



Botala Energy_{Ltd}

Pre-Listing Announcement for listing on the Botswana Stock Exchange prepared in accordance with the Listings Requirements of the Botswana Stock Exchange

Regarding the listing of Botala Energy Ltd (ACN 626 751 620) (“**the Company**”) on the Botswana Stock Exchange (“**the BSE**”) by way of Introduction in terms of the Equity Listings Requirements (“**the Listing Requirements**”).

Any investment in the Company’s securities should be considered speculative.

Listing Date: 22 November 2023

This Pre-Listing Announcement is not an invitation to the public to subscribe for securities, but is issued in compliance with the Listings Requirements, for the purpose of providing information to the public with regard to the Company.

This Pre-Listing Announcement will also provide information relating to the Company’s primary listing with the ASX and regarding certain corporate and operational information of the Company. Each of the Company’s directors hereby confirms that to the best of their knowledge and belief, the Company has adhered, and continues to adhere, to all legal and regulatory requirements of the ASX for all material times while it has been listed on same.

This Pre-Listing Announcement is issued in compliance with the Listings Requirements. The directors of the Company, whose names are given in this Pre-Listing Announcement, collectively and individually, accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading, and that they have made all reasonable enquiries to ascertain such facts. The directors confirm that this Pre-Listing Announcement includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) as investors and their professional

advisers would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Company and of the rights attaching to the securities to which the listing particulars relate and that this Pre-Listing Announcement contains all information required by the Listings Requirements.

The BSE assumes no responsibility for the correctness of any of the statements or opinions made or reports contained in this Pre-Listing Announcement. Admission to the official list of the BSE is not to be taken as an indication of the merits of the Company or of the securities.

The Company will be listing all of its issued shares on the foreign main board of the BSE by way of Introduction in terms of the Listings Requirements. To that end, the Company will not be making a public offer to subscribe for any of its securities as an integral portion of this listing.

Total Shares Issued at the date of this document: **145,134,038** common shares.

An abridged version of this Pre-Listing Announcement will appear on the BSE's website and published in the press on or around 17 November 2023.

Copies of this Pre-Listing Announcement may be obtained from the Company's sponsoring broker, whose address is set out in the "*Corporate Information*" section of this Pre-Listing Announcement.

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1 DEFINITIONS

In this Pre-Listing Announcement unless otherwise indicated, the defined terms used shall have the meanings stated below; words in the singular include the plural and vice versa; words denoting one gender include others; and words denoting natural persons include juristic persons and vice versa. All numerical amounts presented are stated in Australian dollars, unless otherwise noted. Any term used herein that is not defined in this Pre-Listing Announcement shall have the meaning ascribed to it in the Prospectus.

- 1.1 **Annual Report** means the detailed and audited report that shows the Company's operations and financial performance in the preceding 12 months prepared and published in terms of the ASX listings rules, and includes any auditor's, accountant's and technical reports provided therewith, which Annual Report can be accessed at [Annual Reports - Botala Energy](#);
- 1.2 **ASIC** means the Australian Securities and Investments Commission;
- 1.3 **ASX** means the Australian Securities Exchange;
- 1.4 **AUD** or \$ means Australian dollar the lawful currency of Australia and the reporting and functional currency of the Company;
- 1.5 **Board** means the Board of Directors of the Company for the time being;
- 1.6 **Botswana** means the Republic of Botswana;
- 1.7 **BSE** means the Botswana Stock Exchange;
- 1.8 **Business Day** means any day other than Saturday, Sunday or an official Public Holiday in Botswana or Australia;
- 1.9 **CBM** means coal bed methane;
- 1.10 **Company** means Botala Energy Ltd;
- 1.11 **Companies Act** means the Companies Act (Cap 42:01) of the Republic of Botswana as amended from time to time and any subordinate legislation promulgated in terms thereof;
- 1.12 **Competent Person's Report** means the Independent Technical Expert's Report dated 1 April 2022 prepared by Sproule Incorporated and submitted to the ASX by the Company as part of the Prospectus;
- 1.13 **Constitution** means the Constitution of the Company dated 23 November 2022;
- 1.14 **CSDB** means the Central Securities Depository Company of Botswana Proprietary Limited;
- 1.15 **Licences** means the licences specified in section 3.4;
- 1.16 **Listings Requirements** means the BSE Equity Listings Requirements issued by the BSE from time to time to regulate the admission and continued listing of equity securities;

