



GO LIFE INTERNATIONAL LIMITED 7.A.3
(Incorporated in the Republic of Mauritius)
(Registration number: 098177 C1/GBL)
SEM share code: GOLI.N0000
JSE share code: GLI ISIN: MU0330N00004
("the Company" or "Go Life")

CIRCULAR REGARDING THE CHANGE OF NAME OF THE COMPANY

Relating to:

- the change of name of Go Life International Limited to Numeral Limited

and incorporating:

- a notice convening the General Meeting
- a Proxy Form for use by Certificated Shareholders and Own-name Dematerialised Shareholders; and
- a Form of Surrender

Go Life's shares are listed on the Official Market of the Stock Exchange of Mauritius ("SEM"), which constitutes its primary listing and on the Alternative Exchange of the JSE as its secondary listing. An application has been made to the SEM for the change of name of the Company to Numeral Limited, subject to shareholder approval and registration of the new name with the Registrar of Mauritius. Accordingly, this notice of General Meeting has been prepared and issued in compliance with the JSE Listings Requirements and SEM Listing Rules governing the Official Listing of Securities, in respect of an amendment to the Constitution of the Company regarding the proposed change of name as detailed in this document. **SEM [Appendix 4, Par 26]**

The name Numeral Limited has been reserved in Mauritius. The pre-approval of the change in name has been received from the LEC of the SEM, in conformity with the Listing Rules. Neither the LEC, nor the SEM nor the FSC assumes any responsibility for the contents of this document. The LEC, the SEM and the FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof. **SEM [9.2; 9.13]** The shares in Go Life are traded on the SEM in electronic form and in accordance with the Automated Trading System Schedule of Procedures. The shares in Go Life are only tradable on the JSE in electronic form and, as such, all investors who elect to hold their ordinary shares in Go Life in certificated form, will have to dematerialise their certificated shares should they wish to trade therein. In accordance with the Act, Shareholders remain entitled to hold Shares in certificated format.

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

Copies of this Circular are available in English only and may be obtained as from 6 November 2023 from the registered office of Go Life and the JSE Sponsor at the addresses set out in the "Corporate Information" section. A copy of this Circular Statement will also be available on the website (<http://GoLife.co.za/>). **SEM [9.3]**

Sponsor



Date of issue: Monday, 6 November 2023

CORPORATE INFORMATION AND ADVISORS SEM [9.1; 9.5]

South African JSE Sponsor

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

Transfer Secretary - Mauritius

In the process of being appointed and will be announced on SEM and SENS in due course

Auditors

Barnes Associates
Rduit Road
Ebene
Mauritius

Registered office and postal address

142, Mosque Road Midlands Republic of Mauritius

Date and place of Incorporation

1 October 2010, Republic of Mauritius

South Africa Transfer Secretaries

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

Mauritian Bankers

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

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SALIENT DATES AND TIMES**[11.36]**

2023

| | |
|---|------------------------|
| Notice record date, being the date on which a Go Life Shareholder must be registered in the Register in order to be eligible to receive the Notice of General Meeting | Friday, 27 October |
| Announcement regarding the Change of Name and posting of this Circular published on SEM and SENS, on | Monday, 6 November |
| Circular posted to Go Life Shareholders, on | Monday, 6 November |
| Last day to trade Go Life Shares in order to be eligible to vote at the General Meeting | Tuesday, 14 November |
| General Meeting record date, being the date on which a Go Life Shareholder must be registered in the Register in order to be eligible to attend, participate in and vote at the General Meeting, on | Friday, 17 November |
| Written notice to participate electronically in the General Meeting to be delivered electronically by 12h00, on | Monday, 20 November |
| Proxy Forms to be lodged with the Transfer secretaries as soon as possible for administrative purposes only, (preferably by 12h00), but in any event before the proxy exercises any rights of the Go Life Shareholder appointing the proxy at the General Meeting (or can be handed to the Chairperson immediately preceding the commencement of the General Meeting), on | Monday, 20 November |
| General Meeting | Wednesday, 22 November |
| Results of the General Meeting published on SEM and SENS, on | Wednesday, 22 November |
| Change of Name special resolution lodged for registration, on | Thursday, 23 November |
| Expected date of registration of Change of Name special resolution | Thursday, 23 November |
| Expected date of release on SEM and SENS of the finalisation announcement in respect of the Change of Name | Friday, 24 November |
| Expected last day to trade prior to the Change of Name | Monday, 11 December |
| Expected listing of and trading in Shares on SEM and the JSE under the new name "Numeral", under share code: XII and ISIN: MU0330N00004 from commencement of trade and termination of trading under the old name Go Life with share code GLI | Tuesday, 12 December |
| Expected record date for the Change of Name | Thursday, 14 December |
| Expected date that the accounts of Dematerialised Shareholders with their CSDPs or Brokers will be updated with the new name on | Monday, 18 December |
| Expected date that new share certificates, will be issued to Certificated Shareholders, posted by registered post, at their risk | Monday, 18 December |

