

THE PEOPLE'S FUND



Business & Share Offering Prospectus

The People's Fund (Incorporated in the Republic of South Africa)

(Registration number 2017/438248/06)

("The People's Fund" or "the Company")

PROSPECTUS

This Prospectus relates to a general public and private investor offer to subscribe for:

67 500 "C" Private investor preference shares at an issue price of R444.44 per share; and/or

170 000 "D" Preference Shares of no par value at an issue price of R1 000 per share.

The minimum subscription required for participation by an investor in the Offer is 1 Share, which amounts to a minimum subscription payment of **R1000,00** for Class D Shares and **R444,44** for Class C Shares.

The Offer seeks to raise in combination a total equity amount of **R200 million** for a 67% stake in The People's Fund for a post-money valuation of R350 million. This will be in the public unlisted company.

	TYPE C (Private Investor Capital Share)	TYPE D (Preference Share)
Opening date of the Offer	1 July 2023	1 August 2023
Closing date of the Offer	1 August 2023	29 February 2024

The People's Fund (Incorporated in the Republic of South Africa)

(Registration number 2017/438248/06)

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PROSPECTUS

IMPORTANT INFORMATION

The Definitions and Interpretations within this document apply to this entire document (including the cover page), except where the context indicates a contrary intention.

THE ATTENTION OF THE PUBLIC IS DRAWN TO THE FACT THAT THE SHARES ON OFFER ARE UNLISTED AND ARE NOT READILY MARKETABLE AND SHOULD BE CONSIDERED TO BE A RISK-CAPITAL INVESTMENT.

This Prospectus includes 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 industry; production; cash costs and other operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity and capital resources and expenditure and the outcome and consequences of any pending litigation proceedings.

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, anticipated levels of growth, estimates of capital expenditures, acquisition strategy, and expansion prospects or 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 People's Fund cautions that forward-looking statements are not guarantees of future performance.

These forward-looking statements have been based on current expectations and projections about future results which, although the Directors believe them to be reasonable, are not a guarantee of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which The People's Fund operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Prospectus.

Risk factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by it in the forward-looking statements include, among other things, economic decline.

The Directors and Officers, whose names are given in this Prospectus, accept full responsibility, collectively and individually, for the accuracy of the information given herein and certify that, to the best of their knowledge and belief, no facts have been omitted which would make any statement false or misleading, they have made all reasonable enquiries to ascertain such facts and that this Prospectus contains all information required by law.

This prospectus complies with **section 100 of the Companies Act** and the Companies Regulations. The written consents of the experts and advisors set out in the Corporate Information and Advisors section of this Prospectus have been attached to the copy of the Prospectus filed with the CIPC.

Each of the aforementioned experts and advisors have consented to the use of any statement made by them in this Prospectus and/or the use of their names in this Prospectus, as the case may be, and have not withdrawn such consents as at the date of this Prospectus. The number of each applicable regulation of the Companies Regulations is given in square brackets after appropriate headings or sub-headings.

This Prospectus constitutes an offer to the public only in South Africa and has been prepared for the purposes of complying with the Companies Act and the Companies Regulations published in terms thereof and the information disclosed may not be the same as that which would have been disclosed if this Prospectus had been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa.

The release, publication or distribution of this Prospectus in jurisdictions other than South Africa may be restricted by law and therefore persons who are subject to the laws of any jurisdiction other than South Africa should inform themselves about, and observe any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any jurisdiction.

This Prospectus and any accompanying documentation is not intended to, and does not constitute, or form part of, an offer to sell or an invitation to purchase or subscribe for any securities in any jurisdiction in which it is illegal to make such an offer, invitation or solicitation, or such offer, invitation or solicitation would require The People's Fund to comply with filing and/or other regulatory obligations. In those circumstances this Prospectus and any accompanying documentation are sent for information purposes only and should not be copied or distributed.

This Prospectus is only available in English.

Copies of this Prospectus may be obtained during normal business hours from the registered office of The People's Fund at their respective address set out in this Prospectus from 9:00 to 17:00 Monday to Friday, from 1 August 2023 - 29 February 2024.

Electronic copies of this Prospectus can be obtained on the Company's website on <https://thepeople.co.za/shop/own-a-share-in-the-peoples-fund/>

COMMERCIAL BANK

LEGAL ADVISORS

INDEPENDENT AUDITORS

FNB LOGO
Inc

T MPANZA LOGO

SnB Chartered Accountants and Auditors

Corporate Information and Advisors

Business and Registered Office Address	Administrative Manager
<p>The People's Fund Registration number: 2017/438248/07</p> <p>WeWork, 155 West St, Sandown, Sandton, 2031</p> <p>Tel: 081 285 1839</p>	<p>SIRDAR</p> <p>4th Floor Longpoint Building, 484 Bradfield Drive, Magaliessig, Johannesburg, South Africa, 2191 JOHANNESBURG SOUTH AFRICA</p> <p>Tel +27 21 276 0540</p>
Company Secretary	Commercial Bank
<p>Jenny Magodi</p> <p>4th Floor Longpoint Building, 484 Bradfield Drive, Magaliessig, Johannesburg, South Africa, 2191 JOHANNESBURG SOUTH AFRICA</p> <p>Tel: Tel +27 21 276 0540</p>	<p>FirstRand Bank Limited Registration number: 1929/001225/06</p> <p>Group Company Secretary's Office 4 Merchant Place, CNR Fredman Drive and Rivonia Road 2146</p> <p>P.O. Box 650149 Benmore 2010</p> <p>Tel: 087 575 9404</p>
Legal Advisor to the Company	Auditors & Reporting Accountants
<p>Thandeka Mpanza Attorneys Registration number:</p> <p>205 Rivonia Road, Morningside, Sandton 2057</p> <p>Email: info@tmpanza.co.za Tel: (+27) 10 141 0029 Cell: (+27) 79 084 4051</p>	<p>SnB Chartered Accountants & Auditors Inc. Registration Number : 2015/311358/21</p> <p>22 Magwa Crescent, Midrand, Johannesburg, 1686</p> <p>IRBA Practice Number: 966205 Email: info@snbconsultancy.co.za Tel: 034 413 1299 047 531 0911 010 009 5479</p>

GENERAL STATEMENTS

Prospective investors should consult with their own independent legal, tax, accounting, investment or other relevant advisor when contemplating any investment decisions described in this document. The information contained herein has been prepared to assist in forming an initial view of the Offer.

The document does not purport to contain all the information that an investor may require nor is it intended to replace any form of legal, financial or technical due diligence. The content hereof may not be utilised and/or relied upon for any purpose other than to evaluate whether you wish to participate in the Offer.

In the event of any conflict or inconsistency between the terms of this Prospectus and The People's Fund MOI, the terms of the MOI shall prevail. In the event that it is necessary to amend the MOI in order to ensure the enforcement of any of the provisions of this Prospectus or to carry into effect the intent of this Prospectus, the Directors will apply all reasonable endeavours to procure that the MOI is so amended.

DISCLAIMER

The contents of this Prospectus do not constitute and should not be construed as investment, tax, legal, accounting and/or other advice. For advice on these matters we recommend that you should consult your preferred investment, tax, legal, accounting and/or other advisor about any information contained in this Prospectus.

The **CIPC** registers a prospectus in terms of chapter 4 of the Companies Act. The CIPC takes no responsibility for the contents of the Prospectus, makes no representations as to the accuracy or completeness thereof and expressly disclaims any liability whatsoever for any loss howsoever arising from or in the reliance upon any part of the contents of this Prospectus.

Definitions and Interpretations

In this Prospectus, unless the context indicates otherwise, reference to the singular shall include the plural and vice versa, words denoting one gender include others, expressions denoting natural persons include juristic persons and associations of persons, and the words in the first column have the meanings stated opposite them in the second column as follows:

“Act” or “Companies Act” the Companies Act 71 of 2008, as amended, including the regulations issued thereunder;

“Advisors” Thandeka Mpanza Attorneys, First Rand Bank Limited, and/or any one of them as the context may require;

“Application Form(s)” the application form constituting the acceptance of the Offer by a prospective investor, agreeing to subscribe for the Shares, which application form(s) will be substantially in the form attached to this Prospectus;

“Blocked Rands” refers to funds that are legally prohibited to leave the country when an investor emigrates but are still under the ownership of the Investor;

“Board” the directors of the Company from time to time, which, as at the Last Practicable Date, comprises the persons identified in this Prospectus;

“Business Day” any day other than a Saturday, Sunday or statutory holiday in South Africa; **“CIPC”** the Companies and Intellectual Property Commission, established pursuant to section 185 of the Companies Act or its successor body;

“Class “C” Shares” - These shares have been presented as preferential shares. These shares, Class “C” are Shares Preference allow the investor to own a stake in the issuing company with a condition that whenever the company decides to pay dividends, the holders of the preference shares will be the first to be paid. Class “C” Preference shareholders are guaranteed specified percentage dividends if the company makes a profit but do not have right to vote at annual general meetings. These shares together with Class “D” Shares will be second in line to receive capital repayments after debt holders if the company is wound up. The Class “C” Share will be established at R444,44 a share, with a minimum share of 1 and a maximum share hold of 150,000.

“Class “D” Shares” - These shares have been presented as preferential shares. These shares have been presented as preferential shares. These shares, Class “D” are Shares Preference allow the investor to own a stake in the issuing company with a condition that whenever the company decides to pay dividends, the holders of the preference shares will be the first to be paid. Class “D” Preference shareholders are guaranteed specified percentage dividends if the company makes a profit but do not have right to vote at annual general meetings. These shares together with Class “C” Shares will be second in line to receive capital repayments after debt holders if the company is wound up. The Class “D” Share will be established at R1000, a share, and are offered only to Private investors of the Company

“Common Monetary Area” the area that links South Africa, Namibia, Lesotho and Swaziland into a monetary union which is allied to the South African Customs Union;

“Company” or “The People’s Fund” The People’s Fund registration number: 2017/438248/06, a public unlisted company incorporated under the laws of South Africa, full details of which are contained in the Corporate Information and Advisors section of this Prospectus;

“Companies Regulations” the regulations promulgated pursuant to the Companies Act;

“Connected Person(s)” connected person as defined in section 1(1) of the Income Tax Act; .

“Directors” the directors of the Company from time to time, which, as at the Last Practicable Date, comprises the persons identified within this Prospectus;

“Income Tax Act” The Income Tax Act, 58 of 1962, as amended, consolidated or re-enacted from time to time and including all schedules thereto;

“Investment Portfolio” the portfolio of investments created by investing the proceeds raised from the issue of Venture Capital Shares pursuant to the Offer;

“Investor(s)” an individual, trust, company, or other legal entity who subscribes for Venture Capital Shares;

“MOI” the memorandum of incorporation of the Company, as amended from time to time;

“Offer” an offer to the public to subscribe for up to 170 000 “D” Preference Shares at R1000,00 per share, 67 500 “C” Private investor capital shares at R444,44 per share;

“Offer Period” the period between the opening of the Offer and its closing, being from 9:00 on 1 August 2023 to 17:00 on 29 February 2024;

“Officer” the members of the Investment Committee and Audit Committee of the Company from time to time, which, as at the Last Practicable Date, comprises the persons identified within this Prospectus;

“Ordinary Shareholders” holders of Ordinary Shares in the Company;

“Ordinary Shares” ordinary no par value shares in the share capital of The People's Fund having the rights and obligations set out in the MOI;

“Prospectus” this entire prospectus document and its annexures;

“Qualifying Company” a company satisfying the conditions of a Qualifying Company as defined in Section 12J of the Income Tax Act;

“Qualifying Investment(s)” an investment in the shares of an unlisted company which satisfies the conditions of a Qualifying Company as defined in Section 12J of the Income Tax Act;

“Risk Capital” in respect of each of the Preference Shareholders, 100% of the subscription price paid for the acquisition of the shares in the Company, minus the highest marginal rate of income tax for Investors when such Preference shares are issued;

“SARS” South African Revenue Service;

“Shareholder” a holder of Shares from time to time;

“Subsidiary/(ies)” as defined in the Companies Act and shall include any person who would, but for not being a “company” as contemplated in the Companies Act, qualify as a “subsidiary” as defined in the Companies Act;

“VAT” Value Added Tax as contemplated in the Value Added Tax Act, 89 of 1991, as amended from time to time;

“Venture Capital Company” or “VCC” a venture capital company as defined in Section 12J of the Income Tax Act;

The People's Fund (Incorporated in the Republic of South Africa)

(Registration number 2017/438248/07)

(“The People's Fund” or “the Company”)

PROSPECTUS

information about The People's Fund

1. Information About The People's Fund

1.1. Name, Address and Incorporation

1.1.1 The People's Fund (2017/438248/07) was registered and incorporated as a private company with the CIPC on 2 October 2017 (reg 57 (1) (a) and (c))

1.1.2 The Company converted from a private company to a public company on 1 August 2023. (reg 57 (1) (a) and (c)) (reg 59(3)(a))

1.1.3 The Company's registered office and primary place of business is set out in the Corporate Information and Advisors section of this Prospectus.

