

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Circular apply *mutatis mutandis* throughout this Circular including this cover page.

Shareholders are referred to page 2 of this Circular, which sets out the action required of them with regard to the Rights Offer, full details of which are set out in this Circular. If you are in any doubt as to the action that you should take, please consult your Broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all of your Shares in Brainworks, then this Circular, together with the accompanying Form of Instruction, should be forwarded to the purchaser to whom, or the Broker, agent, CSDP or banker through whom you disposed of your Shares.

Letters of Allocation, which are renounceable, can only be traded in Dematerialised form and, accordingly, Brainworks will issue all Letters of Allocation in Dematerialised form. An electronic record for holders of Certificated Shares is being maintained by Computershare Investor Services Proprietary Limited which has made it possible for holders of Certificated Shares to enjoy the same rights and opportunities as holders of Dematerialised Shares in respect of the Letters of Allocation.

Only whole numbers of Brainworks Shares will be issued in terms of the Rights Offer and Shareholders will be entitled to rounded numbers of Shares once the Ratio of Entitlement has been applied. Excess applications will not be allowed.

Jurisdiction

All transactions arising from the provisions of this Circular and the Form of Instruction shall be governed by and be subject to the laws of South Africa. The Rights Offer may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this Circular that may affect them, including the Rights Offer. It is the responsibility of any foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Rights Offer, including obtaining any governmental, exchange control or other consent or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or requisite payments due in such jurisdiction. The Rights Offer is further subject to any other applicable laws and regulations, including the Exchange Control Regulations. Shareholders with registered addresses outside of the Common Monetary Area are referred to paragraph 4 and **Annexure 2** of this Circular setting out certain Exchange Control Regulations and other restrictions which may be relevant to them. Any foreign Shareholder who is in doubt as to his position, including without limitation his tax status, should consult an appropriate independent professional adviser in the relevant jurisdiction without delay. Any foreign Shareholder who is in doubt as to its position, including without limitation its tax status, should consult an appropriate independent professional adviser in the relevant jurisdiction without delay. The Company and its Directors accept no responsibility for the failure by any Shareholder to inform itself about, or to observe, any applicable legal requirements in any relevant jurisdiction, nor for any failure by the Company to observe the requirements of any jurisdiction.

The CSDP or Broker will ensure that where such persons are holding Shares in Dematerialised form that the CSDP or Broker adheres to the above restrictions. Please refer to **Annexure 2** of this Circular for further details in this regard.

Disclaimer

The distribution of this Circular, the Form of Instruction, the Letters of Allocation (and the renunciation and transfer thereof), and/or the rights to subscribe for the Rights Offer Shares in jurisdictions other than the Republic of South Africa and the Republic of Mauritius may be restricted or affected by the laws of such jurisdiction, and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction.

The Letters of Allocation and the Rights Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or under any securities laws of any state or other jurisdiction of the United States and must not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state and other securities laws of the United States. There will be no public offer of the Letters of Allocation and the Rights Offer Shares in the United States. Purchasers are hereby notified that any sellers of the Letters of Allocation and Rights Offer Shares may be relying on an exemption from the registration requirements of Section 5 of the U.S. Securities Act. The Letters of Allocation and the Rights Offer Shares will also not be registered under the securities laws of any other jurisdiction where the extension or making of the Rights Offer would, without compliance with additional requirements, be unlawful or in contravention of certain regulations and must not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within such jurisdictions except pursuant to an applicable exemption.

This Circular and any accompanying documentation are not intended to, and do not constitute, or form part of, an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction in which it is unlawful to make such an offer. In those circumstances or otherwise if the distribution of this Circular and any accompanying documentation in any jurisdiction are restricted or prohibited by the laws of such jurisdiction, this Circular and any accompanying documentation are deemed to have been sent for information purposes only and should not be copied or redistributed.

Brainworks does not accept responsibility and will not be held liable for any failure on the part of the CSDP or Broker of any holder of Dematerialised Shares to notify such Shareholder of the action required of them in respect of the Rights Offer set out in this Circular

BRAINWORKS

Brainworks Limited

(Incorporated in the Republic of Mauritius), Registration number 115883 C1/GBL, Share code: BWZ ISIN: MU0548500000

CIRCULAR TO BRAINWORKS SHAREHOLDERS

Relating to:

- a renounceable Rights Offer to Shareholders of 13 199 997 Shares at the Rights Offer Issue Price of ZAR6.50 per Share, in the ratio of 1 Rights Offer Share for every 6.70691 Shares held at the close of business on Friday, 06 September 2019; and enclosing:
- a Form of Instruction in respect of a Letter of Allocation (to be completed by Certificated Shareholders only).

Rights Offer opens at 09:00 on

Monday, 09 September 2019

Rights Offer closes at 12:00 on

Friday, 20 September 2019

Date of issue: 02 September 2019

Sponsor



Legal Advisor



This Circular is available in English only. Copies may be obtained during normal business hours from the registered office of the Company and from the offices of Questco, whose addresses are set out in the "Corporate Information and Advisors" section from the date of issue of the Circular until the date the Rights Offer closes (both days inclusive). A copy of this Circular will also be available on the Company's website (<http://www.brainworkscapital.com/investor-relations/shareholder-circulars>) from the date of issue of the Circular.

CORPORATE INFORMATION AND ADVISORS

Directors of Directors of Brainworks

Independent Non-Executive:

C Mtasa (Lead Independent Director)

AM Mothupi

GSJ Bennett

Z Madarun

M Ramphul

Non-Executive:

SFW Village (Chairman)

RG Muirimi

S Nyarota

Executive:

P Saungweme (*Interim Chief Executive Officer and Chief Finance Officer*)

Company secretary

Adansonia Management Services Limited

(Registration number: C128022)

Suite 1, Perrieri Office Suites

C2-302, Level 3, Office Block C

La Croisette

Grand Baie, 30517

Republic of Mauritius

Sponsor

Questco Corporate Advisory Proprietary Limited

(Registration number: 2011/106751/07)

First Floor, Yellowwood House

Ballywoods Office Park

33 Ballyclare Drive

Bryanston, 2021

Johannesburg, South Africa

Transaction Sponsor

Questco Proprietary Limited

(Registration number 2002/005616/07)

1st Floor, Yellowwood House

Ballywoods Office Park

33 Ballyclare Drive

Bryanston, 2191

Johannesburg, South Africa

Date and place of incorporation of Brainworks

Incorporated in the Republic of Mauritius on
22 April 2013

Registered office of Brainworks

c/o Adansonia Management Services Limited

(Registration number: C128022)

Suite 1, Perrieri Office Suites

C2-302, Level 3, Office Block C

La Croisette

Grand Baie, 30517

Republic of Mauritius

Telephone: +263 242 782 849 / 855

Email: investorrelations@brainworkscapital.com

Transfer Secretaries

Computershare Investor Services Proprietary Limited

(Registration number 2004/003647/07)

Rosebank Towers

15 Biermann Avenue

Rosebank, 2196

(PO Box 61051, Marshalltown, 2107)

Johannesburg, South Africa

Legal Advisor

Bowman Gilfillan Inc.

(Registration Number 1998/021409/21)

11 Alice Lane

Sandton, 2146

(PO Box 785812, Sandton, 2146)

Johannesburg, South Africa

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FORM OF INSTRUCTION (where applicable)	Enclosed

ACTION REQUIRED BY SHAREHOLDERS

Please take careful note of the following provisions regarding the action required by Shareholders

1. If you are in any doubt as to what action to take, you should consult your CSDP, Broker, banker, accountant, attorney or other professional adviser immediately.
2. If you have disposed of all your Shares, please forward this Circular and the accompanying Form of Instruction to the purchaser of such Shares or to the CSDP, Broker, banker or other agent through whom the disposal was effected.
3. Shares in companies listed on the JSE can no longer be traded on the JSE unless they have been Dematerialised onto the Strate system. It is therefore suggested that Certificated Shareholders Dematerialise their Documents of Title and replace them with electronic records of ownership. In this regard, Shareholders may contact either a CSDP or Broker, details of which are available from Strate at *liaisondesk@strate.co.za* or telephone (011) 759 5300 or facsimile (011) 759 5503.
4. Certificated Shareholders wishing to Dematerialise their Shares are advised that the Dematerialisation process can take between 1 (one) and 10 (ten) days, depending on the volumes being processed at the time.
5. The Rights that are represented by Letters of Allocation are valuable and may be traded on the JSE. Letters of Allocation can, however, only be traded in Dematerialised form and accordingly, all Letters of Allocation will be issued in Dematerialised form.

Qualifying Dematerialised Shareholders

Qualifying Dematerialised Shareholders:

1. will NOT receive a "printed" Form of Instruction, but will have their accounts updated with their Rights Offer Entitlement by their CSDP or Broker;
2. should timeously instruct their CSDP or Broker as to whether they wish to subscribe for all or part of their Rights Offer Entitlement, sell all or part of their Rights Offer Entitlement or renounce all or part of their Rights Offer Entitlement, in the manner and time stipulated in the Custody Agreement;
3. who do not issue instructions to their CSDP or Broker, will result in the CSDP or Broker acting in accordance with the Custody Agreement;
4. should note that Brainworks assumes no responsibility and will not be held liable for any failure on the part of their CSDP or Broker to notify them of the Rights Offer and to receive instruction in regard thereto; and
5. who do not take up their Rights will continue to own the same number of Shares, but their percentage holding in Brainworks will be diluted. Subject to exceptions applicable to those Shareholders domiciled in excluded territories, Rights not exercised will be deemed to have been declined and will lapse and the relevant Qualifying Shareholder shall not receive any economic benefit in respect of such lapsed Rights.

