



(Incorporated in the Republic of Mauritius)
(Registration number: 098177 C1/GBL)
SEM share code: GOLI.N0000
JSE share code: GLI ISIN: MU0330N00004
("the Company" or "Go Life")

LISTING PARTICULARS FOR STOCK EXCHANGE MAURITIUS ("SEM") FOR FURTHER ISSUE OF SHARES FOR CASH OR EXTINGUISHING LIABILITIES

These Listing Particulars include particulars given in compliance with the Stock Exchange of Mauritius Ltd Rules Governing the Official Listing of Securities for the purpose of giving information with regard to the issuer. The directors, whose names appear on page 13, collectively and individually, accept full responsibility for the accuracy or completeness of the information contained in these Listing Particulars and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading. [SEM \[9.2; 9.9\]](#)

These Listings Particulars ("Listing Particulars") are prepared and issued in terms of the SEM Listing Rules and the JSE Listings Requirements, where applicable. These Listing Particulars are not an invitation to the public to subscribe for Shares in Go Life. It is issued in compliance with the SEM Listings Requirements and the JSE Listings Requirements for the purpose of providing information to the public and investors in respect of Go Life.

The definitions commencing on page 5 of these Listing Particulars have, to the extent appropriate, been used on this cover page.

Go Life's shares are listed on the Official Market of the Stock Exchange of Mauritius ("SEM"), which constitutes its primary listing and on the Alternative Exchange of the JSE, which constitutes its secondary listing.

An application has been made to the SEM for the listing of a further 342 500 000 additional ordinary shares of Go Life on the SEM. [SEM \[9.12; 9.14\]](#) Once SEM has approved the listing, the listing of the additional shares will be updated on the JSE.

Accordingly, these Listing Particulars have been prepared and issued:

- in compliance with the SEM Listing Rules governing the Official Listing of Securities, in respect of a further listing of up to 342 500 000 additional Go Life shares as detailed in this document;
- for the purpose of providing updated information to the public with regard to the Company.

These Listing Particulars have been approved by the LEC of the SEM, in conformity with the Listing Rules, on 9 May 2023 under reference number **LEC/P/04/2023**. Neither the LEC, nor the SEM nor the FSC assumes any responsibility for the contents of this document. The LEC, the SEM and the FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof. [SEM \[9.2; 9.13\]](#)

Approval has been granted by the LEC for the listing of a further 342 500 000 additional Go Life shares on the Official List of the SEM with effect from the commencement of trade on 10 May 2023, which additional listing has been approved by the Board of Go Life in accordance with its Constitution and does not require shareholder approval.

The total combined issued share capital of Go Life is 900 000 000 shares of no par value before the issue of new shares for cash and 1 242 500 000 shares of no par value after the issue of shares for cash. The Company has 132 500 000 treasury shares at the Last Practicable Date, which will be reissued as part of the issue of shares for cash.

There are no convertible or redeemable shares in issue.

The shares in Go Life are traded on the SEM in electronic form and in accordance with the Automated Trading System Schedule of Procedures. The shares in Go Life are only tradable on the JSE in electronic form and, as such, all investors who elect to hold their ordinary shares in Go Life in certificated form, will have to dematerialise their certificated shares should they wish to trade therein. In accordance with the Act, Shareholders remain entitled to hold Shares in certificated format.

The directors, whose names are given in paragraph 2.2.1 of this document collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the Listing Particulars contains all information required by law and the JSE Listings Requirements.

Copies of these Listing Particulars are available in English only and may be obtained as from 9 May 2023 from the registered office of Go Life and the JSE Sponsor at the addresses set out in the "Corporate Information" section. A copy of these Listing Particulars Statement will also be available on Go Life website (<http://golife.co.za/>). **SEM [9.3]**

South African JSE Sponsor
AcaciaCap Sponsors



Date of issue: 9 May 2023

CORPORATE INFORMATION AND ADVISORS SEM [9.1; 9.5]

South African JSE Sponsor

AcaciaCap Advisors Proprietary Limited
(Registration number 2006/033725/06)
20 Stirrup Lane
Woodmead Office Park
Woodmead, 2191
(Suite# 439, Private Bag X29, Gallo Manor, 2052)

Transfer Secretary - Mauritius

Harel Mallac
18 Edith Cavell Street
Port Louis 11302
Republic of Mauritius

Auditors

Qaiyoom Dustagheer
FCCA, MIPA(M)
3 Maharata Street
Port Louis
Republic of Mauritius

Registered office and postal address

142, Mosque Road Midlands Republic of Mauritius

South Africa Transfer Secretaries

CTSE Registry Services Proprietary Limited
(Registration number 2016/396777/07)
5th Floor, Block B
The Woodstock Exchange Building
66 Woodstock,
Western Cape, 7915

Mauritian Bankers

State Bank of Mauritius Limited
Corporate Head Office. SBM Tower
1, Queen Elizabeth II Avenue
Port Louis
Republic of Mauritius

Date and place of Incorporation

1 October 2010, Republic of Mauritius

A new Company Administrator, Secretary and SEM authorised representative (Management Company) will be appointed pursuant to the Listing Rules of the SEM, following the resignation of the previous Management Company.

IMPORTANT INFORMATION

The definitions and interpretations commencing on page 5 of these Listing Particulars apply to this section on Important Information.

FORWARD-LOOKING STATEMENTS

These Listing Particulars contain statements about the Company that are or may be forward-looking statements. All statements, other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the Company; growth prospects and outlook for operations, individually or in the aggregate; and liquidity and capital resources and expenditure. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, estimates of capital expenditures, acquisition strategy, future capital expenditure levels, and other economic factors, such as, inter alia, interest rates.

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. The Company cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements contained in these Listing Particulars.

All these forward-looking statements are based on estimates and assumptions made by the Company, all of which estimates and assumptions, although the Company believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Many factors (including factors not yet known to the Company, or not currently considered material) could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those estimates, statements or assumptions.

Any forward-looking statement made in these Listing Particulars or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of the Company not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. The Company has no duty to, and does not intend to, update or revise the forward-looking statements contained in these Listing Particulars after the date of this document, except as may be required by law.

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DEFINITIONS

In these Listing Particulars and the annexures hereto, unless the context indicates otherwise, references to the singular include the plural and vice versa, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and vice versa, and the words in the first column hereunder have the meanings stated opposite them in the second column, as follows:

| | |
|-------------------------------------|--|
| "Companies Act" or "the Act" | the Companies Act, 2008 (No. 71 of 2008), as amended; |
| "AcaciaCap" | AcaciaCap Advisors Proprietary Limited, (Registration number 2006/033725/07), a private company incorporated in accordance with the laws of South Africa and Sponsor to Go Life; |
| "AltX" | the Alternative Exchange of the JSE; |
| "board of directors" or "the board" | the present board of directors of Go Life, further details of which appear in page 13 of these Listing Particulars; |
| "Bon Health" | Bon Health Care Proprietary Limited, (Registration number 2010/008232/07), a private company duly incorporated in accordance with the laws of South Africa having its registered address at 3rd Floor Skyscape Terraces, DJ Wood Way, Bellville Business Park, 7535, formerly a 100% subsidiary of Go Life Global and which company held 49% in Bon Health Frail Care (which company formerly operated as a retirement and frail care service provider in the Southern region of the Western Cape through properties held by Bon Health Property Companies) and 100% in Bon Health Properties; |
| "Bon Health Vendor" | Calitz Trust; |
| "Boundryless" | Boundryless Proprietary Limited, (Registration number: M2005009393), a private company duly incorporated in accordance with the laws of South Africa having its registered address at Fintech Campus, Corner Ilanga and Botterklapper Streets, Gauteng, 0081 and owned 100% by Mr Patrick Wysoczanski, an executive director of Go Life and a related party to Go Life; |
| "business day" | any day other than a Saturday, Sunday or gazetted national public holiday in Mauritius or South Africa; |
| "Calitz Trust" | the Calitz Family Trust (IT 2422/1994), a discretionary family trust of which Mornè Charles Calitz was a beneficiary and trustee, of address 3rd Floor Skyscape Terraces, DJ Wood Way, Bellville Business Park, 7535, which trust was registered in accordance with the laws of South Africa, having its registered address at 3rd Floor Skyscape Terraces, DJ Wood Way, Bellville Business Park, 7535, and the vendor of Bon Health; |
| "certificated shareholders" | holders of certificated shares; |

