



“When sleeping women awake, mountains move”

PRIVATE PLACEMENT MEMORANDUM

DOING GOOD BUSINESS IN AFRICA

Africa Women Enterprises Pty LTD

(Registration Number 2019/290844/07)

(The company)

(Incorporated 11/06/2019)

Auditors

TBA

Legal Advisors

DP&A
INCORPORATED
ATTORNEYS AT LAW

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PRIVATE PLACEMENT MEMORANDUM

(PPM)

Purpose of the company

AWE Pty Ltd is a team of like-minded, highly qualified women who have a vision to create an environment of empowerment, education and self-sufficiency of women and young children of all ethnicities, and to facilitate ECD structures to effect a meaningful outcome for a positive future for all “African” families.

The Company has been established as an operational VC Investment company to effect projects in line with their vision via The AWE Foundation (to be incorporated). The main VC focus is to be an investment vehicle for investors to participate in new technologies in learning systems, agriculture engineering, water and power conservation; e.g. water has become a scarce commodity globally. In the Western Cape, a crippling drought almost resulted in millions of people not having running water. One of the targeted companies has been established to assist entrepreneurs with water saving solutions. Therefore the company is a conduit between investors and innovation in the water and power saving sector.

Once capital has been raised, the company will go to the entrepreneurship ecosystem and conduct due diligence on entrepreneurs and their submissions of business proposals for consideration. The majority of the capital raised will be used to purchase shares these enterprises.

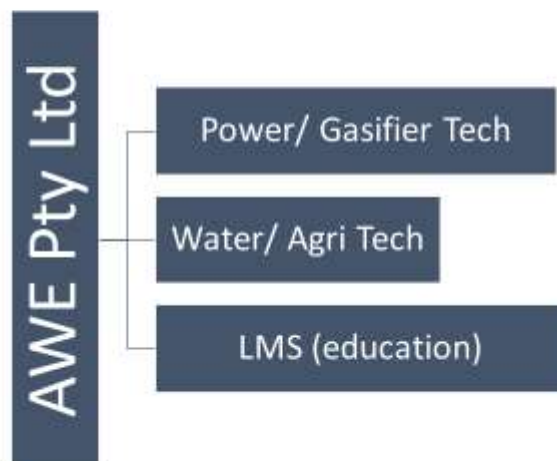
PPM Offer

The shares being offered in this PPM are for selected friends, clients of the executives and/or their respective companies. No prospectus has been registered nor is one required as the shares are not being offered to the general public.

Investors are being offered 10 million shares at 50 cents per share to be utilised as per this document. Therefore a total of R5 million will be raised in this initial offer.

History of Technology

Our Corporate Structure... Investment Strategy



Aqua4Life/ Aquanaut

In March 2013 Nico Germishuizen took over the exclusive distribution of Lifestraw products after Vestergaard Frandsen pulled out of various regions of the world due to economies of scale within their organisation.

Lifestraw is an international award winning water filter that makes water contaminated with bacteria and protozoa safe to drink on the spot.

Currently, Lifestraw has successfully aligned their programme with Rotary International and the Rotary Safe Water and Sanitation Initiative, which is an ongoing international development project. Further to this, various inquiries were made by other eco system partners like GIZ, from Germany, Red Cross, UNICEF, US Aid and WHO. Again these have been ongoing discussions in the increasing humanitarian disaster unfolding due to severe drought in the region.

Subsequent to the ground work done, we have had to look for filtration systems that have a wider filtration specification i.e. more than just the biological matter. Aqua4life has thus sourced Seychelle Water Filtration systems that will complete the A, B, C, D and R of water filtration and therefore we can also now offer **five basic zones of contamination are: Aesthetic, Biological (Pathogens), Chemicals (from Industry and Agriculture), Dissolved Solids (heavy metals) and Radiological Contaminants**

Aqua4Life in the process of stocking up for launch mid to end of 2019 into a wide mix of e commerce platforms building on the success that we have had with TakeaLot.com. The others will include Travel24, Getaway, Survivalist, Sustainable.co.za etc.

