



**PRIVATE
INVESTMENT
OFFER BY**

Goldflint Limited

Goldflint Uganda Limited
Incorporated in the Republic of Uganda
Registration number - 80020002514122

Prospectus in respect of

- A private offer to invest in a pooled fund by the company with a minimum investment of UGX 100,000,000.
- Pooled funds in form of debt with a return of 30% p.a. paid out quarterly. (7.5% paid after every 3 months)



3. Chairman's Letter

On behalf of the board, it is my pleasure to present to you this prospectus related to the offer for subscription by Goldflint.

The offer is designed to attract investors who are interested in alternative investments that provide a higher return than the ordinary investments.



The intent is to give new investors the opportunity to earn from the growth of Goldflint and participate in its future growth as it accompanies the development of Uganda. Goldflint limited is a Ugandan incorporated company under the company's Act.

We are excited about the strong growth potential for Goldflint. Uganda still being a fairly nascent market, there is need for robust economic growth as well as substantial growth in the private sector. This means there is need for more and more businesses as well as SMEs to access alternative investment such as private equity funding (which also very much involves Venture Capital funding to young and growing businesses).

There is also the need to provide quick financing that the commercial banks will not provide due to their complex bureaucratic procedures in order to access financing. Goldflint intends to address these bottlenecks by providing alternative time bound financial solutions to Ugandans in order to enhance their economic growth.

Goldflint is running a Private Equity Fund that seeks to raise funds in form of debt financing.

We have made use of professional advisers in the pricing of the offer, who have ensured that the minimum investment offer price of UGX 100,000,000 is reasonable.

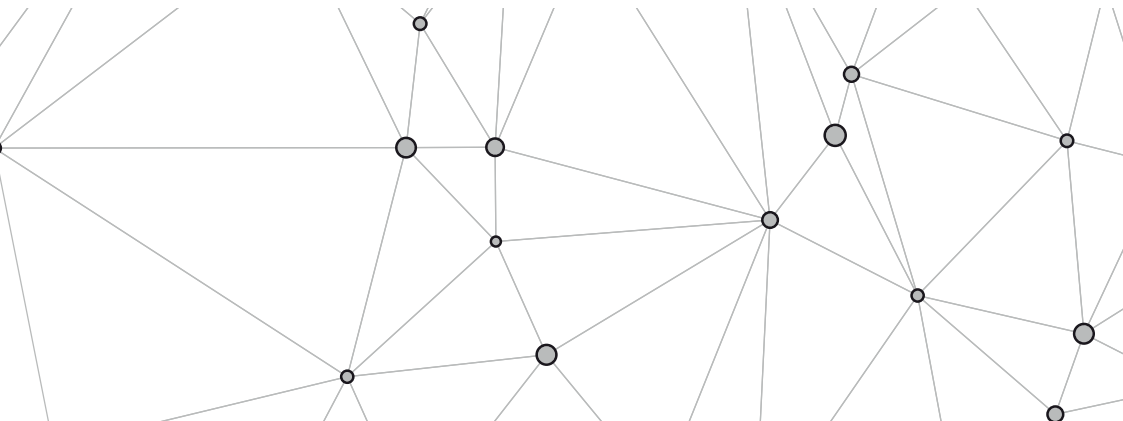
We advise you to also review the risk factors detailed out in the prospectus in order to better understand the risks and uncertainties associated with Goldflint, its industry and its regulatory environment as well as the transaction contemplated in this prospectus.

Goldflint has a long term target of growing from its current level of a Tier 4 Financial institution to a Tier 1 Commercial Bank in the next 15 years. We welcome you to be part of this exciting journey with us!

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Patrick Arinaitwe', with a long horizontal stroke extending to the right.

Patrick Arinaitwe
Chairman and Managing Director



4. Goldflint's shared purpose and Values

Shared purpose

Vision

Our vision is to grow into a leading professionally managed Tier 1 financial institution/ Bank in Uganda by providing first class client focused and relevant products and solutions for our clients.

