



## **EST GROWMORE CAPITAL HOLDINGS LTD**

Incorporation no: BC1228655

Business no: 763586930BC0001

<http://estgrowcanada.com/>

96 Norwood Ave, Suite 214, Moncton NB E1C 6I9, Canada

### **INFORMATION NOTICE FOR USD 3,000,000,000 (Three billion) 7% Bond Due 2029**

Application has been made for the admission of US\$ 3,000,000,000 (Three billion) Coupon 7% Bond, Due 2029 on AFRINEX ("EXCHANGE"). These MTNs are independent debt instruments with no linkage to any other company or program of any nature.

AFRINEX takes no responsibility for the contents of this Information Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the contents of this document.

The date of this Information Notice is July 27, 2022.

**Note:**

"This Information Notice is supplemental to, and should be read in conjunction with, the Offering Memorandum dated 13th November 2019 (the Original Offering Memorandum) & Bond Offering Memorandum document dated November 18th 2019 (Supplementary Offering Memorandum), relating to the U.S\$3,000,000,000 (Three Billion) BOND (MTN) of EST GROWMORE CAPITAL HOLDINGS LTD. Unless otherwise defined or the context otherwise requires, terms defined in the Original Offering and Supplementary Offering Memorandum have the same meanings when used in this Information Notice".



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### IMPORTANT NOTICE

This Information Notice as well as all information contained herein (the "Information Notice") is meant to provide details on the securities and the issuer in relation to the admission of the securities onto the AFRINEX Securities List maintained by the Exchange without admission to trading on the Exchange. The Information Notice has been prepared for the sole goal of being admitted and displayed on AFRINEX Securities List. It does not provide any key information to be used for making investment decisions.

The Information Notice is provided for information purposes only. It does not constitute and is not construed as any advice, solicitation, offer, endorsement, commitment, or recommendation to invest in the securities described herein. The provision of the Information Notice is not and shall not be a substitute for your own research, investigations, verifications, checks or consultation for professional or investment advice. You are using the Information Notice at your own risks.

The Issuer accepts responsibility for the information contained in this Information Notice. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this Information Notice is in accordance with the facts and does not omit anything likely to affect the import of such information.



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### **INFORMATION ON THE ISSUER**

**The "Company"**: ECHL is a privately held "Company" registered in Canada on October 30<sup>th</sup>, 2019. The incorporation number is BC1228655 and the Business number is 763586930BC0001. The Company's Business Plan is to develop, operate, produce, refine, and sell Gold Bullion from Gold Mine Concessions in Peru. EST GROWMORE issued US\$3 Billion Bond to raise Capital for expansion of mining activities in Gold mines at Peru.

The Issuer has issued Notes only in US dollars. The maximum aggregate Principal of all Notes is a total amount of US \$3,000,000,000 (Three billion United States Dollars) comprising of 30,000,000 numbers of security priced at US\$ 100 each. These notes have been issued against the gold reserves.

In spite of all fluctuations in the global economy and meltdown in 2008, gold standards and gold pricing have held its own position. Till today they hold it. The company does not have any such situations which can affect the production and export of gold with the upgradation of the mining activities. Peru is holding on to its position of being the 5<sup>th</sup> largest exporter of gold. The government of the land is pro-export of gold.

The following Summary contains information about the EST Growmore Capital Holdings Ltd. (ECHL), its business activities and future plans, and the offering of the Notes.

EST Growmore Capital Holdings Ltd (ECHL) is not part of any group and the MTNs issued are Notes not linked to any program of any other entity/entities.



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**Proposed Acquisitions:** The “Company” intends to operate the Gold Mining projects as discussed herein, utilizing the proceeds of the Note Placement. These include: the mines located in Peru.