Notes:

1. Shareholders may not dematerialise or rematerialise their Ordinary Shares between Tuesday, 12 December 2023, and Thursday, 14 December 2023, both dates inclusive.
2. All times are South African times as the above dates and actions are in terms of the JSE Corporate Action timetable.
3. The Company will retain the financial or trading history on the JSE post the name change.

DEFINITIONS

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

| | |
|---|--|
| "AcaciaCap" | AcaciaCap Advisors Proprietary Limited, (Registration number 2006/033725/07), a private company incorporated in accordance with the laws of South Africa and Sponsor to Go Life; |
| "AltX" | the Alternative Exchange of the JSE; |
| "board of directors" or "the board" | the present board of directors of Go Life, further details of which appear in page 10 of this Circular; |
| "Boundryless" | Boundryless Proprietary Limited, (Registration number: M2005009393), a private company duly incorporated in accordance with the laws of South Africa having its registered address at Fintech Campus, Fintech Campus, Cnr Botterklapper Street & Ilanga Road, The Willows, Pretoria East, Gauteng, 1084 and owned 100% by DVN Family Office Proprietary Limited; |
| "business day" | any day other than a Saturday, Sunday or gazetted national public holiday in Mauritius or South Africa; |
| "certificated shareholders" | holders of certificated shares; |
| "certificated shares" | issued ordinary shares which have not been dematerialised, title to which is represented by share certificates or other physical documents of title; |
| "common monetary area" | South Africa, the Republic of Namibia and the Kingdoms of Swaziland and Lesotho; |
| "Company" or "Go Life International" or "Go Life" | Go Life International Limited, a Mauritian public company with company number 098177 C1/GBL, which company has a primary listing on the SEM and a secondary inward listing on the AltX; |
| "Company Secretary" | the corporate secretary for the Company; |
| "Constitution" | the constitution of the Company, being the Mauritian equivalent of a Memorandum of Incorporation provided for in South African law; |
| "CSDP" | a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, 2012 (as amended), appointed by an individual shareholder for purposes of, and in regard to the dematerialisation of documents of title for purposes of incorporation in the South African share register through Strate; |
| "dematerialise" or "dematerialisation" | the process in South Africa whereby certificated shares are converted into electronic format for purposes of Strate and are no longer evidenced by documents of title, and "dematerialised shares" will have a corresponding meaning; |