Mission

To be the preferred provider of targeted financial services in our communities based on strong customer relationships. We will strengthen these relationships by providing the right solutions that combine our technology, experience, and financial strength.

Core values

Integrity

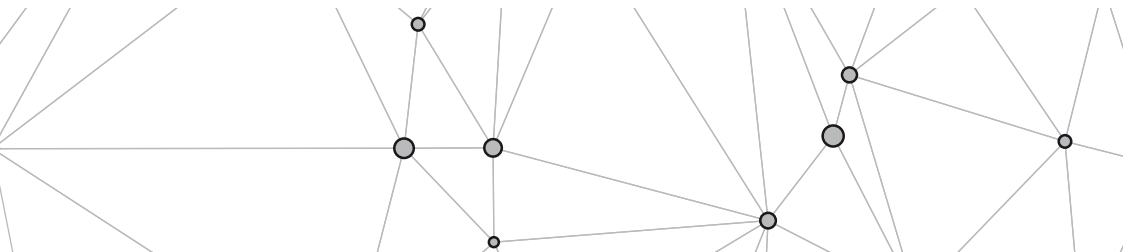
We are honest, ethical and transparent in our dealings with clients, our investors and with each other.

Knowledge

We are equipped with an unrivalled reserve of expertise and experience. We use this wealth of understanding to advise our clients and investors on the best possible solutions for them.

Discipline

Discipline governs the processes through which we control and conduct business; it transforms our knowledge and competences into results. We promote a culture of ownership and accountability.



5. Salient features of the Company and the Offer of Investment

This section highlights certain important information which should be read in its entirety for full appreciation of the subject matter contained herein. If you are in any doubt as to its meaning or what action to take, please consult your professional advisor.

5.1 The Company

5.1.1 Incorporation

The company is registered under the Companies Act, on 5th June 2020.

5.1.2 Nature of business

GOLDFLINT is Tier 4 Financial Institution (Microfinance) that is licensed by the Uganda Microfinance Regulatory Authority.

5.1.3 Funds Allocation

The funds raised will be allocated based on the risk attached to each product line service offered.



5.1.4 Product/ Services

Product	Description	Tenure
Personal Loan	Short term funding solution to help you meet urgent personal needs	30 days
Logbook Loan	Loan advanced and vehicle logbook used as security	90 days
Education Loan	Short term funding solution to enable payment of school fees on time	90 days
Business Loan	Working capital funding solution for selected businesses	180 days
Business Loan (For Market women)	A very low interest financing solution with flexible repayment terms to uplift market women	180 days
Contract Financing	LPO financing focused on suppliers of reputable companies and organizations	90 days
Invoice Discounting (For Suppliers)	This targets suppliers with verified invoices from reputable companies. This solution helps free up your funds for use in execution of other contracts	90 days
Scheme Loan (For Salaried Employees)	Short to medium term unsecured financing solution for employees of our approved companies and organizations	120 days

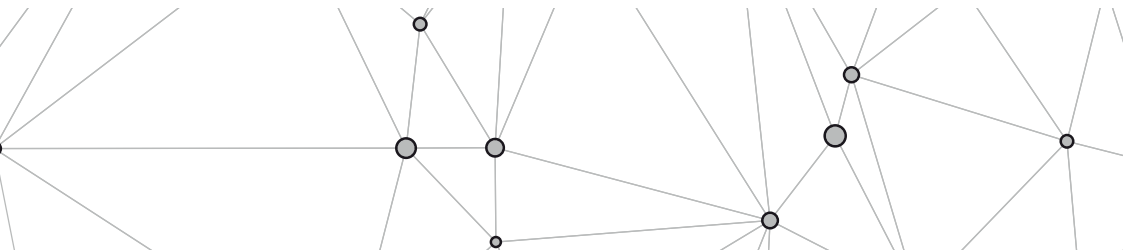
5.1.5 Dividends/ Returns

In line with international best practice, the company will subscribe to sound capital management principles and aim to maintain strong credit ratings and healthy ratios in order to support its business and to enhance investor value. Dividends/Returns paid by the company are an integral part of the capital management process.