Aqua4Life Milestones

2014/ 2015/ 2016/ 2017/ 2018/ 2019 saw a number of interactions with Rotary International and private in the humanitarian space. Aqua4life was actively involved in the Cyclone IDAI aftermath by supplying equipment to deliver 9.4m litres of healthy clean water to some of the +-90,000 displaced rural citizens of Zimbabwe, Malawi and Mozambique.

2015 saw Aqua4Life **receive the Frost & Sullivan award for:**

Customer Value Leadership Award

Water Sanitation

Southern Africa

Towards the end of 2016, the focus started shifting to finding LONG term solution for BULK water systems where we could impact the rural population to stem the tide to urban migration, resulting from citizens prepared to live in abject poverty and less than dignified accommodation/ sanitation/ hygiene in their search for adequate supplies of clean water and hopefully a better life. Having interacted with many different technology and various solutions, we decided to look into what we could develop for ourselves, since we had seen various technological ideas over the couple of years, we were able to design a technology that would use various IP technologies that were SA in origin. **We are able to “plug and Play” these around the main component – the water distillation (heating) system. This will be adapted to be scalable from 25L/ day to +-200,000L per day for a lifespan of 15 to 20 years!** The product design is being implemented as we speak and a scale working model will soon be completed.

In 2017, Aqua4life was a finalist in:



A new company has been set up for the **Aquanaut Solar Water Systems (Pty) Ltd** for the manufacture of the Aquanaut Solar Water System. This is a Solar/ Wind powered 10,000L/ day desalination plant producing clean water from any feed water source by optimising the distillation process and regenerating the ‘pure water’ into a healthy drinking water. This will be downscaled to +-100L to 1000L/Day domestic and +-100L to +-20,000L/ day humanitarian and commercial units. 100% owned by Aqua4life Holdings Pty LTD.

Gasifier

We have investor access to a South African designed system that will encompass all aspects of gasification depending on need. Gasification is a process that converts organic or fossil fuel-based carbonaceous materials into carbon monoxide, hydrogen and carbon dioxide. This is achieved by reacting the material at high temperatures, without combustion, with a controlled amount of oxygen and/or steam. The resulting gas mixture is called syngas or producer gas and is itself a fuel. The power derived from gasification and combustion of the resultant gas is considered to be a source of renewable energy if the gasified compounds were obtained from biomass.

Plasma **gasification** is an extreme thermal process using plasma which converts organic matter into a syngas (synthesis gas) which is primarily made up of hydrogen and carbon monoxide. A plasma torch powered by an electric arc is used to ionize gas and catalyse organic matter into syngas, with slag remaining as a by-product. This is used for example to burn hospital/ medical refuse.

3D PrintCrete

3D PrintCrete is an innovative construction technology company that specializes in 3D concrete printing technology. Founded in 2014, 3D PrintCrete is in the process of developing Africa's first 3D concrete printer with the vision of one day fully automating construction. **A 1st for AFRICA.**

1. Reduce costs
2. Reduce construction time
3. High architectural flexibility.
4. Manufacturing (Industrialisation)

Obami (ECD/ EE learning systems)

Obami is one of Africa's favourite digital learning companies. Founded in 2010 as a safe social networking site for schools, Obami has grown into a powerful online learning solutions provider, supporting numerous organisations that range from schools, colleges and small businesses to large corporations and Government.

The timeline below highlights some of Obami's major milestones over the years¹.

2010

Obami – founded by Barbara Mallinson and Ennis Jones - launches a web based social network to connect learners and teachers from within and between primary and secondary schools. Technology is developed and maintained by a web development agency, with all IP belonging to Obami.

2011

Obami reaches 100 school registrations and is recognised by UNESCO (and partners) as one of the most innovative technologies in the world.