Qualifying Certificated Shareholders

Qualifying Certificated Shareholders:

1. will have their Letter of Allocation created in electronic form with the Transfer Secretaries to ensure that Certificated Shareholders have the same rights and opportunities in respect of the Rights Offer as Dematerialised Shareholders;

2. will receive a printed Form of Instruction in relation to the Letter of Allocation, providing for the subscription for all or part of their Rights Offer Entitlement, sale of all or part of their Rights Offer Entitlement or renouncement all or part of their Rights Offer Entitlement and must act in accordance with the instructions thereon; and
3. who wish to subscribe for all of their Rights Offer Entitlement, must complete blocks 5 and 6 of the Form of Instruction in accordance with the instructions contained therein, attach their EFT Reference Document reflecting the appropriate amount and lodge same with the Transfer Secretaries in the manner as set out below so as to reach the Transfer Secretaries by no later than 12h00 on Friday, 20 September 2019;

By hand to:

Brainworks Limited
 c/o Computershare Investor Services (Pty) Ltd
 Rosebank Towers
 15 Biermann Avenue
 Rosebank, 2196

By post to:

Brainworks Limited
 c/o Computershare Investor Services (Pty) Ltd
 PO Box 61763
 Marshalltown, 2107

By email to:

corporate.events@computershare.co.za

(EFT to be made into the Designated Bank Account, details of which are available from the corporate actions department of the Transfer Secretaries (+27 (0) 861 100 634) for the appropriate amount).

4. will receive Share certificates in respect of the Rights Offer Shares;
5. will only be able to trade their Rights Offer Shares on the JSE once they have been Dematerialised; this could take between 1 (one) and 10 (ten) days, depending on the volume being processed at the time;
6. who wish to sell all or part of their Rights Offer Entitlement, must complete Form A of the enclosed Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein so as to reach the Transfer Secretaries by no later than 12h00 on Tuesday, 17 September 2019;
7. who wish to renounce their Rights Offer Entitlement in favour of any named Renouncee must complete Form B on the enclosed Form of Instruction and the Renouncee must complete Form C on the enclosed Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein so as to reach the Transfer Secretaries by no later than 12h00 on Friday, 20 September 2019, together with an EFT Reference Document indicating the EFT payment for the appropriate amount; and
8. who do not take up their Rights will continue to own the same number of Shares, but their percentage holding in Brainworks will be diluted.

The Transfer Secretaries will endeavour to procure the sale of the Rights Offer Entitlement on the JSE on behalf of such Qualifying Certificated Shareholders and will remit the proceeds in accordance with the payment instructions reflected in the Form of Instruction, net of brokerage charges and associated expenses. Please note that the closer to this deadline that you instruct the Transfer Secretaries to sell your Rights Offer Entitlement, the less opportunity the Transfer Secretaries will have to sell your rights on the JSE at a profit or at all. In this regard, neither the Transfer Secretaries, nor any broker appointed by it nor Brainworks will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales, the price obtained or any failure to sell such rights.

SALIENT DATES AND TIMES

2019

Declaration and Finalisation announcement released on SENS	Tuesday, 27 August
Declaration and Finalisation announcement published in the press	Wednesday, 28 August
Circular published on the Brainworks website on	Monday, 2 September
Last day to trade in Shares in order to participate in the Rights Offer (cum Rights)	Tuesday, 3 September
Listing of and trading in the Letters of Allocation under the JSE Code BWZN and ISIN MU0548S00018 on the JSE commences at 09:00 on	Wednesday, 4 September
Shares commence trading ex-Rights on the JSE at 09:00 on	Wednesday, 4 September
Circular distributed to Certificated Shareholders together with a Form of Instruction on	Thursday, 5 September
Record Date for the Rights Offer	Friday, 6 September
Rights Offer opens at 09:00 on	Monday, 9 September
Dematerialised Shareholders accounts at their CSDP or Broker credited with their entitlement of Letter of Allocation on	Monday, 9 September
Certificated Shareholders' Letters of Allocation credited to an electronic account held at the Transfer Secretaries on	Monday, 9 September
Circular distributed to Dematerialised Shareholders	Monday, 9 September
Last day to trade in Letters of Allocation on the JSE	Tuesday, 17 September
Certificated Shareholders wishing to sell all or part of their Entitlement must lodge their Form of Instruction with the Transfer Secretaries by 12:00	Tuesday, 17 September
Listing of, and trading in, the Rights Offer Shares on the JSE commences at 09:00 on	Wednesday, 18 September
Certificated Shareholders wishing to renounce or subscribe for all or part of their Entitlement must lodge their Form of Instruction together with their payment with the Transfer Secretaries by 12:00	Friday, 20 September
Record Date for the Letters of Allocation	Friday, 20 September
Rights Offer closes at 12:00 on	Friday, 20 September
Rights Offer Shares issued and posted to Shareholders in certificated form (where applicable) on or about	Monday, 23 September
Dematerialised Shareholders' CSDP or Broker accounts updated and credited with Rights Offer Shares on	Monday, 23 September
Results of Rights Offer announced on SENS	Monday, 23 September

Notes:

- 1 Shareholders may not Dematerialise or rematerialise their Shares between Wednesday, 4 September 2019, and Friday, 6 September 2019, both dates inclusive.
- 2 All references to dates and times are to local dates and times in South Africa.
- 3 The above dates and times are subject to amendment. Any such amendment will be released on SENS.
- 4 CSDPs effect payment in respect of Dematerialised Shareholders on a delivery-versus-payment method.

DEFINITIONS AND INTERPRETATIONS

In this Circular and the annexures hereto, unless otherwise stated or the context otherwise indicates, the words in the first column shall have the corresponding meanings stated opposite them in the second column and words in the singular shall include the plural and vice versa, words importing natural persons shall include corporations and associations of persons and any reference to one gender shall include the other genders:

“Board” or “Directors”	the board of directors of Brainworks at the Last Practicable Date who details are set out in the “Corporate Information and Advisors” section;
“Brainworks” or “the Company”	Brainworks Limited (registration number 115883C1/GBL), a public company duly registered and incorporated under the laws of the Republic of Mauritius with a Category 1 Global Business license which operates as an investment holding company, and which is listed on the main board on the JSE;
“Brainworks Capital Management”	Brainworks Capital Management (Private) Limited (registration number 523/2011), a private company duly registered and incorporated under the laws of the Republic of Zimbabwe, and a wholly-owned subsidiary of the Company;
“Broker”	any person registered as a “broking member (equities)” in accordance with the provisions of the Financial Markets Act;
“Business Day”	any day other than a Saturday, Sunday or public holiday in South Africa;
“Certificated Shareholders”	Shareholders who own Certificated Shares;
“Certificated Shares”	Shares which have not been Dematerialised, title to which is represented by a share certificate or other Document of Title;
“Circular”	this bound document, dated Monday, 02 September 2019, including the annexures hereto and incorporating a Form of Instruction;
“Common Monetary Area”	the Republics of South Africa and Namibia and the Kingdoms of Lesotho and Eswatini;
“Companies Act”	the Companies Act, No. 71 of 2008, as amended;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, with whom a Shareholder holds a Dematerialised share account;
“Custody Agreement”	the agreement which regulates the relationship between the CSDP or Broker and each beneficial holder of Dematerialised Shares;
“Dematerialise” or “Dematerialised” or “Dematerialisation”	the process by which Certificated Shares are converted into an electronic format as Dematerialised Shares and recorded in Brainworks’s uncertificated securities Register administered by a CSDP;
“Dematerialised Shares”	Shares which have been incorporated into the Strate system and which are no longer evidenced by certificates or other physical Documents of Title;
“Dematerialised Shareholders”	Shareholders who hold Dematerialised Shares;
“Designated Bank Account”	the bank account, the details of which will be provided on request from the corporate actions department of the Transfer Secretaries, contactable during ordinary business hours on +27(0) 861 100 634;
“Documents of Title”	Share certificates, certified transfer deeds, balance receipts or any other documents of title to Certificated Shares acceptable to Brainworks;
“EFT”	Electronic Funds Transfer;
“EFT Reference Document”	the proof of EFT into the Designated Bank Account, that must contain the EFT reference number and swift reference number (if applicable);
“Emigrants”	former residents of the Common Monetary Area whose addresses are outside the Common Monetary Area;
“Exchange Control Regulations”	the South African Exchange Control Regulations, 1961, as amended from time to time, issued in terms of section 9 of the Currency and Exchanges Act, No. 9 of 1933, as amended;

