



1<sup>st</sup> May 2024

Dear Shareholders,

I write to you today with an update on Orange River Capital Ltd and the steps we are taking to rectify the issues previously outlined with Greengrow Capital Pty and its contracted counterparty El Paso Farms CC in relation to the cultivation operations in South Africa.

As you are all aware, Orange River Capital Ltd has not received any distribution from Greengrow Capital's cultivation activities which has subsequently meant ORC is unable to make a dividend payment to its shareholders. Whilst we understood that the operation had not been sufficient in terms of revenues and in addition an apparent disagreement regarding the management of the facility between the counterparties, our attempts to mediate a resolution has up to now been rejected. We have sent numerous correspondence to El Paso Farms requesting dialogue to resolve amicably but have now taken the decision to instruct legal advice and furthermore proceedings to safeguard Orange River Capitals investment.

We have therefore instructed White and Case SA, South Africa's division of the international law firm White and Case LLP, to provide advice and deliver any necessary action as required. In the first instance, White and Case's advice is to issue a 'Letter of Demand' against El Paso outlining our position as shareholder of Greengrow Capital Pty stating our legal claim for restitution with Greengrow Capital and the cultivation facilities operations, which will include potential claim for losses and compensation. Our advice is that this demand will deliver our legal position whilst providing the final opportunity for an amicable resolution between Greengrow and El Paso for the betterment of all parties so we can jointly build the success of the cultivation facility together.

Whilst I do not want to comment on any potential response at this stage, I will state that we are prepared to take further action by way of an injunction on the facility, seeking access to allow a full audit as previously intimated and subsequently put in place our chosen management team to ensure the correct and equitable running of the facility for the benefit of all Greengrows shareholders, including ORC.

For your information I have attached Orange River Capitals engagement instruction with White and Case, however, please note that all correspondence will be delivered to myself in the first instance via our UK lawyers Maddox Legal. I will of course subsequently advise as any response is received and the further steps we are advised to take from that response. I must also reiterate It is our intention to resolve this amicably and we see no reason why that should not be the case. Once the Letter of Demand has been received by El Paso I will also share it with you all. In addition, and for the avoidance of any doubt, Orange River Capitals shareholding in Greengrow Capital with all prevailing agreements and contracts between all parties is available for your perusal upon request.

I look forward to updating everyone as soon as possible and as always remain available to discuss directly.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lee Farbrace', written over a light blue horizontal line.

Lee Farbrace  
Director