- 1.17 **Pre-Listing Announcement** means this document issued on 17 November 2023 in compliance with the Listings Requirements, for the purpose of providing information to the public with regard to the Company, together with all its annexures, appendices and schedules; and
- 1.18 **Prospectus** means the prospectus of the Company which was lodged with ASIC on 16 May 2022 pursuant to its primary listing on the ASX, which prospectus can be accessed at <https://botalaenergy.com/investor-centre/prospectus/>, and which is incorporated herein by reference.

2 CORPORATE INFORMATION

2.1 Board of Directors

As at the date of this Pre-Listing Announcement, the Board comprises of:

- 2.1.1 Wolf-Gerhard Martinick - Executive Chairman;
- 2.1.2 Craig Basson - Executive Director, Chief Financial Officer and Company Secretary; and
- 2.1.3 Peter Grant - Non-Executive Director.

2.2 Directors' Profiles

2.2.1 Wolf-Gerhard Martinick - Executive Chairman - PhD, BSc (Agric)

Dr. Martinick was appointed on 18 June 2018. Wolf is an agronomist and environmental scientist with over 50 years' experience in the environmental and social aspects of the energy, mineral resources and land development industries in various countries, especially Australasia, China, India, Southern and Northern Africa, Chile, Nicaragua and Mexico. Dr Martinick was the owner and founding director of MBS Environmental, a well- respected socio-environmental consultancy attending to resource developments across Australasia and numerous other countries, especially Africa focusing on sustainable solutions to a wide range of technical and social problems and concerns. He is a former managing director, chairman and non-executive director of several ASX and AIM listed exploration and mining companies including Basin Minerals Limited (ASX:BMS), Sun Resources NL (ASX:SUR), Oro Verde Limited (ASX:OVL) (now Ionic Rare Earths Limited (ASX:IXR)), Azure Minerals Limited (ASX:AZS) and Weatherly International PLC (AIM:WTI). Wolf is familiar with project development. He is a retired Fellow of the Australian Institute of Mining and Metallurgy, retired member of the Environmental Consultants Association (WA) Inc and former Vice-President of the Association of Mining and Exploration Companies Inc.

During the past 3 years, other than serving as a director of Azure Minerals Limited (ASX:AZS) from 1 September 2007 to 24 November 2020, Dr Martinick has not served as a director of any listed companies. Dr Martinick is not considered to be an independent Director as he is employed in an executive capacity as Executive Chairman.

2.2.2 Craig Basson - Executive Director, Chief Financial Officer and Company Secretary - BCom (Hons); FCA; FGIA and GAICD

Mr Basson was appointed on 18 June 2020. Craig is a Fellow of the Institute of Chartered Accountants, a Fellow of the Governance Institute of Australia, a Graduate of the Australian Institute of Director's Course and holds a Bachelor of Commerce (Hons) degree in accounting and finance. He has over 20 years' experience in auditing, accounting and financial management of resource, education, viticulture and other companies.

Craig was company secretary of Basin Minerals Limited (ASX:BMS) from 1999 until October 2002, when the company was delisted as a consequence of a successful takeover by Iluka Resources Limited (ASX:ILU). Craig was Chief Financial Officer and Company Secretary of Sun Resources NL (ASX:SUR) from November 2009 to April 2018 and Little Green Pharma Ltd (ASX:LGP) from 1 June 2017 to 30 June 2020 where he was part of the management team that transitioned the company from start-up to an ASX listed company on 20 February 2020.

During the previous 3 years, Mr Basson has not served as a director of any listed companies. Mr Basson is not considered to be an independent Director as he is employed in an executive capacity as Executive Director and Chief Financial Officer.