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| "certificated shares" | issued ordinary shares which have not been dematerialised, title to which is represented by share certificates or other physical documents of title; |
| "common monetary area" | South Africa, the Republic of Namibia and the Kingdoms of Swaziland and Lesotho; |
| "Company" or "Go Life International" or "Go Life" | Go Life International Limited, a Mauritian public company with company number 098177 C1/GBL, which company has a primary listing on the SEM and a secondary inward listing on the AltX; |
| "Company Secretary" | any person appointed by the Directors to act as a corporate secretary for the Company; |
| "Constitution" | the constitution of the Company, being the Mauritian equivalent of a Memorandum of Incorporation provided for in South African law; |
| "CSDP" | a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, 2012 (as amended), appointed by an individual shareholder for purposes of, and in regard to the dematerialisation of documents of title for purposes of incorporation in the South African share register through Strate; |
| "dematerialise" or "dematerialisation" | the process in South Africa whereby certificated shares are converted into electronic format for purposes of Strate and are no longer evidenced by documents of title, and "dematerialised shares" will have a corresponding meaning; |
| "dematerialised shares" | shares which have been dematerialised and incorporated into the Strate system in South Africa; |
| "dematerialised shareholder" | a holder of dematerialised shares in South Africa; |
| "directors" or "directors of Go Life International" | the directors of the Company whose details are set out in paragraph 2.2.1 and Annexure 3 to these Listing Particulars; |
| "documents of title" | share certificates, certified transfer deeds, balance receipts or any other documents of title acceptable to Go Life in respect of shares; |
| "DVN Family Office" | DVN Family Office Proprietary Limited, Registration number 2017/296323/07, Fintech Campus, Cnr Botterklapper Street & Ilanga Road, The Willows, Pretoria East, Gauteng, 1084, being one of the subscribers for the issue of shares for cash, which company is owned by Mr Dave van Niekerk (100%), with the director being Mr Dave van Niekerk and which company is not associated with the directors of the Company; |
| "emigrant" | an emigrant from South Africa whose address is outside the common monetary area; |
| "Exchange Control Regulations" | the Exchange Control Regulations in South Africa, promulgated in terms of Section 9 of the Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended; |

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| “Financial Markets Act” or “FMA” | the South African Financial Markets Act, 2012 (Act 19 of 2012), as amended from time to time; |
| “Financial Services Act” or “FSA” | the Mauritian Financial Services Act, 2007 (Act 14 of 2007), as amended from time to time; |
| “FSC” | the Financial Services Commission in Mauritius established under section 3 of the Financial Services Act; |
| “GBL” | a Global Business Licence issued by FSC; |
| “IFRS” | International Financial Reporting Standards, which comprise standards and interpretations approved by the International Accounting Standards Board, International Financial Reporting Interpretations Committee and International Accounting Standards, and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee; |
| “JSE” | the JSE Limited, (Registration number 2005/022939/06), a public company duly registered and incorporated with limited liability in accordance with the laws of South Africa and licensed as an exchange under the FMA; |
| “JSE Listings Requirements” | the JSE Listings Requirements, as amended from time to time; |
| “King Code” or King IV” | the revised Code of and Report on Governance Principles for South Africa; |
| “Last Practicable Date” | the last practicable date prior to the finalisation of these Listing Particulars, being 16 March 2023; |
| “LEC” | the Listing Executive Committee of the SEM; |
| “listing on the SEM” | the original listing of Go Life International PCC on the SEM on Tuesday, 7 July 2011 |
| “listings” | collectively, the listings on the SEM and on the JSE; |
| “Mauritian Companies Act” | the Mauritian Companies Act, 2001 (Act 15 of 2001) as amended; |
| “Mauritian share register” | the share register maintained on behalf of the Company in Mauritius by the Mauritian company administrator; |
| “Mauritius” | the Republic of Mauritius; |
| “non-resident” | a person whose registered address is outside the common monetary area and who is not an emigrant; |
| “Novanod” | Novanod Proprietary Limited (Registration number 2019/464284/07, having its registered address at 711 Wekker Road, Moreleta Park, Pretoria, being one of the Subscribers for the issue of shares for cash, which company is owned by Deon Kruger (75%) and Aluma Capital General Partner 2 (Pty) Limited (25%), with the director being Mr Deon Kruger and which company is not associated with the directors of the Company; |

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| “ordinary shares” or “shares” | ordinary shares of no par value in the share capital of the Company; |
| “Rand” or “R” or “cents” | South African Rand, the official currency of South Africa; |
| “register” | the register of Go Life International shareholders; |
| “these Listing Particulars” | the bound document dated 9 May 2023, including all annexures thereto in accordance with SEM; |
| “SA” or “RSA” or “South Africa” | the Republic of South Africa; |
| “SA transfer secretaries” or “transfer secretaries” | CTSE Registry Services Proprietary Limited, (Registration number 2016/396777/07), 5th Floor, Block B, The Woodstock Exchange Building 66 Woodstock, Western Cape, 7915; |
| “SARB” | the South African Reserve Bank; |
| “SA share register” | the share register maintained on behalf of the Company in South Africa by the SA transfer secretaries; |
| “SEM” | the Stock Exchange of Mauritius Limited established under the repealed Stock Exchange Act, 1988 and governed by the Securities Act, 2008 of Mauritius; |
| “SEM Listing Rules” | the Listing Rules of the SEM governing the Official List of the SEM; |
| “SENS” | the Stock Exchange News Service of the JSE; |
| “shareholders” | the holders of issued ordinary shares; |
| “Strate” | the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited, (Registration number 1998/022242/06), a private company duly incorporated under the laws of South Africa; |
| “Subscribers” | the subscribers for the Issue of Shares for Cash being Yusuf Sooklall (10 000 000 Shares), Novanod (232 500 000 Shares) and DNV Family Office (232 500 000 Shares); |
| “US” or “USA” | United States of America; |
| “USD” or “\$” | United States Dollars, the official currency of the USA; |
| “VAT” | value-added tax levied in terms of the Value-Added Tax Act 1991 (Act 89 of 1991); |



(Incorporated in the Republic of Mauritius) (Registration number 098177 C1/GBL)
SEM share code: GOLI.N0000 JSE share code: GLI
ISIN: MU0330N00004
("the Company" or "Go Life International")

LISTING PARTICULARS

Directors of the Company

Yusuf Sooklall (MSK) (Independent Non-Executive Chairman)
Patrick Wysoczanski (Executive Director)
Peter Koll (Independent Non-Executive Director) #
Jean van Rooyen (Financial Director)

**South African #Mauritian*

SECTION 1 - INTRODUCTION AND OVERVIEW SEM [9.8; 9.31]

1.1 Incorporation and issue of shares

The Company was incorporated on 1 October 2010 as a public company limited by shares under the Mauritian Companies Act and holds a Category 1 Global Business Licence (Licence No – C110009034) issued by the Mauritius FSC. Go Life International is registered in the Republic of Mauritius and was listed on the SEM on 7 July 2011 following the issue of 96 651 000 shares at US\$0.10 per share.

The Company was previously structured as a PCC under the PCC Act and was converted into a limited company and changed its name to Go Life International Limited by way of a shareholder resolution on 31 March 2015. The name change was approved on 16 June 2015 in anticipation of the inward listing on AltX and the conversion to a limited company became effective on 12 May 2016. The primary listing is on the SEM and the secondary listing is on AltX.

On listing on the SEM, Go Life International held a 22% effective interest in Go Life Health Products. Go Life International acquired 100% in Go Life Global for US\$100 on 21 December 2014 and pursued the acquisition of Bon Health from the Calitz Trust, through the issue of 134 000 000 shares.

This acquisition was subsequently cancelled by mutual agreement given that the underlying properties were attached by a third party as part of a liquidation process associated with the Calitz Trust. Go Life managed to secure the return of 132 500 000 shares from the above 134 000 000 shares, which are currently held as treasury shares. The balance of the shares had been disposed of to unknown parties.

The Board of Directors has approved the Issue of Shares for Cash of 475 000 000 shares at ZAR0.01 or one cent per share amounting to R4 750 000, which will be subscribed for in cash or the extinguishing of existing liabilities of the Company. This amounts to approximately USD257 315 at an assumed exchange rate at 28 February 2023 of R18.4599:USD1.00.

The issue of shares is permitted in accordance with the provisions of the Constitution of the Company, without rights of pre-emption, extracts of which are set out in Annexure 1 to this circular.

The Company has applied for the listing of 342 500 000 new shares and will transfer the existing 132 500 000 treasury shares to in equal proportions to Novanod and DVN Family Office, totalling 475 000 000 Shares. The new shares are of the same class of shares and will rank *pari passu* in all respects with the existing ordinary shares in issue. **SEM [9.14, 9.15]**

The proceeds from the issue of shares will be applied to settle the existing loan amounts owing to Boundryless and DVN Family Office. The Boundryless loan and the DVN Family Office loans have been acquired by the Subscribers, excluding Yusuf Sooklall.

Two Subscribers, namely Novanod and DVN Family Office have also agreed to provide additional funds of R3 000 000, being R1 500 000 each, as additional loan funding towards the settlement of the remaining creditors amounting to approximately R2.8 million as detailed in Annexure 4 to these Listing Particulars and the balance of around R200 000 for future working capital, including the audit for the year ended 28 February 2023. **SEM [9.25]**

Some of the above loan funding has already been advanced to the Company post year end to settle certain creditors and the Subscribers will settle remaining creditors once the issue and listing of the Subscription Shares has been approved by SEM. As incoming material shareholders, the intention is to restore the solvency of the Company and then to grow the business. If required, additional funding will be advanced to grow the business.