1.1.4. As at the Last Practicable Date the Company has no holding Company. (reg 57 (3))

1.1.5. The purpose of the Offer is to raise capital to expand the Company's investment activities and take advantage of its strong pipeline of opportunities. The purpose of the Prospectus is to provide information to Investors in relation to the Offer

1.2. Directors, Other Office Holders and Material Third Parties

1.2.1. The Board embraces the principles of good corporate governance as espoused in the guidelines of the King IV Report on Corporate Governance of South Africa, 2016 ("King IV").

1.2.2. The Board is committed to doing business ethically while also building a sustainable company but recognises the short and long-term impact of its activities on the economy, society and the environment. The Board believes in ethical leadership as the foundation upon which they create value for their stakeholders.

1.2.3. The Directors have established mechanisms and policies appropriate to the Company's business in keeping with its commitment to the best practices in Corporate Governance in order to ensure compliance with King IV. These are reviewed by the Directors from time to time. Further details relating to the Company's approach to Corporate Governance.

1.2.4. The Board currently comprises two Non-Executive Directors and one Independent Non-Executive Director. The Chairman is an Non-Executive Director. Details relating to the management of the Company are set out below.

1.2.5. The full names, business addresses, qualifications, positions and experience of the Directors and prescribed officers, all of whom are South African citizens, are set out below:

Name: **Precious Mvulane (reg 58 (2)(a))**

Position: Board Chair.

Occupation: Founder and managing director of GAD Consulting Services Inc.

Qualifications and Experience -

- Bachelor of commerce in Accounting (Honours) - University of Natal
- Post Graduate Diploma in advance auditing - University of Capetown
- Bachelor of commerce - University of Natal

Experience:

Ethics Committee Chairperson - Umngeni water board

Audit Committee Chairperson - Department Of International relations & cooperation

Audit & Risk Committee - National Credit Regulator

Name: **Pallo Marumo (reg 58 (2)(a))**

Position: Non Executive Director

Qualifications and Experience -

- Bachelor of Medicine & Bachelor of Surgery: (MEDUNSA),
- Diploma in Occupational Health & Medicine: (University of Pretoria)
- Advanced Directorship Program: (SIRDAR, 2019)

Name: **Luyanda Skhulule Jafta (reg 58 (2)(a))**

Position: Executive Director (Chief Executive Officer)

Qualifications and Experience : Applied directorship program/board training (Sirdar Group, 2019)

Name: **Yolisa Jafta (reg 58 (2)(a))**

Position: Executive director (Chief Operations Officer)

Qualifications and Experience -

- BCom (Hons) Marketing Management (University of Pretoria, 2022)
- Applied directorship program/board training (Sirdar Group, 2019)

Name: **Mbuyiselo Phakiso Tsotetsi (reg 58 (2)(a))**

Position: Interim Board Chairman

Qualifications and Experience –

- Chief Operations Officer of Lifesgud Global Investments.
- Chief Operations Officer of Quad Tech Pro (A Finance and Technology Consultancy firm that deals with large infrastructure development projects across Africa on an EPC + F basis)

1.2.6. Company Advisors and Company Secretary (reg 58(2) (b))

1.2.6.1. The names and business addresses of the Advisors are set out in the Corporate Information and Advisors section of this Prospectus.

1.2.6.2. The Company Secretary is Jenny Magodi from Sirdar South Africa, whose name and address is set out in the Corporate Information and Advisors section of this Prospectus.

1.2.7. Additional information relating to Directors

1.2.7.1. Directors shall be elected by an ordinary resolution of the Shareholders at a general or annual general meeting. (reg 58 (3) (a))

1.2.7.2. Annexure 1 contains the following additional information in respect of the Directors: (reg 58 (3) (b))

1.2.7.2.1. borrowing powers of the Company exercisable by Directors, which have not been exceeded or varied since the Company's incorporation, and how such borrowing powers can be varied; (reg 58 (3)(c))

1.2.7.2.2. Directors and prescribed officers' remuneration policy; and

1.2.7.2.3. retirement and appointment of Directors. (reg 58 (3)(a))

1.2.7.3. All Directors have a term of office of a minimum of 5 years. Further details of the service contracts are set out in Annexure 2. (reg 58 (3)(a))

1.2.8. Borrowing powers of the Company exercisable by the Directors (reg 58(3)(c))

1.2.8.1. The directors do not have any borrowing powers within their roles on the board of The People's Fund.

1.2.9. Management of the Company (reg 58 (3)(d))

1.2.9.1 The People's Fund, has been comprised with an inhouse management structure, comprising of the following;

1.2.9.2 Chief Executive Officer – Luyanda Jafta

1.2.9.3 Chief Operations Officer – Yolisa Jafta

1.2.9.4 Head of Finance - Bontle Stshedi

1.2.9.5 Head of Process & System - Tlholo Modiba

1.2.9.6 Head of Pipeline Productivity & Project Management - Shamim Nong

Their functions, their functions and performance fees are stated as the following;

Name: **Luyanda Skhulule Jafta**

Position - Executive Director (Chief Executive Officer)

Qualifications and Experience : Applied directorship program/board training (Sirdar Group, 2019)

Name: **Yolisa Jafta**

Position - Executive director (Chief Operations Officer)

Qualifications and Experience –

- BCom (Hons) Marketing Management (University of Pretoria, 2022)
- Applied directorship program/board training (Sirdar Group, 2019)

Name: **Bontle Bonolo Setshedi**

Position: Finance Manager - Operational management of the full finance function.

Professional Designations:

- Professional Accountant (SA) (South African Institute of Professional Accountants, 2018),
- Professional Tax Practitioner (SA) (South African Institute of Professional Accountants, 2018),
- Business Accountant in Practice (Chartered Institute for Business Accountants).

Qualifications and Experience -

- Bcom Financial Management Sciences (University of Pretoria, 2013),
- National certificate: Municipal Financial Management (LGSETA, 2017)

Name: **Tiholo Tshupo Modibe Modiba**

Position: Head of Systems & Processes

Qualifications and Experience –

- MTech Graphic Design (2014)
- BTech Graphic Design (2011)
- NDip Graphic Design (2011)

Name: **Shamim Moeketsi Nong**

Position - Head of Pipeline and Project Management

Qualifications and Experience - Bcom Accounting (Management Accounting & Taxation)

1.2.10 Directors' Declarations

1.2.10.1. None of the Directors of the Company have been declared bankrupt, insolvent or have entered into any individual voluntary compromise arrangements, or has been publicly criticised by any statutory or regulatory authorities, including recognised professional bodies, or been disqualified by court from acting as a director of a company or for acting in the management or conduct of the affairs of the Company, or has been convicted of any offence involving dishonesty.

1.2.10.2. No payment has been made to any Director as at the Last Practicable Date, to induce him to become a director or in connection with the promotion or formation of the Company.

1.2.10.3. Formal letters of appointment have been entered into with all Directors of the Company and are available for inspection at the registered offices of the Company from the date of issue of this Prospectus up to and including 10 (ten) Business Days after the Closing Date.

1.3. History, State of Affairs and Prospects of The People's Fund

1.3.1 History of the Company (reg 59)

1.3.1.1. Overview (reg 59(2) (b))

1.3.1.1.1. The People's Fund was incorporated as a private company in 2017. (reg 59(3) (a) (i) and (ii))

1.3.1.1.2. The primary investment objective of the Company is crowdfunding for projects and purchase orders and there have been no major changes from its inception.

1.3.1.2. Nature of business

1.3.1.2.1. The People's Fund is a small business financing company. SMMEs with orders from corporate and government apply on our platform to get capital to execute these orders.

1.3.1.2.2. The People's Fund does not fall within the ambit of the Collective Investment Schemes Control Act 45 of 2002

1.3.2 Material changes (reg 59(3) (b))

As at the Last Practicable Date, there are no other material changes in the assets and liabilities of the Company which have occurred between the date of the Company being established as a "Public" Company and the date of this Prospectus.

1.3.3 Prospects (reg 59 (3) (c) (i))

1.3.3.1 Investment Objectives

1.3.3.1.1 "C" preference shares

Capital Raised from our existing private investors to close out the equity gap, these shares have been offered to our already existing private investors at a discounted rate. The objective is to generate dependable returns through purchase order backed investments with full exposure to the operational upside and downside of performance. Through the wealth of knowledge and industry specific experience possessed by the Directors and management, the Company has identified unique opportunities that allow for rapid deployment of capital through purchase order funding.

1.3.3.1.2 "D" Preference Shares

The objective is to generate dependable returns through purchase order backed investments with full exposure to the operational upside and downside of performance. Through the wealth of knowledge and industry specific experience possessed by the Directors and management, the Company has identified unique opportunities that allow for rapid deployment of capital through purchase order funding.

1.3.3.2 Investment Strategy

1.3.3.2.1 The investment strategy adopted by the "C" Private Investor Share Options Portfolio entails the following:

Both classes of shares as the Company will be deploying the capital. Both the capital will be deployed to earn income from deals in much the same way they have been for six years through Purchase Order Funding and then as they scale up their execution we will be covering operations for the operational deficit as we wait for the investment into these deals pay back. Further more The company will be building scale into the system through the development of technology for the purposes of be able to execute a lot more investment opportunities for far less

1.3.3.2.2 The investment strategy adopted by the "D" Preference Shares Options Portfolio entails the following:

Both classes of shares as the Company will be deploying the capital. Both the capital will be deployed to earn income from deals in much the same way they have been for six years through Purchase Order Funding and then as they scale up their execution we will be covering operations for the operational deficit as we wait for the investment into these deals pay back. Further more The company will be building scale into the system through the development of technology for the purposes of be able to execute a lot more investment opportunities for far less

1.3.3.3 Exit Strategies

From 1 March 2024, after the initial lock-in period, shareholders will be able to exit their position by selling their shares on the market through the platforms provided by The People's Fund. In regard to the long term investment, by the end of 2030 the company has based its exit strategy on class "C" and class "D" shares having been doubled in value, in which shareholders

will be able to sell their shares for a profit. In regards to worst case, the company is of the position that the class “C” and “D” shares will be sold to another organisation which will buy the shares for assets.

1.3.3.4 Directors’ opinion regarding prospects (reg 59 (3) (c))

The Directors are of the opinion that The People’s Fund and its investments in regard to purchase order funding have good prospects of achieving its investment mandate based on the following:

- an experienced, well-balanced, innovative and motivated management team;
- a well-developed pipeline of investment opportunities through purchase order funding;
- an extremely experienced and diversely skilled board;
- active post-investment management.

1.3.3.5 State of affairs of the Company (reg 59(3) (d))

The following are comprehensive financial affairs regarding the state of the Company up until February 2023, provided by the Head of Finance and Independent Auditor.

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Audited Financial Statements for the year ended 28 February 2023

Statement of Financial Position

Figures in R

	Notes	2023	2022
Assets			
Non-current assets			
Property, plant and equipment	4	462,445	374,928
Intangible assets: Intellectual property	5	4,528,844	1,586,486
Total non-current assets		4,991,289	1,961,414
Current assets			
Trade and other receivables	6	42,289,658	23,423,413
Cash and cash equivalents	7	5,199,681	487,220
Total current assets		47,489,339	23,910,633
Total assets		52,480,628	25,872,047
Equity and liabilities			
Equity			
Issued capital	8	1,000	1,000
Accumulated loss		(20,518,597)	(13,651,185)
Total equity		(20,517,597)	(13,650,185)

Liabilities

Non-current liabilities

Other Financial liabilities	9	31,403,475	27,173,243
Long-term loans	14	24,035,797	-
Finance lease obligations	10	128,968	189,284
Loan from shareholders	11	2,596,287	6,181,768
Total non-current liabilities		58,164,527	33,544,295

Current liabilities

Provisions	12	345,425	301,135
Trade and other payables	13	8,582,692	4,824,815
Long-term loans	14	5,777,522	-
Finance lease obligations	10	60,690	57,082
Bank overdraft	7	67,369	794,905
Total current liabilities		14,833,698	5,977,937

Total liabilities

72,998,225 **39,522,232**

Total equity and liabilities

52,480,628 **25,872,047**

The following are comprehensive financial affairs regarding the state of the Company up until August 2023, provided by the Head of Finance and Independent Auditor.