2.2.3 Peter Grant - Non-Executive Director - BSc (Hons) in Geology from Nottingham University (UK)

Mr Grant was appointed on 1 December 2021. Peter has over 45 years of experience in the upstream oil and gas industry specialising in, exploration and international E&P business development. Peter has extensive work experience in Africa, South-East Asia, Middle East, South America and Australasia, and has led successful teams that have made discoveries in the UK, Australia, Algeria, Libya, Sierra Leone and Mauritania. Peter's experience base is founded in geoscience but has extensively augmented his expertise in corporate strategy, business development, commercial negotiations and portfolio management through his roles such as Exploration Manager for Africa and Middle East and General Manager Yemen for BHP Petroleum, and through senior roles in Woodside Energy as International Exploration Manager, General Manager International, and General Manager International Ventures. Peter established International Energy Solutions, a strategic advisory company for the energy industry and has recently advised clients on growth projects in sub-Saharan Africa, China and South-East Asia, both petroleum and coal seam methane related. He also provides commercial and political risk advice and has conducted numerous oil and gas training seminars.

He is currently a National Board member of the Australia/Arab Chamber of Commerce and has been their state Chair for West Australia for 7 years. He was the founding chair of the Australia Korea Business Council of WA. He was the President of the American Association of Petroleum Geologists (AAPG) for the Asia Pacific region from 2015 to 2017, and a member of the AAPG Advisory Council (Board) for the same period. He was awarded the AAPG prestigious Vlastimila Dvorakova International Ambassador service award in 2021.

During the past 3 years, Mr Grant has not served as a director of any listed companies. Mr Grant is regarded as an independent Director and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of the person's judgement.

2.3 Registered Offices

2.3.1 The Company's registered and principal office is:

24 Hasler Road, Osborne Park WA 6017

Phone: +61 8 6444 6645

Email: secretary@botalaenergy.com.au

Website: www.botalaenergy.com

2.3.2 The Company's principal place of business in Botswana is:

Plot 50668, Mpingo Building,

Unit 2A, Fairgrounds

Gaborone, Botswana

2.3.3 The Company's registered office address in Botswana is:

Grant Thornton Business Services

Plot 50370, Acumen Park

Gaborone, Botswana

2.3.4 The Company's transfer office in Botswana is the offices of the Central Securities Depository Company of Botswana Proprietary Limited, being:

Fourth Floor, Fairscape Precinct

Plot 70667, Fairgrounds Office Park

Gaborone, Botswana

2.3.5 The Company's share registry in Australia is:

Computershare Investor Services Pty Limited Level 17, 221 St Georges Terrace

Perth, WA, Australia

Offer Information Line:

+1 800 954 648 (within Australia)

+61 3 9938 4364 (outside Australia)

2.3.6 The Company's share registry in Botswana is the office of its transfer secretary as detailed in section 2.3.4.

2.4 Listing Advisors

2.4.1 Sponsor and Sponsoring Broker

Imara Capital Securities Proprietary Limited ("**Imara Capital Securities**")

Office 3A, 3rd Floor, Masa Centre, Plot 54353, Western Commercial Road, New Central Business District (New CBD), Gaborone, Botswana

Attention: Mr. Gregory Matsake

2.4.2 Transfer Secretaries

Central Securities Depository Company of Botswana Proprietary Limited

Fourth Floor, Fairscape Precinct, Plot 70667, Fairgrounds Office Park, Gaborone, Botswana

Attention: Ms. Masego Pheto-Lentswe

2.4.3 Legal Advisors in Australia

Hamilton Locke Pty Ltd

Level 27, 152-158 St George Terrace

Perth WA 6000, Australia

Attention: Mr Shaun Hardcastle

2.4.4 Legal Advisors in Botswana

Otlaadisa Law

Address: Plot 75783, Setlhoa Office Park Unit 2 – Building 3, Gaborone, Botswana

Attention: Ms. Onalenna Otlaadisa Diloru

- 2.4.5 Each of the professional advisors detailed above has provided and has not withdrawn their written consent to the issue of this Pre-Listing Announcement with the professional advisor's name in the form and context in which it is included.