In addition, the Company has made arrangements for the appointment of a new management company, pursuant to the above issue of shares in order to ensure full compliance with the requirements of Mauritius. This will include the appointment of a second Mauritian director. These appointments will be announced on SEM and SENS in due course.

1.2 History and overview of Go Life International SEM [9.8, 9.31, 9.34]

Go Life International was established in 2010 to leverage the strength of existing South African nutraceutical companies, Go Life Health Products and Gotha Health Products, and to drive the presence of the South African products and brands across the global nutraceutical market.

Go Life in South had been active in promoting health support products since 2005 and intended to launch a wider product range for the enlarged group. Products were previously sold through major outlets or chain stores and a network of independent pharmacies. Operations commenced in the Eastern Cape and distribution had expanded into other provinces in South Africa. Go Life International listed on SEM on 7 July 2011 and then secured a secondary listing on the Alternative Stock Exchange on 23 November 2016.

Following a number of failed attempts to grow the nutraceutical business, this business segment has failed and the South African subsidiary was placed into liquidation, as previously announced, and the business of Gotha Health Products is currently dormant. Other attempts to diversify into other businesses between 2016 and 2020 have also proved unsuccessful and there are suspected improprieties which are being investigated in this regard.

In 2016, ahead of the listing on AltX, Go Life expanded into other health related businesses, such as the acquisition of properties held under the name Bon Health Properties and a 49% acquisition in retirement operations, together known as Bon Health. The Bon Health acquisition was from the Calitz Family Trust for which 134 000 000 shares were issued.

Following a number of difficulties, it was discovered that the properties were never finally transferred from the Calitz Trust and the properties were sold in liquidation. Following this discovery, the current Board has negotiated the cancellation of the acquisitions and has secured the return of the 132 500 000 shares, which are currently held as treasury shares and will be utilised as part of the issue of shares for cash, which reduces the number of new shares required to be issued and listed.

Currently, Go Life International has no operating business, no assets and only has liabilities. At the Last Practicable Date, the Company has no operating subsidiaries.

Following the signing of a loan agreement with Boundryless and Messrs Patrick Wysoczanski and Peter Koll joining the Board, investigations identified the various problems in the business and a restructuring initiative was undertaken. This led to the impairment of the various investments in the Company and the recovery of shares from the Calitz Trust.

The current Board has secured loan and funding commitments to restore the solvency of the business through the issue of new shares as detailed in these Listings Particulars, and once solvency is restored, the Board will proceed with rebuilding the business and consider smaller acquisitions.

The Company does not currently hold any trademarks, patents or other intellectual or industrial property rights which are material in relation to the Company's business.

1.3 Directors' opinion regarding the prospects SEM [9.46(b)]

The directors of the Company believe that the Company has sound prospects once the solvency of the Company has been restored through the Issue of Shares for Cash and a supportive shareholder has been secured.

Pursuant to the Issue of Shares for Cash, neither Novanod's nor the DVN Family Office shareholding will exceed 30% and thus a mandatory offer will not be made to Go Life International shareholders.

Two Subscribers, namely Novanod and DVN Family Office have also agreed to provide additional funds of R3 000 000, being R1 500 000 each) as additional loan funding towards the settlement of the remaining creditors as well as providing working capital for Go Life. Some of this loan funding has already been advanced to the Company after year end to further reduce amounts due to creditors.

SECTION 2 - INFORMATION ABOUT THE COMPANY AND DIRECTORS

2.1 Name, address, incorporation, founder and other information

| | |
|----------------------------|--|
| Company Name | Go Life International Limited |
| Registration Number | 098177 C1/GBL |
| Incorporation Date | 1 October 2010 |
| Founder | Gerhard Naudè (founder of Go Life International PCC) |
| Registered Address | 142, Mosque Road Midlands, Republic Of Mauritius |

2.2 Directors and key management [SEM \[9.53; 9.54\]](#)

2.2.1 Directors of the Company

Yusuf Sooklall (MSK)

| | |
|---------------------|---|
| Nationality and age | Mauritian (57) |
| Business address | 142, Mosque Road Midlands Republic Of Mauritius |
| Appointment date | 4 July 2011 |
| Qualifications | Diploma in Communication and Human Psychology |
| Occupation | Director |
| Position in Company | Independent Non-Executive Chairman |
| Term of office | 11 Years |

Peter Koll

| | |
|---------------------|---|
| Nationality and age | South African (66) |
| Business address | Cradle Health Spa, R 560 Skeerpoort, North West |
| Appointment date | 19 May 2020 |
| Qualifications | M.B.Ch.B, FRCOG |
| Occupation | Obstetrician and Gynaecologist |
| Position in Company | Independent non-executive director |
| Term of office | 2 Years |

Patrick Wysoczanski

| | |
|---------------------|---|
| Nationality and age | South African (39) |
| Business address | 120 Portobello Place, Morningside, South Africa |
| Appointment date | 19 May 2020 |
| Qualifications | BCom Fin Man |
| Occupation | Director |
| Position in Company | Executive Director |
| Term of office | 2 Years |

Jean van Rooyen

| | |
|---------------------|---|
| Nationality and age | South African (54) |
| Business address | Cnr Lynwood and Botterklapper Street, Lynwood, Pretoria |
| Appointment date | 16 March 2023 |
| Qualifications | BCom Acc |
| Occupation | Accountant |
| Position in Company | Financial Director |
| Term of office | 1 month |

Post the issue of the new shares and recapitalisation of the Company, it is the intention of Messrs Patrick Wysoczanski and Peter Koll to step down from the Board and new directors will be nominated and appointed to the Board.

Furthermore, a new management company is in the process of being appointed, which include the appointment of an additional Mauritian director to allow for further compliance with the Mauritian Companies Act.

2.3 Qualification, borrowing powers, appointment, voting powers and remuneration of directors of Go Life International

2.3.1 Directors' remuneration SEM [9.58; 9.59]

The remuneration and fees accrued to the directors of Go Life International for the year ended 28 February 2022 are set out below:

| USD | Salary | Fees | Benefits | Bonus | Total |
|----------------------------------|----------|---------------|----------|-------|---------------|
| Yusuf Sooklall | - | 18 500 | - | - | 18 500 |
| Peter Koll [^] | - | 19 500 | - | - | 19 500 |
| Patrick Wysoczanski [^] | - | 19 500 | - | - | 19 500 |
| Zaid Peerun [#] | - | - | - | - | - |
| Mxolisi Motau ^{&} | - | - | - | - | - |
| Totals | - | 57 500 | | | 57 500 |

[#]Resigned 25 April 2022, [&] Resigned 29 April 2021, [^]Appointed 19 May 2020

Other than Mxolisi Motau and Zaid Peerun, there are no other directors that have resigned in the past 18 months.

The remuneration for the directors for the year ended 28 February 2023 is as follows:

| USD | Salary | Fees | Benefits | Bonus | Total |
|----------------------------------|----------|---------------|----------|-------|---------------|
| Yusuf Sooklall | - | 6 000 | - | - | 6 000 |
| Peter Koll [^] | - | 6 000 | - | - | 6 000 |
| Patrick Wysoczanski [^] | - | 6 000 | - | - | 6 000 |
| Zaid Peerun [#] | - | - | - | - | - |
| Totals | - | 18 000 | | | 18 000 |

The above amounts have accrued to the various directors. Only a portion of the historical amounts due have been settled to date. The amounts due to current and former directors at the Last Practicable Date, being 16 March 2023, are set out below:

| USD | Total |
|----------------------------------|---------------|
| Yusuf Sooklall | 21 776 |
| Peter Koll [^] | 25 500 |
| Patrick Wysoczanski [^] | 25 500 |
| Totals | 72 776 |

2.3.2 Directors' service contracts and company secretarial contract SEM [9.6(b)]

The directors have the power to vote remuneration to themselves or any members of the board, other than fees for non-executive directors. The age limit for the appointment of new directors is 70 years in accordance with the Mauritian Companies Act.

The Constitution of the Company does not include an age for retirement of directors and provisions relating to the disqualification of directors are detailed in **Annexure 1** to these Listing Particulars. The re-appointment of any director attaining the age of 70 must be approved by shareholders in general meeting in accordance with the Mauritian Companies Act. SEM [9.6(d)]

There are no existing or proposed contracts with Go Life International, written or oral, relating to the directors' remuneration, secretarial and other fees, other than the monthly fees payable to non-executive directors as disclosed above.

2.3.3 Borrowing powers of the Company exercisable by the directors SEM [9.6(c)]

The relevant provisions of the Constitution of Go Life International relating to the borrowing powers exercisable by the directors are set out in **Annexure 1** to these Listing Particulars. Go Life International did not exceed its borrowing powers during the past three years. There is no exchange control or other restrictions on the borrowing powers of Go Life International.

2.3.4 Appointment, qualification and remuneration of directors [SEM 9.6(b),(d); 9.58]

The relevant provisions of the Constitution of Go Life International relating to qualification, appointment, remuneration, voting powers, rotation/retirement, and interests in transactions of the directors are set out in **Annexure 1** to these Listing Particulars. Remuneration in relation to directors is set out in 2.3.1 above.