“Financial Markets Act”	the South African Financial Markets Act, No. 19 of 2012, as amended;
“Form of Instruction”	a form of instruction enclosed herewith in respect of the Letter of Allocation which reflects the Entitlement of Certificated Shareholders in terms of the Rights Offer on which Certificated Shareholders must indicate to the Transfer Secretaries whether they wish to take up, renounce or sell all or part of their entitlements;
“Group”	Brainworks and its subsidiaries, from time to time;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company duly registered and incorporated under the laws of South Africa and licensed as an exchange under the Financial Markets Act;
“JSE Listings Requirements”	the Listings Requirements of the JSE in force as at the Last Practicable Date;
“Last Practicable Date”	Friday, 16 August 2019 being the last practicable date prior to the finalisation of this Circular;
“Letter of Allocation”	the renounceable (nil paid) letters of allocation issued by Brainworks in electronic form to Qualifying Shareholders conferring the right to subscribe for Rights Offer Shares pursuant to the Rights Offer;
“Non-resident”	a person whose registered address is outside the Common Monetary Area;
“Qualifying Certificated Shareholders”	Qualifying Shareholders, holding Certificated Shares;
“Qualifying Dematerialised Shareholders”	Qualifying Shareholders, holding Dematerialised Shares;
“Qualifying Shareholders”	the Shareholders entitled to participate in the Rights Offer, being those Shareholders recorded in the Register on the Record Date;
“Rand” or “ZAR”	South African Rand, the official currency of South Africa;
“Ratio of Entitlement”	the number of Rights Offer Shares to which Shareholders are entitled to subscribe for in terms of the Rights Offer, being 1 Rights Offer Shares for every 6.70691 Shares held on the Record Date for the Rights Offer as more fully detailed in Annexure 1 ;
“Record Date”	the record date for the Rights Offer Entitlement, being close of business on Friday, 06 September 2019, which is the last day for Shareholders to be recorded in the Register in order to be entitled to participate in the Rights Offer and qualify as Qualifying Shareholders;
“Record Date for the Letters of Allocation”	the last day for persons to be recorded as holders of Letters of Allocation in order to subscribe for the Rights Offer Shares, being Friday, 20 September 2019;
“Register”	the register of Certificated Shareholders maintained by the Transfer Secretaries and the sub-register of Dematerialised Shareholders maintained by the relevant CSDPs;
“Renouncee”	the person in whose favour a Qualifying Shareholder, who has received a Letter of Allocation, has renounced their Rights Offer Entitlement;
“Right” or “Entitlement”	a Qualifying Shareholder’s entitlement to subscribe for Rights Offer Shares in the Ratio of Entitlement on the Record Date;
“Rights Offer”	the renounceable rights offer by Brainworks to its Shareholders in terms of which Shareholders obtain the entitlement to subscribe for the Rights Offer Shares at a Rights Offer Issue Price of ZAR6.50 per Rights Offer Share in the ratio of 1 Rights Offer Shares for every 6.70691 Shares held on the Record Date for the Rights Offer, in terms of which Brainworks will raise ZAR85 799 980.50;
“Rights Offer Issue Price”	the price per Rights Offer Share, being ZAR6.50 per Rights Offer Share;
“Rights Offer Shares”	13 199 997 Brainworks Shares to be issued pursuant to the Rights Offer representing approximately 15% of the issued shares of Brainworks as at the Last Practicable Date and which are the subject of the Rights Offer;

"SENS"	the Securities Exchange News Service of the JSE;
"Shareholders" or "Brainworks Shareholders"	registered holders of Brainworks Shares;
"Shares" or "Brainworks Shares"	ordinary no par value shares in the share capital of Brainworks, which are listed on the JSE;
"South Africa"	the Republic of South Africa;
"Sponsor"	Questco Corporate Advisory Proprietary Limited (registration number 2011/106751/07), a private company incorporated under the laws of South Africa, the particulars of which appear in the "Corporate Information and Advisors" section of this Circular;
"Strate"	the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (registration number 1998/022242/07), a private company duly registered and incorporated under the laws of South Africa;
"Transaction Sponsor"	Questco Proprietary Limited (registration number 2002/005616/07), a private company incorporated under the laws of South Africa, the particulars of which appear in the "Corporate Information and Advisors" section of this Circular and appointed as the Transaction Sponsor to the Rights Offer;
"Transfer Secretaries" or "Computershare"	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company incorporated under the laws of South Africa, the particulars of which appear in the "Corporate Information and Advisors" section of this Circular;
"USD" or "\$"	United States of America Dollar; and
"USD/ZAR Exchange Rate"	the USD/ZAR exchange rate as at the Last Practicable Date, being R15.18.

BRAINWORKS

Brainworks Limited

(Incorporated in the Republic of Mauritius)

(Registration number 115883 C1/GBL)

Share code: BWZ

ISIN: MU0548S00000

CIRCULAR TO BRAINWORKS SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

- 1.1 As set out in the announcement released on SENS on 27 August 2019, Shareholders were advised, *inter alia*, that the Board intended to raise ZAR85 799 980.50 by way of a renounceable Rights Offer pursuant to which Brainworks Shareholders would be offered the right to subscribe for their pro-rata portion of 13 199 997 Brainworks Shares.
- 1.2 In terms of the Rights Offer, Shareholders recorded in the Register at the close of trade on Friday, 06 September 2019, will be entitled to subscribe for the Rights Offer Shares on the basis of 1 Rights Offer Share for every 6.70691 Shares held, at the Rights Offer Issue Price of ZAR6.50 per Rights Offer Share. Only whole numbers of Shares will be issued and Shareholders will be entitled to a rounded number of Shares once the Ratio of Entitlement has been applied.
- 1.3 The JSE has agreed to the listing of the Rights Offer Shares and the purpose of this Circular and the Form of Instruction is to furnish Shareholders with relevant information relating to the Rights Offer, the action required and the implications thereof, in accordance with the JSE Listings Requirements.
- 1.4 The enclosed Form of Instruction, where applicable, contains details of the rights to which Qualifying Certificated Shareholders are entitled, as well as the procedures for acceptance of rights or the sale or renunciation of their Letters of Allocation.

2. NATURE OF BUSINESS AND PROSPECTS OF BRAINWORKS

- 2.1 Brainworks, which is listed on the main board of the JSE, is a Mauritian registered investment holding company, with its investment base focused on the Zimbabwean hospitality, real estate, and energy logistics sectors.
- 2.2 The Zimbabwean economy has continuously shown resilience in light of negative perception and in the short to medium term; the economy is expected to continue facing the usual hurdles of foreign currency supply constraints, low industry capacity utilization and subdued international investor confidence among a number of challenges. To address these constraints, it is expected that the government of Zimbabwe will continue with the current diplomatic offensive to address the low investor confidence, and implementing the necessary fiscal and monetary reforms to establish a strong foundation for economic recovery in the years ahead. Notwithstanding the current challenges, the Board believes that there are strong prospects for local industrial and economic growth going forward.
- 2.3 Despite economic challenges, operations are seeing growth in its core areas:
- 2.3.1 the hospitality segment's revenue increased by 32% to \$68.5 million compared to \$51.8 million recorded over the same period in 2017. Occupancy growth was supported by a strong performance from all the source markets, with local, international and regional rooms sold increasing by 16%, 26% and 22% respectively; and
- 2.3.2 the real estate segment recorded a notable increase in revenue from \$2.2 million in 2017 to \$7.1 million in 2018. The growth is principally attributable to revenues recorded from property sales following the completion of Brainworks' maiden property development project in Harare, Zimbabwe.
- 2.4 Brainworks continues to focus on its core areas, being hospitality and real estate and will strive to contain overhead expenses and reduce debt through continuing efforts to raise equity capital.
- 2.5 Having regard to the above, the Board, therefore, believes that Brainworks' prospects are favourable.

3. PARTICULARS OF THE RIGHTS OFFER

3.1 Background, rationale and use of funds

- 3.1.1 The proceeds from the Rights Offer will be used by Brainworks to settle an outstanding loan advanced to Brainworks, which currently bears interest at 18% per annum and is secured by 7 775 000 Brainworks Limited Shares held by Brainworks Capital Management, and a power of attorney to register surety mortgage bonds over certain fixed properties held by the Group ("the Loan"). The Loan matures on 17 October 2019.
- 3.1.2 The outstanding balance on the Loan as at the Last Practicable Date is USD3 184 000.
- 3.1.3 In terms of the Rights Offer, Brainworks will raise ZAR85 799 980.50 from Shareholders by way of a Rights Offer, at a price of ZAR6.50 per Rights Offer Share.
- 3.1.4 The funds raised in terms of the Rights Offer will be used to retire the Loan and fund ongoing working capital requirements.
- 3.1.5 The Rights Offer forms part of a broader capital restructuring of the Company to extinguish materially all third party and Shareholder debt. The capital restructure will involve the conversion of certain loans with existing Shareholders into new Shares at a conversion price of R6.50. The conversion of such loans into new Shares requires the prior approval of Shareholders and, accordingly, a general meeting of Shareholders will be convened, the details of which will be contained in a circular to Shareholders to be distributed prior to the end of the 2019 financial year. Subject to the passing of the resolutions by the requisite majority of Shareholders, the conversion of the loans will take place after the Rights Offer has closed.
- 3.1.6 Shareholders were also advised on Monday, 12 August 2019 of the Board's intention to amend certain provisions of the Company's constitution. The proposed amendments to the Company's constitution relate to (i) the remuneration of directors and employees of the Company and certain of its subsidiaries; (ii) acquisitions and disposals; and (iii) borrowing powers. These amendments are expected to have been voted on by the time the Rights Offer closes.
- 3.1.7 The settling of the Loan will assist the Company to reduce its level and cost of debt which the Board believes will have a positive impact on earnings, and will position the Company to attract new investors.