| | |
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| “dematerialised shares” | shares which have been dematerialised and incorporated into the Strate system in South Africa; |
| “dematerialised shareholder” | a holder of dematerialised shares in South Africa; |
| “directors” or “directors of Go Life International” | the directors of the Company whose details are set out in paragraph 2.2.1 of this Circular; |
| “documents of title” | share certificates, certified transfer deeds, balance receipts or any other documents of title acceptable to Go Life in respect of shares; |
| “DVN Family Office” | DVN Family Office Proprietary Limited, Registration number 2017/296323/07, Fintech Campus, Cnr Botterklapper Street & Ilanga Road, The Willows, Pretoria East, Gauteng, 1084, which company is owned by Mr Dave van Niekerk (100%), with the director being Mr Dave van Niekerk; |
| “emigrant” | an emigrant from South Africa whose address is outside the common monetary area; |
| “Exchange Control Regulations” | the Exchange Control Regulations in South Africa, promulgated in terms of Section 9 of the Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended; |
| “Financial Markets Act” or “FMA” | the South African Financial Markets Act, 2012 (Act 19 of 2012), as amended from time to time; |
| “Financial Services Act” or “FSA” | the Mauritian Financial Services Act, 2007 (Act 14 of 2007), as amended from time to time; |
| “FSC” | the Financial Services Commission in Mauritius established under section 3 of the Financial Services Act; |
| “GBL” | a Global Business Licence issued by FSC; |
| “JSE” | the JSE Limited, (Registration number 2005/022939/06), a public company duly registered and incorporated with limited liability in accordance with the laws of South Africa and licensed as an exchange under the FMA; |
| “JSE Listings Requirements” | the JSE Listings Requirements, as amended from time to time; |
| “Last Practicable Date” | the last practicable date prior to the finalisation of this Circular, being 3 November 2023; |
| “LEC” | the Listing Executive Committee of the SEM; |
| “listing on the SEM” | the original listing of Go Life International PCC on the SEM on Tuesday, 7 July 2011 |
| “listings” | collectively, the listings on the SEM and on the JSE; |
| “Mauritian Companies Act” | the Mauritian Companies Act, 2001 (Act 15 of 2001) as amended; |
| “Mauritian share register” | the share register maintained on behalf of the Company in Mauritius by the Mauritian company administrator; |

| | |
|---|--|
| “Mauritius” | the Republic of Mauritius; |
| “non-resident” | a person whose registered address is outside the common monetary area and who is not an emigrant; |
| “Novanod” | Novanod Proprietary Limited (Registration number 2019/464284/07, having its registered address at 711 Wekker Road, Moreleta Park, Pretoria, which company is owned by Deon Kruger (75%) and Aluma Capital General Partner 2 (Pty) Limited (25%), with the director being Mr Deon Kruger; |
| “ordinary shares” or “shares” | ordinary shares of no par value in the share capital of the Company; |
| “Rand” or “R” or “cents” | South African Rand, the official currency of South Africa; |
| “register” | the register of Go Life International shareholders; |
| “this Circular” | the bound document dated Monday, 6 November 2023, including all annexures thereto in accordance with SEM; |
| “SA” or “South Africa” | the Republic of South Africa; |
| “SA transfer secretaries” or “transfer secretaries” | CTSE Registry Services Proprietary Limited, (Registration number 2016/396777/07), 5th Floor, Block B, The Woodstock Exchange Building 66 Woodstock, Western Cape, 7915; |
| “SARB” | the South African Reserve Bank; |
| “SA share register” | the share register maintained on behalf of the Company in South Africa by the SA transfer secretaries; |
| “SEM” | the Stock Exchange of Mauritius Limited established under the repealed Stock Exchange Act, 1988 and governed by the Securities Act, 2008 of Mauritius; |
| “SEM Listing Rules” | the Listing Rules of the SEM governing the Official List of the SEM; |
| “SENS” | the Stock Exchange News Service of the JSE; |
| “shareholders” | the holders of issued ordinary shares; |
| “Strate” | the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited, (Registration number 1998/022242/06), a private company duly incorporated under the laws of South Africa; |
| “US” or “USA” | United States of America; |
| “USD” or “\$” | United States Dollars, the official currency of the USA; and |
| “VAT” | value-added tax levied in terms of the Value-Added Tax Act 1991 (Act 89 of 1991). |



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

Directors

Yusuf Sooklall (MSK) (Independent Non-Executive Chairman#
Dave van Niekerk (Executive Director)*
Neville Graham (Executive Director)*

#Mauritian

*South African

CIRCULAR TO SHAREHOLDERS

1 INTRODUCTION, HISTORY AND OVERVIEW OF GO LIFE INTERNATIONAL SEM [9.8, 9.31, 9.34]

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

For a variety of reasons, the underlying businesses did not succeed, with the main former subsidiary placed into liquidation and the cancellation of the Bon Health acquisitions due to non-performance. There has not been a controlling shareholder of the Company in the past 5 years.