2.3.5 Directors' declarations and interests in contracts SEM [9.8; 9.60]

No director or promoter has any material beneficial interest, direct or indirect, in the promotion of Go Life International during the three years preceding the date of these Listing Particulars. Other than the provision of a loan from Boundryless, agreed to prior to the appointment of Mr Patrick Wysoczanski, and the Subscription Agreement with Mr Yusuf Sooklall, the other directors do not have any interests in contracts with Go Life International as at the Last Practicable Date.

2.4. SHARE CAPITAL OF THE COMPANY SEM [9.8; 9.9; 9.26; 9.27(a)-(c); 9.29]

2.4.1 The authorised and issued share capital of the Company, before and after the issue of additional shares in terms of the agreements with the Subscribers, at the Last Practicable Date is as follows:

| | USD |
|---|------------|
| Authorised share capital | |
| 2 000 000 000 ordinary shares of no par value | |
| Issued stated capital on SEM (Before the listing of additional shares) | USD |
| 900 000 000 ordinary shares of no par value | 35 096 350 |
| Issued stated capital on SEM (After the listing of additional shares) | USD |
| 1 242 500 000 ordinary shares of no par value | 35 353 665 |

The exchange rate used was ZAR18.4599 to USD1.00 at the Last Practicable Date, with R4 750 000 equating to USD257 315.

The remaining authorised and unissued shares, after the listing, will be under the control of the directors of the Company, subject to the provisions of the Constitution, the Mauritian Companies Act, the SEM and JSE Listings Requirements, where applicable.

There have been no alterations to the authorised or issued share capital of the Company in the past two years to the date of these Listing Particulars. There will be no treasury shares held pursuant to the Issue of Shares for Cash, where 132 500 000 treasury shares will be utilised for part of the Share Subscription.

All the issued shares are of the same class and rank equally in every respect, including rights to dividends, profits or capital, rights on liquidation or distribution on capital assets. In accordance with the Mauritian Companies Act, issued shares must be fully paid up and the securities to be listed are freely transferable.

2.4.2 Directors interest in securities SEM [9.8; 9.56]

At the Last Practicable Date, the aggregate direct and indirect interests of the directors, including former directors, of Go Life International in the issued share capital of the Company **before** the Issue of Shares for Cash are indicated below:

| Name of director | Direct beneficial | Indirect beneficial | Total | Percentage |
|------------------|-------------------|---------------------|--------------|--|
| | | | | (based on 900 000 000 shares in issue) |
| Yusuf Sooklall | 1 023 | 6 138 | 7 161 | 0.00079% |
| Total | 1 023 | 6 138 | 7 161 | 0.00079% |

The aggregate direct and indirect interests of the directors, including former directors, of Go Life International in the issued share capital of the Company after the Issue of Shares for Cash are indicated below:

| Name of director | Direct beneficial | Indirect beneficial | Total | Percentage |
|------------------|-------------------|---------------------|-------------------|--|
| | | | | (based on 1 242 500 000 shares in issue) |
| Yusuf Sooklall | 10 001 023 | 6 138 | 10 007 161 | 0.80540% |
| Total | 10 001 023 | 6 138 | 10 007 161 | 0.80540% |

2.5 MAJOR SHAREHOLDERS SEM [9.8]

As at the Last Practicable Date, shareholders holding more than 5% in the issued share capital of Go Life International **before** the Issue of Shares for Cash is set out below:

| Shareholder | Number of shares | Percentage |
|---------------------|--------------------|--------------|
| Calitz Trust* | 132 500 000 | 14.7% |
| Caligraph Group | 125 000 000 | 13.9% |
| Boundryless Pty Ltd | 69 767 078 | 7.7% |
| AR Martinova | 58 000 806 | 6.4% |
| Total | 385 297 884 | 42.8% |

* - an agreement has been signed by the Calitz Trust to return the above shares to Go Life International and thus these shares are regarded as treasury shares and will be reissued as part of the Issue of Shares for Cash, with Calitz Trust no longer reflecting in the share register.

Shareholders holding more than 5% in the issued share capital of 1 242 500 000 share in Go Life International **after** the Issue of Shares for Cash is set out below:

| Shareholder | Number of shares | Percentage |
|---------------------|-------------------------|-------------------|
| Novanod | 232 500 000 | 18.71% |
| DVN Family Office | 232 500 000 | 18.71% |
| Caligraph Group | 125 000 000 | 10.06% |
| Boundryless Pty Ltd | 69 767 078 | 5.61% |
| Total | 659 767 078 | 53.19% |

The former founding and controlling shareholder was sequestered a number of years ago and the Naude Family Trust is under liquidation. Some of these shares have been transferred to other entities, in certain instances, or sold in the open market without authority. The directors understand that various parties are investigating these matters but do not have contact with such parties or any additional information. This does not have any impact on the Company itself as these matters are above the Company.

2.6 MATERIAL CONTRACTS SEM [9.8; 9.64;9.61]

2.6.1 The Company has the following material contracts that were entered into other than in the ordinary course of the business carried on, or proposed to be carried on, by the Company, (i) within the two years prior to the date of these Listing Particulars or (ii) at any time and containing an obligation or settlement that is material to the Company at the Last Practicable Date ahead of the finalisation of these Listing Particulars:

- Loan agreement with Boundryless amounting to USD221 869 at 28 February 2023, being the month ended before the Last Practicable Date, which funds have been injected to settle creditors of Go Life International and which loan will be acquired by the Subscribers and which loans will effectively be capitalised or repaid through the Issue of Shares for Cash, thereby reducing the liabilities of the Company.
- An amount is owed to DVN Family Office amounting to USD39 000.00 at 28 February 2023, being the month end before the Last Practicable Date, which funds have been injected in relation to the accounting and other services to assist Go Life with bring the accounting records and financial statements up to date and which loan will be settled will be capitalised through the Issue of Shares for Cash, thereby reducing the liabilities of the Company.
- The Subscription Agreements with the Subscribers, namely Yusuf Sooklall, DVN Family Office and Novanod to subscribe for 10 000 000 shares, 232 500 000 shares and 232 500 000 shares respectively, totalling 475 000 000 shares as detailed in paragraphs 2.6.1.1.to 2.6.1.3 below of these Listing Particulars, which subscription will be used to settle the loans from Boundryless and DVN Family Office as set out in **Annexure 4**, with additional loan funding of up to R1 500 000 each, totalling R3 000 000, to be provided to settle remaining creditors and provide additional working capital to Go Life. The new loans will bear interest at 11.5% per annum on a drawn down basis.

In addition, amounts due to Yusuf Sooklall at 28 February 2023 are detailed in Annexure 4 to these Listings Particulars.

2.6.1.1 Subscription Agreement and Sale of Claims Agreement – Yusuf Sooklall

Yusuf Sooklall is to subscribe for the Subscription Shares on the following terms and conditions:

- The written agreement by Yusuf Sooklall to subscribe for the Subscription Shares for cash with effect from 1 March 2023, which proceeds will be used to settle a portion of the creditor amount due to Yusuf Sooklall himself detailed in 2.6.1 above.
- The Issue of Subscription Shares for cash will be 10 000 000 (Ten million) new shares at ZAR0.01 (one cent) per share amounting to means R100 000 (One hundred thousand Rand).

2.6.1.2 Subscription Agreement and Sale of Claims Agreement - DVN Family Office

The DVN Family Office is to subscribe for the Subscription Shares on the following terms and conditions:

- The written agreement by the DVN Family Office to subscribe for the Subscription Shares for cash with effect from 1 March 2023, which proceeds will be used to settle existing creditors of the Company detailed in 2.6.1 above.
- The Issue of Subscription Shares for cash will be 232 500 000 (Two hundred and thirty two million five hundred thousand) new shares at ZAR0.01 (one cent) per share amounting to means R2 325 000 (Two million three hundred and twenty five thousand Rand).
- In addition to the above, The DVN Family Office will provide additional working capital to Go Life in the amount up to R1 500 000.00 (One million five hundred thousand Rand) in the form a facility loan agreement bearing interest at 11.5% per annum.

2.6.1.3 Subscription Agreement and sale of Shares Agreement - Novanod

Novanod wishes to subscribe for the Subscription Shares on the following terms and conditions:

- The written agreement by Novanod to subscribe for the Subscription Shares for cash with effect from 1 March 2023, which proceeds will be used to settle existing creditors of the Company detailed in 2.6.1 above.
-
- The Issue of Subscription Shares for cash will be 232 500 000 (Two hundred and thirty two million five hundred thousand) new shares at ZAR0.01 (one cent) per share amounting to R2 325 000 (Two million three hundred and twenty five thousand Rand).
- In addition to the above, Novanod will provide additional working capital to Go Life in the amount of R1 500 000.00 (One million five hundred thousand Rand) in the form a facility loan agreement bearing interest at 11.5% per annum.

2.7 INTERESTS OF DIRECTORS AND PROMOTERS SEM [9.8; 9.56]

There is no consideration that has been paid, or agreed to be paid to a director, or related party or another company in which a director has a beneficial interest or of which such director is also a director, or to any partnership, syndicate or other association of which the director is a member:

- to induce the director to become a director; or
- to qualify as a director; or
- for services rendered by the director or by a company, partnership, syndicate or other association in connection with the promotion or formation of the Company.