3 INTRODUCTION

3.1 Company Background

The Company was incorporated as a proprietary company on 18 June 2018 in the State of Western Australia as ZimGas Pty Ltd. The Company subsequently changed its name to BotsGas Pty Ltd. On 3 September 2021, the Company converted to a public unlisted company and changed its name to Botala Energy Ltd. On 1 January 2021, the Company became the operator of the CBM project of approximately 4,100 square kilometres located in the Karoo-Kalahari Basin in Central Botswana and comprised of the Licences ("**the Serowe CBM Project**").

3.2 Company Board and Senior Management

The Company's Board comprises:

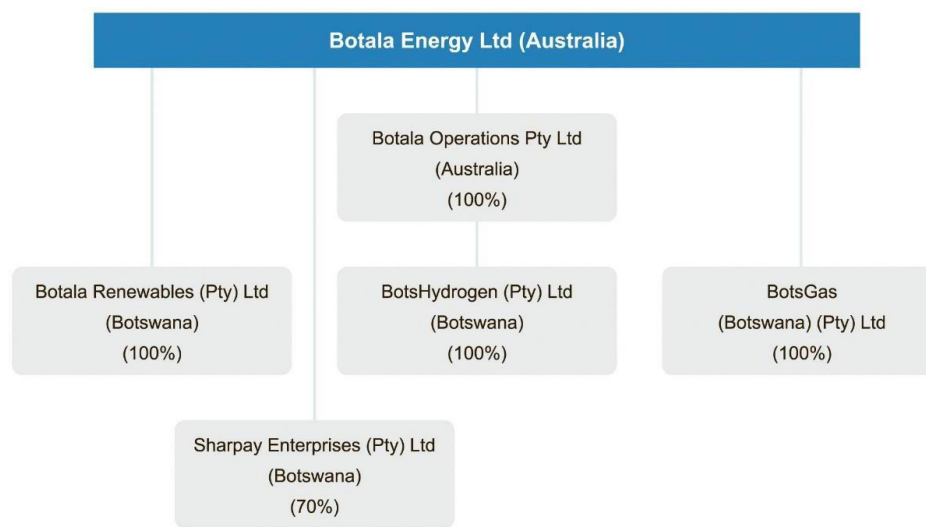
- 3.2.1 Wolf-Gerhard Martinick (Executive Chairman);
- 3.2.2 Craig Basson (Executive Director, Chief Financial Officer and Company Secretary); and
- 3.2.3 Peter Grant (Non-Executive Director).

The Company's senior management comprises:

- 3.2.4 Kris Martinick (Chief Executive Officer);
- 3.2.5 Stephen Lennon (General Manager – Power Developments);
- 3.2.6 Modisana Botsile (Botswana Country Manager).

3.3 Corporate Structure

The Company's corporate structure for active companies as at the date of this Pre-Listing Announcement is as set out in the following diagram:



The Company information is provided in more detail in the Prospectus under section 3 thereof and is incorporated herein by reference.