This rendered the Company without any assets and only liabilities. Some two years ago, it was decided to proceed with the rescue and regularisation of the Company, which required funding. Subsequent to year end, the Company secured subscription and loan funding agreements, details of which were included in a circular detailing Listings Particulars.

The audit for the year ended 28 February 2023 has since been finalised and the Company will be holding its outstanding Annual General Meetings during November 2023. The Company has also appointed a new audit firm.

Post the issue of the new shares and regularisation of the Company, Messrs Patrick Wysoczanski, Dr Peter Koll and Mr Jean van Rooyen stepped down from the Board and two new directors Messrs Dave van Niekerk and Neville Graham have been appointed to the Board. A new female Mauritian director is to be appointed during November 2023, for further compliance with the Mauritian Companies Act.

Furthermore, a new management company, company secretary and transfer secretary are in the process of being appointed, which appointment is expected to be finalised in November 2023.

The Board of directors has decided that the name of the Company should be changed and the name Numeral Limited has been reserved.

The name change is subject to the approval of a special resolution by shareholders in General Meeting and further details are set out in this Circular.

2 COMPANY AND DIRECTOR INFORMATION

2.1 Name, address, incorporation, founder and other information

| | |
|----------------------------|---|
| Company Name | Go Life International Limited |
| Registration Number | 098177 C1/GBL |
| Incorporation Date | 1 October 2010 |
| Registered Address | 142 Mosque Road Midlands, Republic Of Mauritius |

2.2 Directors and key management SEM [9.53; 9.54]

2.2.1 Directors of the Company

Yusuf Sooklall (MSK)

| | |
|---------------------|---|
| Nationality and age | Mauritian (57) |
| Business address | 142, Mosque Road Midlands Republic Of Mauritius |
| Appointment date | 4 July 2011 |
| Qualifications | Diploma in Communication and Human Psychology |
| Occupation | Director |
| Position in Company | Independent Non-Executive Chairman |
| Term of office | 12 Years |

David van Niekerk

| | |
|---------------------|---|
| Nationality and age | South African (50) |
| Business address | Fintech Campus, Cnr Botterklapper Street & Ilanga Road, The Willows, Pretoria East, Gauteng, 1084 |
| Appointment date | 12 September 2023 |
| Qualifications | Matric Exemption |
| Occupation | Director |
| Position in Company | Executive Director |
| Term of office | 1 month |

Neville Graham

| | |
|---------------------|---|
| Nationality and age | South African (54) |
| Business address | Fintech Campus, Cnr Botterklapper Street & Ilanga Road, The Willows, Pretoria East, Gauteng, 1084 |
| Appointment date | 12 September 2023 |
| Qualifications | B.Com, 25 years in Financial Services Sector |
| Occupation | Director |
| Position in Company | Executive Director |
| Term of office | 1 month |

3 CHANGE OF NAME OF THE COMPANY

In order to better reflect the nature of business of the Company, the board has resolved, subject to shareholder approval, to change the name of the company from "Go Life International Limited" to "Numeral Limited", with short name "NUMERAL" and alpha code "XII". The proposed new name has been reserved with Mauritian Registrar of Companies and if approved by shareholders, will be effective from the date of registration of the name change by the Mauritian Registrar of Companies.

The change in name of the Company will not affect the number of shares held by each shareholder.

Shareholders on the South African Register are referred to the Salient Dates and Times on page 3 of this circular.

Subject to the passing and registration of the special resolution necessary for the change of name, it is necessary to recall share certificates from certificated shareholders in order to replace them with certificates reflecting the change of name.

Certificated shareholders are requested to complete the attached form of surrender in accordance with the instructions it contains and return it to the transfer secretaries.

For shareholders on the South Africa share register, physical replacement share certificates will not be issued and the shareholders will receive an electronic share statement. Shareholders on the Mauritian share register will receive a share certificate.