The company anticipates paying dividends/ returns in UGX. Each investor will get dividends/ returns relative to their investment.

In determining the level of dividends/ returns payments, the company will take the following into account;

- a) Minimum capital requirements as may be prescribed by law, from time to time.
- b) Conditions regarding dividend/ returns payment as stated in any loan/ debt agreement made.
- c) The company's capital adequacy, performance, liquidity, current cash flow and financial position, having regard to any debt servicing requirements, including any impact in foreign exchange.
- d) Future business plan and investment and capital requirements (including the anticipated capital requirements of the company and its operating subsidiaries if any).
- e) All dividends/ returns will only be declared in line with prudent and conservative business practice.



Capital management is a process which continues throughout the financial year. However, it is anticipated that a maximum of four (4) dividends/ payments (Quarterly), will be recommended by the company's board of directors in respect of any given financial year.

The board may declare a special dividend, if it sees fit, only in exceptional circumstances.

Dividends/ returns paid to non-Ugandan resident investors who are individuals attract withholding tax at a rate of 10%.

The tax treatment of dividends is dependent upon the individual circumstances of each investor and the tax jurisdiction applicable to such investors. It is recommended that applicants seek appropriate advice in this regard.

5.1.6 How to apply for the offer

The offer of investment is at the fixed offer price. To apply, a complete Expression of Interest (EOI) letter (at the back of this prospectus), together with the necessary payments should be submitted to the company.

Application forms (EOI) can also be obtained from the company offices, our relationship managers or downloaded from our website.

Payment may be made in form of:

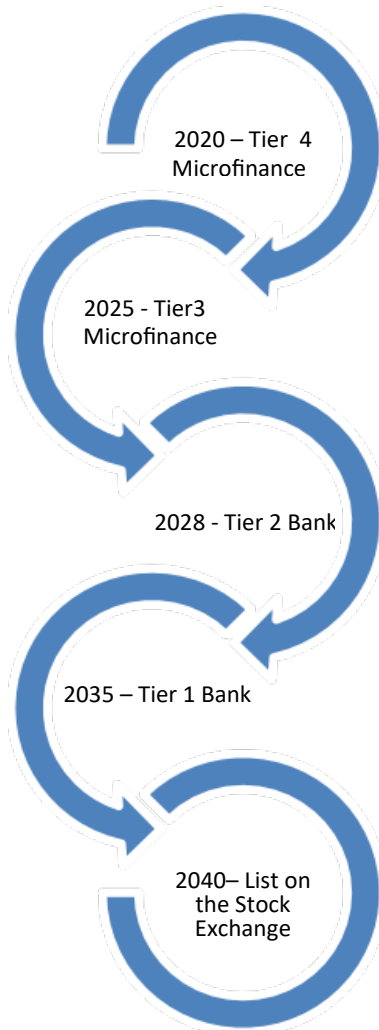
- a) Cash
- b) A valid banker's draft/cheque drawn on a bank licensed in Uganda, made payable in favour of Goldflint Uganda Limited.
- c) Electronic funds transfer to the bank account of Goldflint Uganda Limited.

5.1.7 Minimum number of Offer Investment per application

The minimum of Ugx 100,000,000 Offer Investment for which application may be made.

5.1.8 Fifteen year Growth Plan

The projections below are based on the company's management's prudent assumptions and have been prepared on the basis of the market research of the local and regional market.