Statement of Financial Position

The People's Fund (Pty) Ltd As
at 1 August 2023

	1 AUG 2023	28 FEB 2023
Assets		
Bank	1,041,510.25	5,199,679.79
Current Assets		
Debtors Control Account	34,540,415.77	42,491,409.01
Deferred Tax Asset - Assessed Loss	6,333,340.82	-
Prepayments	17,132.92	6,546.66
Rental Deposit - Wework	321,600.00	321,600.00
Total Current Assets	41,212,489.51	42,819,555.67
Fixed Assets		
Computer Equipment	434,405.08	425,250.91
Intangible Asset - Intellectual Property	5,653,037.57	4,528,844.20
Motor Vehicles	-	37,194.62
Total Fixed Assets	6,087,442.65	4,991,289.73
Total Assets	48,341,442.41	53,010,525.19

Liabilities

Current Liabilities

Accruals - Investor Profits (POPI Due)	3,599,394.48	1,768,033.78
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Accruals - Other (Commissions, Expense Accruals))	411,806.92	479,987.38
Creditors Control Account	1,513,434.27	6,252,096.48
Provisions - (Bad Debts, Audit Fees)	659,746.80	642,596.80
Provision For Salary Leave Pay	77,991.12	279,424.52
Salary control account	(33,252.23)	34,359.93
Vat Control Account	(246,253.35)	(46,699.31)
FNB Credit Card (7005)	2,986.00	6,094.00
FNB Credit Card (1001)	43,307.17	67,368.62
Total Current Liabilities	6,029,161.18	9,483,262.20
Non-current Liabilities		
Crowdfunding Capital	484,127.01	4,094,052.01
Investor Bad Debts Buy-back	601,254.91	874,517.61
Protea Kowhai Holdings (Pty) Ltd - Investor Overdraft	2,278,542.40	2,130,861.90
Protea Kowhai Holdings (Pty) Ltd - Working Capital Loan	386,636.27	465,425.12
Purchase Order Capital	8,611,333.32	26,317,580.07
Royalty Due	-	100,254.20
SEFA Facility	28,740,282.83	29,813,319.55
Shareholder's Commissions Payable	-	17,071.64
Loan - Wesbank Motor	164,044.52	189,658.88
Total Non-current Liabilities	41,266,221.26	64,002,740.98
Total Liabilities	47,295,382.44	73,486,003.18
Net Assets	1,046,059.97	(20,475,477.99)

1 AUG 2023 28 FEB 2023

Equity

Current Year Earnings	1,409,666.06	(6,867,412.47)
Ordinary Share Capital	1,000.00	1,000.00
Preference Shares - Class C	8,578,087.89	-
Preference Shares - Class D	11,533,784.01	-
Retained Income (Accumulated Loss)	(20,476,477.99)	(13,609,065.52)
Total Equity	1,046,059.97	(20,475,477.99)

1.3.3.6 Principal immovable property owned (reg 59(3) (e))

1.3.3.6.1 There are no immovable properties owned by the Company .

1.3.3.6.2 The Company has entered into a lease agreement for the rental of its premises situated at WeWork, 155 West St, Sandown, Sandton, 2031 .

1.3.3.6.3 The lease is for a period of 1 year at a rental price of R110952 per month and expires on 30 November 2023. The Company does not intend on renewing the lease for an additional years, and will be looking for a new office space on conclusion of the current lease. .

1.4. Share Capital of The Company (Reg 60)

The authorized and issued share capital of the Company before and after the Offer

1.4.1 The Company has four classes of shares:

1.4.1.1 Class 'A', Ordinary shares held by original shareholders - 80 000 - 22.85%

1.4.1.2 Class 'B', Performance shares to original shareholders for hitting goals as set out in this plan - 32 500 - 9.93%

1.4.1.3 Class 'C', preference shares expressly set aside for private investors who allowed us to build the platform at risk with their capital - 67 500 - 19.29%

1.4.1.4 Class 'D', The general crowd preference shares - 170 000 - 48.57%

As of 30 June 2023				
Name	Status	Number of Shares	Class	Percentage
Masika Lwandile Jafta (PTY) LTD	Authorised & Issued	20 000	A - Ordinary	5.714%
Lifegud Global Investments (Pty) Ltd	Authorised & Issued	20 000	A - Ordinary	5.714%
Tsoga Afrika Investments Holdings (Pty) Ltd	Authorised & Issued	20 000	A - Ordinary	5.714%
Sirdar South Africa Group (Pty) Ltd	Authorised & Issued	20 000	A - Ordinary	5.714%
Masika Lwandile Jafta (PTY) LTD	Performance Options	8 125	B - Performance Options	2.321%
Lifegud Global Investments (Pty) Ltd	Performance Option	8 125	B - Performance Options	2.321%
Tsoga Afrika Investments Holdings (Pty) Ltd	Performance Option	8 125	B - Performance Options	2.321%
Sirdar South Africa Group (Pty) Ltd	Performance Option	8 125	B - Performance Options	2.321%
N/A	Authorised - Unissued	67 500	C - Private Investor Options	19.285%
N/A	Authorised - Unissued	112 500	D - Crowd Shares	48.571%
	TOTAL	350 000		100%

1.5. Options or Preferential Rights in Respect of Shares (Reg 61)

Both Class "C" and Class "D" shares have been established and offered to the public as Preference shares. The shares will behave as 'preference' shares in every form and manner. Preferential Share, including both "C" and "D" shareholders will allow the investor to own a

stake at the issuing company with a condition that whenever the company decides to pay dividends, the holders of the preference shares will be the first to be paid.

Dividend payment of the preference shareholders is fixed and if somehow company liquefies, the owners of the preference shares will be the first one to get their money back after the company has paid back its debt. Class "C" and "D" shareholders are guaranteed specified percentage dividends if the company makes a profit.

1.6. Commissions Paid and Payable in Respect of Underwriting of Shares Issues (Reg 62)

1.6.1 There have been no commissions paid or payable in respect of underwriting by the Company from its incorporation date up to the Last Practicable Date.

1.6.2 No other commissions, discounts or brokerages have been paid nor have any other special terms been granted in connection with the issue of shares by the Company.

1.7. Material Contracts (Reg 63(1) (A) (B), 63(2))

1.7.1 The Company has only entered into the following Material contracts as at the Last Practicable Date:

- Directors Service Contracts as set out in Annexure 2.

1.7.2 All the material contracts concluded by the Company are open for inspection at its registered address during normal office hours and via email and the Company Website from the date of issue of this Prospectus up to and including 10 (ten) Business Days after the Closing Date.

1.8. Interest of Directors And Promoters (Reg 64)

1.8.1 In the preceding 3 (three) years, no consideration, has been paid, or agreed to be paid to:

1.8.1.1. any Director or related party;

1.8.1.2. another company in which a Director has a beneficial interest or of which such Director is also a director; or

1.8.1.3. any partnership, syndicate or other association of which the Director is a member, to induce the Director to become a Director, 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. (reg 64(2) (a))

1.8.2. At the Last Practicable Date, the Directors do not own any Shares in the Company, in their personal capacity;

1.8.2.1 However It should be stated that four of the six Directors contracted to fulfil duties within the People's Fund are also directors of juristic persons and companies that are holders and owners of both Authorised & Issued, class "A" shares and Performance Option Class "B" Shares;

1.8.2.2 Luyanda Jafta, an executive director is also a director on the board for Masika Lwandile Jafta (PTY) LTD, which holds Authorised & Issued 20 000 Class "A" Ordinary shares (5.714%), and holds, 8 125 Class "B" - Performance Options (2.321%) within The People's Fund.

1.8.2.3 Dr Pallo Marumo, a non executive director, is also a director on the board for Lifesgud Global Investments (Pty) Ltd which holds Authorised & Issued 20 000 Class "A" - Ordinary shares (5.714%) within The People's Fund.

1.8.2.4 Carl M Bates a non-executive director, is also a director on the board for Sirdar South Africa Group (Pty) Ltd which holds Authorised & Issued 20 000 Class "A" - Ordinary shares (5.714%) and Performance Option 8 125 Class "B" - Performance Options (2.321%) within The People's Fund.

1.8.2.5 MP Tsoetsi a non-executive director, is also a director on the board for Tsoga Afrika Investments Holdings (Pty) Ltd which holds Authorised & Issued 20 000 Class "A" - Ordinary shares (5.714%) and Performance Option 8 125 Class "B" - Performance Options (2.321%) within The People's Fund.

1.9. Loans (Reg 65)

Since incorporation of the Company and up to the date of this Prospectus, The People's Fund has no material loans payable and had no material loans advanced to any party.

1.10. Shares Issued Otherwise Than for Cash (Reg 66)

There have been no class "C" and "D" Shares or issued other than for cash since the Company's and/or its Subsidiaries' incorporation. However in regard to the already established class "A" shares, 5 shareholders, each received 25,000 shares in regard to marketing and promotion of the company. This class share has in no instance, ever been offered to the public.

1.11. Property Acquired or To Be Acquired (Reg 67)

1.11.1. Since incorporation of the Company and up to the date of this Prospectus, the Company did not acquire any immovable property or fixed assets.

1.11.2. Whilst the Company does not plan to acquire any immovable property, it does intend to acquire assets that are material to the business and the Company will be utilised to procure these fixed assets out of the proceeds of this Offer.

1.12. Amounts Paid or Payable to Promoters (Reg 68)

In regard to the already established class "A" shares, 5 shareholders, each received 25,000 shares in regard to marketing and promotion of the company. This class share has in no instance, ever been offered to the public. No other amount is paid to promoters in any capacity within the Companies current state.

1.13. Preliminary Expenses and Issue Expenses (Reg 69)

1.13.1 An amount of **R250 000,00** has been budgeted for the expenses of this Offer on full subscription, excluding capital raising fees.

1.13.2 These expenses (VAT exclusive) are estimated and comprise the following:

Preparation of Prospectus & Review **R50 000,00** (Thandeka Mpanza Attorneys)

Registration of Prospectus CIPC **R7 000,00**

Reporting Accountants Report – There is no separate cost.

Auditors Report **R51 400,00**

Secretarial Services **R26 890,00**

Share Holders Agreements – **R50 000,00**

Legal Opinion of Public Company Transition - **R20 000,00**

Total - R205 290,00

Budgeted Amount allocated - R250 000,00

details of the offer

2. Details of The Offer

2.1. Purpose of the Offer (Reg 70(A))

2.1.1. The purpose of the Offer is:

2.1.1.1. to expand the capital base of the Company;

2.1.1.2. to increase the issued capital from purchase order funding of The People's Fund to enable it to offer its services at a wider scale;

2.1.1.3. to invite members of the public, financial institutions and business associates of The People's Fund to invest directly in the Company;

2.1.1.4. to broaden the shareholder base of The People's Fund;

2.1.1.5. to enhance its profile as a purchase Order based company; and

2.1.1.6. to fund the growth aspirations of the Company;

2.1.1.7 to ensure that it presents opportunities for the larger black South African Population in regards to their small businesses a

2.1.2. Any amounts raised in excess of the projected issuing expenses, will be used to achieve the Company's goal to increase its capital base, and to enable wider, broader and more ambitious purchase order funding projects for small businesses. (reg70 (b))

2.2. Salient Dates (Reg 71)

The dates and times for the opening and closing of the Offer are set out below:

Details Opening date of the Offer ;

2.2.1 Class "C" Preference Shares -

Class C preference shares for Private investors who are currently in the system to convert their debt into equity

Shares available - 67 500

Discount 55%

Cost Per Share R444.44

Opening Date 1 July 2023 -

Closing Date 1 August 2023

Proxy cede until 28 February 2030 Mandatory hold until 1 March 2024

2.2.2 Class "D" Preference Share

Preference shares in the company at fair value

Shares available 170 000

Discount Rate 0%

Cost per Share R1000

Opening Date 1 August 2023

Closing Date 29 February 2024

Proxy cede until 28 February 2030

2.3. Particulars of the Offer (Reg 72)

2.3.1 Class "C" Shares - These shares have been presented as preferential shares. These shares, Class "C" are Shares Preference allow the investor to own a stake in the issuing company with a condition that whenever the company decides to pay dividends, the holders of the preference shares will be the first to be paid. Class "C" Preference shareholders are guaranteed specified percentage dividends if the company makes a profit but do not have right to vote at annual general meetings. These shares together with Class "D" Shares will be second in line to receive capital repayments after debt holders if the company is wound up. The Class "C" Share will be established at R1000,00 a share, with a minimum share of 1 and a maximum share hold of 150,000.

2.3.2 Class "D" Shares - These shares have been presented as preferential shares. These shares have been presented as preferential shares. These shares, Class "D" are Shares Preference allow the investor to own a stake in the issuing company with a condition that whenever the company decides to pay dividends, the holders of the preference shares will be the first to be paid. Class "D" Preference shareholders are guaranteed specified percentage dividends if the company makes a profit but do not have right to vote at annual general meetings. These shares together with Class "C" Shares will be second in line to receive capital repayments after debt holders if the company is wound up. The Class "D" Share will be established at R444, a share, and are offered only to Private investors of the Company.

2.3.3 Prior to the date of this Prospectus and as at the Last Practicable Date, the Company has issued the following Shares since its incorporation (reg 72(2)):

As of 30 June 2023				
Name	Status	Number of Shares	Class	Percentage
Masika Lwandile Jafta (PTY) LTD	Authorised & Issued	20 000	A - Ordinary	5.714%
Lifegud Global Investments (Pty) Ltd	Authorised & Issued	20 000	A - Ordinary	5.714%

Tsoga Afrika Investments Holdings (Pty) Ltd	Authorised & Issued	20 000	A - Ordinary	5.714%
Sirdar South Africa Group (Pty) Ltd	Authorised & Issued	20 000	A - Ordinary	5.714%
Masika Lwandile Jafra (PTY) LTD	Performance Options	8 125	B - Performance Options	2.321%
Lifegud Global Investments (Pty) Ltd	Performance Option	8 125	B - Performance Options	2.321%
Tsoga Afrika Investments Holdings (Pty) Ltd	Performance Option	8 125	B - Performance Options	2.321%
Sirdar South Africa Group (Pty) Ltd	Performance Option	8 125	B - Performance Options	2.321%

2.3.4 The Directors have passed the required resolutions, authorisations and approvals, to issue 67 500 class “C” Private Investor preference share options, at the value of R444.44 and issue 170 000 class “D” Preference Share options at the value of R1000 per share.