To facilitate the timeous receipt by certificated shareholders of replacement share certificates, certificated shareholders who wish to anticipate the implementation of the change of name and who do not wish to deal in their existing shares prior to the change of name, are requested to surrender their share certificates to the transfer secretaries by completing the attached form of surrender in accordance with the instructions it contains and return it to the transfer secretaries.

Share certificates so received will be held by the transfer secretaries pending the change of name being approved by shareholders at the general meeting. In the event that the change of name is not approved, the transfer secretaries will, within five business days thereafter, return the certificates to the certificated shareholders concerned, by registered post, at the risk of such shareholders.

In the event that the change of name is approved, the transfer secretaries will, within five business days thereafter, email or post the new share statement or share certificate, as the case may be, to the shareholders concerned, by email or registered post respectively, at the risk of such shareholders.

In the event that certificated shareholders do not complete the attached form of surrender and who later wish to obtain a share statement or share certificate in the new name of the company, such shareholders will be required to return their share certificates to the transfer secretaries together with certified copies of identity documents, if in own name, or if otherwise, certified copies of company/trust documents.

Dematerialised shareholders must not do anything as their accounts at their CSDP or broker will be automatically updated.

4 GENERAL MEETING

A general meeting to consider, and if deemed fit, pass, with or without modification, the special resolution necessary to give effect to the proposed name change will be held electronically at 14h00 Mauritian time (12h00 South African time) on Wednesday, 22 November 2023. A notice convening the general meeting, together with a form of proxy for use by certificated and "own-name" dematerialised shareholders as well as a Form of Surrender for use by certificated shareholders, is attached to and forms part of this circular.

5 SHARE CAPITAL SEM [9.8; 9.9; 9.26; 9.27(a)-(c); 9.29]

The authorised and issued share capital of the Company at the Last Practicable Date is as follows:

| | USD |
|---|------------|
| Authorised share capital | |
| 2 000 000 000 ordinary shares of no par value | |
| Issued stated capital on SEM and the JSE | USD |
| 1 242 500 000 ordinary shares of no par value | 35 353 665 |

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

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

6 MATERIAL SHAREHOLDERS SEM [9.8]

Shareholders holding more than 5% in the issued share capital of 1 242 500 000 share in Go Life International are set out below:

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

7 DIRECTORS' RESPONSIBILITY STATEMENT

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

8 EXCHANGE CONTROL REGULATIONS

Details of applicable exchange control regulations for shareholders on the South African share register are set out in Annexure 2.

Signed on behalf of the board

Yusuf Sooklall



Go Life International Limited

6 November 2023

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

NAME OF COMPANY

1. The name of the Company is Go Life International Limited.

SHARE CAPITAL

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

AMENDMENT OF CONSTITUTION

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

INTERPRETATION

9. (3) the "Company" shall mean Go Life International Limited;

ISSUE OF SHARES

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

PRE-EMPTIVE PROVISIONS NEGATED

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

FRACTIONAL SHARES

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

SHAREHOLDER NOT ENTITLED TO DIVIDEND OR TO VOTE UNTIL CALLS PAID

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

TRANSFER OF SHARES

- 21.** Shares in the Company shall be freely transferable.

MEETINGS OF SHAREHOLDERS

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

DIRECTORS

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

APPOINTMENT AND REMOVAL OF DIRECTORS

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

ALTERNATE DIRECTORS

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

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

DISQUALIFICATION OF DIRECTORS

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

POWERS OF DIRECTORS

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

PROCEEDINGS OF THE BOARD

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

POWER TO DELEGATE

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

WHEN ACTS OF BOARD OR COMMITTEE OF DIRECTORS OR DIRECTOR VALID

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

MANAGERS AND MANAGING DIRECTORS

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

DIVIDENDS SEM [9.9]

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

- (7) Every such cheque or postal or money order shall be made payable to the order of the person to whom it is sent.
- (8) Subject to the relevant provisions of Act, the Directors may issue shares to any Shareholder who has agreed to accept such issue, either wholly or partly, in lieu of a proposed dividend or proposed future dividends.