3.2 Terms of the Rights Offer

- 3.2.1 Qualifying Shareholders are offered 13 199 997 Rights Offer Shares at the Rights Offer Issue Price of ZAR6.50 per Rights Offer Share, in the ratio of 1 Rights Offer Share for every 6.70691 Shares held, on the terms and conditions as set out herein and in the accompanying Form of Instruction. Only whole numbers of shares will be issued, and Qualifying Shareholders will be entitled to rounded number of Shares once the Ratio of Entitlement has been applied.
- 3.2.2 The Rights Offer Issue Price represents a premium of approximately 125% to the 30-day VWAP of Brainworks Shares on the JSE on the Last Practicable Date.
- 3.2.3 The Record Date for determining which Shareholders constitute Qualifying Shareholders and are entitled to participate in the Rights Offer is Friday, 06 September 2019.
- 3.2.4 Upon their issue, the Rights Offer Shares will rank *pari passu* in all respects with the existing Shares.
- 3.2.5 The Letters of Allocation in respect of the Rights Offer are negotiable and will be listed on the JSE on Wednesday, 4 September 2019, under the JSE code BWZN and ISIN MU0548S00018. The Rights Offer Shares cannot be traded before such Shares are listed on the JSE on Wednesday, 18 September 2019.
- 3.2.6 The Rights Offer does not constitute an offer in any area of jurisdiction in which it is illegal to make such an offer or where making such an offer would give rise to an obligation to register the offer or this Circular or comply with any regulations and, in such circumstances, this Circular and the accompanying Form of Instruction, where applicable, are distributed for information purposes only.

3.2.7 The enclosed Form of Instruction, where applicable, contains details of the Rights to which Qualifying Certificated Shareholders are entitled, as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those Rights.

3.2.8 Qualifying Dematerialised Shareholders will be advised of the Rights to which they are entitled as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those Rights by their CSDP or Broker in terms of the Custody Agreement.

3.2.9 The Rights Offer Issue Price is payable in full, in Rand, by Qualifying Certificated Shareholders, or their Renounees on acceptance of the Rights Offer. CSDPs will make payment, on a delivery versus payment basis, in respect of Qualifying Dematerialised Shareholders, or their Renounees who have accepted the Rights Offer. Qualifying Dematerialised Shareholders, or their Renounees who have accepted the Rights Offer must ensure that the necessary funds are deposited with the relevant CSDP or Broker, as the case may be.

3.3 **Opening and closing dates of the Rights Offer**

The Rights Offer will open at 09:00 on Monday, 9 September 2019, and will close at 12:00 on Friday, 20 September 2019.

3.4 **Excess**

Brainworks Shareholders may not apply for any excess Rights Offer Shares.

3.5 **Entitlement**

The table of entitlement illustrating the number of Rights Offer Shares to which Qualifying Shareholders will be entitled is set out in **Annexure 1**. The entitlement of each Qualifying Certificated Shareholder is reflected in the appropriate block in the Form of Instruction, which is enclosed with this Circular. Qualifying Dematerialised Shareholders will not receive a printed Form of Instruction. The CSDP or Brokers accounts of Qualifying Dematerialised Shareholders will automatically be credited with their Entitlements in accordance with **Annexure 1**.

3.6 **Fractional entitlement**

The whole number of Rights to Rights Offer Shares to which Qualifying Shareholders will become entitled to will be determined by the Ratio of Entitlement. Only whole numbers of Shares will be issued and Qualifying Shareholders will be entitled to subscribe for rounded numbers of Shares once the Ratio of Entitlement has been applied. Fractional entitlements of 0.5 or greater will be rounded up and less than 0.5 will be rounded down.

3.7 **Minimum Subscription**

The Rights Offer is not subject to any minimum subscription being obtained.

3.8 **Procedures for acceptance**

- In respect of Qualifying Certificated Shareholders:

3.8.1 A Form of Instruction for completion by Qualifying Certificated Shareholders is enclosed with this Circular and the relevant procedure for participation in the Rights Offer is set out below:

3.8.2 Qualifying Certificated Shareholders who wish to subscribe for all or part of their Rights Offer Entitlement must indicate the number of Rights Offer Shares for which they wish to subscribe on the accompanying Form of Instruction.

3.8.3 Properly completed Forms of Instruction together with the valid EFT Reference Document, in payment of the Rights Offer Shares being taken up, must be lodged so as to reach the Transfer Secretaries **by no later than 12h00 on Friday, 20 September 2019** at the following address:

By hand to:

Brainworks Limited
c/o Computershare Investor Services (Pty) Ltd
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

By post to:

Brainworks Limited
c/o Computershare Investor Services (Pty) Ltd
PO Box 61763
Marshalltown, 2107

By email to:

corporate.events@computershare.co.za

3.8.4 Payment in compliance with this paragraph will, once the EFT has reflected in the Designated Bank Account, constitute an irrevocable acceptance of the Rights Offer upon the terms and conditions set out in this Circular and in the Form of Instruction.

3.8.5 If any Form of Instruction, EFT is not received as set out above, the Shareholder or Renounee concerned will be deemed to have declined the offer to acquire Rights Offer Shares pursuant to the Rights Offer.

3.8.6 If the required documentation and payment have not been received in accordance with the instructions contained in this Circular and the Form of Instruction (either from the Qualifying Shareholder or from any Renounee), then the Rights and the relevant number of unsubscribed Rights Offer Shares will be deemed to have been declined and the Rights Offer Entitlement will lapse.

3.8.7 **Qualifying Certificated Shareholders are advised to take into consideration postal delivery times when posting their Forms of Instruction, as no late postal deliveries will be accepted. Shareholders are advised to deliver their completed Forms of Instruction together with their EFT Reference Document by hand or by courier, where possible.**

- In respect of Qualifying Dematerialised Shareholders:

3.8.8 Qualifying Dematerialised Shareholders will not receive a printed Form of Instruction but should receive notification from their CSDP or Broker regarding the Rights to which they are entitled in terms of the Rights Offer.

3.8.9 Qualifying Dematerialised Shareholders who wish to follow all or part of their Rights in respect of the Rights Offer are required to notify their duly appointed CSDP or Broker accordingly in the manner and time stipulated in the Custody Agreement.

3.8.10 If the required documentation and payment have not been received in accordance with the instructions contained in this Circular (either from the Qualifying Shareholder or from any Renounee), then the Rights and the relevant number of unsubscribed Rights Offer Shares will be deemed to have been declined and the Rights Offer Entitlement will lapse.

3.8.11 **Brainworks does not take responsibility and will not be held liable for any failure on the part of any CSDP or Broker to notify Qualifying Dematerialised Shareholders of the Rights Offer and/or to obtain instructions from them to subscribe for the Rights Offer Shares and/or to sell the Letters of Allocation.**

3.9 **Procedures for sale or renunciation of Rights Offer Entitlement**

- In respect of Qualifying Certificated Shareholders

3.9.1 Qualifying Certificated Shareholders who do not wish to subscribe for all of their Rights Offer Entitlement (as reflected in the Form of Instruction), may either dispose of or renounce all or part of their Rights Offer Entitlement as follows:

3.9.1.1 Qualifying Certificated Shareholders who wish to sell all or part of their Rights Offer Entitlement, must complete **Form A** of the enclosed Form of Instruction and return it to the Transfer Secretaries to be received by no later than 12h00 on Wednesday, 18 September 2019.

3.9.1.2 The Transfer Secretaries will endeavour to procure the sale of rights on the JSE on the Shareholder's behalf and remit the net proceeds thereof in accordance with the instructions received, provided that such proceeds are not less than R10. Please note that the closer to this deadline that you instruct the Transfer Secretaries to sell your Letters of Allocation, the less opportunity the Transfer Secretaries will have to sell your Letters of Allocation on the exchange at a profit or at all. In this regard, neither the Transfer Secretaries nor Brainworks will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such Entitlements. Please note that the last day to trade Letters of Allocation is on Tuesday, 17 September 2019, and the form of instruction must be received by the Transfer Secretaries by no later than 12:00 on Tuesday, 17 September 2019; and

3.9.1.3 Qualifying Certificated Shareholders who wish to renounce their Rights Offer Entitlement in favour of any named Renounee, must complete **Form B** of the enclosed Form of Instruction, and the Renounee must complete **Form C** of the enclosed Form of Instruction and return it to the Transfer Secretaries, to be received by no later than 12h00 on Friday, 20 September 2019, together with an EFT Reference Document reflecting the appropriate amount. Renounees must attach a certified true copy of their Identification Document to the Form of Instruction, where **Forms B and C** are completed.

