List and to trading on the London Stock Exchange's main market for listed securities, and "Admitted" shall be construed accordingly;
"APV"	African Projects and Ventures (Pty) Limited, a company incorporated and registered in the Republic of South African with registration number 2012/156634/07;
"Audited Financial Statements"	means the audited financial statements of the Company for the years ended 31 October 2015, 31 October 2016 and 31 October 2017;
"Comarco"	Privately owned port and marine logistics group Comarco Group based in Mombasa, Kenya;
"Company" or "AAA"	Anglo African Agriculture plc, a company incorporated in England and Wales with registered number 07913053;
"Convertible Loan Notes"	The convertible loan notes issued in connection with the Subscription with a conversion price of 0.75p, which if converted could lead up to 33,333,335 new Ordinary Shares issued as a result;
"Corestar"	Corestar Holdings Ltd, a company registered in the British Virgin Islands under company number 1496384;
"Corestar Loan"	a loan of US$3 million provided to Dynamic by Corestar, pursuant to a loan agreement dated 8 October 2009, which has been acquired as described in paragraph 10.1.1 of Part 14 'Additional Information';
"CREST"	the relevant system (as defined in the CREST Regulations) which enables title to securities to be evidenced and transferred without a written instrument and which is operated by Euroclear;
"Directors" or "Board"	the directors of the Company, whose names are set out in Part 3 'Directors, Secretary, Registered and Head Office and Advisers';
"DIA"	Dynamic Intertrade Agri (PTY) Ltd a company incorporated in the Republic of South Africa with company number 2005/028946/07;
"Dynamic"	Dynamic Intertrade (Pty) Ltd, a company incorporated in the Republic of South Africa with company number 2008/004693/07 and which is the Company's wholly owned subsidiary;
"Existing Admitted Ordinary Shares"	the total number of Admitted Ordinary Shares in issue at the last practicable date;
"FCA"	the Financial Conduct Authority of the United Kingdom (or any such body appointed in replacement thereof);
"FSMA"	the Financial Services and Markets Act 2000 (as amended from time to time);
"Group"	the Company and its subsidiaries from time to time;
"IFRS"	International Financial Reporting Standards;
"Issued Share Capital"	the 387,983,954 Ordinary Shares in issue at the date of this document;
"Kenyan Shillings" or "KES"	the lawful currency of the Kenya;

"Last Practicable Date"	6 December 2018;
"LPG"	liquified petroleum gas;
"Listing Rules"	the Listing Rules made by the FCA under Part VI of the FSMA;
"London Stock Exchange"	London Stock Exchange plc;
"Loan Conversion Shares"	Ordinary Shares that would be issued on conversion of the Convertible Loan Note;
"Loan Conversion Warrants"	Warrants that would be attached to the Loan Conversion Shares if they were issued;
"Main Market"	the Main Market of the London Stock Exchange;
"Member States"	the member states of the European Union and the European Economic Area, each a "Member State";
"Model Code"	the model on directors' dealings in securities adopted by the Company immediately prior to its Admission to ISDX Growth Market (as amended);
"Net Proceeds"	the total proceeds from the Subscription minus the total cost associated with the Subscription;
"New Ordinary Shares"	the new Ordinary Shares that were issued on 1 October 2018 in connection with the Subscription;
"Official List"	the Official List of the United Kingdom Listing Authority;
"Ordinary Shares"	the ordinary shares of 0.1p each in the Company;
"Port Loan"	a 24-month loan of up to US$1,000,000 to Comarco at a rate of 12% per annum increasing to 15% after 9 months secured by a guarantee from Comarco group companies;
"Post-Subscription Potential Total Ordinary Shares"	the total number of Ordinary Shares that would be in issue assuming maximum dilution through the conversion of the Convertible Loan Notes and the exercise of all the Warrants;
"Pounds Sterling", "£", "pence" or "p"	the lawful currency of the United Kingdom; British Pounds Sterling;
"Premium Listing"	a listing on the premium segment of the Official List;
"Prospectus Directive Regulation"	the expression ''Prospectus Directive Regulation'' means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression ''2010 PD Amending Directive'' means Directive 2010/73/EU;
"Prospectus Rules"	the prospectus rules made by the FCA under section 73A of FSMA;
"Prospectus"	the final prospectus approved by the FCA as a prospectus prepared in accordance with the Prospectus Rules made under section 73A of the FSMA;
"SDRT"	stamp duty reserve tax;
"Securities Act"	the U.S. Securities Act of 1933, as amended;
"Shareholders"	holders of Ordinary Shares;

“Standard Listing”	a listing on the standard listing segment of the Official List;
“Subscription”	Issue of 161,000,000 Ordinary Shares that were allotted to shareholders on 1 October 2018, together with the attached Warrants and Convertible Loan Notes;
“Subscription Warrants”	The warrants attached to the New Ordinary Shares, entitling the warrant holder to subscribe for one Share for each warrant held at a price of £0.01 for a period of one year from the issue of the New Ordinary Shares;
“Takeover Code”	the UK City Code on Takeovers and Mergers published by the Panel on Takeovers and Mergers;
“Touchwood”	a 100% wholly owned Comarco subsidiary called Touchwood Investments Ltd;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“UKLA” or “United Kingdom Listing Authority	the FCA acting in its capacity as the competent authority for the purposes Part VI of FSMA;
“US” or “United States”	United States of America, its territories and possessions, any state of the United States and the District of Columbia;
“US Dollar”, “US$” or “USD”	the lawful currency of the United States; United States Dollars;
“VSA Capital”	VSA Capital Limited, a company incorporated in England and Wales with registered number 02405923, authorised and regulated by the FCA and Financial Advisor to the Group;
“Warrants”	the Subscription Warrants and the Loan Conversion Warrants;
“South African Rand”, “Rand” or “ZAR”	the lawful currency of the Republic of South Africa; South African Rand;

In this document, words denoting any gender include all genders and the singular includes the plural (and vice versa).