RESERVE FUND SEM [9.9]

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

INDEMNITY OF DIRECTORS, ETC

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

SOUTH AFRICAN EXCHANGE CONTROL REGULATIONS

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

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

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

1. SOUTH AFRICAN PRIVATE INDIVIDUALS

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

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

2. SOUTH AFRICAN INSTITUTIONAL INVESTORS

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

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

3. MEMBER BROKERS OF THE JSE

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

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

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

5. NON-RESIDENTS OF THE COMMON MONETARY AREA

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

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

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

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

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

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor.

If you have sold or otherwise transferred all of your shares, please send this document at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



GO LIFE INTERNATIONAL LIMITED

(Incorporated in the Republic of Mauritius)

(Registration number: 098177 C1/GBL)

Primary Listing SEM share code: GOLI.N0000

Secondary Listing JSE share code: GLI ISIN: MU0330N00004

("the Company" or "Go Life")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting of Go Life International Limited will be held electronically (via a link to be obtained from Charisse Gregory at charisse@numeral.co.za) at 12h00 South African time; 14h00 Mauritian time) on Wednesday, 22 November 2023 for the purpose of:

- (a) the change of name of the company from Go Life International Limited to Numeral Limited.

Terms defined in the Circular to which this Notice of General Meeting is attached shall, unless the context indicates otherwise, have the meanings ascribed to them in the Circular.

Resolution 1 will be proposed as a Special Resolution which requires at least 75% of the votes cast to be in favour in order for the resolution to be passed.

For those who are unable to attend, please complete the hard copy proxy form enclosed and return it to the registered address of the Company at 142 Mosque Road, Midlands, Republic of Mauritius or by email to golife@gfingroup.com by 14h00 Mauritian time (12h00 South African time) on Wednesday, 15 November 2023.

SPECIAL RESOLUTION

Special Resolution Number 1:

"RESOLVED THAT the name of the company be changed from "Go Life International Limited" to "Numeral Limited", including changing Section 1 of the Constitution to "The Name of the company is Numeral Limited." Both with effect from the date of registration of the name change by the Mauritian Registrar of Companies."

The reason for, and effect of, special resolution number 1 is to change the name of the company.

In order for special resolution number 1 to be adopted, 75% or more of shareholders present in person or by proxy at the general meeting at which the special resolution is proposed voting in favour of special resolution number 1 is required.

QUORUM

A quorum for a meeting of shareholders shall be present where the shareholders or their proxies are present or have cast postal votes, who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting.

Where a quorum is not present within 30 minutes after the time appointed for the meeting -

- (a) the following week at the same time and place, or to such other date, time and place as the directors may appoint; and
- (b) where, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the shareholders or their proxies present shall be a quorum.

After a quorum has been established for the Annual Meeting, or for a matter to be considered at a meeting, all the shareholders forming part of the quorum must be present at the meeting for the matter to be considered at the meeting.

Registered Office

142 Mosque Road
Midlands
Republic of Mauritius

BY ORDER OF THE BOARD

Y Sooklall
Chairman
6 November 2023



GO LIFE INTERNATIONAL LIMITED

(Incorporated in the Republic of Mauritius)

(Registration number: 098177 C1/GBL)

Primary Listing SEM share code: GOLI.N0000

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("the Company" or "Go Life")

FORM OF PROXY – GENERAL MEETING

For use by shareholders of the company holding certified shares and/or dematerialised shareholders who have elected "own-name" registration, nominee companies of CSDPs, CDSs and brokers' nominee companies, registered as such at the close of business on Friday, 17 November 2023 (the "voting record date"), at the General Meeting to be held electronically (via a link to be obtained from Charisse Gregory at charisse@numeral.co.za) at 12h00 South African time; 14h00 Mauritian time) on Wednesday, 22 November 2023 (the "General Meeting") or postponement or adjournment thereof.

If you are a dematerialised shareholder, other than with "own-name" registration, do not use this form. Dematerialised shareholders, other than with "own-name" registration should provide instructions to their appointed CSDP, CDS or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP, CDS or broker.