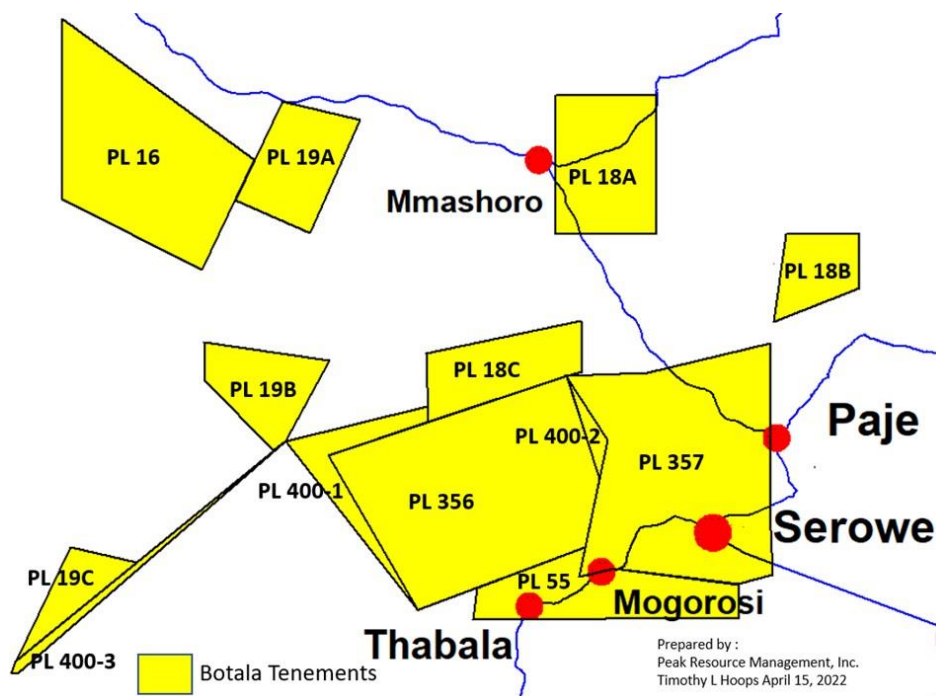
3.4 Prospecting Operations in Botswana

Sharpay holds the following prospecting licences which comprise the Serowe CBM Project:

Project Area	Prospecting License Number	Concession Type	Area (KM2)	Termination Date
Central District	PL016/2018	Coal and Coal Bed Methane	648.4	20/02/2025
Central District	PL018/2018	Coal and Coal Bed Methane	694	20/02/2025
Central District	PL019/2018	Coal and Coal Bed Methane	510.4	20/02/2025
Central District	PL356/2018	Coal and Coal Bed Methane	926	30/09/2025
Central District	PL357/2018	Coal and Coal Bed Methane	892	30/09/2025
Central District	PL400/2018	Coal and Coal Bed Methane	192	30/09/2025
Central District	PL055/2021	Coal and Coal Bed Methane	268	31/03/2024

3.5 Sharpay was granted the Licences by the Botswana Government in a competitive filing process in accordance with the Mines and Minerals Act (Cap 66:01). All of the Licences are active and in good standing with all work commitments and rentals for all Licences satisfied and up to date.

3.6 The Licences are located in the Central Kalahari Karoo Basin in Botswana. The areas shown in yellow in the following figure are the licences held by Sharpay:



3.7 The Company's mining and prospecting operations are more fully detailed in sections 3.4 to 3.7 of the Prospectus.

4 PRIMARY LISTING ON THE AUSTRALIAN SECURITIES EXCHANGE

4.1 The Company is primarily listed on the ASX. As at the date of this Pre-Listing Announcement, the Company's issued securities are currently available for trading on the official list of the ASX. The Prospectus was developed as a pre-listing disclosure statement for the ASX. In terms of the Prospectus, the Company made a general offer, the details of which appear more fully in the Prospectus.

4.2 On the basis of the disclosures made in the Prospectus, the Company was approved to list on the ASX (ASX:BTE) on the 14 July 2022 and continues to be in good standing with the requirements of the said exchange.

4.3 The Prospectus is hereby incorporated by reference, and any material disclosures made therein are hereby incorporated as if specifically stated, except where the said disclosures are varied, amplified and/or amended by the statements made within this Pre-Listing Announcement.

4.4 Market Capitalisation

As at the date of this Pre-Listing Announcement, the Company's market capitalisation is \$10,885,083.00.

4.5 Current Share Spread

The following excerpt constitutes the top 20 holders of fully paid shares as of 20 October 2023:

Computershare			
BOTALA ENERGY LTD		ORDINARY FULLY PAID SHARES (Total)	
Top Holders (Grouped) As Of 20/10/2023		Composition : ORD,ES1,ES2,ES3,ES4,ES5,ES6	
Rank	Name	Units	% Units
1	DR WOLF-GERHARD MARTINICK	34,245,549	23.60
2	PURE HYDROGEN CORPORATION LIMITED	27,236,557	18.77
3	MR KRIS FRANCIS MARTINICK	11,716,151	8.07
4	CORPSERV PTY LTD	5,920,000	4.08
5	MARTINICK INVESTMENTS PTY LTD	3,000,000	2.07
6	JCM1 PTY LTD <AH AND JK FAMILY A/C>	2,860,000	1.97
7	VIC BULLO SUPER PTY LTD <THE BULLO SUPER FUND A/C>	2,305,000	1.59
8	CHRISTIAN PEDERSEN <AFT CRUSTYRA A/C>	2,200,000	1.52
9	GLENHURST SUPER FUND PTY LTD	1,977,778	1.36
10	MR NIGEL HOUGH +	1,580,800	1.09
11	YEOVIL HOLDINGS PTY LTD	1,517,281	1.05
12	BERENES SUPER FUND PTY LTD	1,500,000	1.03
12	STEPHEN BIRD	1,500,000	1.03
12	INKJAR PTY LTD	1,500,000	1.03
12	DIRK GERHARD MARTINICK	1,500,000	1.03
16	GLENDA ELAINE MARTINICK	1,357,897	0.94
17	CITICORP NOMINEES PTY LIMITED	1,067,561	0.74
18	ROBERT LARKE	1,000,000	0.69
19	CHALLENGE RESOURCES PTY LTD	916,667	0.63
20	KA GEORGE + RJ GEORGE	900,000	0.62
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (Total)		105,801,241	72.90
Total Remaining Holders Balance		39,332,797	27.10

4.6 The Company has provided, as Annexure 1 to this Pre-Listing Announcement, a complete share register indicating the total number of its shareholders and their respective shareholding in the Company as of 3 November 2023. In terms thereof, the Company has 560 shareholders (448 of which are public), which meets the prescribed share spread in terms of the Listings Requirements.

4.7 Other than reflected in the Company share spread in paragraph 4.5 above, there are no shareholders holding more than 5% of the Company's issued share capital.

4.8 Capital Structure

It is noted that as of 29 September 2023, the Company issued additional 8,944,444 ordinary shares for public sale and subscription. In light of this additional issue, as at the date of this Pre-Listing Announcement, the Company has 145,134,038 common shares in issue. Of those total shares in issue, the Company maintains a minimum share capital of 35,000,000 shares made available following the general offer contemplated by the Prospectus. A copy of the Company's application for quotation of securities in respect of the additional issue is available for public access at the following website: <https://botalaenergy.com/investor-centre/asx-announcements/>.

4.9 ASX Share Trading Analysis

The following excerpt demonstrates the share price and trading volume of the Company's shares on the ASX for the 12-month period from 7 September 2022 to 7 September 2023:



5 THE SECONDARY LISTING ON THE BSE

5.1 The Company confirms that no change in the nature of its business is contemplated by this secondary listing on the BSE.

- 5.2 No public offer to subscribe for any of its securities is being made as an integral portion of this listing. Notwithstanding this, the Company's securities will remain freely transferable and available for future subscription on the day of listing and will be issued and allocated to all beneficiaries in electronic form.
- 5.3 The Company intends to list on the foreign main board of the BSE.
- 5.4 For purposes of this secondary listing on the BSE, the Company has engaged Imara Capital Securities as its sponsor and sponsoring broker who will be undertaking, amongst other things, the following:
- 5.4.1 provision of research coverage on the Company for the benefit of shareholders and potential investors; and
- 5.4.2 endeavouring to create liquidity by executing proprietary trades as a member of the BSE.
- 5.5 Following listing, the Company perceives favourable market prospects for its operations. As reflected in its latest Annual Report, market projections indicate major growth in the global demand for solar panels, including sub-Saharan Africa. Current risks include upward pressure on panel costs and supply chain restrictions. There is an opportunity to mitigate this risk through the self-supply of solar photovoltaic panels to the Company's proposed hybrid gas/solar plants.