¹ ECD: Early Childhood Development / BE: Basic Education / HE: Higher Education / PD: Professional Development / CSI: Corporate Social Investment

2012

Obami's founders go on a 52 day road trip across South Africa meeting hundreds of teachers and students from various walks of life in a bid to understand the country's learning landscape better (https://www.youtube.com/watch?v=jVtfUIRW_YE). The web platform is rebuilt by Obami's development agency, designed to support digital learning more holistically.

2013

Obami internalises web development, taking on 3 web developers and doubling its operational team. By mid-year, the company launches its mobile platform and completes Africa's biggest "past exam digitisation" crowd-sourcing project (using a network of 100 young content creators to create hundreds of digital exam papers that are accessed by thousands of South African learners).

2014

Obami opens up beyond schools and develops an online course for one of the world's largest non-profits, Creative Commons (reaching > 28 countries). The business also moves into higher education with distance learning college Academy of York and signs up Interface, a training company that specialises in delivering financial literacy programmes to large corporations.

2015

Obami and a partner content provider deliver the e-School solution under Vodacom's Lifestyle and CSI directive.

2016

Obami establishes a foothold in Early Childhood Development signing up and delivering courses for the following organisations...

- Little Steps (for parents of premature babies)
- Meg Faure Baby Sense (for parents of newborns and infants)
- Play Sense (supporting a franchise model for home-based play schools, provided in English and Afrikaans)
- Clamber Club (for the selling of online video subscriptions)
- Mabel's Nanny Course (childcare)

2017

Obami delivers the Sun International eHospitality solution in partnership with the Department of Basic Education and takes on new clients - Future World and Communications Clinic - within the professional and organisational development space.

2018

Obami grows its professional and organisational development client base by signing up Nucleus Management (to run a comprehensive HR programme that can be sold into large organisations) and non-profit organisation, Persona Dolls (to deliver a training course on diversity)

Blood Sisters

Since 1994, the level of violent contact crime in South Africa has risen to frightening levels. This has necessitated the formation of crime scene clean-up companies. There are many of these that spring up, and just as quickly, they close down. This is because the nature of the work exposes the clean-up teams to traumatic scenes, and these scenes by their nature, leave these workers traumatised themselves.

Blood Sisters will fall under the Umbrella of Africa Women Enterprises (Pty) LTD., and will do exactly the same job as the others, but in a completely different way. The team will be comprised of highly qualified people, three women and one man, whose qualifications are as follows:

- Trauma Psychologist
- Special Needs Educator
- Trauma Counsellor
- Crime Scene First Responder
- Criminologist (Anglia Polytechnic University UK)
- Rape Crisis Interventionist
- Sexual Offences and HIV Training
- Human Trafficking Basic Training

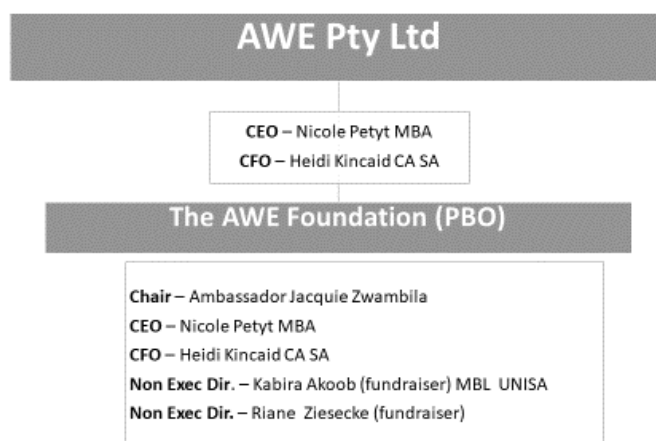
These qualifications will differentiate Blood Sisters from every other business that performs the same function, and at many crime scenes, there may be signs of some situations that may be fed back to the South African Police Services. This will be beneficial to both the Police Services and Blood Sisters. The Blood Sisters will be liaising with The Police Services, Ambulance Services and Insurance Companies (to become preferred providers for both clean-up purposes and trauma counselling purposes) in order to attain information before other companies. In this way, together with their differentiating factors, their hit rate will be high, making the business successful.

