



NEBA Financial Solutions

— March 2023

Fact Sheet

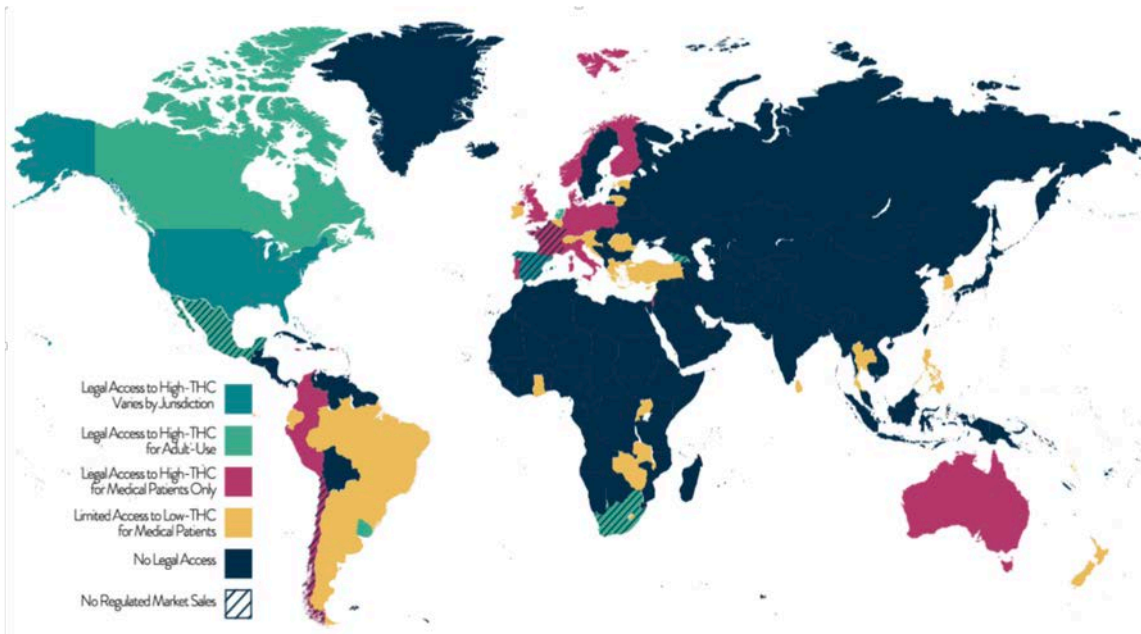
Loan Notes

Series B USD/GBP/EUR



GLOBAL MARKET OUTLOOK

The Global Cannabis Industry is poised for strong growth over the coming decade as expansion of legal access around the world accelerates: New Frontier Data



70 countries around the world have legalised some form of cannabis for medical use, with 26 of those countries providing medical patients with legal access to high-THC cannabis.

Global Cannabis to Reach \$148.9 Billion by 2031: Allied Market Research

A significant surge in the international legalisation of cannabis has led to an increase of medical research for new applications, driving the ever-expanding global market.

Legal Cannabis Market is expected to expand at a compound annual growth rate (CAGR) of 25.4% to 2030: Grand View Research

The global legal market size was valued at USD 16.7 billion in 2022 and is expected to expand at a compound annual growth rate (CAGR) of 25.4% from 2023 to 2030. The increasing demand for medical cannabis is a primary factor in the growth of the market.

Medicinal Cannabis is at the forefront of a new medical revolution, with over 100 plant derived cannabinoids being physiologically matched to the human body now being utilised for new pharmaceuticals and therapeutics treating many of the worst conditions to afflict humanity, including:

- Cancer
- Epilepsy
- Arthritis
- Dementia & many, many more.
- Parkinson's
- Chronic Pain

ORANGE RIVER CAPITAL

Series B Convertible Loan Notes

Orange River Wealth LLP, via its wholly owned UK SPV subsidiary through a Private Placement of Convertible Loan Notes is providing the opportunity for Qualifying Investors* to participate in this high growth market. After securing its first position in an operational cultivation facility in South Africa from its Series A funding round, Orange River Capitals Series B Convertible Loan Notes will provide capital to significantly expand its portfolio in the cannabis industry with acquisitions and development of additional cannabis cultivation, processing, and retail businesses across the globe with particular focus on the burgeoning new European market.

10.25% - 11.25% Fixed Annual Coupon, 3 Year Term

Orange River Capital Series B Convertible Loan Note have a minimum per investor subscription equating to \$/€/£25,000. Series B Convertible Loan Notes in Orange River Capital Limited shall have a fixed return of 10.25% - 11.25% per annum commencing July 31st, 2023 and paid quarterly thereafter. The proceeds from the series B funding round shall be used to expand the operations of Orange River Capital providing the CAPEX investment for new acquisitions in the European cannabis sector and first year operating costs. All Loan Notes are redeemable 3 years from subscription or convertible to Series B shares allowing Note holders to benefit either from a fixed date of exit at par value or significant upside value on after conversion from an equity buy-out/flotation of its preferential shares as an investor exit strategy with a projected capital return of 2.5X.

— The Convertible Loan Note Offer

	Note Type	Notes Issued	\$ Coupon	€ Coupon	£ Coupon	Term	Open
Series B	Convertible	\$10,000,000	11.25%	10.25%	10.75%	3 Years	Q1 2023

— Key Features

- \$/€/£ 25,000 minimum note subscriptions
- 10.25% - 11.25% annual coupon
- Convertible to Series B Preferential shares

— Market Highlights

- Regulated in over 70 countries
- Significant new medical applications
- \$150 Billion Dollar Market by 2031



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*DISCLAIMER: The information presented here does not constitute investment advice or a recommendation, and is not an invitation to invest. Nothing in this document is intended to nor will create any binding obligation on anyone. Applications should only be made on the basis of the Private Placement Memorandum which is available from authorised distributors. This investment is intended to be held by the investor for the full investment term of 5 years. Investment in the Shares involves risk to your capital. Orange River Wealth is not regulated or authorised by the Financial Conduct Authority. This fact sheet does not constitute an offer or solicitation with respect to the purchase or sale, investment or subscription in any security and neither this fact sheet nor anything contained therein or the information to which it refers shall form the basis of or be relied upon in connection with any contract or commitment whatsoever. Investment in the shares is strictly restricted to Qualified Investors, being a person (i) who has professional experience in matters relating to investments and fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the FPO) and/or (ii) who are persons falling within Article 49(2)(a) to (d) of the FPO (iii). Any investment in the Shares is only available to, and will be engaged in with, relevant persons. You are strongly recommended to seek independent financial and legal advice before making an investment decision.