6 ANNUAL REPORTS AND FINANCIAL STATEMENTS

- 6.1 Pursuant to its listing on the ASX, the Company must regularly prepare financial reports that must be audited in terms of the ASX listing rules. As at the date of this Pre-Listing Announcement, the Company has provided copies of its Annual Reports for the financial years ending 30 June 2021, 30 June 2022 and 30 June 2023 and copies of its interim reports for the period ending 31 December 2022. Each of these reports are available for public access at the following website: [Annual Reports - Botala Energy](#).
- 6.2 At the time of listing on the ASX and for all material times required thereafter, the Company has provided its audited financial records in terms of the listing rules. The Company's audited financial records can be found in the Annual Report at the following website: [Annual Reports - Botala Energy](#).
- 6.3 The following excerpt demonstrates the Company's headline earnings per share, as reconciled with the calculation used to determine earnings per share, as at the date of this Pre-Listing Announcement:

	2023	2022	2021	2020
Share price at financial year end (\$)	0.10	0.20		
Basic earnings per share (cents per share)	(1.02)	(1.42)	(0.19)	(0.15)
Diluted earnings per share (cents per share)	(1.02)	(1.42)	(0.19)	(0.15)

- 6.4 Basic earnings per share is calculated by dividing the profit attributable to the Company's shareholders, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.
- 6.5 Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.
- 6.6 Save to the extent otherwise captured in the relevant and latest Annual Report and audited financial records, the Company and each of its directors confirm that they are not aware of any significant changes in the Company's financial position or trading position as at the date of this Pre-Listing Announcement.
- 6.7 Each of the Company's directors confirm that they have no reason to believe that the working capital available to the Company will be insufficient for at least twelve months from the date of listing to sustain its operations and current financial position.

7 COMPETENT PERSON'S REPORT

- 7.1 The Company's competent person's report is the technical report issued as an annexure to the Prospectus. As captured in the Prospectus, and as read with and supplemented by the Company's Annual Reports, the competent person's report remains current and relevant to the Company's operations to date.
- 7.2 Save to the extent otherwise captured in the relevant and latest Annual Report, the Company and each of its directors confirm that they are not aware of any new information, data, changes in assumptions or any other changes that materially affect the information contained in the competent person's report.

8 WORK PROGRAMME

- 8.1 Pursuant to its listing on the ASX, the Company prepared a planned work programme of its operations and projections for the time following successful listing. The Company remains compliant with the plans and undertakings of the planned work programme and same remains valid to the Company's operations to date, in terms of the ASX listings rules. A copy of the planned work programme is available for inspection by the public in terms of section 9 of this Pre-Listing Announcement.

- 8.2 The Company and each of its directors confirm that they are not aware of any new information, data, changes in assumptions or any other changes that materially affect the information contained in the planned work programme.

9 DOCUMENTS FOR INSPECTION

In terms of the Listings Requirements, the following documents will be available for inspection and examination one month from the date of successful listing at the offices of the Company's sponsoring broker, whose details are in the "*Corporate Information*" section of this Pre-Listing Announcement:

- 9.1 This Pre-Listing Announcement;
- 9.2 The Prospectus;
- 9.3 The Company's most recent Annual Report;
- 9.4 The financial statements of the Company for the one-year period immediately preceding listing;
- 9.5 The Company Constitution; and
- 9.6 The Company's planned work programme.

10 CONCLUSION AND AUTHORISATION

This Pre-Listing Announcement is issued by the Company and its issue has been authorised by a resolution of the Directors.

Each director of the Company has consented to the submission of this Pre-Listing Announcement to the BSE and the issue of this Pre-Listing Announcement to the public and has not withdrawn that consent.

This Pre-Listing Announcement is signed for and on behalf of the Company by each of its directors:



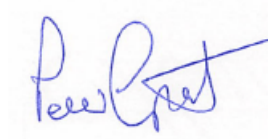
Wolf-Gerhard Martinick – Director and Executive Chairman

Dated: 07 November 2023



Craig Basson – Executive Director and Company Secretary

Dated: 07 November 2023

A handwritten signature in blue ink, appearing to read "Peter Grant", with a long horizontal stroke extending to the right.

Peter Desmond Grant – Non-Executive Director

Dated: 07 November 2023

ANNEXURE 1 – ISSUED CAPITAL REPORT