



NUTRITIONAL HOLDINGS LIMITED

(Registration number: 2004/002282/06)
(Incorporated in the Republic of South Africa)
(Share Code: NUT ISIN Code: ZAE000156485)
("Nutritional Holdings" or "the Company")

CLARIFICATION ANNOUNCEMENT – INITIAL COIN OFFERING

Shareholders of Nutritional Holdings will have recently received a letter dated 25 March 2021 regarding an opportunity for them to participate in an Initial Coin Offering ("**ICO**") of a cryptocurrency known as CannaCrypt on a preferential basis.

The Board wishes to clarify the issue for shareholders and to the market at large.

CannaCrypt has been conceived by Nutritional Holdings and its wholly-owned subsidiary, Ukusekela Holdings (Pty) Ltd ("**Ukusekela**") for purposes of exploring alternative funding strategies for the working capital needs related to the expected growth in Ukusekela's cannabis business. At the time it was envisaged that a cryptocurrency funding instrument could potentially be used to meet Ukusekela's funding requirements whilst providing a benefit to the Company and the letter accordingly referred to the ICO being launched through Ukusekela.

The ICO is housed within a company known as Cannacrypt Proprietary Limited. CannaCrypt is not currently a subsidiary of Nutritional Holdings, but is a separate entity formed under the control of one of the executive directors of Nutritional Holdings, Mr N Dasarath ("**the Founder**"). As such, the opportunity to participate on a preferential basis in an ICO of CannaCyrpt does not constitute an issue by an existing subsidiary of Nutritional Holdings nor a transaction by Nutritional Holdings, as defined in the JSE Listings Requirements.

It is the intention of the Board of Nutritional Holdings that its shareholders should benefit from any upside above the return to any Cannacrypt Coin Holders. The final terms of the ICO and any impact on Nutritional Holdings is currently being finalised.

With ICOs currently not being regulated in South Africa nor by the JSE, the Company and its advisors are engaging with the JSE and will also be engaging with the Financial Sector Conduct Authority ("**FSCA**") and CIPC, to develop best practice in the absence of current regulation. Cannacrypt has, in the interim, applied to be registered as a Financial Services Provider ("**FSP**") under FSP number 51637.

To this end, and due to a large number of queries from existing shareholders and the public, a decision has been taken to prepare a white paper/prospectus to provide clear information and terms to potential and current ICO subscribers. As part of this process, the Company will continue to engage with the JSE to ensure that any applicable listings requirements are addressed, including the spirit of the JSE Listings Requirements. A further announcement containing details of the White Paper/Prospectus and new dates will be made available in due course. At the request of certain existing shareholders, the preferential participation date, which expired on 31 March 2021, will also be extended. For those ICO participants that have already received Coins, your investment remains ringfenced and secure.

The Board will ensure that shareholders are fully advised should Cannacrypt become a subsidiary of the Company or should any related party funding agreements be concluded between the Company and the Founder of CannaCrypt. If the funding terms are not market related in terms of Section 10 of the JSE Listings Requirements, then the appropriate JSE Listings Requirements will be applied, and if necessary, shareholder approval obtained.

By order of the Board
Johannesburg
14 April 2021

Designated Advisor
AcaciaCap Advisors Proprietary Limited