2.3.5 The Directors consider this issue price for the issue of the Shares in terms of the Offer to be justified by the prospects of the Company and therefore constitutes adequate consideration in terms of section 40 of the Companies Act.

2.3.6 Applications must be for a minimum of 1 (one) Share.

2.3.7 All enquires in regards to the process of purchasing shares should e delivered to, confirmation of all Banking details, share type shall be directed to the following email, or potential shareholders are more than welcome to come to our physical address between the hours of 9:00 and 17:00, this is an an effort to avoid frudlenet information being presented within circulating documentation.

Email Address: bontle@thepeople.co.za

Physical Address: **5th Floor, WeWork, 155 West St, Sandown, Sandton,2031.**

Registered Mail: **5th Floor, WeWork, 155 West St, Sandown, Sandton,2031.**

2.4. Minimum and Maximum Subscriptions in Terms of This Offer (Reg 73)

2.4.1 In regard to Minimum shares a total of One (1) Share can be obtained by member.

2.4.2 In regard to Maximum shares a total of One Hundred and Fifty Thousand (150,000) can be obtained by a member.

2.5. Results of Allocations

Investors will be notified of the allocation of Shares within 7 (seven) Business Days of the Closing Date by way of email.

2.5.1. Over Subscriptions

In the event of any Offer application being rejected or accepted for a lesser number of Shares than applied for, any surplus application monies received will be refunded by The People's Fund within 10 (ten) Business Days of the Closing Date.

2.5.2. Issue of Shares

All Shares to be issued in terms of the Offer will be issued at the expense of The People's Fund.

statements & reports relating to the offer

3. Statements and Reports Relating to the Offer

3.1. Statement of Adequacy of Capital (Reg 74)

The Directors are of the opinion that the issued share capital and working capital of the Company will be adequate for the purpose of the business of the Company, for at least a period of 12 months after the date of this Prospectus.

3.2. Report by Directors as to Material Changes (Reg 75)

There have been no material changes in the financial and trading position of the Company since the previous financial reporting period and the date of this Prospectus.

3.3. Statement as to Listing on Stock Exchange (Reg 76)

No application has been made to any stock exchange for the listing of the Shares.

3.4. Report by the Auditor Where Business Undertaking to be Acquired (Reg 77)

Potential transactions mentioned in the prospects section of this Prospectus do not fulfil the requirements of Regulation 77 of the Companies Regulations, as they have not been finalised.

3.5. Report by the Auditor Where Company Will Acquire a Subsidiary (Reg 78)

A report from the auditor in terms of Regulation 78 of the Companies Regulations is not required for purposes of this Prospectus.

3.6. Report by the Auditor of the Company (Reg 79)

In terms of Regulation 79 of the Companies Act, the auditor is required to prepare a report on the profits and losses, dividends and assets and liabilities of the Company. In this regard **Annexure 3** of this Prospectus sets out the financial information and the auditor's report in respect of the financial information required.

additional material information

4. Additional Material Information

4.1. Litigation Statement

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.

4.2. Experts' Consents

4.2.1. Each of the parties listed under Corporate Information and Advisors section have consented in writing to act in the capacities stated and to their names appearing in this Prospectus and have not withdrawn their consent prior to the publication of this Prospectus.

4.2.2. The independent reporting accountants have consented in writing to have their reports appear in the Prospectus in the form and context as they appear and have not withdrawn their approval prior to the publication of this Prospectus.

4.3. Directors' Responsibility Statement

The Directors of the Company, whose names are given in this Prospectus, collectively and individually, accept full responsibility for the accuracy of the information provided in this Prospectus 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, that all reasonable enquiries to ascertain such facts have been made and that this Prospectus contains all information relating to the Company required by law.

4.4. Financial Advice

4.4.1. This Prospectus constitutes objective information about The People's Fund. Nothing contained in it should be construed as constituting any form of investment advice or recommendation, guidance or proposal of a financial nature in respect of any investment. Nothing in this Prospectus should be construed as constituting the canvassing for, or marketing or advertising of financial services by The People's Fund.

4.4.2. Investors should be cognisant that the value of, and potential income generated from, an acquisition of shares in The People's Fund may appreciate as well as depreciate. Investors may not realise the initial share acquisition price. If in doubt, Investors should seek advice from their financial advisor, attorney, accountant, banker or other professional advisor.

4.5. Complaints Process & TCF Outcomes

4.5.1. The People's Fund is committed to service excellence and values the relationship with its investors. The Treat Your Customers Fairly (TCF) Culture is embedded in our business.

4.5.2. In terms of FAIS, Investors may lodge a complaint with The People's Fund. We are committed to an effective and fair resolution of any complaints. The People's Complaints resolution procedure is available on request.

4.6. Confidentiality

The People's Fund will not use or disclose any confidential information obtained, except to the extent permitted by our investors or required by applicable law. Policies and procedures in terms of the Protection of Personal Information Act 4 of 2013 are in the process of implementation.

4.7. Investors Not Resident In South Africa

4.7.1. Investors not resident in South Africa should seek professional advice as to the consequences of making an investment in a Venture Capital Company as they may be subject to tax in other jurisdictions as well as in South Africa.

4.7.2. The following summary is intended as a guide and is, therefore, not comprehensive. If you are in any doubt in this regard, please consult your professional advisor.

4.7.3. Emigrants from the Common Monetary Area

4.7.3.1. A former resident of the Common Monetary Area who has emigrated from South Africa may use Blocked Rands to purchase Shares in terms of the Offer.

4.7.3.2. All payments in respect of subscriptions for Shares by emigrants using Blocked Rands must be made through an authorised dealer in foreign exchange.

4.7.3.3. Share certificates will be restrictively endorsed as "NON-RESIDENT".

4.7.3.4. If applicable, refund monies in respect of unsuccessful applications, emanating from Blocked Rand accounts, will be returned to the authorised dealer administering such Blocked Rand accounts for the credit of such applicant's Blocked Rand account.

4.7.4. Applicants resident outside the Common Monetary Area

4.7.4.1. A person who is not resident in the Common Monetary Area should obtain advice as to whether any government and/or legal consent is required and/or whether any other formality must be observed to enable an application to be made in terms of the Offer.

4.7.4.2. This Prospectus is accordingly not an Offer in any area or jurisdiction in which it is illegal to make such an Offer. In such circumstances this Prospectus is provided for information purposes only. Share certificates will be restrictively endorsed as “NON-RESIDENT”.

4.8. Documents Available For Inspection (Reg 53(A) (B) (D) (E))

4.8.1. Copies of the following documents will be available for inspection at the registered offices of The People’s Fund at any time during business hours on weekdays until and including 10 (ten) Business Days after the Closing Date:

4.8.1.1 the MOI of The People’s Fund;

4.8.1.2 material agreements disclosed in this Prospectus;

4.8.1.3 the written consents of the Advisors and transfer secretaries named in this Prospectus to act in those capacities;

4.8.1.4 the Independent Reporting Accountant’s Report.

4.8.1.5 South African Revenue Services Documents

4.9. Share Buy Backs

4.9.1. An investment in The People’s Fund should be considered as a medium to long term investment. In the event of a shareholder requiring to terminate his investment prematurely, the Board will endeavour to place the shares with an alternate investor on his behalf.

4.9.2. In exceptional circumstances, and at the discretion of the Board, The People’s Fund may repurchase such shares at an appropriately discounted value.

5. Annexures

Annexures 1 – Directors Consent Form

THE PEOPLES FUND (PTY) LTD
(Registration No. 2017/438248/07)
("the Company")

WRITTEN RESOLUTION NO.01032020 PASSED BY THE BOARD OF THE COMPANY IN TERMS OF SECTION
74 OF THE COMPANIES ACT 71 OF 2008 (AS AMENDED)
("the Companies Act")

WHEREAS:

1. The board of the Company intends to appoint additional executive and non-executive directors to the board of the Company.

IT IS RECORDED THAT THE BOARD OF THE COMPANY HAVE CONSENTED AND RESOLVED THAT:

1. *Appointment of directors*

- Yolisa Jafta be appointed as an executive director of the Company with effect from 1 March 2020;
- Palo Marumo be appointed as a non-executive director of the Company with effect from 1 March 2020;
- Phakiso Tsoketsi be appointed as a non executive director of the Company with effect from 1 March 2020;
- Carl Micheal Bates be appointed as a non-executive director of the Company with effect from 1 March 2020;
- Phakiso Tsoketsi be appointed as a non executive director of the Company with effect from 1 March 2020;
- Brenda Ngubeni be appointed as a non executive director of the Company with effect from 1 March 2020;

2. *Mandate to Act*

Sirdar Group (Pty) Ltd be authorised to lodge the changes with the CIPC on behalf of the Company.

SIGNED AS A TRUE RECORD OF THE PROCEEDING


Y. Jafta

24 MARCH 2020
DATE

**Consent to Act as Director a Company
 (Section 66(7)(b) of Companies Act No 71 of 2008)**

NAME OF COMPANY ("the Company")	The Peoples Fund
REGISTRATION NUMBER	2017/438248/07

Consent

I hereby consent to my appointment as director/officer of the above-mentioned Company. I hereby certify that I am not disqualified in terms of Section 69 of the Companies Act No. 71 of 2008, and/or as set out in the Memorandum of Incorporation of the Company from time to time (as the case may be), from being a director/officer, and that I am aware that my appointment is subject to the approval of the Directors and/or Shareholders of the Company.

I further understand and have familiarized myself with the general required duties and responsibilities of a director/officer, the required standards of conduct, my statutory liability for any breach thereof, as well as my exposure to claims by third parties as well as from the Company.

Personal Particulars

1.	Surname	MARUMO		
2.	Full Forenames	PALLO		
3.	Identity Number	7404215275089	Passport Number	A01748338
			Date of Birth	21 April 1974
4.	Date of Appointment	22 March 2020		
5.	Residential Address (also indicate RSA province if applicable)	216/2 Trichardt Crescent, President Park, Midrand, 1682		
6.	Business Address (also indicate RSA province if applicable)	Shop 6 Health Emporium, Halfway House, Midrand, 1685		
7.	Postal Address (also indicate RSA province if applicable)	Postnet Suite 430, P Bag X121, Halfway House, 1685		
8.	Nationality	South African		
9.	Occupation	Medical Practitioner		
10.	Telephone Numbers: Work & Cell	082 854 1008, 011 025 0691		
11.	Email Address	pallo@tsogaafrika.co.za		
12.	Certified copy of Identity document/Passport document	Please attach a CERTIFIED COPY of the new director's ID/Passport document		

**Consent to Act as Director a Company
(Section 66(7)(b) of Companies Act No 71 of 2008)**

NAME OF COMPANY ("the Company")	The Peoples Fund
REGISTRATION NUMBER	2017/438248/07

Consent

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I further understand and have familiarized myself with the general required duties and responsibilities of a director/officer, the required standards of conduct, my statutory liability for any breach thereof, as well as my exposure to claims by third parties as well as from the Company.

Personal Particulars

1.	Surname	MARUMO		
2.	Full Forenames	PALLO		
3.	Identity Number	7404215275089	Passport Number	A01748338
			Date of Birth	21 April 1974
4.	Date of Appointment	22 March 2020		
5.	Residential Address (also indicate RSA province if applicable)	216/2 Trichardt Crescent, President Park, Midrand, 1682		
6.	Business Address (also indicate RSA province if applicable)	Shop 6 Health Emporium, Halfway House, Midrand, 1685		
7.	Postal Address (also indicate RSA province if applicable)	Postnet Suite 430, P Bag X121, Halfway House, 1685		
8.	Nationality	South African		
9.	Occupation	Medical Practitioner		
10.	Telephone Numbers: Work & Cell	082 854 1008, 011 025 0691		
11.	Email Address	pallo@tsogaafrika.co.za		
12.	Certified copy of Identity document/Passport document	Please attach a CERTIFIED COPY of the new director's ID/Passport document		

**Consent to Act as Director a Company
(Section 66(7)(b) of Companies Act No 71 of 2008)**

NAME OF COMPANY ("the Company")	The Peoples Fund
REGISTRATION NUMBER	2017/438248/07

Consent

I hereby consent to my appointment as director/officer of the above-mentioned Company. I hereby certify that I am not disqualified in terms of Section 69 of the Companies Act No. 71 of 2008, and/or as set out in the Memorandum of Incorporation of the Company from time to time (as the case may be), from being a director/officer, and that I am aware that my appointment is subject to the approval of the Directors and/or Shareholders of the Company.