2.8 LOANS SEM [9.45(a) to (d), 9.61]

2.8.1 Material loans made to Go Life International

Details of material loans made to the Company, are set out in paragraph 2.6.1 above. Other than the interest free loans noted in paragraph 2.6.1 above and the normal trade creditors detailed in Annexure 4, there are no debt securities, term loans, other loans, bank overdrafts, liabilities under acceptance, hire purchase commitments, mortgages, other liabilities, guarantees or contingent liabilities at the date of issue of these Listing Particulars,

2.8.2 Material loans made by Go Life International

The Company has not advanced any material loans to any party and has not made any loans nor furnished any security for the benefit of any director or manager, or any associate of any director or manager as at the Last Practicable Date. SEM [9.61]

2.9 SHARES ISSUED OR TO BE ISSUED OTHER THAN FOR CASH

Other than the Shares detailed in paragraph 2.6.1 above, none of the Company's Shares have been issued other than for cash in the three years immediately preceding the date of these Listing Particulars and no other agreement has been entered into in terms of which the Company's Shares will be issued other than for cash.

Other than the agreement to cancel the acquisition of Bon Health and the recovery of 132 500 000 share from the Calitz Trust, there have been no repurchases by the Company of its Shares in the three years immediately preceding the date of these Listing Particulars.

2.10 PROPERTY ACQUIRED OR TO BE ACQUIRED OR DISPOSED

The Company has not acquired or disposed of, and does not propose to acquire or dispose of any immovable property or fixed assets to third parties.

2.11 AMOUNTS PAID OR PAYABLE TO PROMOTERS AND IN RELATION TO THIS ISSUE SEM [9.8]

No promoter has any material beneficial interest in the Company's promotion. The Company has not paid any other amount (whether in cash or in securities), nor given any benefit to any promoters or any partnership, syndicate or other association of which a promoter was a member within the three years preceding the Last Practicable Date.

There is no amount payable in relation to this Issue of Shares for Cash other than the standard listing fees payable to SEM of MUR185 000, the JSE of about R24 261 (excl. VAT) and the cost of the preparation of these listing particulars, payable to AcaciaCap Advisors, on a time-based fee amounting to approximately R210 000 (excl. VAT) at the Last Practicable Date.

SECTION 3 – ADDITIONAL MATERIAL INFORMATION

The following additional disclosures are made in respect of the Company:

3.1 STATEMENT OF ADEQUACY OF CAPITAL SEM [9.48]

Without the Issue of Shares for Cash, the Company does not have sufficient working capital. The directors of the Company are of the opinion that the issued share capital and the working capital of Go Life International pursuant to the Issue of Shares for Cash will be sufficient for the Company's present requirements, that is, for a period of at least the next 12 months from the date of issue of these Listing Particulars.

3.2 REPORT BY DIRECTORS AS TO MATERIAL CHANGES SEM [9.49]

Save as for the Issue of Shares for Cash as disclosed in these Listing Particulars, there have been no material changes in the financial and trading position of the Company since the audited financial reporting period ended 28 February 2022 and the published quarterly results as at 30 November 2022, as set out in **Annexure 5** to these Listings Particular and the date of this document.

3.3 LITIGATION STATEMENT SEM [9.51]

There are no legal or arbitration proceedings, including any proceedings that are pending or threatened, of which the Company is aware that may have or have had in the last 12 months, a material effect on the Company's financial position.

3.4 HISTORICAL FINANCIAL INFORMATION

Extracts from the historical financial information of Go Life International for the period ended 28 February 2022 and the three quarters ended 30 November 2022 is set out in **Annexure 5**. This information does not require a Reporting Accountants' Report as the Company is already listed;

3.5 ADVANCES, LOANS AND BORROWINGS SEM [9.61]

Other than as disclosed in paragraph 2.6.1, as at the Last Practicable Date:

- there are no material loans advanced by or to the Company (including by the issue of debentures);
- there are no shareholders' loans recorded on the Company's statement of financial position;
- there are no loans receivable or outstanding;
- there is no loan capital outstanding;
- there are no loans that have been made or security furnished by the Company to or for the benefit of any director or manager or associate of any director or manager of the Company;
- there were no intercompany loans or other financial transactions;
- no charge or mortgage has been created over any assets of the Company; and
- there were no outstanding convertible debt securities. SEM [9.28]

3.6 EXPERTS CONSENTS AND QUALIFICATIONS SEM [9.7(a)(b)]

AcaciaCap Advisors as detailed under Corporate Information on page 2 has consented in writing to act in the capacities stated and to their names appearing in these Listing Particulars and have not withdrawn their consent prior to the publication of these Listing Particulars. AcaciaCap does not hold any shareholding in Go Life International or hold the right to subscribe for or nominate persons to subscribe for shares. SEM [9.7a]

3.7 DIRECTOR'S RESPONSIBILITY STATEMENT

The directors of the Company, whose names are given in Section 2 paragraph 2.2.1 of these Listing Particulars, collectively and individually, accept full responsibility for the accuracy of the information provided in these Listing Particulars and certify that to the best of their knowledge and belief there are no facts relating to the Company that have been omitted which would make any statement relating to the Company false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that these Listing Particulars contains all information relating to the Company required by law, SEM and the JSE Listings Requirements.

3.8 CONTROLLING SHAREHOLDER

The Company does not have any controlling shareholders at the Last Practicable Date. Pursuant to the Issue of Shares for Cash, Novanod and DVN Family Office will become the two largest shareholders in Go Life International holding 18.71% respectively, and none of these entities will become a controlling shareholder of Go Life International.

3.9 GOVERNMENT PROTECTION AND INVESTMENT ENCOURAGEMENT LAW

There is no government protection or any investment encouragement law pertaining to any of the businesses operated by the Company.

3.10 MATERIAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES

The Company does not have any capital commitments, financial lease payments and contingent liabilities as at the Last Practicable Date, other than in the ordinary course of business.

3.11 PRINCIPAL IMMOVABLE PROPERTY LEASED OR OWNED

As at the Last Practicable Date, the Company does not own or lease any immovable property.

3.12 SOUTH AFRICAN EXCHANGE CONTROL REGULATIONS

Go Life International has previously obtained approval from the SARB for the listing of its shares on the JSE, which listing is classified as an "inward listing" in terms of the Exchange Control Regulations.

A summary of the exchange control regulations relating to the acquisition of Go Life International shares is set out in **Annexure 2** for information purposes only.

3.13 TAXATION

Mauritian taxation provisions

Under the provisions of the Mauritian Income Tax Act, a GBL is taxed at a maximum rate of 15%. A system of deemed foreign tax credits of 80% effectively reduces the income tax rate to 3%.

Under the Mauritian fiscal regime, there are:

- no withholding taxes on dividends distributed by a company to its shareholders;
- no withholding taxes on interest; and capital gains taxes. Accordingly, the capital gains realised by a non-resident shareholder on the disposal of its shares in the Company are not subject to tax in Mauritius.
- however, the nature and amount of tax payable by the Company is dependent on the availability of relief under the various tax treaties in the jurisdictions in which the board chooses to invest from time to time.

Subsidiaries acquired in different jurisdictions will be subject to the fiscal regime in that particular country.

3.14 DOCUMENTS AVAILABLE FOR INSPECTION SEM [9.65]

In terms of Section 7G of the Listings Requirements, copies of the following documents will be available for inspection at the registered office of the Company and at the office of the Sponsor from the date of these Listing Particulars for a period of 10 Business Days thereafter:

- the Constitution of the Company as set out in **Annexure 1**;
- the material contracts detailed in Paragraph 2.6.1 above;
- the audited annual financial statements for the years ended 28 February 2020, 28 February 2021 and 28 February 2022.



Signed on behalf of the board
Yusuf Sooklall

Go Life International Limited
9 May 2023

EXTRACTS FROM THE CONSTITUTION OF THE COMPANY SEM [9.6(a)-(h); 9.9]

SHARE CAPITAL

5. (1) Shares in the Company shall be issued only as registered shares in United States Dollars ['USD'], the currency of the United States of America.
- (2) The capital of the Company shall be made up of Class A Ordinary Shares.
- (3) Class A shares issued by the Company shall be of no-par value and will confer upon the holder of those shares the rights set out under Section 46(2) of the Act.