Management Accounts and Reporting

Heidi Kincaid CA SA, Group CFO will head up the accounting, risk, corporate governance of company. Discussions are taking place with a number of accounting firms as external auditors. An announcement will be made as soon as a decision is made.

Directors/ Executive

Our Corporate Structure... Directors



Jacqui Zwambila – Chair

I have over 30 years' experience in a wide range of commercial and government activities, including providing high-end facilitation into African countries and leading critical engagements into Africa Europe and Australia. I have many years of experience in high profile positions in business and politics. My experience in Government includes my tenure as the Private Secretary to the Hon Dr Bernard Chidzero in his capacity as the first Zimbabwe Minister of Finance and Economic Planning (1980-1983), and as Chief Protocol Officer in the Prime Minister's (Dr Morgan Tsvangirai) Office at the onset of the Inclusive Government of Zimbabwe (2009).

I played a prominent leadership role in the Movement for Democratic Change, the Opposition Party in Zimbabwe where I rose through the ranks to be elected to the National Council representing women from Mashonaland West Province which was a volatile political environment at election time. I was nominated Zimbabwe Ambassador to Australia and New Zealand in 2010 during the AU negotiated Government of National Unity.

In the South African corporate sector, I held high level executive positions at Nedcor, Eskom and as Public Affairs Director at the International Marketing Council (IMC) on the Brand South Africa Campaign.

Of note as Communication's Executive at Nedcor I was responsible for the stakeholder relations program to communicate the Mont Flair Scenario Plan exercise which brought prominent South Africans across the political divide after the unbanning of the ANC and the PAC, politicians, activists, academics, civil society business to develop a set of future scenarios for a desired outcome for post-apartheid negotiated South Africa 1992-2002 (Flight of the Flamingoes).

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I am happy to have returned to reside in South Africa where I have and continue to contribute in the work of civil society through not-for-profit ACTION in its role as secretariat to the Zimbabwe Solidarity Forum, providing my expertise in the facilitation of dialogue and consensus building in this highly volatile economic and political space that has resulted in an exodus of displaced persons particularly women and children.

I also provide my expertise as a social impact strategist and speaker on various platforms. I am passionate about enabling organisations to achieve impactful social and economic outcomes in the not-for-profit business and government domains at both strategic and operational level.

I bring on board my diplomatic skills homing in on my high-level lobbying and networking through my contacts in government, the development sector and the international community.

Nicole Petyt MBA

Nicole Petyt MBA, has extensive experience across a variety of sectors, most noticeably the medical and retail sectors. Beginning with Medical Technology and great exposure in departments such as Biochemistry, Bacteriology and Haematology, Nicole was exposed to and fascinated by the very early days of genetic mapping through one of her mentors, Frank Fleming. This fascination carried on later in her career, working with United States Surgical Corporation, leading a team of Certified Stapling Technicians in the early days of conversion from hand suturing to stapling devices. This led to introducing new technology such as Transgenic Pig Organs (for transplant) and Advanced Minimally Invasive Breast Biopsy Technology to surgeons in Africa before making a complete change.

Having had ten years' experience in the luxury goods market, Nicole seamlessly transitioned into the Fast Moving Consumer Goods Market (FMCG), working closely with principals of two of the world's leading brands, securing World's Best Print Ad for the baby brand, developed by Nicole and the ad agency concerned. This period of time saw a stable of brands growing exponentially, meeting all required milestones.

This led to Nicole setting up her own successful business, supplying one of the biggest chain stores in Africa with a high-tech, high-performance range of hairbrushes, the biggest brand in the world, until 2017. During this time, gold standards in warehousing, computer systems, customer alignment and system evaluation were put into place, and this led to the customer re-evaluating their own computer systems. Hers was the first business to disrupt the slow-to-evolve retail model by creating the first turnkey front-end supply model, creating zero returns at the back door and from floor level. For a small, owner-managed entrepreneurial business facing reverse logistics costs, this proved vital.