I further understand and have familiarized myself with the general required duties and responsibilities of a director/officer, the required standards of conduct, my statutory liability for any breach thereof, as well as my exposure to claims by third parties as well as from the Company.

Personal Particulars

1.	Surname	Bates		
2.	Full Forenames	Carl Michael		
3.	Identity Number	Passport Number		
		Date of Birth	13 March 2020	
		8303136451184		
4.	Date of Appointment	1 March 2020		
5.	Residential Address (also indicate RSA province if applicable)	22 Heathcliff, 55 Shekil Road Beaulieu, Johannesburg, Gauteng		
6.	Business Address (also indicate RSA province if applicable)	13 Bell Crescent, Westlake Business Park, Westlake, Cape Town, 7945		
7.	Postal Address (also indicate RSA province if applicable)	22 Heathcliff, 55 Shekil Road Beaulieu, Johannesburg, Gauteng		
8.	Nationality	New Zealand		
9.	Occupation	Businessman		
10.	Telephone Numbers: Work & Cell	0768988121		
11.	Email Address	carlbates@sirdargroup.com		
12.	Certified copy of Identity document/Passport document	Please attach a CERTIFIED COPY of the new director's ID/Passport document		



Consent to Act as Director a Company
(Section 66(7)(b) of Companies Act No 71 of 2008)

NAME OF COMPANY ("the Company")	The Peoples Fund
REGISTRATION NUMBER	2017/438248/07

Consent

I hereby consent to my appointment as director/officer of the above-mentioned Company. I hereby certify that I am not disqualified in terms of Section 69 of the Companies Act No. 71 of 2008, and/or as set out in the Memorandum of Incorporation of the Company from time to time (as the case may be), from being a director/officer, and that I am aware that my appointment is subject to the approval of the Directors and/or Shareholders of the Company.

I further understand and have familiarized myself with the general required duties and responsibilities of a director/officer, the required standards of conduct, my statutory liability for any breach thereof, as well as my exposure to claims by third parties as well as from the Company.

Personal Particulars

1.	Surname	Yolisa		
2.	Full Forenames	Jafta		
3.	Identity Number	9102120430082	Passport Number	
			Date of Birth	12-02-1991
4.	Date of Appointment	26 June 2019 <i>1 March 2020</i>		
5.	Residential Address (also indicate RSA province if applicable)	Westlake Eco Estate, Modderfontein, 1609		
6.	Business Address (also indicate RSA province if applicable)	Workshop17, 138 West Street, Sandton, 2196		
7.	Postal Address (also indicate RSA province if applicable)	Workshop17, 138 West Street, Sandton, 2196		
8.	Nationality	South African		
9.	Occupation	COO		
10.	Telephone Numbers: Work & Cell	0783996324 0110261474		
11.	Email Address	yolisa@thepeople.co.za		
12.	Certified copy of Identity document/Passport document	Please attach a CERTIFIED COPY of the new director's ID/Passport document		

Consent to Act as Director a Company
(Section 66(7)(b) of Companies Act No 71 of 2008)

NAME OF COMPANY ("the Company")	The Peoples Fund
REGISTRATION NUMBER	2017/438248/07

Consent

I hereby consent to my appointment as director/officer of the above-mentioned Company. I hereby certify that I am not disqualified in terms of Section 69 of the Companies Act No. 71 of 2008, and/or as set out in the Memorandum of Incorporation of the Company from time to time (as the case may be), from being a director/officer, and that I am aware that my appointment is subject to the approval of the Directors and/or Shareholders of the Company.

I further understand and have familiarized myself with the general required duties and responsibilities of a director/officer, the required standards of conduct, my statutory liability for any breach thereof, as well as my exposure to claims by third parties as well as from the Company.

Personal Particulars

1.	Surname	Ngubeni		
2.	Full Forenames	Brenda Ntombekayo		
3.	Identity Number	Passport Number		
		Date of Birth	1968-03-17	
4.	Date of Appointment	1 March 2020		
5.	Residential Address (also indicate RSA province if applicable)	408 Ben Aron, 113 Elizabeth Rd, Benmore		
6.	Business Address (also indicate RSA province if applicable)	9th floor, Atrium on 5th Building 5th Street, Sandton, 2196		
7.	Postal Address (also indicate RSA province if applicable)	same as business		
8.	Nationality	South African		
9.	Occupation	Business development Manager		
10.	Telephone Numbers: Work & Cell	010 003 0760 071 745 6321		
11.	Email Address	ngubenib58@gmail.com		
12.	Certified copy of Identity document/Passport document	Please attach a CERTIFIED COPY of the new director's ID/Passport document		

Annexures 2 – Director Appointment Contracts



Director Appointment Summary

	Detail
Name of Client	The Peoples Fund (Pty) Ltd
Name of Director	Luyanda Jafta
Type of appointment	<ul style="list-style-type: none"> ▪ Executive Director
Legal entity to be appointed to	<ul style="list-style-type: none"> ▪ The Peoples Fund (Pty) Ltd
Term of appointment	<ul style="list-style-type: none"> ▪ Effective appointment date is 2 October 2017 ▪ Rotation period – 3 years. Option for shareholders to re-appoint
Director fees	<ul style="list-style-type: none"> ▪ N/A
Expected days	<ul style="list-style-type: none"> ▪ Monthly board meetings ▪ Pre-board meetings ▪ AGM and Strategy session
Expected contribution	<ul style="list-style-type: none"> ▪ Special board meeting ▪ Committee meetings – where and when applicable ▪ Ad hoc meeting



Confirmation of Appointment

Formal appointment as an Executive director to be made as of **2 October 2017**, in advance of the first meeting.

The applicable notice period is one calendar month, for either party

Formal Executive director contract to be signed once this summary is accepted by both parties.

Name: Yolisa Jafta

(on behalf of The Peoples Fund (Pty) Ltd)

Signature:



Date: 2 October 2017

Acceptance of Appointment

Executive director Name: Luyanda Jafta

Signature:



Date: 2 October 2017

Director Appointment Summary

	Detail
Name of Client	The Peoples Fund (Pty) Ltd
Name of Director	Yolisa Jafta
Type of appointment	<ul style="list-style-type: none"> ▪ Executive Director
Legal entity to be appointed to	<ul style="list-style-type: none"> ▪ The Peoples Fund (Pty) Ltd
Term of appointment	<ul style="list-style-type: none"> ▪ Effective appointment date is 1 March 2020 ▪ Rotation period – 3 years. Option for shareholders to re-appoint
Director fees	<ul style="list-style-type: none"> ▪ N/A
Expected days	<ul style="list-style-type: none"> ▪ Monthly board meetings ▪ Pre-board meetings ▪ AGM and Strategy session
Expected contribution	<ul style="list-style-type: none"> ▪ Special board meeting ▪ Committee meetings – where and when applicable ▪ Ad hoc meeting



Confirmation of Appointment

Formal appointment as an Executive director to be made as of **1 March 2020**, in advance of the first meeting.

The applicable notice period is one calendar month, for either party

Formal Executive director contract to be signed once this summary is accepted by both parties.

Name:

Luyanda Jafta

(on behalf of The Peoples Fund (Pty) Ltd)

Signature:



Date: 1 March 2020

Acceptance of Appointment

Executive director Name:

Yolisa Jafta

Signature:



Date: 1 March 2020

Director Appointment Summary

	Detail
Name of Client	The Peoples Fund (Pty) Ltd
Name of Director	Carl Bates
Type of appointment	<ul style="list-style-type: none"> ▪ Non-executive Director
Legal entity to be appointed to	<ul style="list-style-type: none"> ▪ The Peoples Fund (Pty) Ltd
Term of appointment	<ul style="list-style-type: none"> ▪ Effective appointment date is 1 March 2020 ▪ Rotation period – 3 years. Option for shareholders to re-appoint
Director fees	<ul style="list-style-type: none"> ▪ Annual director fee of R60 000 per annum. ▪ Director fee is to be paid monthly – R 5 000 per month. ▪ Invoices are to be submitted on the 1st of the month. ▪ Payment due within 30 days of date of invoice. ▪ Director fees are reviewed on 1 March of each year
Expected days	<ul style="list-style-type: none"> ▪ Monthly board meetings ▪ Pre-board meetings ▪ AGM and Strategy session
Expected contribution	<ul style="list-style-type: none"> ▪ Special board meeting ▪ Committee meetings – where and when applicable ▪ Ad hoc meeting



Confirmation of Appointment

Formal appointment as an non-executive director to be made as of **1 March 2020**, in advance of the first meeting.

The applicable notice period is one calendar month, for either party

Formal non-executive director contract to be signed once this summary is accepted by both parties.

Name: Luyanda Jafta

(on behalf of The Peoples Fund (Pty) Ltd)

Signature:

Signature:

Email: luyanda@thepeople.co.za

Date: 1 March 2020

Acceptance of Appointment

Non-executive director Name: Carl Bates

Signature:

Date: 1 March 2020

Director Appointment Summary

	Detail
Name of Client	The Peoples Fund (Pty) Ltd
Name of Director	Phakiso Tsotetsi
Type of appointment	<ul style="list-style-type: none"> ▪ Non-executive Director
Legal entity to be appointed to	<ul style="list-style-type: none"> ▪ The Peoples Fund (Pty) Ltd
Term of appointment	<ul style="list-style-type: none"> ▪ Effective appointment date is 1 March 2020 ▪ Rotation period – 3 years. Option for shareholders to re-appoint
Director fees	<ul style="list-style-type: none"> ▪ Annual director fee of R60 000 per annum. ▪ Director fee is to be paid monthly – R 5 000 per month. ▪ Invoices are to be submitted on the 1st of the month. ▪ Payment due within 30 days of date of invoice. ▪ Director fees are reviewed on 1 March of each year
Expected days	<ul style="list-style-type: none"> ▪ Monthly board meetings ▪ Pre-board meetings ▪ AGM and Strategy session
Expected contribution	<ul style="list-style-type: none"> ▪ Special board meeting ▪ Committee meetings – where and when applicable ▪ Ad hoc meeting



Confirmation of Appointment

Formal appointment as an non-executive director to be made as of **1 March 2020**, in advance of the first meeting.

The applicable notice period is one calendar month, for either party

Formal non-executive director contract to be signed once this summary is accepted by both parties.

Name: Luyanda Jafta

(on behalf of The Peoples Fund (Pty) Ltd)

Signature: 

Signature:

Email: luyanda@thepeople.co.za

Date: 1 March 2020

Acceptance of Appointment

Non-executive director Name: Phakiso Tsotetsi

Signature:


Phakiso Tsotetsi (Sep 29, 2023 06:15 GMT+2)

Date: 1 March 2020

Director Appointment Summary

	Detail
Name of Client	The Peoples Fund (Pty) Ltd
Name of Director	Pallo Marumo
Type of appointment	<ul style="list-style-type: none"> ▪ Non-executive Director
Legal entity to be appointed to	<ul style="list-style-type: none"> ▪ The Peoples Fund (Pty) Ltd
Term of appointment	<ul style="list-style-type: none"> ▪ Effective appointment date is 1 March 2020 ▪ Rotation period – 3 years. Option for shareholders to re-appoint
Director fees	<ul style="list-style-type: none"> ▪ Annual director fee of R60 000 per annum. ▪ Director fee is to be paid monthly – R 5 000 per month. ▪ Invoices are to be submitted on the 1st of the month. ▪ Payment due within 30 days of date of invoice. ▪ Director fees are reviewed on 1 March of each year
Expected days	<ul style="list-style-type: none"> ▪ Monthly board meetings ▪ Pre-board meetings ▪ AGM and Strategy session
Expected contribution	<ul style="list-style-type: none"> ▪ Special board meeting ▪ Committee meetings – where and when applicable ▪ Ad hoc meeting



Confirmation of Appointment

Formal appointment as a non-executive director to be made as of **1 March 2020**, in advance of the first meeting.

The applicable notice period is one calendar month, for either party

Formal non-executive director contract to be signed once this summary is accepted by both parties.

Name: Luyanda Jafta

(on behalf of The Peoples Fund (Pty) Ltd)

Signature:



Date: 1 March 2020

Acceptance of Appointment

Non-executive director Name: Pallo Marumo

Signature: 
Pallo Marumo (Sep 24 2023 07:08 GMT+2)

Signature:

Email: pallo@tsogaafrika.co.za

Date: 1 March 2020

Director Appointment Summary

	Detail
Name of Client	The Peoples Fund (Pty) Ltd
Name of Director	Brenda Ngubeni
Type of appointment	<ul style="list-style-type: none"> ▪ Non-executive Director
Legal entity to be appointed to	<ul style="list-style-type: none"> ▪ The Peoples Fund (Pty) Ltd
Term of appointment	<ul style="list-style-type: none"> ▪ Effective appointment date is 1 March 2020 ▪ Rotation period – 3 years. Option for shareholders to re-appoint
Director fees	<ul style="list-style-type: none"> ▪ Annual director fee of R60 000 per annum. ▪ Director fee is to be paid monthly – R 5 000 per month. ▪ Invoices are to be submitted on the 1st of the month. ▪ Payment due within 30 days of date of invoice. ▪ Director fees are reviewed on 1 March of each year
Expected days	<ul style="list-style-type: none"> ▪ Monthly board meetings ▪ Pre-board meetings ▪ AGM and Strategy session
Expected contribution	<ul style="list-style-type: none"> ▪ Special board meeting ▪ Committee meetings – where and when applicable ▪ Ad hoc meeting



Confirmation of Appointment

Formal appointment as a non-executive director to be made as of **01 March 2020**, in advance of the first meeting.