6. Risk Factors

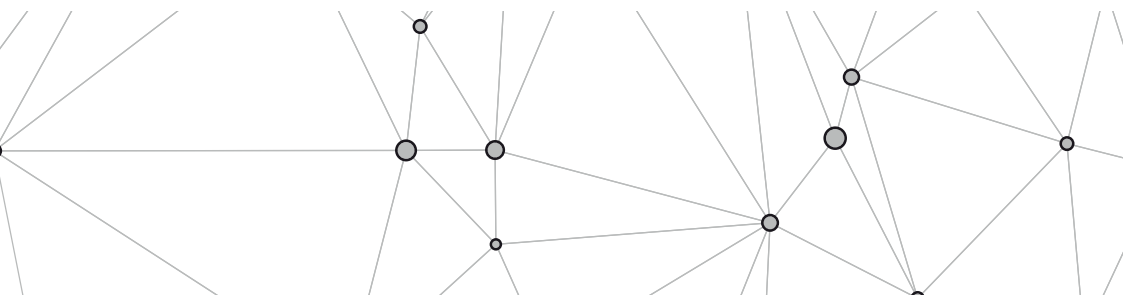
An investment in Goldflint entails certain risks. The Company's operating results, financial condition and prospects could be materially and adversely affected by any of the risks described below. You should carefully consider the risks and uncertainties described in this Prospectus, before making any investment decision.

6.1.0 Goldflint Specific Risk Factors;

Goldflint licenses, permits allocations are subject to finite terms, ongoing review and periodic renewal. The terms of the company's money lending license authorizations are subject to limited, defined terms, ongoing review and periodic renewal, and in some cases, are subject to modification by the UMRA (Uganda Microfinance Regulatory Authority).

While the company does not expect that it will be required to cease operations at the end of the term of the License, there can be no assurance that the company will be given a new lenders license or equivalent license or that a new license will be on equivalent or satisfactory terms, or at all.

The Money Lenders License provides for an exit process in the event of the termination of the license. Even though the Money Lender License provides for a compensation mechanism in the event of expiry or revocation, there is no guarantee that the compensation assessed by the UMRA will be adequate in view of the investment made by the company over the term of the ML License.



6.1.1 Risks Related to the financial sector in Uganda;

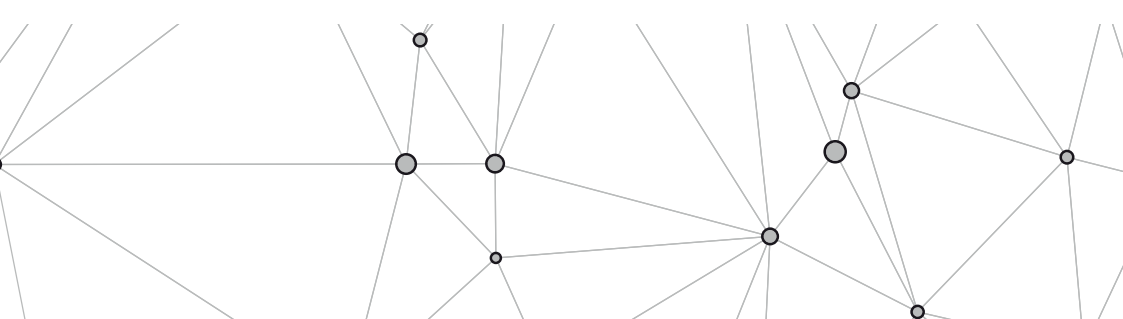
Though the sector is regulated, a lot of unregulated players operate and offer competitive products however expensive they might. These act as disruptors to the sector as the risk attached to unregulated services have a ripple effect on to the regulated ones because both providers serve the same clientele.

6.1.3 Risks Related to Uganda;

The Company is exposed to political, economic, social and climate change developments in Uganda and neighboring countries. The operations and financial results of the Company and the market price and liquidity of the Investment may be affected by GOU policy or taxation of earnings or political, social, economic or other developments in or affecting Uganda, including terrorist attacks.

The Company is exposed to policy changes in Uganda that could ultimately lead to changes in the regulatory environment. GOU has considerable power to determine governmental policies and actions that relate to the Ugandan economy and, consequently, affect the operations and financial performance of businesses in Uganda.

The Company is exposed to changes to tax laws and differences in the interpretations and application of tax laws. Future actions by GOU to increase tax rates or impose additional taxes would reduce the company's profitability. Revisions to tax legislation or to its interpretation might also affect the Company.





CONTACT US



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