AMENDMENT OF CONSTITUTION

7. (1) Subject to Article 7(2) the Shareholders of the Company may by special resolution adopt, alter or revoke this Constitution.
- (2) Where the Company has been admitted to the Official List of the Stock Exchange of Mauritius, no amendment or addition to the Constitution shall be made unless prior written approval has been sought and obtained from the Stock Exchange of Mauritius for such deletion, amendment or addition

ISSUE OF SHARES

10. (1) Subject to the Act, the Directors may resolve to issue new shares at any time, to any person and in any number they think fit and with such preferred or other special rights or with such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, as they may determine from time to time.
- (2) For the avoidance of doubt, unless otherwise provided by resolutions of the Directors resolving to issue shares, new shares issued by the Company shall be Ordinary shares.
- (3) The rights conferred on the holders of shares issued by the Company with preferred or other rights shall not, unless otherwise expressly provided by the terms of the issue of the shares, be deemed to be varied by the creation or issue of further shares ranking equally with them.
- (4) Where the capital of the Company includes shares which do not carry voting rights, the words 'non-voting' shall appear in the designation of such shares

PRE-EMPTIVE PROVISIONS NEGATED

11. (1) Notwithstanding any provisions relating to pre-emptive rights to any new issue of shares in the Act, the Directors may resolve to issue new shares which will rank equally with or in priority to the shares already issued by the Company as to voting and distribution rights without the need to offer such new shares in prior to the holders of existing shares with the same rights.
- (2) The consideration paid for the shares issued in accordance with sub-section 1 shall be determined in accordance with Section 56 of the Act.

FRACTIONAL SHARES

12. The Company may not issue any fractional shares. For the avoidance of doubt, s.54 of the Act shall not apply to the Company.

SHAREHOLDER NOT ENTITLED TO DIVIDEND OR TO VOTE UNTIL CALLS PAID

20. Unless otherwise provided by a resolution of Directors, no Shareholder shall be entitled to receive any dividend or to be present or to vote on any question either personally or by proxy at any meeting or upon a poll, or to be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the shares held by him, whether alone or jointly with any other person.

TRANSFER OF SHARES

21. Shares in the Company shall be freely transferable.

MEETINGS OF SHAREHOLDERS

26. (1) Annual meetings of the Shareholders shall be called and held in accordance with the Act.
(2) Any meeting of the Shareholders other than an annual meeting shall be a special meeting as provided under the Act.
(3) All meetings of the Shareholders shall be held at the Registered Office of the Company or at such places within or outside the Republic of Mauritius as the Directors may consider necessary or desirable.
(4) The procedure to be followed at any meeting of the Shareholders, annual or special, shall be those set out in the Fifth Schedule to the Act.

DIRECTORS

27. (1) There is no limit to the number of Directors, provided always that at least two Directors shall be ordinarily resident in Mauritius and who shall be of appropriate calibre, capable of exercising independence of mind and judgment.
(2) The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. A vacancy shall occur through the death, resignation or removal of a Director, but a vacancy shall not be deemed to exist where the resigning Director resigns after having appointed his successor.
(3) No person shall be eligible for appointment to the office of a Director at any Members Meeting unless not less than (7) seven clear days or more than fifteen clear days before the day appointed for the Members Meeting there shall have been given to the Company notice in writing by a Shareholder duly qualified to be present and vote at the Meeting for which such notice is given of his intention to propose such person for appointment and also notice in writing signed by the person to be proposed of his willingness to be appointed.
(4) The first Directors shall be determined in writing by the subscriber(s) to the application for incorporation of the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

28. (1) The Company may, from time to time, by resolutions of Directors or by resolutions of Shareholders, appoint new or additional Directors on such terms as it may determine.
(2) A Director may be removed from office with cause by a resolution of Directors.
(3) Unless otherwise provided by law, the Shareholders shall have the power, by way of a resolution passed at a Members' meeting, to remove any Director before the expiry of his period of office subject, however, to the right of any such Director to claim damages under any contract.

ALTERNATE DIRECTORS

29. (1) Any Director may, from time to time, appoint any other Director or any other person who is approved by the Directors or alternate or substituted Directors, to be an alternate or substituted Director. The appointer may revoke any appointment so made at any time. Further, any director so appointed shall hold office only until the next following annual meeting of the Shareholders, and shall then be eligible for re-election
(2) The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present and generally in the absence of his appointer to perform all the functions of his appointer as a Director, but he shall not require any qualification and shall not be entitled to receive any remuneration from the Company otherwise than out of the remuneration of the Director appointing him.
(3) A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing.

- (4) An alternate Director may be removed from office, with or without cause, by a resolution of Shareholders or, with cause, by a resolution of Directors and shall "ipso facto" cease to be an alternate Director, if his appointer ceases for any reason to be Director.
- (5) All appointments, revocations and removals of alternate Directors made in pursuance of the provisions of this Article shall be in writing and left at the Registered Office of the Company or addressed thereto.

DISQUALIFICATION OF DIRECTORS

30. The office of any Director shall "ipso facto" be vacated:

- (1) If he ceases to be a Director by virtue of the Act or make any arrangement or composition with his creditors generally;
- (2) If he becomes prohibited from being a Director by reason of an order made under the Act;
- (3) If he becomes bankrupt;
- (4) If, by notice in writing to the Company, he resigns from his office;
- (5) If he is declared a lunatic or is interdicted or is provided with a legal administrator ("mise en tutelle ou en curatelle") or becomes of unsound mind or if all the other Directors shall have unanimously resolved that he is physically or mentally incapable of performing the functions of a Director;
- (6) If he absents himself from the meetings of the Board for more than six consecutive months without special leave of absence from the Board;
- (7) If, without the consent of the Company in a meeting, he holds any other office of profit under the Company, except that of Managing Director or of Manager;
- (8) If he is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in the manner required by the Act.

POWERS OF DIRECTORS

- 31.**
- (1) The business, affairs and activities of the Company shall be managed by the Directors. They may exercise all such powers and do all such acts and things as the Company is, by this Constitution or otherwise, authorised to exercise and do, and which are not hereby, or by law, directed or required to be exercised or done by the Shareholders of the Company, but subject to any delegation of such powers as may be authorised by law or by this Constitution.
 - (2) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all recipients for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by resolution of Directors.

PROCEEDINGS OF THE BOARD

- 32.** The provisions set out in the Eighth Schedule to the Act shall govern the proceedings of the Board. Save as provided therein, the Board may regulate its own procedure.

POWER TO DELEGATE

- 33.** There shall be no restrictions on the ability of the Directors to delegate their powers other than those set out in the Seventh Schedule to the Act.

WHEN ACTS OF BOARD OR COMMITTEE OF DIRECTORS OR DIRECTOR VALID

- 34.** Subject to the restrictions provided in this Constitution, all acts done at any meeting of the Board or at any meeting of a committee of Directors to which powers have been delegated, or by any person to which powers have been delegated, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such committee or person acting as aforesaid, be valid.

MANAGERS AND MANAGING DIRECTORS

- 35.**
- (1) The Directors may, from time to time, appoint any person to be a Manager of the Company and may also appoint one of their body to be Managing Director of the Company, either for a fixed term or without any limitation as to the period for which the Manager or Managing Director is to hold office and may, from time to time (subject to the provisions of any contract between the Manager or Managing Director and the Company), remove or dismiss him from office and appoint another in his place.
 - (2) A Managing Director shall "ipso facto" and immediately cease to be a Managing Director if he ceases to hold the office of Director for any cause.
 - (3) The remuneration of a Manager or a Managing Director shall (subject to the provisions of any contract between him and the Company), from time to time, be fixed by the Directors and may be by way of fixed salary or commission on dividends, profits or turnover of the Company or of any other company in which the Company is interested, or by participation in any such profits, or by any or all of those modes.
 - (4) The Directors may, from time to time, entrust to and confer upon the Manager and Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, including the power to delegate, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
 - (5) A Manager shall not be disqualified by his office from being a Director or from holding any other office or place of profit under the Company or under any company which may be promoted by the Company or in which the Company shall be Shareholder or otherwise interested, or from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which the Manager shall be in any way interested be avoided, but it is declared that the nature of his interest must be disclosed by him to the Company by letter addressed to the Secretary of the Company at the Registered Office of the Company and such disclosure recorded by the Directors. A general notice that the Manager is a Shareholder of any specified firm or company and is regarded as interested in any transaction with such firm or company shall be sufficient disclosure under this sub-section as regards the said transaction and, after such general notice, it shall not be necessary for the Manager to give a special notice relating to any particular transaction with that firm or company as aforesaid.

DIVIDENDS SEM [9.9]

- 39.**
- (1) A dividend may be authorised and declared by the Directors at such time and in such amount (subject to the solvency test) as they think fit.
 - (2) Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this sub-section as paid on the share.
 - (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but where any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
 - (4) The Directors may deduct from any dividend payable to any Shareholder all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
 - (5) No dividend shall bear interest against the Company.

- (6) Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or postal or money order sent through the post directed to the registered address of the holder, or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the share register or to such person and to such address as the holder or joint holders may in writing direct.
- (7) Every such cheque or postal or money order shall be made payable to the order of the person to whom it is sent.
- (8) Subject to the relevant provisions of Act, the Directors may issue shares to any Shareholder who has agreed to accept such issue, either wholly or partly, in lieu of a proposed dividend or proposed future dividends.

RESERVE FUND SEM [9.9]

- 40.** The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as reserve, which shall, at the discretion of the Directors, be applicable for any purposes to which the profits of the Company may be properly applied and pending such applications may, at the like discretion, either be employed in the business of the Company, or be invested in such investments (other than shares of the Company) as the Directors may, from time to time, think fit. The Directors may also, without placing the same as reserve, carry forward any profits, which it may think prudent not to distribute.