The applicable notice period is one calendar month, for either party

Formal non-executive director contract to be signed once this summary is accepted by both parties.

Name: Brenda Ngubeni

(on behalf of The Peoples Fund (Pty) Ltd)

Signature: _____

Date: 02 October 2017

Acceptance of Appointment

Non-executive director Name: Luyanda Jafta

Signature: _____


Date: 02 October 2017

Annexures 3 - Regulation 79 & Independent Auditors Report

The People's Fund (Pty) Ltd

(Registration Number
2017/438248/07) Annual Audited
Financial Statements for the year
ended 28 February 2023

Audited Financial Statements

in compliance with the Companies Act of South Africa
Prepared by: B.B. Setshedi

Professional designation: Professional Accountant (SA)
Title: Financial Manager

Date published: 31 August 2023

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Annual Audited Financial Statements for the year ended 28 February 2023

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The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Annual Audited Financial Statements for the year ended 28 February 2023

General Information

Country of Incorporation and Domicile	South Africa
Company Registration Number	2017/438248/07
Nature of Business and Principal Activities	Crowdfunding for projects and purchase orders
Directors	LS Jafta (Executive) (Appointed 02 October 2017) Y Jafta (Executive) (Appointed 01 March 2020) P Marumo (Non-Executive) (Appointed 01 March 2020) MP Tsoetsi (Non-Executive) (Appointed 01 March 2020) CM Bates (Non-Executive) (Appointed 01 March 2020) PMK Mvulane (Non-Executive) (Appointed 11 May 2022)
Business Address	Wework 155 West Street Sandton 2031
Income Tax Registration Number	9732979167
Value Added Tax Registration Number	4010287516
Pay As You Earn Registration Number	9732979167
<i>Unemployment Insurance Tax Registration Number</i>	<i>2536875/3</i>
Preparer	Bontle Bonolo Setshedi Professional Accountant (SA)
Independent auditors	SnB Chartered Accountants & Auditors Inc. Registered Auditors

Report of the Compiler

To the Directors of The People's Fund (Pty) Ltd

We have compiled the accompanying audited financial statements of The People's Fund (Pty) Ltd based on information you have provided. These audited financial statements comprise the statement of financial position as at 28 February 2023, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist you in the preparation and presentation of these audited financial statements in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities and the requirements of the Companies Act of South Africa. We have complied with relevant ethical requirements, including principles of integrity, objectivity, professional competence and due care.

These audited financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these audited financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these audited financial statements are prepared in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities.

The People's Fund

31 August 2023

Per: Bontle Bonolo Setshedi

Financial Manager

Professional Accountant (SA)

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Annual Audited Financial Statements for the year ended 28 February 2023

Directors' Responsibilities and Approval

The directors are required by the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the annual audited financial statements and related financial information included in this report. It is their responsibility to ensure that the annual audited financial statements satisfy the financial reporting standards with regards to form and content and present fairly the statement of financial position, results of operations and business of the company, and explain the transactions and financial position of the business of the company at the end of the financial year. The annual audited financial statements are based upon appropriate accounting policies consistently applied throughout the company and supported by reasonable and prudent judgements and estimates.

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

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

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

The annual audited financial statements have been audited by the independent auditing firm, SnB Chartered Accountants & Auditors Inc., who have been given unrestricted access to all financial records and related data, including minutes of all meetings of the shareholders, the directors and committees of the directors. The directors believe that all representations made to the independent auditor during the audit were valid and appropriate. The external auditor's unqualified audit report is presented on pages 7 to 10.

The annual audited financial statements set out on pages 11 to 25, and the supplementary information set out on pages 26 to 28 which have been prepared on the going concern basis, were approved by the directors and were signed on 31 August 2023 on their behalf by:

LS Jafta (Executive)

Y Jafta (Executive)

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Annual Audited Financial Statements for the year ended 28 February 2023

Directors' Report

The directors present their report for the year ended 28 February 2023.

1. Review of activities

Main business and operations

The principal activity of the company is crowdfunding for projects and purchase orders and there were no major changes herein during the year.

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

2. Going concern

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

The directors draw attention to the statement of changes in equity in the audited financial statements which indicates that the company incurred a net loss of R6,867,412 during the year ended 28 February 2023, and as of that date, the company's total liabilities exceeded its total assets by R20,517,597. These conditions indicate the existence of uncertainty which may cast doubt about the company's ability to continue as a going concern.

The company plans to raise additional capital through the sale of equity to the general public. The company also plans to improve business operating conditions and systems and to reduce the overall operating expenses to ensure that they remain a going concern.

3. Events after reporting date

All events subsequent to the date of the annual audited financial statements and for which the applicable financial reporting framework requires adjustment or disclosure have been adjusted or disclosed.

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

4. Directors' interest in contracts

There have been some directors who have had interest in contracts entered into with the company during the year under review.

5. Authorised and issued share capital

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

6. Borrowing limitations

In terms of the Memorandum of Incorporation of the company, the directors may exercise all the powers of the company to borrow money, as they consider appropriate.

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)
Annual Audited Financial Statements for the year ended 28 February 2023

Directors' Report

7. Dividend

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

8. Directors

The directors of the company during the year and up to the date of this report are as follows: LS Jafta (Executive) (Appointed 02 October 2017)
Y Jafta (Executive) (Appointed 01 March 2020)
P Marumo (Non-Executive) (Appointed 01 March 2020) MP Tsotetsi (Non-Executive) (Appointed 01 March 2020) PMK Mvulane (Non-Executive) (Appointed 11 May 2022) CM Bates (Non-Executive) (Appointed 01 March 2020)

9. Secretary

No secretary has been formally appointed during the current financial year.

10. Shareholders

There were changes in ownership during the current financial. Brownsense Group (Pty) Ltd sold their 20% stake in ownership to remaining shareholders which was distributed equally.

The shareholders and their interests at the end of the year are:

	<i> Holding</i>
Masika Lwandile Jafta (Pty) Ltd	25.00%
Tsoga Afrika Investment Holding (Pty)	25.00%
Sirdar South Africa Group (Pty) Ltd	25.00%
Lifesgud Global Investments (Pty) Ltd	25.00%

11. Independent Auditors

SnB Chartered Accountants & Auditors were the independent auditors for the year under review.

Independent Auditor's Report

To the Shareholders of The People's Fund (Pty) Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of The People's Fund (Pty) Ltd (the company) set out on pages 11 to 25, which comprise the statement of financial position as at 28 February 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements present fairly, in all material respects, the financial position of The People's Fund (Pty) Ltd as at 28 February 2023, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards for Small and Medium-sized Entities and the requirements of the Companies Act of 2008.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the sections 290 and 291 of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised January 2018), parts 1 and 3 of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised November 2018) (together the IRBA Codes) and other independence requirements applicable to performing audits of financial statements in South Africa.

We have fulfilled our other ethical responsibilities, as applicable, in accordance with the IRBA Codes and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Codes are consistent with the corresponding sections of the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) respectively. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our audit report:

1. Revenue and Cost of Sales

We draw your attention to the statement of comprehensive income which states that the revenue and cost of sales recorded constitute the gross purchase order value in relation to the transactions being facilitated by The People's Fund (Pty) Ltd on behalf of the entrepreneurs. As much as this is in line with the accounting policy and accounting treatment in prior years and the business model of The People's Fund (Pty) Ltd, we (the auditor) still hold some reservations on the accounting treatment/model for revenue and cost of sales. Despite the structuring of the transactions and wording of the contracts with entrepreneurs and investors, we are of the view that an 'agency' element still exists in all the purchase order transactions that The People's Fund (Pty) Ltd facilitates. We have however not modified our audit opinion as a result of this matter. The company and its management are encouraged to continue reflecting on its business model and the appropriateness of the application of the relevant financial reporting standards in relation to revenue and cost of sales.

Emphasis of Matter: *Material Uncertainty Related to Going Concern*

We draw your attention to Note 18 in the financial statements, which indicates that the company has incurred a net loss of R 6 867 412 during the year ended 28 February 2023 and as of that date, the company's total liabilities exceeded its total assets by R 20 517 597. These events or conditions usually indicate that a material uncertainty exists that may cast doubt in the company's ability to continue as a going concern. Our opinion is however not modified in respect of this matter, as adequate disclosure has been made in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "The People's Fund (Pty) Ltd Annual Financial Statements for the year ended 28 February 2023", which includes the Directors Report as required by the Companies Act of 2008. The other information does not include the financial statements and our auditor's report thereon.

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



**SnB Chartered
Accountants & Auditors**

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Email: info@snbconsultancy.co.za | www.snbconsultancy.co.za

IRBA Practice Number: 966205 | Company Reg. No.: 2015/311358/21

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in

the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards for Small and Medium-sized Entities and the requirements of the Companies Act of 2008, and for such internal control as the directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting



**SnB Chartered
Accountants & Auditors**

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Pongola Office: 664 Piet Retief Road, Pongola, 3170

Tel: 034 413 1299 | 047 531 0911 | 010 009 5479 | 078 316 7966

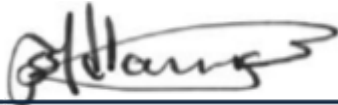
Email: info@snbconsultancy.co.za | www.snbconsultancy.co.za

IRBA Practice Number: 966205 | Company Reg. No.: 2015/311358/21

estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



Senzo Ndlangamandla CA (SA), RA
Director

Registered

Auditor 05

September

2023

SnB Consultancy
Practice No: 966205-0000
No 1 Nkululekweni Complex
Nelson Mandela Drive
Mthatha, 5100

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Audited Financial Statements for the year ended 28 February 2023

Statement of Financial Position

Figures in R	Notes	2023	2022
Assets			
Non-current assets			
Property, plant and equipment	4	462,445	374,928
Intangible assets: Intellectual property	5	4,528,844	1,586,486
Total non-current assets		4,991,289	1,961,414
Current assets			
Trade and other receivables	6	42,289,658	23,423,413
Cash and cash equivalents	7	5,199,681	487,220
Total current assets		47,489,339	23,910,633
Total assets		52,480,628	25,872,047
Equity and liabilities			
Equity			
Issued capital	8	1,000	1,000
Accumulated loss		(20,518,597)	(13,651,185)
Total equity		(20,517,597)	(13,650,185)
Liabilities			
Non-current liabilities			
Other Financial liabilities	9	31,403,475	27,173,243
Long-term loans	14	24,035,797	-
Finance lease obligations	10	128,968	189,284
Loan from shareholders	11	2,596,287	6,181,768
Total non-current liabilities		58,164,527	33,544,295
Current liabilities			
Provisions	12	345,425	301,135
Trade and other payables	13	8,582,692	4,824,815
Long-term loans	14	5,777,522	-
Finance lease obligations	10	60,690	57,082
Bank overdraft	7	67,369	794,905
Total current liabilities		14,833,698	5,977,937
Total liabilities		72,998,225	39,522,232
Total equity and liabilities		52,480,628	25,872,047

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Statement of Comprehensive Income

Figures in R	Notes	2023	2022
Revenue		62,959,875	69,284,928
Cost of sales		<u>(55,967,510)</u>	<u>(64,110,961)</u>
Gross profit		6,992,365	5,173,967
Administrative expenses		(2,817,119)	(3,009,714)
Other expenses		(10,472,072)	(12,038,520)
Other gains and (losses)		<u>(9,922)</u>	<u>(25,638)</u>
Loss from operating activities		(6,306,748)	(9,899,905)
Finance costs	15	<u>(560,664)</u>	<u>(1,064,019)</u>
Loss for the year		(6,867,412)	(10,963,924)

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Statement of Changes in Equity

Figures in R	Issued capital	Accumulated loss	Total
Balance at 1 March 2021	1,000	(2,687,261)	(2,686,261)
Changes in equity			
Loss for the year	-	(10,963,924)	(10,963,924)
Total comprehensive income for the year	-	(10,963,924)	(10,963,924)
Balance at 28 February 2022	1,000	(13,651,185)	(13,650,185)
Balance at 1 March 2022	1,000	(13,651,185)	(13,650,185)
Changes in equity			
Loss for the year	-	(6,867,412)	(6,867,412)
Total comprehensive income for the year	-	(6,867,412)	(6,867,412)
Balance at 28 February 2023	1,000	(20,518,597)	(20,517,597)

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The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Statement of Cash Flows

Figures in R

	Notes	2023	2022
Net cash flows used in operations	20	(21,496,715)	(31,992,195)
Cash flows used in investing activities			
Purchase of property, plant and equipment		(356,695)	(227,212)
Purchase of intangible assets		(3,104,347)	(1,619,327)
Cash flows used in investing activities		(3,461,042)	(1,846,539)
Cash flows from financing activities			
Proceeds received on issue of other financial liabilities		4,230,232	26,973,243
Loans advanced		29,813,319	-
Repayment of finance lease obligations		(60,316)	(63,782)
Loans received from shareholders		(3,585,481)	4,929,644
Cash flows from financing activities		30,397,754	31,839,105
Net increase / (decrease) in cash and cash equivalents		5,439,997	(1,999,629)
Cash and cash equivalents at beginning of the year		(307,685)	1,691,944
Cash and cash equivalents at end of the year	7	5,132,312	(307,685)

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Audited Financial Statements for the year ended 28 February 2023

Accounting Policies

1. General information

The People's Fund (Pty) Ltd is a private company incorporated in South Africa.