- In respect of Qualifying Dematerialised Shareholders

Qualifying Dematerialised Shareholders should timeously instruct their CSDP or Broker as to whether they wish to subscribe for all or part of their Rights Offer Entitlement, or sell all or part of their Rights Offer Entitlement or renounce all or part of their Rights Offer Entitlement, in the manner and time stipulated in the Custody Agreement. If they do not so instruct their CSDP or Broker in the manner as set out in their Custody Agreement, then the Rights and the relevant number of unsubscribed Rights Offer Shares will be deemed to have been declined and the Rights Offer Entitlement will lapse.

3.10 Payment

- Payment procedure for Qualifying Certificated Shareholders

3.10.1 The amount due on acceptance of the Rights Offer is payable in full in Rand and may be made by EFT into the Designated Bank Account.

3.10.2 The EFT Reference Document in respect of the total amount due, together with a properly completed Form of Instruction, should be clearly marked "Brainworks Limited – Rights Offer" and lodged as set out in paragraph 3.8.3, so as to reach the Transfer Secretaries by no later than 12h00 on Friday, 20 September 2019.

3.10.3 Please note that the Transfer Secretaries will effect delivery of Share certificates against payment and should an EFT Reference Document not accompany the Form of Instruction, the application will be treated as invalid.

3.10.4 No acknowledgement of receipt will be given for an EFT received in accordance with the Rights Offer.

3.10.5 Blocked Rand may be used by emigrants and Non-residents of the Common Monetary Area for payment in terms of the Rights Offer. In this regard, reference should be made to **Annexure 2** which deals with Exchange Control Regulations.

3.10.6 Qualifying Dematerialised Shareholders must timeously instruct their CSDP or Broker as to the action they must take to enable the CSDP or Broker to act on their behalf in terms of the Custody Agreement.

3.11 Lapsing of Rights

Qualifying Shareholders that do not take up their Rights will continue to own the same number of Shares, but their percentage holding in Brainworks will be diluted.

4. EXCHANGE CONTROL REGULATIONS

4.1 An outline of the applicable Exchange Control Regulations is available in **Annexure 2** to this Circular. Relevant Qualifying Shareholders are advised to acquaint themselves with these regulations.

- 4.2 In the case of Qualifying Shareholders who wish to “rematerialise” their Dematerialised Rights Offer Shares as provided for above and whose registered addresses in the Register are outside of the Common Monetary Area, or where the relevant Ordinary Share certificates are restrictively endorsed in terms of the Exchange Control Regulations, the following will apply:
- 4.2.1 for non-residents who are emigrants, the replacement Documents of Title will be sent to the Qualifying Shareholder’s authorised dealer in foreign exchange in South Africa controlling their blocked assets; and
- 4.2.2 for all other non-residents, the replacement Documents of Title will be restrictively endorsed “non-resident” in terms of the Exchange Control Regulations.

5. TAX CONSEQUENCES

Shareholders are advised to consult their professional advisers regarding the tax implications of the Rights Offer.

6. DOCUMENTS OF TITLE

- 6.1 Share certificates to be issued to Qualifying Certificated Shareholders pursuant to the Rights Offer will be posted to persons entitled thereto by registered post, at the risk of the Shareholders concerned (or their Renounees), on or about Monday, 23 September 2019.
- 6.2 Qualifying Certificated Shareholders (or their Renounees) receiving new Certificated Shares must note that they will not be able to trade such Shares on the JSE until these Shares have been Dematerialised, which could take between 1 (one) and 10 (ten) days, depending on the volumes being processed at the time.
- 6.3 The accounts of Qualifying Dematerialised Shareholders (or their Renounees) will be updated by their CSDP or Broker in respect of the Rights Offer Shares to be issued to them on Monday, 23 September 2019.
- 6.4 CSDPs will effect payment on a “delivery versus payment basis” in respect of Qualifying Dematerialised Shareholders (or their Renounees).

7. JSE LISTINGS

- 7.1 The Issuer Regulation Division of the JSE has approved the listing of:
- 7.1.1 the Letters of Allocation in respect of all of the 13 199 997 Rights Offer Shares with effect from the commencement of trade on Wednesday, 4 September 2019, to the close of trade on Tuesday, 17 September 2019, both days inclusive; and
- 7.1.2 13 199 997 Rights Offer Shares with effect from the commencement of trade on Wednesday, 18 September 2019.

8. SHARE CAPITAL

- 8.1 The authorised Shares of the Company before and after the Rights Offer is unlimited.
- 8.2 The issued Shares of the Company at the Last Practicable Date, prior to the Rights Offer, is as follows:

	Number of Shares	US\$
Shares of no par value	96 306 195 ¹	63 088 923

- 8.3 The issued share capital of the Company subsequent to the Rights Offer is set out below which assumes that a maximum 13 199 997 Shares are issued at a minimum price of ZAR6.50 per Share:

	Number of Shares	US\$
Shares of no par value	109 506 192	68 740 165 ²

1. Includes 7 775 000 Treasury Shares.

2. Rights Offer capital raised is converted by the USD/ZAR Exchange Rate as at the Last Practicable Date.

8.4 The Company has 7 775 000 Treasury Shares in issue at the Last Practicable Date, before and after the Rights Offer.

9. DIRECTORS' INFORMATION

Director	Capacity	Business address
SFW Village	Non-executive Chairman	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517, Republic of Mauritius
C Mtasa	Lead-Independent non-executive	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius
AM Mothupi	Independent non-executive	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius
GSJ Bennett	Independent non-executive	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius
Z Madarun	Independent non-executive	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius
M Ramphul	Independent non-executive	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius
RG Muirimi	Non-executive	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius
S Nyarota	Non-executive	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius
P Saungweme	Chief Executive Officer and Chief Financial Officer	Suite 1, Perrieri Office Suites C2-302, Level 3, Office Block C La Croisette Grand Baie, 30517 Republic of Mauritius

9.1 On 05 June 2019, Mr BI Childs resigned as Chief Executive Officer and with effect from Wednesday, 05 June 2019, Mr P Saungweme assumed the role as interim Chief Executive Officer for a period not exceeding 31 December 2019. On 27 June 2019, Mrs. Z Madarun and Mr. M Ramphul, were appointed to the Board with effect from Monday, 1 July 2019.

9.2 There will be no change to the composition of the Board, nor will the remuneration of the Directors be varied, as a result of the Rights Offer.

10. DIRECTORS' INTERESTS IN SECURITIES

10.1 As at the Last Practicable Date, the beneficial interests of Directors and their associates (including directors who have resigned in the 12 months preceding the Last Practicable Date), directly and indirectly, in the issued share capital of Brainworks, were as follows:

	Direct beneficial interest	Indirect beneficial interest	Total	Percentage held (%) ¹
Executive Director				
BI Childs*	205 000	-	205 000	0.21
Non-Executive Directors				
RG Muirimi	1 000 000	-	1 000 000	1.04
S Village	-	300 000	300 000	0.31
RN Charrington	-	200 000	200 000	0.21
GSJ Bennet	-	200 000	200 000	0.21
AM Mothupi	25 000	-	25 000	0.00
Zain Madarun	-	-	-	-
Manisha Ramphul	-	-	-	-
Total held by current Directors	1 230 000	700 000	1 930 000	2.01

* As announced on SENS on Wednesday, 05 June 2019, Mr BI Childs resigned as Chief Executive Officer with effect from 05 June 2019 and Mr P Saungweme assumed the role as interim Chief Executive Officer for a period not exceeding 31 December 2019.

Notes:

1. There have been no changes to the Directors' interests (or of their associates), between the financial year ended 31 December 2018 and the Last Practicable Date.
2. The Directors may participate in the Rights Offer. Such participation may result in a change to the number of Shares held by the Directors on the implementation of the Rights Offer.

10.2 Mr S Village will subscribe for his Rights in full.

11. EXPENSES

11.1 The total estimated costs relating to the Rights Offer, which amount to approximately R1.1 million excluding VAT, are detailed in the table below:

Nature of expense	Paid/payable to	Rand
Transaction Sponsor	Questco (Pty) Ltd	300 000
Legal Advisor	Bowman Gilfillan Inc.	180 000
JSE listing fee	JSE	347 000
JSE documentation fee	JSE	28 100
Printing, publication and distribution	Nextpage Concepts	100 000
Transfer secretaries	Computershare	65 000
Strate fees	Strate	25 958
Contingency	Various	50 000
Total		1 096 058

11.2 Other than set out above, Brainworks has not incurred any preliminary expenses in relation to the Rights Offer during the three years preceding the Last Practicable Date.

11.3 The expenses of the Rights Offer will be written off against stated capital.

12. SHARE TRADING HISTORY

12.1 **Annexure 3** contains the aggregate volume and value of the Company's Shares traded on the JSE, as well as the highest and lowest traded prices for each:

12.2 trading day during the 30-day period ended on the Last Practicable Date; and

12.3 month over the 12-months preceding the Last Practicable Date.

13. RESPONSIBILITY STATEMENT

The Directors, whose names appear in the "Corporate Information and Advisors" section, collectively and individually accept full responsibility for the accuracy of the information given in this Circular, and certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular false or misleading, and that they have made all reasonable inquiries to ascertain such facts, and that this Circular contains all information required by law and the JSE Listings Requirements. All the Directors have read, and understand and agree with, the contents of this Circular and have authorised the Chief Executive Officer of the Company, by way of round-robin resolution, to sign this Circular on their behalf.