INDEMNITY OF DIRECTORS, ETC

- 43.** (1) Every director, managing director, manager, agent, auditor, secretary or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal, including advocate and other legal fees, travel expenses and other related expenses, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default or breach of duty.
- (2) Subject to the provisions of the law, the Directors are empowered to effect insurance for any Director or any employee of the Company in respect of his acts, doings and omissions.

SOUTH AFRICAN EXCHANGE CONTROL REGULATIONS

Go Life International has previously obtained SARB Exchange Control approval for the secondary inward listing on the JSE. In line with the Exchange Control approval obtained from the SARB, shares in the Company will be issued on market as listed shares.

The trade in shares subsequent to listing may only be done in terms of the Exchange Control Regulations. Set out below is a summary of the Exchange Control Regulations relating to the trade in Go Life International shares in South Africa only.

This summary of the Exchange Control Regulations is intended as a guide only and is therefore not comprehensive. If you are in any doubt, you should consult an appropriate professional advisor immediately.

1. SOUTH AFRICAN PRIVATE INDIVIDUALS

The acquisition of shares on the market by a South African private individual will not affect such person's foreign investment allowance under Exchange Control Regulations.

A South African private individual need not take any additional administrative actions and can instruct its broker to accept, buy and sell shares on its behalf in Go Life International as it would with any other listed security on the JSE. Such shares are on the South African register and are Rand-denominated.

2. SOUTH AFRICAN INSTITUTIONAL INVESTORS

As announced by the Minister of Finance in the 2011 Medium-Term Budget Policy Statement, all inward listed shares on the JSE traded and settled in Rand are now classified as domestic for the purposes of Exchange Control. Accordingly, South African retirement funds, long-term insurers, collective investment scheme management companies and investment managers who have registered with the SARB Exchange Control Department as institutional investors for Exchange Control purposes and Authorised Dealers approved as such by SARB may now invest in such shares without affecting their permissible foreign portfolio investment allowances or foreign exposure limits.

South African institutional investors may acquire shares on the market without affecting their foreign portfolio investment allowances or foreign exposure limits.

3. MEMBER BROKERS OF THE JSE

The Exchange Control Rulings provides for a special dispensation to local brokers to facilitate the trading in inward listed shares. South African brokers are now allowed to purchase Go Life International shares offshore and to transfer the shares to Go Life International's South African share register. This special dispensation is confined to inward listed shares and brokers may warehouse such shares for a maximum period of thirty days only.

4. SOUTH AFRICAN CORPORATE ENTITIES, BANKS, TRUSTS AND PARTNERSHIPS

South African corporate entities, banks, trusts and partnerships may acquire shares on the market without restriction.

5. NON-RESIDENTS OF THE COMMON MONETARY AREA

Non-residents of the common monetary area may acquire shares on the market, provided that payment is received in foreign currency or Rand from a non-resident account.

Non-residents may sell Go Life International shares on the market and repatriate the proceeds without restriction. Former residents of the common monetary area who have emigrated may use emigrant blocked funds to acquire the shares on the market. The shares will be credited to their blocked share accounts at the Central Securities Depository Participant controlling their blocked portfolios. The sale proceeds derived from the sale of the shares will be transferred to the authorised dealer in foreign exchange controlling the emigrants' blocked assets for credit to the emigrants' blocked account.

6. **MOVEMENT OF GO LIFE INTERNATIONAL SHARES BETWEEN REGISTERS**

Shares in Go Life International are fully fungible and may be transferred between registers, subject to investors obtaining necessary exchange control approvals where necessary.

South African resident investors may only acquire shares, via the JSE, that are already on the South African branch register maintained by Go Life International's transfer secretaries.

Member brokers of the JSE may acquire shares on foreign exchanges and transfer shares to the South African register as described in paragraph 3 above. Non-residents are not subject to exchange control regulations and may freely transfer shares between branch registers.

CURRICULUM VITAE OF THE DIRECTORS SEM [9.53; 9.54]

Yusuf Sooklall (MSK): Independent Non-Executive Chairman

Yusuf is a Mauritian citizen and holds a diploma in Industrial Relations, Management, Negotiation Skills and Human Psychology. Yusuf is well-respected in the disciplines of Management and Human Resources, a field where he has more than 30 years' experience. Apart from his role as Director of Go Life, among others Yusuf also served as a Director on the following Boards - the Mauritian Board of Investment (now known as the Economic Development Board), the Mauritian National Empowerment Foundation, the Human Resource Development Council, the National Pension Fund, the National Productivity and Competitiveness Council, the Labour Advisory Board and the Assessor of Education Appeal Tribunal.

The Government of Mauritius upon the recommendation of the Prime Minister and though the President of the Republic of Mauritius have also awarded in the Year 2004 a National Decoration to Yusuf – "Member Of The Star And Key Of The Indian Ocean" (MSK).

Apart from his demanding professional life, Yusuf makes time for voluntary and social work to better the quality of life for fellow-Mauritians. Yusuf is a well-respected member of the Mauritian business community.

Patrick Wysoczanski: Executive Director

Patrick Wysoczanski is a B.Com graduate from the University of Stellenbosch. He has founded several companies. Patrick is currently the CEO of a Medico-legal consulting firm. He often shares his vast experience at symposiums and conferences. His extensive knowledge in the medico industry will be welcomed. He will be joining Go Life International as an executive director.

Peter Koll: Independent Non-Executive Director

Peter, graduated from the University of Cape Town in 1979, where he specialised in obstetrics and gynaecology achieving membership of the Royal College in London in 1988. He was elevated to the fellowship of the Royal College in 2003. Peter is currently in private practice in Johannesburg and regularly speaks at both local and international conferences. He has been on the advisory boards of several pharmaceutical companies both locally and internationally. He is currently a medical advisor to Medisafe surgical. Peter has also served on the Board of the South African Society of Obstetricians and Gynaecologists and was for many years an external examiner at the University of the Witwatersrand. Peter joins the Board as a non-executive director.

Jean van Rooyen: Financial Director

Jean has been in financial services and auditing with executive management experience for over 25 years and holds a degree in accounting, including qualifications in economics and information technology.

He specialises in financial management and systems integration and has executive management experience regarding local and international finance, Risk Management, Investments, Financial Trading, Currency, and Taxes. Jean has been involved with numerous industries and government departments, managing, auditing, and advising on financial processes i.e., Finance, Transport, Chemical and Tourism.

Furthermore, he has a wealth of experience in respect of financial auditing with numerous government and private sector companies such as PRASA, Tender Board, Treasury, Canon, Reunert and Siemens.

LIST OF AMOUNTS PAYABLE AT THE LAST PRACTICABLE DATE

The creditors and loan accounts owed at 28 February 2023 and 26 April 2023 are set out below:

| Creditor | Balance 28 Feb 23 | Increase | Payments | Balance 26 Apr 23 | Reduction through issue of shares | Pro forma after share issue |
|-----------------------------------|----------------------|---------------|----------------|----------------------|--|--------------------------------------|
| | USD | | | USD | USD | USD |
| 4AX Africa CTSE | 7 878 | 226 | | 8 104 | | 8 104 |
| AcaciaCap | 19 994 | 1 169 | -5 417 | 15 746 | | 15 746 |
| Gfin | 14 343 | | | 14 343 | | 14 343 |
| CDS | 3 408 | | -3 315 | 93 | | 93 |
| Qaiyoom (auditor) | - | | | - | | - |
| SEM | - | 4 101 | -4 101 | -0 | | - |
| FSC (Mauritius) - 2023 fees | 22 290 | | | 22 290 | | 22 290 |
| JSE - 2023 fees and circular cost | 1 874 | 1 361 | | 3 235 | | 3 235 |
| DVN Family Office | 39 000 | | | 39 000 | -39 000 | - |
| Boundryless | 221 869 | 15 334 | | 237 203 | -212 898 | 24 305 |
| Patrick Wysoczanski | 25 500 | 500 | | 26 000 | | 26 000 |
| Peter Koll | 25 500 | 500 | | 26 000 | | 26 000 |
| Yusuf Sooklall | 21 776 | 500 | -2 500 | 19 776 | -5 495 | 14 281 |
| Total USD | 403 432 | 23 692 | -15 334 | 411 790 | -257 393 | 154 397 |
| Exchange rate at 28 February 2023 | 18,4599 | | | | | 18,45990 |
| Total Rands | 7 447 309 | | | | | 2 850 160 |

Notes:

- The Boundryless loan has been acquired by Novanod and DVN Family Office and these two creditor amounts will be capitalised through the issue of the subscription shares.
- The amount due to Yusuf Sooklall will be reduced through the share subscription.

It is noted that the funding from Boundryless has been injected to settle various creditors over the past two years. This has formed part of the restructuring. The subscription agreements with Novanod and DVN Family Office will serve to eliminate this loan funding. However, additional funding post year end has continued, and will continue, to be provided, primarily through the two new loans from Novanod and DVN Family Office of R3 000 000, being R1 500 000 each as additional loan funding towards the settlement of the remaining creditors and for working capital to start growing the business. This will include funding the cost of the audit for the year ended 28 February 2023. Novanod and DVN Family Office have committed to advance the funding as soon as the issue and listing of the Subscription Shares has been approved by SEM.