2. Basis of preparation and summary of significant accounting policies

The audited financial statements of The People's Fund (Pty) Ltd have been prepared in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities and the Companies Act of South Africa. The audited financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment property, certain property, plant and equipment, biological assets and derivative financial instruments at fair value. They are presented in South African Rand.

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

2.1 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is derecognised.

The residual value, depreciation method and useful life of each asset are reviewed at each annual reporting period if there are indicators present that there has been significant change from the previous estimates.

Depreciation is charged so as to allocate the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The following rates are used for the depreciation of property, plant and equipment:

<i>Asset class</i>	<i>Useful life / depreciation rate</i>
Motor vehicles	25.00%
Office equipment	33.33%
Computer equipment	33.33%

2.2 Intangible assets

Trademarks, licences and customer related intangible assets

Separately acquired trademarks and licences are shown at historical cost. Trademarks, licences (including software) and customer-related intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Trademarks, licences and customer-related intangible assets have a finite useful life and are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trademarks, licences and customer related intangible assets over their estimated useful lives, as follows:

<i>Asset class</i>	<i>Useful life / amortisation rate</i>
Intangible assets under development	20 years

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of three to five years.

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Accounting Policies

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

Research and development costs

All research and development costs are recognised as an expense unless they form part of the cost of another asset that meets the recognition criteria.

2.3 Financial instruments

Loan to (from) shareholders

The loan to shareholder is classified as a debt instrument, and is initially measured at transaction price including transaction costs and subsequently measured at amortised cost using the effective interest method.

The loans from shareholders are classified as debt instruments, and are initially measured at transaction price including transaction costs and subsequently measured at amortised cost using the effective interest method.

Trade and other receivables

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown in current liabilities on the statement of financial position.

Trade and other payables

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Other financial liabilities are recognised initially at the transaction price, including transaction costs except where the liability will subsequently be measured at fair value.

Other financial liabilities are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Issued capital

Ordinary shares are classified as equity.

Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

2.4 Prepayments

Prepayments consist of various payments that have been made in advance for goods and services to be received in future. Prepayments are measured at amortised cost, and are derecognised when the goods and services to which the prepayment relate have been received.

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Accounting Policies

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

2.5 Leases

Finance leases as lessee

At the commencement of the lease term, finance leases are recognised as assets and liabilities in the statements of financial position at the lower of the fair value of the leased property or the present value of the minimum lease payments, each determined at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease, if this is practicable to determine. Where it is not, the incremental borrowing rate of the company is used. Any initial direct costs are added to the amount recognised as an asset.

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

A finance lease gives rise to depreciation expense for depreciable assets as well as finance expense for each accounting period. Depreciation is charged in accordance with the policy set out for property, plant and equipment and intangible assets (whichever is applicable).

2.6 Provisions

Provisions for restructuring costs and legal claims are recognised when: the company has a present legal or constructive obligation as a result of past events; it is probable that a transfer of economic benefits will be required to settle the obligation; and the amount can be reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the amount expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.7 Revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and / or services in the ordinary course of the company's activities. Revenue is shown net of value-added tax, returns, and discounts.

The company recognises revenue when: the amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the entity; and specific criteria have been met for each of the company's activities, as described below:

Services revenue

The service rendered is recognised as revenue by reference to the stage of completion of the transaction at the reporting date.

3. Critical accounting estimates and judgements

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

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Notes to the Audited Financial Statements

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4. Property, plant and equipment

Balances at year end and movements for the year

	Motor vehicles	Computer equipment	Total
Reconciliation for the year ended 28 February 2023			
Balance at 1 March 2022			
At cost	357,068	472,202	829,270
Accumulated depreciation	(230,607)	(223,735)	(454,342)
Net book value	126,461	248,467	374,928
Movements for the year ended 28 February 2023			
Additions from acquisitions		356,695	356,695
Depreciation	(89,267)	(179,911)	(269,178)
Property, plant and equipment at the end of the year	37,194	425,251	462,445
Closing balance at 28 February 2023			
At cost	357,068	828,897	1,185,965
Accumulated depreciation	(319,874)	(403,646)	(723,520)
Net book value	37,194	425,251	462,445
Reconciliation for the year ended 28 February 2022			
Balance at 1 March 2021			
At cost	357,068	244,991	602,059
Accumulated depreciation	(141,341)	(90,827)	(232,168)
Net book value	215,727	154,164	369,891
Movements for the year ended 28 February 2022			
Additions from acquisitions		227,212	227,212
Depreciation	(89,267)	(132,909)	(222,176)
Property, plant and equipment at the end of the year	126,460	248,467	374,927
Closing balance at 28 February 2022			
At cost	357,068	472,202	829,270
Accumulated depreciation	(230,607)	(223,735)	(454,342)
Net book value	126,461	248,467	374,928

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Audited Financial Statements for the year ended 28 February 2023

Notes to the Audited Financial Statements

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5. Intangible assets: Intellectual property

Execution of investor platform customisation, delivery of recoveries department platform and Zapier customisations for purposes of executing the business model.

Reconciliation of changes in intangible assets

	Intangible assets under	
	<i>development</i>	<i>Total</i>
Reconciliation for the year ended 28 February 2023		
Balance at 1 March 2022		
At cost	1,619,327	1,619,327
Accumulated amortisation	(32,841)	(32,841)
Net book value	1,586,486	1,586,486
Movements for the year ended 28 February 2023		
Acquisitions through internal development	3,104,347	3,104,347
Amortisation	(161,989)	(161,989)
Intangible assets at the end of the year	4,528,844	4,528,844
Closing balance at 28 February 2023		
At cost	4,528,844	4,528,844
Accumulated amortisation	-	-
Net book value	4,528,844	4,528,844
Reconciliation for the year ended 28 February 2022		
Balance at 1 March 2021		
At cost	-	-
Accumulated amortisation	-	-
Net book value	-	-
Movements for the year ended 28 February 2022		
Acquisitions through internal development	1,619,327	1,619,327
Amortisation	(32,841)	(32,841)
Intangible assets at the end of the year	1,586,486	1,586,486
Closing balance at 28 February 2022		
At cost	1,586,486	1,586,486
Accumulated amortisation	-	-
Net book value	1,586,486	1,586,486

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Notes to the Audited Financial Statements

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6. Trade and other receivables

Trade and other receivables comprise:

Trade debtors	42,491,409	23,761,633
Prepaid expenses	6,547	228
Deposits	321,600	-
Provision for bad debts	(576,597)	(667,487)
Value added tax	46,699	329,039
	<u>42,289,658</u>	<u>23,423,413</u>

7. Cash and cash equivalents

7.1 Cash and cash equivalents included in current assets:

Cash

Balances with banks	<u>5,199,681</u>	<u>487,220</u>
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7.2 Overdrawn cash and cash equivalents included in current liabilities

Bank overdrafts	<u>(67,369)</u>	<u>(794,905)</u>
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7.3 Net cash and cash equivalents

Current assets	5,199,681	487,220
Current liabilities	(67,369)	(794,905)
	<u>5,132,312</u>	<u>(307,685)</u>

7.4 Detail of cash and cash equivalent balances

Bank balances

FNB CF Account (1635)	403	17,877
FNB - Main Account (8226)	226,894	-
FNB - PO Call (7475)	4,443,367	191
FNB - PO Account (4011)	379,576	421,882
FNB VAT Call (4736)	59	20,456
Mercantile (4121)	788	1,568
FNB - Allocations Acc (7069)	211	25,246
Sasfin Call - 30000855403	148,174	-
SASFIN Cheque	209	-
Total	<u>5,199,681</u>	<u>487,220</u>

Overdrawn bank balances

FNB - Main Account (8226)	-	(714,317)
FNB Credit Card	(67,369)	(80,588)

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8. Issued capital

Authorised and issued share capital

Authorised

100000 Ordinary shares

2,000

2,000

Issued

100000 Ordinary shares of R0.01 each

1,000

1,000

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

9. Other Financial liabilities

Other Financial liabilities comprise:

Crowd funded capital

30,511,885

27,026,717

Shareholder's commission

17,072

146,526

Investor's Bad Debts buy back

874,518

-

31,403,475

27,173,243

10. Finance lease obligations

10.1 Finance lease obligations comprise:

Wesbank Motor Loan - Suzuki Swift 1.2 Ga (901)

94,829

123,183

The loan is secured by the asset, and bears interest at 5.24% above prime rate, repayable in monthly instalments over 6 years

Wesbank Motor Loan - Suzuki Swift 1.2 Ga (902)

94,829

123,183

The loan is secured by the asset, and bears interest at 5.24% above prime rate, repayable in monthly instalments over 6 years

189,658

246,366

Non-current liabilities

128,968

189,284

Current liabilities

60,690

57,082

189,658

246,366

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Notes to the Audited Financial Statements

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Finance lease obligations continued...

10.2 Finance lease obligations - lease payment reconciliations

Gross finance lease obligations - minimum lease payments

Not later than one year	60,690	57,082
Later than one year and not later than five years	128,968	189,284
Present value of finance lease obligations net of impairments	189,658	246,366

11. Loans from shareholders

Loans from shareholders comprise:

Sirdar South Africa (Pty) Ltd - Working Capital This loan is unsecured, bears interest at 1% p.a. and has no fixed terms of repayment.	-	1,002,286
Sirdar South Africa (Pty) Ltd - Investor OD This loan is unsecured, bears interest at 17% p.a. and has no fixed terms of repayment.	-	1,816,727
Sirdar South Africa (Pty) Ltd - Alpha Wealth This loan is unsecured, bears interest linked to prime and is repayable in equally monthly installments.	-	3,362,755
Protea Kowhai Holdings (Pty) Ltd - Investor OD This loan is unsecured, bears interest at 17% p.a. and has no fixed terms of repayment.	2,130,862	-
Protea Kowhai Holdings (Pty) Ltd - Working Capital Loan This loan is unsecured, bears interest at 1% p.a. and has no fixed terms of repayment.	465,425	-
	2,596,287	6,181,768

12. Provisions

Provisions comprise:

Provisions for Leave pay	279,425	257,135
Provision for Audit fees	66,000	44,000
	345,425	301,135

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Notes to the Audited Financial Statements

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13. Trade and other payables

Trade and other payables comprise:

Trade creditors	6,503,784	3,766,756
Sundry Creditors	34,360	53,499
Crowd funded capital	2,039,448	998,955
Other payroll liabilities: Birthday Contributions	5,100	5,605
Total trade and other payables	8,582,692	4,824,815

14. Long-term loans

Long-term loans comprise:

Loan: SEFA Facility	29,813,319	-
This loan facility is unsecured, bears interest at 7.5% per annum compounded monthly for a period of 5 years and is repayable quarterly.		
Non-current portion of long-term loans	24,035,797	-
Current portion of long-term loans	5,777,522	-
	29,813,319	-

15. Finance costs

Finance costs included in profit or loss:

Finance leases	30,927	33,730
Shareholders loan liabilities	469,575	901,965
Interest on bank overdraft	60,162	128,324
Total finance costs	560,664	1,064,019

16. Income tax expense

16.1 Income tax recognised in profit or loss:

Deferred tax

Current year temporary differences	-	-
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No deferred tax asset has been recognised in the current year, as the entity does not expect to generate sufficient taxable income in the foreseeable future (next 12 months) to utilise the tax credits. The cumulative deferred tax asset not recognised as at 28 February 2023 is R5,153,107.12

The People's Fund (Pty) Ltd

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Audited Financial Statements for the year ended 28 February 2023

Notes to the Audited Financial Statements

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Income tax expense continued...

16.2 The income tax for the year can be reconciled to the accounting loss as follows:

Loss before tax from operations	(6,867,412)	(10,963,924)
Income tax calculated at 28.0%	(1,922,875)	(3,069,899)
Tax charge	(1,922,875)	(3,069,899)

17. Details of service contracts

Name

Details

P Marumo (Non-Executive) (Appointed 01 March 2020)

P Marumo had an investment account with The People's Fund during the year under review with a closing investment balance of R0.00 as at 28 Feb 2023.