14. CONSENTS

Each of the advisors whose names appear on the front cover of this Circular has consented and have not, prior to the Last Practicable Date, withdrawn their written consents to the inclusion of their names in the form and context in which they appear in this Circular.

15. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the registered offices of the Company and Questco at the address set out to in the "Corporate Information and Advisors" section, during normal office hours from the date of issue of this Circular until the date that the Rights Offer closes:

- the Constitution of Brainworks and its major Subsidiaries;
- the audited consolidated financial statements of Brainworks for the three consecutive financial years ended, 31 December 2016, 31 December 2017 and 31 December 2018;
- copies of the written consents referred to in paragraph 14 above;
- a signed copy of this Circular; and
- the powers of attorney signed by the Directors.

SIGNED ON 21 AUGUST 2019 BY PETER SAUNGWEME ON BEHALF OF ALL THE DIRECTORS OF BRAINWORKS IN TERMS OF A DIRECTORS RESOLUTION GRANTED TO HIM BY SUCH DIRECTORS



Peter Saungweme
Chief Executive Officer and Chief Financial Officer

ANNEXURE 1 - TABLE OF ENTITLEMENT

The number of Rights Offer Shares to which Qualifying Shareholders will be entitled is set out below. Qualifying Shareholders will be entitled to 1 Rights Offer Share for every 6.70691 Shares held at the Record Date for the Rights Offer. Fractional entitlements of 0.5 or greater will be rounded up and less than 0.5 will be rounded down.

Number of Shares held	Number of Rights Offer Shares	Number of Shares held	Number of Rights Offer Shares	Number of Shares held	Number of Rights Offer Shares
1	-	42	6	83	12
2	-	43	6	84	13
3	-	44	7	85	13
4	1	45	7	86	13
5	1	46	7	87	13
6	1	47	7	88	13
7	1	48	7	89	13
8	1	49	7	90	13
9	1	50	7	91	14
10	1	51	8	92	14
11	2	52	8	93	14
12	2	53	8	94	14
13	2	54	8	95	14
14	2	55	8	96	14
15	2	56	8	97	14
16	2	57	8	98	15
17	3	58	9	99	15
18	3	59	9	100	15
19	3	60	9	125	19
20	3	61	9	150	22
21	3	62	9	175	26
22	3	63	9	200	30
23	3	64	10	500	75
24	4	65	10	1 000	149
25	4	66	10	5 000	745
26	4	67	10	10 000	1 491
27	4	68	10	20 000	2 982
28	4	69	10	50 000	7 455
29	4	70	10	100 000	14 910
30	4	71	11	200 000	29 820
31	5	72	11	300 000	44 730
32	5	73	11	400 000	59 640
33	5	74	11	500 000	74 550
34	5	75	11	1 000 000	149 100
35	5	76	11	2 000 000	298 200
36	5	77	11	3 000 000	447 300
37	6	78	12	4 000 000	596 400
38	6	79	12	5 000 000	745 500
39	6	80	12	10 000 000	1 491 000
40	6	81	12	100 000 000	14 909 996
41	6	82	12		

ANNEXURE 2 - EXCHANGE CONTROL REGULATIONS

The following summary is intended only as a guide and is, therefore, not comprehensive. If Shareholders are in any doubt as to the appropriate course of action they are advised to consult their professional advisor.

Pursuant to the Exchange Control Regulations and upon specific approval of the South African Reserve Bank, non-residents, excluding former residents, of the Common Monetary Area will be allowed to:

- take up Rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE provided payment is received either through normal banking channels from abroad or from a non-resident account.

All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any share certificates issued pursuant to such applications will be endorsed "non-resident".

Where a Right in terms of the Rights Offer becomes due to a former resident of the Common Monetary Area, which right is based on shares blocked in terms of the Exchange Control Regulations of South Africa, then only may emigrant blocked funds be used to:

- take up the Rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE.

All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed "non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. The proceeds due to emigrants from the sale of the Letters of Allocation, if applicable, will be returned to the authorised dealer in foreign exchange for credit to such emigrants' blocked accounts. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to blocked Rand transactions will be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of Letters of Allocation or arising from the sale of blocked Shares will be credited to the blocked accounts of the emigrants concerned.

New Ordinary Share certificates issued pursuant to the Rights Offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such emigrant's blocked assets for control in terms of the Exchange Control Regulations of South Africa. Where the emigrant's Ordinary Shares are in Dematerialised form with a CSDP or Broker, the electronic statement issued in terms of Strate will be despatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.

Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular and Form of Instruction should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription to be made in terms of such Form of Instruction.

The Rights Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.

The Rights Offer Shares have not been and will not be registered under the Securities Act of the United States of America. Accordingly, the Rights Offer Shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the Securities Act. This Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States. This Circular does not constitute an offer of any securities for sale in the United States or to United States persons. The Rights Offer contained in this Circular does not constitute an offer in the District of Columbia, the United States, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer ("**Non-qualifying Shareholder**"). Non-qualifying Shareholders should consult their professional advisors to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Rights Offer, or trade their entitlement. Shareholders holding Ordinary Shares on behalf of persons who are Non-Qualifying Shareholders, are responsible for ensuring that taking up the Rights Offer, or trading in their entitlements under that offer, do not breach regulations in the relevant overseas jurisdictions.

To the extent that Non-qualifying Shareholders are not entitled to participate in the Rights Offer as a result of the aforementioned restrictions, such Non-qualifying Shareholders should not take up their Rights Offer entitlement or trade-in their Rights Offer entitlement and should allow their Rights in terms of the Rights Offer to lapse.

ANNEXURE 3 - SHARE TRADING HISTORY

Date	High (cents)	Low (cents)	Close (cents)	Volume
05-Jul-19	800	800	800	0
08-Jul-19	226	4	226	1200
09-Jul-19	226	226	226	0
10-Jul-19	226	226	226	0
11-Jul-19	226	226	226	0
12-Jul-19	226	226	226	0
15-Jul-19	798	798	798	495
16-Jul-19	798	798	798	0
17-Jul-19	798	798	798	0
18-Jul-19	798	798	798	0
19-Jul-19	798	798	798	0
22-Jul-19	798	798	798	0
23-Jul-19	798	798	798	0
24-Jul-19	798	798	798	0
25-Jul-19	798	798	798	0
26-Jul-19	798	798	798	0
29-Jul-19	798	798	798	0
30-Jul-19	798	798	798	0
31-Jul-19	798	798	798	0
01-Aug-19	798	798	798	0
02-Aug-19	798	798	798	0
05-Aug-19	798	798	798	0
06-Aug-19	798	798	798	0
07-Aug-19	798	798	798	0
08-Aug-19	798	798	798	0
12-Aug-19	798	798	798	0
13-Aug-19	798	798	798	0
14-Aug-19	798	798	798	0
15-Aug-19	798	798	798	0
16-Aug-19*	798	798	798	0

Month ended	High (cents)	Low (cents)	Close (cents)	Volume
31-Jul-18	800	800	800	47230
31-Aug-18	800	800	800	244
30-Sep-18	800	800	800	10877
31-Oct-18	800	800	800	577
30-Nov-18	800	800	800	2600
31-Dec-18	800	700	700	1570
31-Jan-19	700	700	700	0
28-Feb-19	700	700	700	0
31-Mar-19	800	700	800	1885
30-Apr-19	800	800	800	50
31-May-19	800	800	800	700
30-Jun-19	800	800	800	1580
31-Jul-19	800	4	798	2532

*Last Practicable Date

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations on page 5 of the accompanying Circular apply, *mutatis mutandis*, to the information contained in the Form of Instruction.

This Form of Instruction in respect of a renounceable (nil paid) Letter of Allocation is negotiable and may be traded on the JSE under JSE Code BWZN and ISIN MU0548S00018. If you are in any doubt as to what action to take, please consult your CSDP, Broker, banker, attorney, accountant or other professional adviser immediately.

Brainworks has issued all Letters of Allocation in Dematerialised form and the electronic record for Certificated Shareholders is being maintained by its Transfer Secretaries. This enables Certificated Shareholders to enjoy the same rights and opportunities with respect to the Form of Instruction as Dematerialised Shareholders. Certificated Shareholders, who wish to dispose of or take up all or part of their Rights, must complete this Form of Instruction and return it to the Transfer Secretaries, at the address below.

Each amendment to this Form of Instruction must be signed in full and must not be initialled.

The logo for Brainworks Limited, featuring the word "BRAINWORKS" in a bold, sans-serif font. The letter "A" in "BRAIN" is stylized with a white shape that resembles a brain or a stylized letter 'A'.

Brainworks Limited

(Incorporated in the Republic of Mauritius)

(Registration number 115883 C1/GBL)

Share code: BWZ

ISIN: MU0548S00000

FORM OF INSTRUCTION IN RESPECT OF A LETTER OF ALLOCATION – Issued to Certificated Shareholders only

A renounceable rights offer by Brainworks of 13 199 997 new Shares to Qualifying Shareholders recorded in the Register at the close of business on Friday, 6 September 2019, at a Rights Offer Issue Price of ZAR6.50 per Rights Offer Share, in the ratio of 1 Rights Offer Share for every 6.70691 Shares held on the Record Date.