Until the new Management Company is appointed and a bank account opened, the creditors will continue to be settled directly.

EXTRACTED UNAUDITED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 30 NOVEMBER 2022 AND NINE MONTHS ENDED 30 NOVEMBER 2022

DIRECTORS' COMMENTARY**BACKGROUND**

The Company was incorporated on 1 October 2010 as a public company limited by shares under the Mauritian Companies Act and holds a Global Business Licence (Licence No - C110009034) issued by the Mauritius Financial Services Commission.

Go Life is registered in the Republic of Mauritius and was listed on the Stock Exchange of Mauritius ("SEM") on 7 July 2011. The Company successfully completed a secondary listing on the Alternative Exchange ("AltX") of the JSE Limited ("the JSE") on 23 November 2016.

COMPANY OUTLOOK AND PROSPECTS

The Company has been through some tough times over the last two years. The Board has dealt with many challenges and the asset base has been completely eroded. The Company has fortunately managed to secure new management as well as some interim funding. However, as previously advised, the Company requires fresh capital to revive its financial viability. The Company is now actively taking steps to ensure that the recapitalisation occurs and that the business can operate in a solvent state. This will be a positive step for all current investors and the springboard to future profitability.

Management now anticipates that the recapitalisation process will be completed in the first quarter of 2023. The Board has received draft subscription agreements for the issue of new shares, which require Board approval. Per consultation with SEM, the issue of new shares will require the issue of listing particulars, which have been prepared for submission to SEM in January 2023, together with the listing application.

The plan has the full support of the Board. Once liabilities have been settled and working capital provided, the business will be rebuilt.

There were no acquisitions or disposals during the period under review. There were no transactions with related parties during the period under review that are material to an understanding of these results.

Cash balances did not change during the periods presented as the Company was inactive during this period. Payments to creditors were funded by way of loans, which will be capitalised as part of the subscription for shares above.

SUBSEQUENT EVENTS

There were no material subsequent events.

GOING CONCERN

The Company is currently undergoing a restructuring exercise and the management team is working on a new business plan which will establish the pathway for future sustainable operations. Based on this plan, the negative equity will be reversed to restore the solvency of the Group, and the business will grow. Management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on a going concern basis and management is providing their support in order for the Company to carry on its operations for the next twelve months from the date of approval of this announcement.

DIVIDENDS

No dividends were authorised or paid during the period under review.

ANNUAL GENERAL MEETINGS

Shareholders are reminded that, ahead of the holding of the previous intended Annual General Meetings, the Company received a letter from certain parties, representing that they held certain shares in the Company, that caused the Company to postpone the Annual General Meetings until the shareholder register concerns can be resolved. The investigation and reconciliation of the Mauritian share register is ongoing. The Company is considering the appointment of forensic experts in the regard if the share register cannot be resolved by management.

QUARTERLY INFORMATION

The Company is required to publish quarterly financial results for the nine months ended 30 November 2022 in terms of the Listing Rule 12.19 of the SEM. The abridged unaudited quarterly financial statements ("QFS") have been prepared in accordance with the measurement and recognition requirements of International Financial Reporting Standards ("IFRS"), the requirements of IAS 34: Interim Financial Reporting and the SEM Listing Rules and the JSE Listings Requirements. These results have been prepared for the Board by Mr Jean van Rooyen CA(SA).

Shareholders are reminded that the audited results for the prior year ended 28 February 2021 were restated, which restatement may have impacted on the quarterly information presented at 30 November 2021. The results for the nine months ended 30 November 2021 have not been restated.

STATEMENT OF PROFIT AND OTHER COMPREHENSIVE INCOME – UNAUDITED QUARTERLY INFORMATION

| USD | Unaudited 3 months 30-Nov-22 | Unaudited 9 Months 30-Nov-22 | Unaudited 9 Months 30-Nov-21 | Audited 12 months 28-Feb-22 |
|--|---|---|---|--|
| Revenue | - | - | - | - |
| Expenses | -42 619 | -78 191 | -44 105 | -118 957 |
| LOSS FROM OPERATIONS | -42 619 | -78 191 | -44 105 | -118 957 |
| Finance Income | - | - | - | 56 114 |
| Finance costs | - | - | - | - |
| LOSS BEFORE TAXATION | -42 619 | -78 191 | -44 105 | 62 843 |
| Taxation | - | - | - | - |
| NET PROFIT AFTER TAXATION | -42 619 | -78 191 | -44 105 | -62 843 |
| Other Comprehensive income | - | - | - | - |
| TOTAL COMPREHENSIVE LOSS FOR THE PERIOD | -42 619 | -78 191 | -44 105 | -62 843 |

STATEMENT OF FINANCIAL POSITION – UNAUDITED QUARTERLY INFORMATION

| USD | Unaudited 9 Months 30-Nov-22 | Audited 12 months 28-Feb-22 | Unaudited 9 Months 30-Nov-21 |
|-------------------------------------|---|--|---|
| ASSETS | | | |
| Non – Current Assets | - | - | - |
| Investments in Subsidiaries | - | - | - |
| Current Assets | 303 | 303 | 303 |
| Cash and Cash Equivalents | 303 | 303 | 303 |
| TOTAL ASSETS | 303 | 303 | 303 |
| EQUITY | | | |
| Capital and Reserves | -407 447 | -329 256 | -893 383 |
| Share Capital | 34 965 300 | 34 965 300 | 34 965 300 |
| Accumulated Profit | -35 372 747 | -35 294 556 | -35 858 683 |
| LIABILITIES | | | |
| Current Liabilities | 407 750 | 329 559 | 859 535 |
| Trade and other Payables | 407 750 | 329 559 | 893 686 |
| TOTAL EQUITY AND LIABILITIES | 303 | 303 | 303 |

STATEMENT OF CASH FLOWS – UNAUDITED QUARTERLY INFORMATION

| USD | Unaudited 3 and 9 Months 30-Nov-22 | Unaudited 9 Months 30-Nov-21 | Audited 12 months 28-Feb-22 |
|--|--|------------------------------------|-----------------------------------|
| Net Cash (used in)/ from other operating activities | - | - | - |
| Cash from/(used in) investing activities | - | - | - |
| Movement in net cash resources | - | - | - |
| Balance at the start of the year | 303 | 303 | 303 |
| Balance at the end of the period | 303 | 303 | 303 |

STATEMENT OF CHANGES IN EQUITY

| USD | Equity | Retained Income | Total |
|--|-------------------|--------------------|-----------------|
| Balance as at 28 February 2021 (Restated) | 34 965 300 | -35 231 713 | -266 413 |
| Total comprehensive loss for the year | - | -62 843 | -62 843 |
| Balance as at 28 February 2022 | 34 965 300 | -35 294 556 | -329 256 |
| Total comprehensive loss for the period | - | -78 191 | -78 191 |
| Balance as at 30 November 2022 | 34 965 300 | -35 372 747 | -407 447 |

The accounting policies adopted in the preparation of the unaudited QFS are in terms of IFRS and are consistent with those applied in the preparation of the audited financial statements for the year ended 28 February 2022.

Copies of the audited Annual Financial Statements for the year ended 28 February 2022 and the abridged unaudited quarterly QFS and the statement of direct and indirect interests of each officer of the Company, pursuant to Rule 8(2)(m) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007, are available free of charge, upon request to the at the registered office of the Company at 142 Mosque Road, Midlands, Mauritius.

RECONCILIATION OF BASIC EARNINGS TO HEADLINE EARNINGS

| USD | Unaudited 9 Months 30-Nov-22 | Unaudited 9 Months 30-Nov-21 | Audited 12months 28-Feb-22 |
|--|------------------------------------|------------------------------------|----------------------------------|
| Basic loss | -78 191 | -44 105 | |
| Headline loss | -78 191 | -44 105 | |
| Weighted average number of shares | 900 000 000 | 900 000 000 | 900 000 000 |
| Basic and diluted loss per share (USD cents) | -0.009 | -0.005 | -0.007 |
| Headline loss per share (USD cents) | -0.009 | -0.005 | -0.007 |

This communiqué is issued pursuant to SEM Listing Rules 11.3, 12.14 and 12.20 and section 88 of the Securities Act of Mauritius 2005 as well as the JSE Listings Requirements. The Board accepts full responsibility for the accuracy of the information contained in these Financial Statements. The Directors are not aware of any matters or circumstances arising subsequent to the period ended 30 November 2022 that require any additional disclosure or adjustment to the Financial Statements. Go Life has its primary listing on the Stock Exchange Mauritius and a secondary listing on the Alternative Exchange of the JSE Limited.

For and on behalf of the board**Mauritius**

17 January 2023

| | |
|---|---|
| Executive Directors: Patrick Wysoczanski | Non-Executive Directors: Mohamed Yusuf Sooklall Peter Koll |
| JSE Sponsor: AcaciaCap Advisors Proprietary Limited | |