Today, Nicole mentors and advises other entrepreneurs, and also volunteers as a first responder at crime scenes to support both members of the Police Services and victims of crime.

Heidi Kincaid CA SA

Heidi is a qualified chartered accountant - CA (SA) – who has extensive experience in financial management, supply chain development, business development, project management and due diligence experience across a range of businesses including financial services, manufacturing and start-ups / NGO businesses.

Her skills in financial management include the set up and management of new finance departments with creation and maintenance of financial rules, disciplines and systems. She also has experience in financial and management reporting at Board level, co-ordination and management of business planning processes,

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preparation of 3 year business plans and the management of financial risks for businesses. She headed up the procurement team in a JSE listed financial services company for 12 years and has extensive experience in supply chain development including strategic sourcing, contract management, vendor relationship management and has developed and implemented preferential procurement and enterprise development strategies and plans for multiple businesses. Heidi is also a certified Prince 2 Practitioner and has managed a range of IT related projects for businesses and has used her expertise to perform technical financial and general due diligences for start-up / SMME's and NGO's across multiple industries including transportation, vegetable farming, dairy farming, saw milling and timber production, early childhood development and vocational training

PPM Details

The company has issued 8,000,000 million to its founders and executives.

The salient features of this offer are as follows:

- 10 million Shares are being offered at 50 per share;
- A total of 50 million shares will be authorised and 30,000,000 will be in issue;
- R1,500,000 set up costs that will be paid out of the proceeds of this offer; the balance will be used to set up investment strategy and execution;
- 12,000,000 shares are held iro Holding Company which is currently being established in Mauritius.
- Legal consultants are Deon Perold, DP Law, based in Kenilworth, Cape Town
- Auditors are being interviewed and to be appointed

Use/flow of Funds

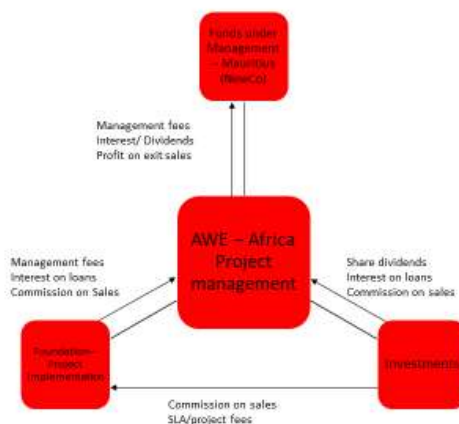


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Corporate Governance

As part of the AWE Group, the company will follow the Corporate Governance guidelines as stipulated by under King Commission.

Use Of Funds



Shareholders (MOI) Agreement

On conclusion of all capital raised, a Shareholders Agreement will be signed to regulate the relationship of the shareholders. This agreement will be signed no later than 30 days from receipt of the investment.

Exit strategy

Investors are expected to stay in the company for a minimum period of 5 years. This form of investment is not considered short term. However, if an investor has an emergency, the Directors will use their best endeavours to redeem the investment earlier.

The company might seek its own listing on a stock exchange. If so, investors will be able to trade freely on the listed platform selected.

Return on investment

The investment strategy is to source effective technologies/ products that will drive, enhance and/ or sustain the projects and expected outcomes that are identified by The AWE Foundation. The current identified investment targets are at either operational stage or ready for production.

These will be the drivers for profitability and expansion of the investment portfolios will thereafter be organic. Dividends/ interest payments will be the basis of AWE's income.

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The drive to create a larger portfolio of investments will be foreign investments income via a company set up in Mauritius which in turn will make capital available to AWE Pty Ltd.

Our strategy aim in first 5 years is to create between 5% to 9% pa ROI.

Directors Responsibility Statement

The Directors of the company accept full responsibility as to the accuracy of the information contained in this document.