Declaration and Finalisation announcement released on SENS	Tuesday, 27 August
Declaration and Finalisation announcement published in the press	Wednesday, 28 August
Circular published on the Brainworks website on	Monday, 2 September
Last day to trade in Shares in order to participate in the Rights Offer (cum Rights)	Tuesday, 3 September
Listing of and trading in the Letters of Allocation under the JSE Code BWZN and ISIN MU0548S00018 on the JSE commences at 09:00 on	Wednesday, 4 September
Shares commence trading ex-Rights on the JSE at 09:00 on	Wednesday, 4 September
Circular distributed to Certificated Shareholders together with a Form of Instruction on	Thursday, 5 September
Record Date for the Rights Offer	Friday, 6 September
Rights Offer opens at 09:00 on	Monday, 9 September
Dematerialised Shareholders accounts at their CSDP or Broker credited with their entitlement of Letter of Allocation on	Monday, 9 September
Certificated Shareholders' Letters of Allocation credited to an electronic account held at the Transfer Secretaries on	Monday, 9 September
Circular distributed to Dematerialised Shareholders	Monday, 9 September
Last day to trade in Letters of Allocation on the JSE	Tuesday, 17 September
Certificated Shareholders wishing to sell all or part of their Entitlement must lodge their Form of Instruction with the Transfer Secretaries by 12:00	Tuesday, 17 September
Listing of, and trading in, the Rights Offer Shares on the JSE commences at 09:00 on	Wednesday, 18 September
Certificated Shareholders wishing to renounce or subscribe for all or part of their Entitlement must lodge their Form of Instruction together with their payment with the Transfer Secretaries by 12:00	Friday, 20 September
Record Date for the Letters of Allocation	Friday, 20 September
Rights Offer closes at 12:00 on	Friday, 20 September
Rights Offer Shares issued and posted to Shareholders in certificated form (where applicable) on or about	Monday, 23 September
Dematerialised Shareholders' CSDP or Broker accounts updated and credited with Rights Offer Shares on	Monday, 23 September
Results of Rights Offer announced on SENS	Monday, 23 September

Notes:

1. Shareholders may not Dematerialise or rematerialise their Shares between Wednesday, 4 September 2019, and Friday, 6 September 2019, both dates inclusive.
2. All references to dates and times are to local dates and times in South Africa.
3. The above dates and times are subject to amendment. Any such amendment will be released on SENS.
4. CSDPs effect payment in respect of Dematerialised Shareholders on a delivery-versus-payment method.

THIS FORM MUST BE RETURNED IN ITS ENTIRETY TO THE TRANSFER SECRETARIES.

Transfer Secretaries:

Computershare Investor Services
 Proprietary Limited
 Rosebank Towers, 15 Biermann Avenue
 Rosebank, 2196
 (PO Box 61763, Marshalltown, 2107)

Enquiries in connection with this Letter of
 Allocation should be addressed to the Transfer
 Secretaries, quoting this account number.

Account number:

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Name and address of Shareholder
(1)

Number of Shares deemed to be held at close of business on Friday, 6 September 2019	Number of Rights Offer Shares which can be taken up in terms of paragraph 2 below based on the deemed shareholding as at Friday, 6 September 2019	Amount payable at ZAR6.50 per Rights Offer Share (3) x ZAR6.50
(2)	(3)	(4) [(3) x ZAR6.50]

Acceptance of Rights Offer Shares	Number of Rights Offer Shares accepted	Total amount due at ZAR6.50 per Rights Offer Share
Please note that the same or a lesser number of Rights Offer Shares as the number mentioned in Block (3) may be accepted	(5)	R (6) [(5) x ZAR6.50]

Please note that the same or a lesser number of Rights Offer Shares as the number mentioned in Block 3 may be accepted	EFT swift reference number (only applicable if payment is made by EFT)	Amount of EFT

Applicant's telephone number: (office hours) () and/or cellphone number and/or (home)

Applicant's email address:

Signature:	Date:
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BRAINWORKS

Brainworks Limited

(Incorporated in the Republic of Mauritius),
Registration number 115883 C1/GBL,
Share code: BWZ
ISIN: MU0548S00000

Dear Shareholder,

1. THE RIGHTS OFFER

Shareholders recorded in the Register at the close of trade on Friday, 6 September 2019, are offered Rights Offer Shares at a Rights Offer Issue Price of ZAR6.50 per Rights Offer Share in the ratio of 1 Rights Offer Share for every 6.70691 Shares held on the Record Date.

The Rights Offer Issue Price of ZAR6.50 per Rights Offer Share is payable in full on acceptance in ZAR.

2. ALLOCATION

The Rights Offer Shares stated in **Block (3)** have been provisionally allocated for subscription at a price of ZAR6.50 per Rights Offer Share to the Shareholder whose name is stated in **Block (1)**.

3. ACCEPTANCE AND PAYMENT

3.1. If you wish to accept the Rights Offer you must complete **Blocks (5), (6) and (7) and sign in the space provided below Block (7)**.

3.2. If you are the person(s) in whose name(s) this Form of Instruction was issued and wish to subscribe for **all** the Rights Offer Shares allocated to you, complete the applicable blocks as stated above. In such instance, **Forms B and C** of this Form of Instruction need not be completed.

3.3. If you are the person(s) in whose favour this Form of Instruction has been renounced and you wish to subscribe for the Rights Offer Shares, complete the applicable blocks as stated above as well as **Form C** of this Form of Instruction.

3.4. If you wish to subscribe for the Rights Offer Shares, a properly completed Form of Instruction, together with the amount due in ZAR by way of one of the following methods of payment, must be lodged with the Transfer Secretaries, so as to be received by no later than 12:00 on **Friday, 20 September 2019**:

3.4.1. by an EFT swift reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate actions department of the Transfer Secretaries +27 (0) 8611 00634).

3.5. Such payment, when the EFT cleared into the Designated Bank Account, will constitute acceptance of the Rights Offer upon the terms and conditions set out in the accompanying Circular and in this Form of Instruction.

3.6. No acknowledgement of receipt will be given for an EFT received in accordance with the Rights Offer.

3.7. **If this Form of Instruction and the EFT Reference Document are not received as set out above, then the Rights Offer will be deemed to have been declined and the right to subscribe for the Rights Offer Shares offered to the addressee (or his renounce) will revert to the Company.**

3.8. With reference to paragraph 3.4 above regarding EFTs, please note the following:

- Forms of Instruction and proof of payment (EFT swift reference number) may be emailed to *corporate.events@computershare.co.za*. Kindly note that this relates only to the subscription for Rights Offer Shares and not for the sale thereof.

- Forms of Instruction which are not posted must be emailed to *corporate.events@computershare.co.za*. Computershare Investor Services Proprietary Limited will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of emailed Forms of Instruction or owing to Forms of Instruction being forwarded to any other email address other than that provided above.
- Forms of Instruction shall be deemed to be received on the date reflected in the Transfer Secretaries' electronic system. Notwithstanding anything to the contrary, it is the responsibility of Shareholders to ensure that their Form of Instruction is received timeously by the Transfer Secretaries.

4. RENUNCIATION OR SALE

4.1. Renunciation

4.1.1. If you are a Certificated Shareholder and you do not wish to subscribe for the Rights Offer Shares allocated to you in terms of the Rights Offer, you may renounce your rights by signing **Form B**, and the renounee who wishes to subscribe for the Rights Offer Shares in terms of the Rights Offer must complete **Form C**, lodge this Form of Instruction, and make payment, in terms of paragraph 3 above, for the number of Rights Offer Shares in respect of which the Rights Offer is accepted. The renounee must also complete **Form E** to indicate if the renounee wishes to receive the Right Offer Shares in Certificated or Dematerialised form.

4.1.2. The lodging of this Form of Instruction, with **Form B** purporting to be signed by the Shareholder whose name appears thereon, will be taken to be conclusive evidence of the right of the holder:

4.1.2.1. to deal with this Form of Instruction; or

4.1.2.2. to have the Rights Offer Shares in question allotted and to receive a certificate for those Right Offer Shares.

4.1.3. Therefore, Brainworks will not be obliged to investigate whether **Forms B and C** have been properly signed or completed or to investigate any fact surrounding the signing or lodging of either form.

4.2. Sale

4.2.1. If you wish to **sell** all or part of your Entitlement, you must complete **Form A** of this Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein so as to reach them by no later than 12h00 on Tuesday, 17 September 2019. Note that the Transfer Secretaries will endeavour to procure the sale of Rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the Transfer Secretaries, nor any Broker appointed by it nor Brainworks will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales, the price obtained or any failure to sell such Entitlements.

5. EXCESS APPLICATIONS

Excess applications for Rights Offer Shares will not be allowed.

6. EXCHANGE CONTROL REGULATIONS

6.1. Pursuant to the Exchange Control Regulations of South Africa and upon specific approval of the South African Reserve Bank, Non-residents, excluding Emigrants will be allowed to:

6.1.1. take up Rights allocated to them in terms of the Rights Offer;

6.1.2. purchase Letters of Allocation on the JSE; and

6.1.3. subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE, provided payment is received either through normal banking channels from abroad or from a Non-resident account.