MP Tsotetsi (Non-Executive) (Appointed 01 March 2020)

MP Tsotetsi is one of the shareholders of Tsoga Afrika Investments (Pty) Ltd. Tsoga Afrika Investments (Pty) Ltd had an investment account with The People's Fund during the year under review with a closing investment negative balance of R7,792.96 as at 28 Feb 2023.

CM Bates (Non-Executive) (Appointed 01 March 2020)

CM Bates is a major shareholder of Protea Kowhai Holdings (Pty) Ltd and Sirdar South Africa (Pty) Ltd. Protea Kowhai Holdings (Pty) Ltd had 2 investment accounts with The People's Fund (Pty) Ltd during the year under review with the following investment balances as at 28 Feb 2023:

1. Protea Kowhai holdings (Pty) Ltd Part 1: R1,597,744.02
2. Protea Kowhai holdings (Pty) Ltd Part 2: R4,470,589.46

Additionally, Sirdar South Africa (Pty) Ltd rendered board related services to The People's Fund (Pty) Ltd and had a closing balance due to them of R131,533.41 as at 28 Feb 2023. CM Bates has no investment account in his personal capacity with The People's Fund (Pty) Ltd.

18. Going concern

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

The directors draw attention to the statement of changes in equity in the audited financial statements which indicates that the company incurred a net loss of R6,867,412 during the year ended 28 February 2023, and as of that date, the company's total liabilities exceeded its total assets by R20,517,597. These conditions indicate the existence of uncertainty which may cast doubt about the company's ability to continue as a going concern.

The company plans to raise additional capital through the sale of equity to the general public. The company also plans to improve business operating conditions and systems and to reduce the overall operating expenses to ensure that they remain a going concern.

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Audited Financial Statements for the year ended 28 February 2023

Notes to the Audited Financial Statements

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19. Reclassification of prior year amounts

Certain comparative information contained in these financial statements has been reclassified. Details of the reclassifications and reasons for each are as follows:

Reclassification

As at February 2023, The People's Fund (Pty) Ltd had the unconditional right to defer the settlement of a portion of the crowd funding capital for at least 12 months after the reporting date. As such, we have reclassified that crowd funding capital liability portion from current to non-current liabilities.

Amounts were reclassified as follows: year ended 28 February 2022

Non-Current Liabilities: Other financial liabilities
Current Liabilities: Trade and other payables

	As previously presented	Re-classification amount	As currently presented
Non-Current Liabilities: Other financial liabilities	146,526	27,026,717	27,173,243
Current Liabilities: Trade and other payables	31,851,532	(27,026,717)	4,824,815

20. Cash flows from operating activities

Loss for the year		(6,867,412)	(10,963,930)
Adjustments for:			
Depreciation and amortisation expense		431,167	255,017
Change in operating assets and liabilities:			
Adjustments for (increase) / decrease in trade accounts receivable		(18,866,245)	22,153,978
Adjustments for increase / (decrease) in trade accounts payable		3,805,775	(43,437,260)
Net cash flows from operations		(21,496,715)	(31,992,195)

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Annual Audited Financial Statements for the year ended 28 February 2023

Detailed Income Statement

Figures in R	Notes	2023	2022
Revenue			
Discount received		152,899	15,373
Services rendered		62,806,976	69,269,555
		62,959,875	69,284,928
Cost of sales			
Cost of sales		(55,967,510)	(64,110,961)
		6,992,365	5,173,967
Administrative expenses			
Bank charges		(29,544)	(83,645)
Consulting & accounting fees		(925,938)	(726,004)
Subscriptions		(1,727,201)	(2,105,547)
Telecommunication		(134,436)	(94,518)
		(2,817,119)	(3,009,714)
Other expenses			
Advertising		(979,022)	(3,067,200)
Amortisation - intangible assets		(161,989)	(32,841)
Auditing Fees		(73,700)	(152,228)
Bad debts		(1,749,846)	(769,199)
Commission paid		(44,697)	(369,797)
Depreciation - property, plant and equipment		(269,178)	(222,176)
Directors Fees		(60,000)	(100,000)
Donations		(7,062)	-
Employee costs - salaries		(4,125,628)	(5,568,760)
Entertainment		(278,531)	(73,266)
Insurance		(92,953)	(41,259)
IT Consulting fees		-	(3,230)
Lease rental on operating lease		(895,774)	(416,200)
Legal expense		(951,736)	(802,946)
Management fees		(349,162)	-
Motor vehicle expense		(2,957)	-
Office expenses		(13,015)	(129,142)
Recruitment Fees		(146,677)	(78,741)
Staff welfare		(2,000)	(6,235)
Training		(38,008)	(86,716)
Travel - Local		(230,137)	(118,584)
		(10,472,072)	(12,038,520)
Other gains and losses			
Profit/loss on Foreign Exchange		(9,922)	(25,638)
		(6,306,748)	(9,899,905)

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Annual Audited Financial Statements for the year ended 28 February 2023

Detailed Income Statement

Figures in R	Notes	2023	2022
Finance costs	15		
Bank overdraft		(60,162)	(128,324)
Finance leases		(30,927)	(33,730)
Shareholder loan liabilities		(469,575)	(901,965)
		<u>(560,664)</u>	<u>(1,064,019)</u>
Loss for the year		<u>(6,867,412)</u>	<u>(10,963,924)</u>

The People's Fund (Pty) Ltd

(Registration Number 2017/438248/07)

Annual Audited Financial Statements for the year ended 28 February 2023

Income Tax Computation

Figures in R	2023	2022
Loss before tax	(6,867,412)	(10,963,924)
Bad debts provision (current year)	576,597	667,487
Provision - leave & audit fees (current year)	345,425	301,135
Bad debts provision (prior year)	(667,487)	(280,205)
Provision - leave & audit fees (prior year)	(301,135)	-
	(46,601)	688,417
Computed income for the year	(6,914,013)	(10,275,507)
Assessed loss brought forward	(12,364,459)	(2,088,952)
Taxable income	(19,278,472)	(12,364,459)
Normal tax	-	-

Annexures 4 - SARS Tax Compliance



TAX COMPLIANCE STATUS

PIN Issued

THE PEOPLES FUND
34 KLIPSPRINGER AVENUE
LEACHVILLE EXT 2
BRAKPAN
1541

Enquiries should be addressed to SARS:

Contact Detail

SARS Contact Centre Tel: 0800 00 SARS (7277)
Alberton SARS online: www.sars.gov.za
1528

Details

Taxpayer Reference Number: 9732979167
Issue Date: 2022/12/09

Always quote the reference number when contacting SARS

Dear Taxpayer

TAX COMPLIANCE STATUS PIN ISSUED

The South African Revenue Service (SARS) has issued your tax compliance status (TCS) PIN as indicated below.

TCS Details:	
Taxpayer Name	The Peoples Fund (Pty) Ltd
Trading Name	THE PEOPLES FUND
Tax Reference Number(s)	IT - 9732979167/ Vat - 4015287515 PAYE - 7096804057
Purpose of Request	Good Standing
Request Reference Number	0040625685059912221545360
PIN	1802E7124V
PIN Expiry Date	09/12/2023

You may authorise a third party to view your TCS by providing them the PIN. The PIN only allows the third party access to your TCS. All other tax information remains secure.

Your TCS displayed is based on your compliance as at the date and time the PIN is used.

You may cancel this PIN at any time before the expiry date reflected above. Once cancelled, a third party will not be able to verify your TCS.

SARS reserves the right to cancel this PIN in the event that it was fraudulently issued or obtained.

Should you have any other queries please call the SARS Contact Centre on 0800 00 SARS (7277). Remember to have your taxpayer reference number at hand when you call to enable us to assist you promptly.

Sincerely

ISSUED ON BEHALF OF THE SOUTH AFRICAN REVENUE SERVICE

Name THE PEOPLES FUND
Tax Reference No. 9732979167
Page No. 00000001
Contact centre 02012101

Tracking 01/12/22
Type 000
Page of Page 01/01
Tracking status 0203,01,01

Page: 01/01

THE PEOPLES FUND
34 KLIPSPRINGER AVENUE
LEACHVILLE EXT 2
BRAKPAN
1541

INCOME TAX

Notice of Registration

Enquiries should be addressed to SARS

Contact Detail

SARS 0800 00 7277
Alberton Website: www.sars.gov.za
1528

Details

Taxpayer Reference No: 9732979167
Date: 2023-09-26

Always quote this reference number when contacting SARS



Dear Taxpayer

NOTICE OF REGISTRATION

The South African Revenue Service (SARS) confirms registration of the following taxpayer:

Registered name: THE PEOPLES FUND
Trading name: THE PEOPLES FUND
Taxpayer registration number: 2017/438248/08
Taxpayer reference number: 9732979167
Date of Registration: 2017-10-02

Your tax obligation

Every Company/Close Corporation which conducts business or has an office in South Africa must, within one month thereof appoint a representative as the Public Officer of the Company. The relevant particulars of the representative must be furnished to a SARS branch.

Every company is regarded as a provisional taxpayer. The Company/Close Corporation is required to make provisional tax payments as from the 2018 tax period.

Date of liability for provisional tax : 201803

Provisional payments must be made twice a year on or before the following dates: August and February

Your attention is drawn to the provisions of section 89(5) of the Income Tax Act and paragraph 27 of the Fourth Schedule to the Income Tax Act, in terms of which interest at the prescribed rate and a penalty of ten percent will be charged on any amount not paid on or before the date on which payment for the relevant period is due.

Kindly notify SARS of any change to your registered particulars within 21 business days of such change.

Should you have any queries please call the SARS Contact Centre on 0800 00 7277. Remember to have your taxpayer reference number at hand when you call to enable us to assist you promptly.

Sincerely



THE PEOPLES FUND
34 KLIPSPRINGER AVENUE
LEACHVILLE EXT 2
BRAKPAN
1541

VALUE ADDED TAX

Notice of Registration

Enquiries should be addressed to SARS

Contact Detail

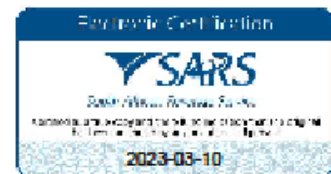
SARS 0800 00 7277
Alberton Website: www.sars.gov.za
1528

Details

Taxpayer Reference No: 4010287516

Always quote this reference number when contacting SARS

Date: 2023-03-10



Dear Taxpayer

NOTICE OF REGISTRATION

The South African Revenue Service (SARS) confirms registration of the following taxpayer:

Registered name: THE PEOPLES FUND (PTY) LTD
Trading name: THE PEOPLES FUND
Taxpayer registration number: 2017/438248/07
Taxpayer reference number: 4010287516
Date of Registration: 2019-09-03

Your tax obligation

The taxpayer has been registered for Value-Added Tax with effect from 20191001 and a 12 month(s) tax period with the following category has been allocated:

The last day of each of the twelve months of the calendar year.

The taxpayer must use the Invoice basis to account for the tax payable.

Payments in respect of VAT must be made under cover of a VAT 201 return to SARS by the 25th of the month after the end of the tax period. eFilers have until the last business day of the month to make payment. If payment is not paid in full by the due date, a ten percent penalty and interest at the prescribed rate is levied.

Where the payment date falls on a weekend or public holiday, the due date is the last preceding business day.

Kindly notify SARS of any change to your registered particulars within 21 business days of such change.

Should you have any queries please call the SARS Contact Centre on 0800 00 7277. Remember to have your taxpayer reference number at hand when you call to enable us to assist you promptly.

Sincerely

THE PEOPLES FUND
4010287516
RPOKED
RPOKED

2023-03-10
002
RPOKED



PAYROLL TAX

Notice of Registration

Enquiries should be addressed to SARS

Contact Detail

SARS 0800 00 7277
Alberton Website: www.sars.gov.za
1528

THE PEOPLES FUND
34 KLIPSPRINGER AVENUE
LEACHVILLE EXT 2
BRAKPAN
1541

Details

Taxpayer Reference No: 7090804057 Always quote this reference number when contacting SARS
Date: 2023-09-26



Dear Taxpayer

NOTICE OF REGISTRATION

The South African Revenue Service (SARS) confirms registration of the following taxpayer:

Registered name: THE PEOPLES FUND
Trading name: THE PEOPLES FUND
Taxpayer registration number: 2017438248/08
Taxpayer reference number: 7090804057
Date of Registration: 2019-02-21

Your tax obligation

Employees' Tax (PAYE): 7090804057
SDL: L090804057
UIF: U090804057

SETA Code: 01
Chamber Code: 88140

Payments in respect of PAYE, SDL, and UIF must be made under cover of an EMP 201 return to SARS within seven days after the end of the month during which it was deducted or withheld. If payment is not paid in full within the prescribed period, a ten percent penalty and interest at the prescribed rate is levied.

Where the seventh of the month falls on a weekend or public holiday, the due date is the last preceding business day.

Kindly notify SARS of any change to your registered particulars within 21 business days of such change.

Should you have any queries please call the SARS Contact Centre on 0800 00 7277. Remember to have your taxpayer reference number at hand when you call to enable us to assist you promptly.

Sincerely

THE PEOPLES FUND
TAXPAYER
7090804057