I/We (NAME IN BLOCK LETTERS) _____

Of (ADDRESS) _____

being the registered holder of _____ shares, hereby appoint

- (1) _____ or failing him/her,
- (2) _____ or failing him/her,
- (3) the chairperson of the General Meeting as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company and at any adjournment or postponement thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. Unless this is done the proxy will vote as he/she thinks fit

RESOLUTION

Please mark "X" to indicate how you wish to vote.

| Special Resolution | | For | Against | Vote Withheld |
|--------------------|---|-----|---------|---------------|
| 1 | The name of the company be changed from "Go Life International Limited" to "Numeral Limited" with effect from the date of registration of the name change by the Mauritian Registrar of Companies." | | | |

Signature: _____ Date: _____

NOTES

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company on Friday, 17 November 2023. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.

The Form of Proxy overleaf must arrive at the Transfer Secretaries or the Chairman at the Company's registered office, 142 Mosque Road, Midlands, Republic of Mauritius, or by email to golife@gfingroup.com, accompanied by any power of attorney under which it is executed (if applicable), no later than 14h00 Mauritian time (12h00 South African time) on Monday, 20 November 2023.



GO LIFE INTERNATIONAL LIMITED

(Incorporated in the Republic of Mauritius)

(Registration number: 098177 C1/GBL)

Primary Listing SEM share code: GOLI.N0000

Secondary Listing JSE share code: GLI ISIN: MU0330N00004

("the Company" or "Go Life")

FORM OF SURRENDER

Please read the instructions overleaf. Non-compliance with these instructions may result in the rejection of this form. If you are in any doubt as to how to complete this form, please consult your stockbroker, banker, attorneys, accountant or other professional advisor.

Note: A separate form is required for each shareholder. Until such time as a transfer secretary is appointed in Mauritius, the forms of surrender will be co-ordinated through the South Africa transfer secretary.

To: Go Life International Limited
CTSE Registry Services Proprietary Limited
5th Floor, Block B
The Woodstock Exchange Building
66 Woodstock,
Western Cape, 7915

TO BE COMPLETED BY GO LIFE INTERNATIONAL CERTIFICATED SHAREHOLDERS

I/We hereby surrender and enclose the Go Life International ordinary share certificate(s) listed below:

| Certificate number(s) | Number of Go Life International shares covered by each certificate |
|-----------------------|--|
| | |
| | |
| Total | |

I/We irrevocably and in *rem suam* authorise you to produce the signature of such documents that may be necessary to complete the replacement of the Go Life International ordinary shares with shares in the new name of Numeral Limited.

I/We hereby instruct you to forward the replacement share statement or share certificate/s to me/us by email or registered post as appropriate, at my/our own risk, to the address overleaf and confirm that, where no address is specified, the share certificate/s will be forwarded to my/our address recorded in the share register of Go Life International.

My/Our signature(s) on the form of surrender constitutes my/our execution of this instruction.

| | | |
|---|----------|-------------|
| Signature of shareholder | | |
| Assisted by (where applicable) | | |
| Name | Capacity | Signature |
| | | Date |
| | | 2023 |
| The shareholder must complete the following information in BLOCK LETTERS: | | |
| Surname or Name of corporate body | | |
| First names (in full, if applicable) | | |
| Title (Mr, Mrs, Miss, Ms, etc) | | |
| Email Address | | |
| Postal address (preferably PO Box address) | | |
| | | |
| | | Postal code |
| Telephone number including area code (office hours) | | |

INSTRUCTIONS

1. A receipt will not be issued for this form of surrender, or the documents lodged with it. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping with the other documents lodged.
2. A shareholder married in community of property or a minor must ensure this form of surrender is also signed by his/her spouse or parent or guardian, as the case may be.
3. Where Go Life International ordinary shares are jointly held, this form must be signed by joint holders.
4. If this form is signed under power of attorney, such power of attorney must be produced, unless it has already been registered with the transfer office of Go Life International.
5. If this form is signed on behalf of a company, close corporation, pension or provident fund, it must be accompanied by a certified copy of the resolution authorising the signature, unless it has already been registered with one of the transfer offices of Go Life International.