- 6.2. All applications by Non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any Share certificates issued pursuant to such applications will be endorsed "Non-resident".
- 6.3. Where a Right in terms of the Rights Offer becomes due to an Emigrant, which Right is based on Shares blocked in terms of the Exchange Control Regulations of South Africa, then only Emigrant blocked funds may be used to:
- 6.3.1. take up the Rights allocated to them in terms of the Rights Offer;
- 6.3.2. purchase Letters of Allocation on the JSE; and
- 6.3.3. subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE.
- 6.4. All applications by Emigrants using Blocked Rands for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such Emigrants will be endorsed "Non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. The proceeds due to Emigrants from the sale of the Letters of Allocation, if applicable, will be returned to the authorised dealer in foreign exchange for credit to such Emigrants' blocked accounts. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to blocked Rand transactions will be endorsed "Non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of Letters of Allocation or arising from the sale of blocked Shares will be credited to the blocked accounts of the Emigrants concerned.
- 6.5. New Share certificates issued pursuant to the Rights Offer to an Emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such Emigrant's blocked assets for control in terms of the Exchange Control Regulations of South Africa. Where the Emigrant's Shares are in Dematerialised form with a CSDP or Broker, the electronic statement issued in terms of Strate will be despatched by the CSDP or Broker to the address of the Emigrant in the records of the CSDP or Broker.

7. LISTINGS ON THE JSE

- 7.1. The JSE has granted a listing for the:
- 7.1.1. Letters of Allocation in respect of 13 199 997 Rights Offer Shares with effect from the commencement of trade on Wednesday, 4 September 2019 to the close of trade on Tuesday, 17 September 2019, both days inclusive; and
- 7.1.2. 13 199 997 Rights Offer Shares with effect from the commencement of trade on Wednesday, 18 September 2019.

8. DOCUMENTS OF TITLE

- 8.1. New share certificates to be issued to Certificated Shareholders or renounees who have opted to "re-materialise" their Dematerialised Rights Offer Shares to which they are entitled as contemplated in the section titled "Action Required by Shareholders" of the Circular, will be posted to persons entitled thereto, by registered post, at the risk of the Shareholders concerned, on or about Monday, 23 September 2019.

By order of the Board

BRAINWORKS LIMITED
Company secretary

02 September 2019

GENERAL INSTRUCTIONS AND CONDITIONS

- (a) **Married persons:** Married persons wishing to exercise their Rights must comply with the provisions of the Matrimonial Property Act (No. 88 of 1984) and proof of such person's capacity to exercise such Rights may be required by the Transfer Secretary.
- (b) **Powers of attorney:** If this form is signed under a power of attorney, then the original, or a certified copy thereof, must be sent to the transfer secretaries for noting unless it has already been noted by Brainworks or the Transfer Secretary.
- (c) **Companies or close corporations:** A company or close corporation wishing to exercise its Rights must send the original or certified copy of the directors' or members' resolution authorising the exercise of such Rights to the transfer secretaries for noting.
- (d) **Stamp of broking member of the JSE:** If any signature to **Form B** is confirmed by the stamp of a broking member of the JSE then (a), (b) or (c) above, as the case may be, will not apply.
- (e) **Deceased estates and trusts:** Rights Offer Shares will not be allotted in the name of an estate or a trust. Therefore, where the right to the Rights Offer Shares has accrued to the estate of a deceased holder or a trust, the executor or administrator or trustee (as the case may be) must complete **Form B** in his/her representative capacity and **Form C** must be completed by the person in whose name the Rights Offer Shares are to be allotted without any reference to the estate or the trust.
- (f) **Joint holders:** Where applicable, all joint holders of Letters of Allocation must sign the Form of Instruction in the appropriate space provided.
- (g) **Receipts and documents:** No receipts will be given for completed Letters of Allocation and remittances. Original documents accompanying applications will be returned by the Transfer Secretary in due course, at the risk of the applicant.
- (h) **Share certificates:** Brainworks uses the "certified transfer deeds and other temporary Documents of Title" procedure approved by the JSE and, therefore, will issue only one "block" share certificate for the Rights Offer Shares allotted by it to each acceptor of the offer.

Instructions relating to the Letter of Allocation must be delivered/sent to:

By hand to:

Brainworks Limited
c/o Computershare Investor Services (Pty) Ltd
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

By post to:

Brainworks Limited
c/o Computershare Investor Services (Pty) Ltd
PO Box 61763
Marshalltown, 2107

By email to:

corporate.events@computershare.co.za

FORM A: INSTRUCTION TO SELL

This form is to be signed by the Shareholder if the rights to the Rights Offer Shares are to be sold.

**Stamp of selling
broker (if any) or
stamp or name
and address of
lodging agent**

To the Directors,

Brainworks Limited

I/We hereby instruct Computershare Investor Services (Pty) Ltd to sell _____ of my Rights Offer Shares and pay the proceeds, if any, of the sale of the Rights allocated to me/us in terms of this Form of Instruction (less fees calculated as follows: a dealing administration fee for trades greater than R0.01 up to R40,000.00 equal to R155.84 inclusive of VAT and a further additional fee of 0.35% for trades greater than R40,000.00 plus VAT (+R155.84). A administration fee of R100.00 will be levied in respect of the selling order).

Payment instruction

By electronic funds transfer to the following bank account: **(certified copies of the bank statement and Identification Document must be attached to the Form of Instruction when payment via electronic funds transfer is requested and same has not been submitted to the transfer secretaries to date).**

By electronic funds transfer to the following bank account*:

Name of Bank: _____

Account Number: _____

Branch Code: _____

* Note that the transfer secretaries will require a South African bank account for Emigrant shareholders. South Africa banks may also charge additional fees to non-resident shareholders who wish to be paid in foreign currency.

In order to comply with the requirements of the Financial Intelligence Act, 2001 (No. 38 of 2001), Computershare Investor Services Proprietary Limited will be unable to record any change of payment mandated unless the following documentation is received from the relevant Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have a tax number, please submit a letter stating this and have the letter signed by a Commissioner of Oaths; and
- a certified true copy of an original bank statement.

Signed: _____

Signature(s) of Shareholder selling his/her rights

Date: _____

Assisted by me (where applicable) (all joint holders must sign)

FORM B: FORM OF RENUNCIATION

(To be signed by the shareholder named in Block (1) hereof if the right to the Rights Offer Shares are renounced.)

To the Directors,

Brainworks Limited

**Stamp of selling
broker (if any) or
stamp or name
and address of
lodging agent**

I/We hereby renounce my/our right to subscribe for the Rights Offer Shares allocated to me/us as stated in **Block (3)** hereof in favour of the person(s) completing the Registration Application Form (**Form C**) in relation to such shares.

Signed: _____

Signature(s) of person(s) renouncing

Assisted by me (where applicable) (all joint holders must sign)

Date: _____

(Note: Renounees must attach a certified true copy of their Identification Document to the Form of Instruction when Form B hereof is completed.)

FORM C: REGISTRATION APPLICATION FORM

(To be accompanied by a EFT swift reference number)

This form to be completed in respect of the person(s) (i.e. the renounee(s)) in whose name(s) the Rights Offer Shares must be allotted.

ONCE THIS FORM HAS BEEN COMPLETED, THIS FORM OF INSTRUCTION WILL NO LONGER BE NEGOTIABLE.

To the Directors,

Brainworks Limited

I/We hereby request you to allot the Rights Offer Shares comprised in this Form of Instruction and as indicated in **Blocks (5) and (6)** hereof in the following name(s) upon the conditions set out in the accompanying Circular and subject to the Constitution of Brainworks.

I/We authorise you to place such name(s) in the Brainworks Register.

Surname(s) or Name of company: _____

Mr/Mrs/Miss: _____

First names in full: _____

Postal address (preferably a P O Box address): _____

Postal Code _____

E-mail address: _____

Telephone number (office hours) (_____) _____ Mobile number: _____

Date _____

Signed: _____

Signature(s) of renounee(s)

Assisted by me (where applicable) (all joint holders must sign)

FORM D: POSTAL INSTRUCTIONS

(To be completed only if you require a Share certificate)

Certificated Shareholders accepting all the Rights allocated to them in terms of the Rights Offer will receive their Rights Offer Shares in certificated form, which will not be good for delivery until they have been Dematerialised.

Certificated Shareholders should complete the section below.

Kindly post the relevant Share certificate to the following address by registered post:

Name: _____

Address: _____

In order to comply with the requirements of the Financial Intelligence Act, 2001 (No. 38 of 2001), Computershare Investor Services Proprietary Limited will be unable to record any change of address unless the following documentation is received from the relevant Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have a tax number, please submit a letter stating this and have the letter signed by a Commissioner of Oaths; and
- a utility bill not older than 3 months.

(If no specific instructions are given here, the Certificated Shares will be forwarded to the address as shown in **Block (1)** hereof.

A Shareholder wishing to collect his/her/their new share certificate from the Transfer Secretary must tick this block: