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MANDATE LETTER
(Advisor)
03 September 2014
PROVISION OF FINANCIAL TRANSACTION ADVISORY AND CAPITAL RAISING SERVICES TO THE CLIENT

1. Reference is made to the recent meeting and discussions held at your offices on _____ 2014. As discussed, (Advisor) would be glad to provide (Advisee) with Financial, Transaction Advisory and Capital Raising services.

2. This Letter ("Mandate Letter") sets out the terms and conditions of the Financial, Transaction Advisory And Capital Raising services, subject to change, which (Advisor) will provide to (Advisee).

3. **Appointment**
(Advisee) hereby appoints (Advisor) as its exclusive Lead Financial & Transaction Advisor in relation to Financial, Transaction And Capital Raising services dedicated to address the following general objectives for (Advisee):

- Achieve refinancing of (Advisee)'s debt obligations with more appropriate and cost effective financing options taking into account the business of (Advisee) and growth objectives;
- Achieve an exit for (Advisee)'s initial shareholders through a public or private equity offering in (Advisee);
- A possible listing on the _____ Securities Exchange(_____).

4. **(Advisor)**
(Advisor) (or "the Lead Financial & Transaction Advisor") will perform the following duties:

4.1. **Phase I & II - Management Of The Comprehensive Preliminary Advisory Services:**
(Advisor) will recommend to (Advisee) the involvement of qualified business consultants and legal advice, in order to address critical business consultancy requirements, including:

- i. Assessment of the business model, in accordance with best practices and the local operating environment;
- ii. Advise on the product mix and sales strategy;
- iii. Review the marketing / branding strategy and advise on potential improvements;
- iv. Technical and financial capacity assessment;
- v. Advise on human resource capacity and structure;
- vi. Optimize operational efficiency;
- vii. Review and advise on organizational / legal restructuring;
- viii. Provide financial modeling services;
- ix. Prepare a Strategic Plan for (Advisee);

4.2. **Phase III - Capital Raising Services:**

Following the successful completion of Phase I & II, (Advisor) will structure a capital raising plan to address the following objectives for (Advisee):

Page 1 of 10