

nreach Capitis Spv one Proprietary Limited

Incorporated in the Republic of South Africa (Registration Number: 2022/506181/07) (the "Issuer")

NOTIFICATION OF PUBLICATION OF AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2025

Noteholders are advised that the Issuer's Audited Annual Financial Statements for the year ended 28 February 2025 are hereby published, by attachment hereto, as well as by publication on the Issuer's website at www.nreachspv.co.za.

Published on 18 June 2025

Debt Issuer Agent



(Registration Number 2022/506181/07)
Annual Financial Statements
for the year ended 28 February 2025

Audited Financial Statements

in compliance with the Companies Act of South Africa
Prepared by: Chandre Hamman
Professional designation: CA (SA)

(Registration Number 2022/506181/07)
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General Information

Country of Incorporation and Domicile South Africa

Registration Number 2022/506181/07

Registration Date Registered on 26 May 2022 and initiated operations in

September 2022.

Nature of Business and Principal Activities

The company raises investment capital through the issue

of Notes, under the Programme, pursuant to the

Programme Memorandum. The proceeds of the issue of a Tranche of Notes are used to invest in various equity-type and debt-type instruments issued by certain unlisted

going-concern businesses.

Directors JHCI Kritzinger

B Maher

Shareholder nReach Capitis Laysan (Pty) Ltd

Registered Office Unit 4 First Floor Sussex Office Park

473 Lynnwood Road

Pretoria Gauteng 0081

Postal Address Unit 4 First Floor Sussex Office Park

473 Lynnwood Road

Pretoria Gauteng 0081

Tax Number 9890095186

Independent Auditors GTP Auditors Incorporated

Ground Floor, Building 2, Stanford Office Park

12 Bauhinia Street

Highveld Centurion 0169

Preparer Key Account Connections (Pty) Ltd

Lyells Lane 4 Centurion Pretoria 0157

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Directors' Responsibilities and Approval

The directors are required by the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. These annual financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB®) and it is their responsibility to ensure that the annual financial statements satisfy the financial reporting standards with regards to form and content and present fairly the statement of financial position, results of operations and business of the company, and explain the transactions and financial position of the business of the company at the end of the financial year. The annual financial statements are based upon appropriate accounting policies consistently applied throughout the company and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the directors set standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all office bearers are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss. The going-concern basis has been adopted in preparing the financial statements. Based on forecasts and available cash resources the directors have no reason to believe that the company will not be a going concern in the foreseeable future. The annual financial statements support the viability of the company.

The annual financial statements have been audited by the independent auditing firm, GTP Auditors Incorporated, who have been given unrestricted access to all financial records and related data, including minutes of all meetings of the shareholder, the directors and committees of the directors. The directors believe that all representations made to the independent auditor during the audit were valid and appropriate. The external auditor's unqualified audit report is presented on pages 6 to 7.

The annual financial statements set out on pages 8 to 27, and the supplementary information set out on page 28 which have been prepared on the going concern basis, were approved by the directors and were signed on 14 May 2025.

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JHCI Kritzinger		B Maher	_	

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Directors' Report

The directors present their report for the year ended 28 February 2025.

1. Review of activities

Main business and operations

The company raises investment capital through the issue of Notes, under the Programme, pursuant to the Programme Memorandum. The proceeds of the issue of a Tranche of Notes are used to invest in various equity-type and debt-type instruments issued by certain unlisted going-concern businesses.

The operating results and statement of financial position of the company are fully set out in the attached financial statements and do not in our opinion require any further comment.

2. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

3. Events after reporting date

The directors are not aware of any matter or circumstance arising since the end of the financial year to the date of this report that could have a material effect on the financial position of the company.

4. Directors' interest in contracts

All interest in contracts have been minuted and the transactions and balances have been disclosed in the related party note.

5. Authorised and issued share capital

No changes were approved or made to the authorised or issued share capital of the company during the year under review.

6. Borrowing limitations

The Board may authorise the Company to issue secured or unsecured Programme Debt Securities and Programme Order Notes under the Programme, pursuant to the Programme Memorandum, as set out in section 43(2) of the Act. No special privileges associated with any such Debt Securities as contemplated in section 43(3) of the Act may be granted, and the authority of the Board in such regard is accordingly limited by the MOI. Except as is contemplated above, the Company will not have any capacity to borrow money and/or issue Debt Securities, nor will the Directors have any power or authority or capacity to enter into any borrowing transaction and/or any transaction providing for the issue of Debt Securities.

7. Dividend

No dividend was declared or paid to shareholder during the year.

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Directors' Report

8. Directors

The directors of the company during the year and up to the date of this report are as follows:

JHCI Kritzinger

B Maher

9. Shareholder

The shareholder and their interest at the end of the year is:

Holding

nReach Capitis Laysan (Pty) Ltd

100.00%

10. Liquidity and solvency

The directors have evaluated the solvency and liquidity of the entity and are of the opinion that the aggregate assets of the company, as fairly valued, are equal to or exceed the liabilities of the company and it appears that the company will be able to meet its short-term obligations as it becomes due in the ordinary course of business.

11. Public interest score

The directors calculated the public interest score to be less than 100.

12. Independent Auditors

GTP Auditors Incorporated continued as independent auditors of nReach Capitis SPV One (Pty) Ltd.



9tpFinancial Services (Pty) Ltd

Independent Auditor's Report

To the Shareholder of nReach Capitis SPV One (Pty) Ltd

Opinion

We have audited the financial statements of nReach Capitis SPV One (Pty) Ltd set out on pages 8 to 23, which comprise the statement of financial position as at 28 February 2025, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements present fairly, in all material respects, the financial position of nReach Capitis SPV One (Pty) Ltd as at 28 February 2025, and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "nReach Capitis SPV One (Pty) Ltd Financial Statements for the year ended 28 February 2025", which includes the Directors' Report, and the statement of Directors' Responsibilities and Approval as required by the Companies Act of South Africa, which we obtained prior to the date of this report, and the supplementary information set out on pages 24 to 25. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design
 and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to
 provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for
 one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the
 override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate
 in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal
 control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, eight during any significant deficiencies in internal control that we identify during our audit.

Signed by Hendrik Greeff, hendrik@gtpauditors.co.za

Hendrik Greet

GTP Auditors Incorporated

Per: HA Greeff Director

Registered Auditor

Centurion

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Statement of Financial Position

Figures in R	Notes	2025	2024
Assets			
Non-current assets			
Deferred tax assets	6	44,562	12,644
Unlisted investment	7	17,121,292	12,419,099
Other loans and receivables	8	2,461,246	1,032,000
Total non-current assets		19,627,100	13,463,743
Current assets			
Trade and other receivables	5	493	19,679
Cash and cash equivalents	9	75,034	4,226
Total current assets		75,527	23,905
Total assets		19,702,627	13,487,648
Equity and liabilities			
Equity			
Issued capital	10	100	100
Accumulated loss		(2,014,019)	(983,852)
Other non-distributable reserves		7,821,293	5,119,100
Total equity		5,807,374	4,135,348
Liabilities			
Non-current liabilities			
Fixed Rate Notes	13	13,108,277	8,828,800
Current liabilities			
Trade and other payables	11	11,932	8,316
Fixed Rate Notes	13	718,607	486,866
Other loans payable	14	56,437	-
Loan from shareholder	15	-	28,318
Total current liabilities		786,976	523,500
Total liabilities		13,895,253	9,352,300
Total equity and liabilities		19,702,627	13,487,648

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Statement of Profit or Loss and Other Comprehensive Income

Figures in R	Notes	2025	2024
Administrative expenses		(71,229)	(40,404)
Other expenses		(46,985)	-
Loss from operating activities		(118,214)	(40,404)
Finance income	16	347,013	21,887
Finance costs	17	(1,290,884)	(755,165)
Loss before tax		(1,062,085)	(773,682)
Income tax credit	18	31,918	12,644
Loss for the year		(1,030,167)	(761,038)
Other comprehensive income net of tax			
Components of other comprehensive income that will not be reclassified to profit or loss			
Gains on revaluation on investment		2,702,193	3,047,092
Total other comprehensive income that will not be reclassified to profit or loss		2,702,193	3,047,092
Total other comprehensive income net of tax	19	2,702,193	3,047,092
Total comprehensive income		1,672,026	2,286,054

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Statement of Changes in Equity

			Revaluation	Accumulated	
Figures in R		Issued capital	surplus	loss	Total
					_
Balance at 1 March 2023		100	2,072,008	(222,814)	1,849,294
Changes in equity					
Loss for the year		-	-	(761,038)	(761,038)
Other comprehensive income		-	3,047,092	-	3,047,092
Total comprehensive income / (loss) for the year	,	-	3,047,092	(761,038)	2,286,054
Balance at 29 February 2024	,	100	5,119,100	(983,852)	4,135,348
	·				_
Balance at 1 March 2024		100	5,119,100	(983,852)	4,135,348
Changes in equity					
Loss for the year		-	-	(1,030,167)	(1,030,167)
Other comprehensive income		-	2,702,193	-	2,702,193
Total comprehensive income / (loss) for the year	•	-	2,702,193	(1,030,167)	1,672,026
Balance at 28 February 2025	•	100	7,821,293	(2,014,019)	5,807,374
	Notes	10			

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Statement of Cash Flows

Adjustments to reconcile loss(31,918)(12,918)Adjustments for income tax expense(347,013)(22,918)Adjustments for finance income(347,013)(22,918)Adjustments for finance costs1,290,88475,918	, 038) ,644) ,887) ,165 ,678)
Loss for the year (1,030,167) (763) Adjustments to reconcile loss Adjustments for income tax expense (31,918) (123) Adjustments for finance income (347,013) (233) Adjustments for finance costs (347,013) (253) Adjustments for decrease / (increase) in trade accounts receivable 19,679 (153)	,644) ,887) ,165
Adjustments to reconcile loss Adjustments for income tax expense (31,918) (12 Adjustments for finance income (347,013) (22 Adjustments for finance costs 1,290,884 755 Adjustments for decrease / (increase) in trade accounts receivable 19,679 (19)	,644) ,887) ,165
Adjustments for income tax expense (31,918) (12 Adjustments for finance income (347,013) (22 Adjustments for finance costs 1,290,884 755 Adjustments for decrease / (increase) in trade accounts receivable 19,679 (19)	,887) ,165
Adjustments for finance income (347,013) (2: Adjustments for finance costs 1,290,884 75: Adjustments for decrease / (increase) in trade accounts receivable 19,679 (19,679)	,887) ,165
Adjustments for finance costs 1,290,884 755 Adjustments for decrease / (increase) in trade accounts receivable 19,679 (19	,165
Adjustments for decrease / (increase) in trade accounts receivable 19,679 (19	
	, ,
	-
	,741
	,697
Net cash flows used in operations (95,412) (52	,341)
Interest paid -	(34)
Interest received 190,205 2	,887
Net cash flows from / (used in) operating activities 94,793 (30)	,488)
Cash flows used in investing activities	
Purchase of unlisted shares (2,000,000) (2,300	,000)
Other loans and receivables advanced (1,272,438) (1,032	,000)
Cash flows used in investing activities (3,272,438) (3,332	,000)
Cash flows from financing activities	
Proceeds received on issue of notes 3,220,334 4,345	,252
Other loans payable advanced 56,437	-
Loans repaid from shareholders (28,318) (973	,557)
Cash flows from financing activities 3,248,453 3,365	,695
Net increase in cash and cash equivalents 70,808	,207
Cash and cash equivalents at beginning of the year 4,226	(981)
Cash and cash equivalents at end of the year 9 75,034	,226

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Accounting Policies

1. General information

nReach Capitis SPV One (Pty) Ltd ('the company') raises investment capital through the issue of Notes, under the Programme, pursuant to the Programme Memorandum. The proceeds of the issue of a Tranche of Notes are used to invest in various equity-type and debt-type instruments issued by certain unlisted going-concern businesses.

The Company is incorporated as a Private company and domiciled in South Africa. The address of its registered office is Unit 4 First Floor Sussex Office Park, 473 Lynnwood Road, Pretoria, Gauteng, 0081.

2. Basis of preparation and summary of significant accounting policies

The financial statements of nReach Capitis SPV One (Pty) Ltd have been prepared in accordance with International Financial Reporting Standards and the Companies Act of South Africa. The financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value.

The preparation of financial statements in conformity with IFRS Accounting Standards as issued by the International Accounting Standards Board requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The principal accounting policies applied in the preparation of these annual financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial asset is any asset that is:

- cash;
- an equity instrument of another entity;
- a contractual right to receive cash or another financial asset from another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to the entity.
- a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments; or
- a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose the entity's own equity instruments do not include puttable financial instruments classified as equity instruments in accordance with paragraphs 16A and 16B, instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation and are classified as equity instruments in accordance with paragraphs 16C and 16D, or instruments that are contracts for the future receipt or delivery of the entity's own equity instruments.

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Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

A financial liability is any liability that is:

- a contractual obligation to deliver cash or another financial asset to another entity to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity.
- a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose, rights, options or warrants to acquire a fixed number of the entity's own equity instruments for a fixed amount of any currency are equity instruments if the entity offers the rights, options or warrants pro rata to all of its existing owners of the same class of its own non-derivative equity instruments. Also, for these purposes the entity's own equity instruments do not include puttable financial instruments that are classified as equity instruments in accordance with paragraphs 16A and 16B, instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation and are classified as equity instruments in accordance with paragraphs 16C and 16D, or instruments that are contracts for the future receipt or delivery of the entity's own equity instruments.

As an exception, an instrument that meets the definition of a financial liability is classified as an equity instrument if it has all the features and meets the conditions in paragraphs 16A and 16B or paragraphs 16C and 16D of ISA32.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Classification and recognition

Classification of a financial instrument, or its component parts takes place on initial recognition. Each instrument is classified as a financial liability, a financial asset or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial liability, a financial asset and an equity instrument.

Financial assets classification

The company classifies financial assets into the following categories:

Financial assets subsequently measured at fair value through other comprehensive income (OCI)

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are either recorded in profit or loss or in OCI. For investments in equity instruments that are not held for trading, the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Financial liabilities classification

The company classifies financial liabilities into the following categories:

Financial liabilities subsequently measured at amortised cost

Recognition

Financial instruments are recognised initially when the company becomes a party to the contractual provisions of the instruments.

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the company commits to purchase or sell the asset.

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Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

Initial measurement

Financial assets

When a financial asset is recognised initially, it is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Financial liabilities

Financial liabilities are recognised initially at amortised cost and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial assets

Equity instruments

All equity investments are subsequently measured at fair value.

- Fair value through OCI: elected to present fair value gains and losses on equity investments in OCI
 - There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.
 - Dividends from such investments continue to be recognised in profit or loss as other income when the group's right to receive payments is established.
 - Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value.

Financial liabilities

- · Amortised cost: Loans and borrowings
 - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method.
 - Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.
 - Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.
 - The effective interest rate amortisation is included as finance costs in the statement of profit or loss.

Derecognition

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when it is transferred and the transfer qualifies for derecognition.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Loan from shareholder

The loan from shareholder is classified as a financial liabilities at amortised cost, and is initially measured at fair value including transaction costs and subsequently measured at amortised cost using the effective interest method.

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Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

Trade and other receivables

Trade receivables are measured at initial recognition at fair value plus transaction costs. They are subsequently measured at amortised cost using the effective interest rate method, less allowance for expected credit losses.

Trade and other receivables are classified as debt instruments and loan commitments at amortised cost.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially recorded at fair value and subsequently carried at amortised cost.

Trade and other payables

Trade payables are initially measured at fair value plus direct transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

2.2 Tax

Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for a period.

Deferred tax liabilities are the amounts of income taxes payable in future periods in respect of taxable temporary differences.

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:

- deductible temporary differences;
- · the carry forward of unused tax losses; and
- the carry forward of unused tax credits.

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that:

- is not a business combination; and
- at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

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Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

The measurement of deferred tax liabilities and deferred tax assets are made to reflect the tax consequences that would follow from the manner in which it is expected, at the end of the reporting period, recovery or settlement if temporary differences will occur.

Deferred tax assets and liabilities are offset only where:

- there is a legally enforceable right to set off current tax assets against current tax liabilities; and
- the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on
 either the same entity within the group or different taxable entities within the group which intend either to settle current
 tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future
 period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Tax expense (income)

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, outside profit or loss, either in other comprehensive income or directly in equity.
- a business combination other than the acquisition by an investment of a subsidiary that is required to be measured at fair value through profit or loss.

Current tax and deferred tax is recognised outside profit or loss if the tax relates to items that are recognised, in the same or a different period, outside profit or loss. Therefore, current tax and deferred tax that relates to items that are recognised, in the same or a different period:

- in other comprehensive income, will be recognised in other comprehensive income;
- directly in equity, will be recognised directly in equity.

2.3 Issued Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

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Financial Statements for the year ended 28 February 2025

Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

2.4 Related parties

A related party is a person or entity with the ability to control or jointly control the other party, or exercise significant influence over the other party, or vice versa, or an entity that is subject to common control, or joint control. As a minimum, the following are regarded as related parties of the reporting entity:

- A person or a close member of that person's family is related to a reporting entity if that person:
 - has control or joint control of the reporting entity;
 - has significant influence over the reporting entity; or
 - is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- An entity is related to the reporting entity if any of the following conditions apply:
 - The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group
 of which the other entity is a member);
 - Both entities are joint ventures of the same third party;
 - One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
 - The entity is controlled or jointly controlled by a person identified as a related party;
 - A person identified as having control or joint control over the reporting entity has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity);
 - The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

3.1.1 Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. The company has used the income approach to calculate the fair value of unlisted investments by calculating the present value of future cash flows that the asset is expected to generate over its lifetime, using level 2 inputs. Refer to note 4 for more detail.

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Notes to the Financial Statements

Figures in R 2025 2024

4. Financial assets

4.1 Carrying amount of financial assets by category

	At amortised cost	At fair value through other comprehensive income	Total
Year ended 28 February 2025			
Unlisted investment (Note 7)	-	17,121,292	17,121,292
Other loans and receivables (Note 8)	2,461,246	-	2,461,246
Trade and other receivables excluding non-financial assets (Note 5)	493	-	493
Cash and cash equivalents (Note 9)	75,034		75,034
	2,536,773	17,121,292	19,658,065
	At amortised cost	At fair value through other comprehensive income	Total
Year ended 29 February 2024			
Unlisted investment (Note 7)			
omsted investment (Note 7)	-	12,419,099	12,419,099
Other loans and receivables (Note 8)	1,032,000	12,419,099 -	12,419,099 1,032,000
, ,	1,032,000 19,679	12,419,099 - -	
Other loans and receivables (Note 8)		12,419,099 - - -	1,032,000

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

Figures in R	2025	2024
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Financial assets continued...

4.2 Fair value hierarchy

	Level 2
Year ended 28 February 2025	
GAIA Private Equity Holdings (Pty) Ltd	
Cost	5,000,000
Fair value adjustment	3,232,820
Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric	
Cost	2,300,000
Fair value adjustment	2,778,450
Stark Vieh (Pty) Ltd	-
Cost	2,000,000
Fair value adjustment	1,810,022
Total	17,121,292
Year ended 29 February 2024	
GAIA Private Equity Holdings (Pty) Ltd	
Cost	5,000,000
Fair value adjustment	2,631,257
Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric	
Cost	2,300,000
Fair value adjustment	2,487,842
Total	12,419,099

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

Figures in R 2025 2024

Financial assets continued...

4.3 Valuation techniques used to derive level 2 fair values

GAIA Private Equity Holdings (Pty) Ltd

The fair value of the Class A Preferred Ordinary Shares in GAIA Private Equity Holdings (Pty) Ltd (Unlisted investments, note 7) was measured using the income approach and level 2 inputs. The investment entitles the company to an effective annual return of 15% IRR (or 20% ROI) and the investment is expected to be redeemed at the end of 5 years. As the cashflow dates for the payment of the effective annual returns are not fixed, a conservative approach was taken in assuming all these as well as the redemption payment will only be received at the end of year 5. The present value of these future cash flows that the asset is expected to generate over its lifetime has been discounted using the inflation rate of 7.6% (rate on the date of recognition on www.tradingeconomics.com) to the present value.

Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric

The fair value of the Class B Preferred Ordinary Shares in Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric (Unlisted investments, note 7) was measured using the income approach and level 2 inputs. The investment entitles the company to an effective annual return of 22% IRR and the investment is expected to be redeemed at the end of 5 years. As the cashflow dates for the payment of the effective annual returns are not fixed, a conservative approach was taken in assuming all these as well as the redemption payment will only be received at the end of year 5. The present value of these future cash flows that the asset is expected to generate over its lifetime has been discounted using the inflation rate of 5.9% (rate on the date of recognition on www.tradingeconomics.com) to the present value.

Stark Vieh (Pty) Ltd

The fair value of the Class C redeemable Ordinary Shares in Stark Vieh (Pty) Ltd (Unlisted investments, note 7) was measured using the income approach and level 2 inputs. The investment entitles the company to an effective annual return of 17% IRR and the investment is expected to be redeemed at the end of 5 years. As the cashflow dates for the payment of the effective annual returns are not fixed, a conservative approach was taken in assuming all these as well as the redemption payment will only be received at the end of year 5. The present value of these future cash flows that the asset is expected to generate over its lifetime has been discounted using the inflation rate of 3% (rate on the date of recognition on www.tradingeconomics.com) to the present value.

5. Trade and other receivables

Trade and other receivables comprise:

Trade receivables Accrued income	493	19,679
		40.670
Total trade and other receivables	493	19,679

6. Deferred tax

The yield to be earned on the GAIA Private Equity Holdings (Pty) Ltd, Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric and Stark Vieh (Pty) Ltd investments above the cost will be received as a dividend, therefore no income tax will be applicable. No deferred tax has therefore been provided on the revaluation amount of these investments.

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

	Figures in R	2025	2024
	Deferred tax continued		
6.1	The analysis of deferred tax assets and deferred tax liabilities is as follows:		
	Deferred tax assets:		
	- Deferred tax assets to be recovered after more		
	than 12 months	44,562	12,644
		44,562	12,644
	Net deferred tax assets	44,562	12,644
6.2	Reconciliation of deferred tax movements		
		Assessed loss	Total
	Opening balance at 1 March 2024	12,644	12,644
	(Charged) / credited to profit or loss	31,918	31,918
	Closing balance at 28 February 2025	44,562	44,562
	Opening balance at 1 March 2023	-	-
	(Charged) / credited to profit or loss	12,644	12,644
	Closing balance at 29 February 2024	12,644	12,644
7.	Unlisted investment		
	Unlisted investment comprise the following balances		
	GAIA Private Equity Holdings (Pty) Ltd	8,232,820	7,631,257
	The above investment is a conduit to Oasis Water		
	Group. 5,000 Class A Preferred Ordinary Shares		
	acquired for R1,000 per share on 20 September		
	2022 which entitles the company to an effective annual return of 15% IRR (20% ROI) and no		
	shareholders vote.		
	Blackslope Mobility Solutions (Pty) Ltd t/a		
	Everlectric	5,078,451	4,787,842
	197 Class B redeemable Preference Shares acquired	3,070,431	4,707,042
	for R11,667 per share on 4 August 2023 which		
	entitles the company to an effective annual return		
	of 22% IRR and no shareholders vote.		
	Stark Vieh (Pty) Ltd	3,810,021	-
	2,000 Class C redeemable ordinary Shares acquired	-,,-	
	for R1,000 per share on 1 December 2024 which		
	entitles the company to an effective annual return		
	of 17% IRR and no shareholders vote.		
		17,121,292	12,419,099

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

	Notes to the Financial Statements		
	Figures in R	2025	2024
8.	Other loans and receivables		
	Other loans and receivables comprise the following balances		
	Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric	2,461,246	1,032,000
	The loan bears interest at a rate of 15% of the		
	internal rate of return (IRR) on the Outstanding		
	Capital. The interest is however payable according		
	to the following variable rates:		
	- Month 1 - 12 at 8% per annum, payable pro-rata		
	monthly.		
	- Month 13 - 24 at 10% per annum, payable pro-rata		
	monthly.		
	- Month 25 - 36 at 12% per annum, payable pro-rata		
	monthly.		
	- Month 37 - 60 at 15% per annum, payable pro-rata		
	monthly.		
	- Month 61 - 72 the balance of the interest due in		
	order to receive the 15% of the internal rate of		
	return (IRR) on the Outstanding Capital, payable pro-		
	rata monthly.		
	The outstanding balance is repayable 72 months		
	from the Drawdown Date of each Drawdown		
	Amount.		
9.	Cash and cash equivalents		
9.1	Cash and cash equivalents included in current assets:		
	Cash		
	Balances with banks	75,034	4,226
9.2	Net cash and cash equivalents		
	Current assets	75,034	4,226
9.3	Detail of cash and cash equivalent balances		
	Bank balances		
	FNB Corporate Cheque Account	8,400	3,839
	Investec Private Business Account	66,634	387
	Total	75,034	4,226
	Total	75,034	4,220

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

Figures in R	2025	2024
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10. Issued capital

Authorised and issued share capital

Authorised

1000 Ordinary shares of no par value

The unissued shares are under the control of the directors until the next annual general meeting.

Issued

100 Ordinary shares of R1 each 100 100

11. Trade and other payables

Trade and other payables comprise:

Trade creditors 11,932 8,316

12. Financial liabilities

Carrying amount of financial liabilities by category

	At amortised	
	cost	Total
Year ended 28 February 2025		
Fixed rate notes (Note 13)	13,826,884	13,826,884
Other loans payable (Note 14)	56,437	56,437
Trade and other payables excluding non-financial liabilities (Note 11)	11,932	11,932
	13,895,253	13,895,253
Year ended 29 February 2024		
Fixed Rate Notes (Note 13)	9,315,666	9,315,666
Loan from shareholder (Note 15)	28,318	28,318
Trade and other payables excluding non-financial liabilities (Note 11)	8,316	8,316
	9,352,300	9,352,300

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

	Notes to the I maneral statements		
	Figures in R	2025	2024
13.	Fixed Rate Notes		
13.1	Fixed Rate Notes comprise:		
	Fixed Rate Notes: Bond Code: 4NR001; ISIN:		
	ZAG400000213	13,826,884	9,315,666
	The notes earn a fixed coupon rate of 11.84%, compounded annually, with a maturity date of 12 September 2027.		
	Non-current portion of fixed rate notes (Capital and		
	compounded portion)	13,108,277	8,828,800
	Current portion of interest on fixed rate notes (Un-		
	compounded portion)	718,607	486,866
		13,826,884	9,315,666
13.2	Movement in fixed rate notes for the year		
	Opening balance	9,315,666	4,219,283
	Notes issued during the year	3,100,000	4,000,000
	Interest acquired with notes issued	116,503	341,252
	Loss on note trade	3,831	-
	Interest accrued during the year	1,290,884	755,131
	ç ,	13,826,884	9,315,666
14.	Other loans payable		
	Other loans payable comprise:		
	Select En Commandite Partnership	56,437	-
	The loan is unsecured, interest free and is repayable		
	on demand.		
15.	Loan from shareholder		
	Loan from shareholder comprises:		
	nReach Capitis Laysan (Pty) Ltd	-	28,318
	The loan is unsecured, interest free and is repayable on demand.		
16.	Finance income		
	Finance income comprises:		
	Interest received - Bank	2,610	2,208
	Interest received - Other loans and receivables	344,403	19,679
	Total finance income	347,013	21,887

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

	Figures in R	2025	2024
17.	Finance costs		
	Finance costs included in profit or loss:		
	Fixed rate notes	1,290,884	755,131
	Bank overdraft		34
	Total finance costs	1,290,884	755,165
18.	Income tax (credit)		
	Income tax recognised in profit or loss:		
	Deferred tax		
	Originating and reversing temporary differences	(31,918)	(12,644)
	Total income tax (credit)	(31,918)	(12,644)
19.	Other comprehensive income		
	Disclosure of gross, tax and net other comprehensive income		
		Gross other comprehensive income	Net other comprehensive income
	Year ended 28 February 2025		
	Year ended 28 February 2025 Components of other comprehensive income that will not be reclassified to profit or loss		
		(2,702,193)	(2,702,193)
	Components of other comprehensive income that will not be reclassified to profit or loss Gains on revaluation Total other comprehensive income that will not be reclassified to	(2,702,193)	
	Components of other comprehensive income that will not be reclassified to profit or loss Gains on revaluation	(2,702,193) (2,702,193)	
	Components of other comprehensive income that will not be reclassified to profit or loss Gains on revaluation Total other comprehensive income that will not be reclassified to		
	Components of other comprehensive income that will not be reclassified to profit or loss Gains on revaluation Total other comprehensive income that will not be reclassified to profit or loss The yield to be earned on the GAIA Private Equity, Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric and Stark Vieh Investments above the cost will be received as a dividend, therefore no income tax will be applicable. No deferred tax has therefore been provided on the		(2,702,193) (2,702,193)
	Components of other comprehensive income that will not be reclassified to profit or loss Gains on revaluation Total other comprehensive income that will not be reclassified to profit or loss The yield to be earned on the GAIA Private Equity, Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric and Stark Vieh Investments above the cost will be received as a dividend, therefore no income tax will be applicable. No deferred tax has therefore been provided on the revaluation gain relating to these investments.		
	Components of other comprehensive income that will not be reclassified to profit or loss Gains on revaluation Total other comprehensive income that will not be reclassified to profit or loss The yield to be earned on the GAIA Private Equity, Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric and Stark Vieh Investments above the cost will be received as a dividend, therefore no income tax will be applicable. No deferred tax has therefore been provided on the revaluation gain relating to these investments. Year ended 29 February 2024 Components of other comprehensive income that will not be		(2,702,193)
	Components of other comprehensive income that will not be reclassified to profit or loss Gains on revaluation Total other comprehensive income that will not be reclassified to profit or loss The yield to be earned on the GAIA Private Equity, Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric and Stark Vieh Investments above the cost will be received as a dividend, therefore no income tax will be applicable. No deferred tax has therefore been provided on the revaluation gain relating to these investments. Year ended 29 February 2024 Components of other comprehensive income that will not be reclassified to profit or loss	(2,702,193)	

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

Figures in R 2025 2024

20. Related parties

20.1 Other related parties

Entity name Nature of relationship	
B Maher	Director
JHCI Kritzinger	Director
nReach Capitis Laysan (Pty) Ltd	Common director / Shareholder

20.2 Compensation paid to directors and prescribed officers

No directors emoluments have been awarded to the directors for the period under review.

20.3 Related party transactions and balances

	nReach Capitis	
Year ended 28 February 2025	Laysan (Pty) Ltd	Total
There are no related party balances at 28 February 2025.		
Year ended 29 February 2024 Outstanding loan accounts		
Amounts payable	28,318	28,318

The loan is unsecured, interest free and is repayable on demand. Refer to note 15.

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Financial Statements for the year ended 28 February 2025

Notes to the Financial Statements

Figures in R 2025 2024

21. Prior period error

The prior period disclosure changed due to the following prior period adjustments to Deferred tax:

- 1. In the prior period the fair value adjustment on the Blackslope Mobility Solutions (Pty) Ltd t/a Everlectric investment was included in the deferred tax calculation. However after reassessment of the agreement it was noted that the yield to be earned above the cost will be received as a dividend, therefore no income tax will be applicable. The deferred tax on the revalaution was therefore reversed.
- 2. During the current period audit, the auditors noted that the interest expense incurred on the Fixed Rate note, is only partially incurred in the production of income and can therefore only partially be deducted for income tax. This change is implemented retrospectively, therefore the prior period assessed loss and deferred tax on the assessed loss was adjusted accordingly.

Adjustments to the Statement of Financial Position	As previously presented	Correction of prior figures	As currently presented
Year ended 29 February 2024			
Non-current liabilities			
Deferred tax liability	(268,320)	280,964	12,644
Adjustments to the Statement of Profit or Loss and Other Compre	ehensive Income		
Year ended 29 February 2024			
Administrative expense	(40,404)	-	(40,404)
Loss from operating activities	(40,404)	-	(40,404)
Finance income	21,887	-	21,887
Finance costs	(755,165)	-	(755,165)
Loss before tax	(773,682)	-	(773,682)
Income tax credit	269,054	(256,410)	12,644
Loss for the year	(504,628)	(256,410)	(761,038)
Other comprehensive income net of tax			
Gains on revaluation on investment	2,509,718	537,374	3,047,092
Total other comprehensive income net of tax	2,509,718	537,374	3,047,092
Total comprehensive income	2,005,090	280,964	2,286,054

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Annual Financial Statements for the year ended 28 February 2025

Income Tax Computation

Figures in R	Notes	2025	2024
Loss before tax		(1,062,085)	(773,682)
Small Business and Medium to Large Business tax adjustments			
Credit Adjustments (increase net profit / decrease net loss) (insert as positive)			
Expenses attributable to exempt income - Local		943,870	733,244
		943,870	733,244
Taxable loss		(118,215)	(40,438)
Normal tax		-	-
Deferred tax		(31,918)	(12,644)
Total per statement of profit or loss and other comprehensive income		(31,918)	(12,644)
Deferred tax		31,918	12,644
Total per statement of financial position - (Asset) / Liability			-
Assessed loss limitation calculation			
Assessed loss brought forward		(46,830)	(6,392)
Assessed loss movement for the year		(118,215)	(40,438)
Assessed loss carried forward		(165,045)	(46,830)