1. Compania Minera Atahualpa SAC a “Company” Registered in Peru no: 20347528341
2. Compania Mineral Lucma S.A.C has ownership of Gold Project Assets from Cascaminas S.A.C (MC) registered under Document PE-12737207 in Lima Peru.
3. Compania Minera Nueva California S.A.C., a “Company” Registered in Peru
4. Compania Minera Olga Victoria S.A.C., a “Company” Registered in Peru known as Calorco Gold Project

**Gold Reserves and Value:** There are extensive Gold Reserves in the mines in Peru. As per the NI reports of the above-mentioned mines, the total value is approx. US\$ 20 billion (present valuation shall be around 27 billion) of which the confirmed reserve is US\$ 7 billion (presently approx. US\$ 11 billion), and the reserve on surface itself is presently approx. US\$ 6 billion. Depending upon the economic returns, the company may plan to issue additional series of the MTN.

**Secured Notes Offered:** The “Company” is offering US \$ 3,000,000,000 of Notes payable (10) Ten Years from the date of issuance, with a 7% (seven percent) Interest Coupon per annum, paid on maturity in arrears. The Notes will be collateralized by Gold Bullion to be produced from the Gold Mines and then held on Deposit in the OZL Security House at Vaduz. From the custody at the Securities house, new revenue opportunities can be created like sale or margin trading of gold.



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**Interest Sinking Fund:** The “Company” will establish a segregated Bank Account at a Major Bank for the Noteholders and the “Company” shall deposit 10% (Ten Percent) of the gross proceeds collected from this Offering as an Interest Reserve to pay the 7% (Seven Percent) Interest Coupon in cash, on maturity to each Note Holder. However, if there is any transaction with zero coupon basis, then this sinking fund may not be maintained to use the liquidity for the project.

**Management:** The Company’s senior Management team is based in Lima; Peru and the Operational teams are based on site at the different mines in Peru.

**Use of Proceeds:** If the entire Offering is subscribed, the Funds from the Repo deal of US \$ 3,000,000,000 (Three billion US Dollars) of Notes shall be used for the purposes as follows:

- Gold Mine Concessions balance acquisition costs.
- Gold Mining Working Capital for Production.
- Gold Mine Plant and Equipment Purchases
- Sinking Fund Interest Reserve Deposit (10% of Gross Proceeds)
- Processing Plant Construction at the Gold Mines.
- Legal, Accounting, Engineering, and Consulting Fees (1%)
- Placement Agent Fees (1.5%) per annum
- Administration, Corporate & Working Capital

**EST Growmore’ s** near-term objective is to achieve early, gold and precious-metals production and gold sales that will establish a cash flow, thereby generating corporate liquidity in the capital markets and establishing institutional investment and underwriting capability.



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**EST Growmore** intends to fund all its operations related to the Gold Mines by the proceeds raised by the issue of US \$ 3,000,000,000 (Three billion US Dollars) in Notes described herein and will remain a privately held "Company" with no plans to go public or offer equity ownership to outside shareholders, having elected to use debt financing to fund the "Company" rather than selling equity to outside investors.

**EST Growmore** is fully committed to deliver on the promises evidenced in this Information Notice along with Offering Memorandum dated 13th November 2019 (the Original Offering Memorandum) & Bond Offering Memorandum document dated November 18th, 2019 (Supplementary Offering Memorandum). And to achieve this pious intent, we reserve our right to add more mines or change any mine and substitute them with more gold ore producing mine/mines in case of any mining area falls short of our expected results. There cannot be any compromise on the issue of availability of gold bars upon maturity of these bonds to the investors. Hence all our efforts to match the payment obligation and actual results.

The Notes will be eligible to be held by the Settlement Systems and can be transferred via Euroclear/Clearstream/DTCC to the eligible investors. Prospective Investors should consider the risks outlined in this Information Notice along with Offering Memorandum dated 13th November 2019 (the Original Offering Memorandum) & Bond Offering Memorandum document dated November 18th, 2019 (Supplementary Offering Memorandum) set out in the "Risk Factors" relating to the Projects the Notes making any investment decision in relation to the Notes.



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## **REPRESENTATIONS AND WARRANTIES**

### **EST Growmore Capital Holdings Ltd. General Obligation:**

EST Growmore Capital Holdings Ltd., hereby, unconditionally guarantees the due and punctual payment of all amounts, of any Notes issued pursuant to this Information Notice.

Since the bonds were issued in 2019 and the Listing is happening in 2022, we wish to reiterate that there have been no material changes and further we confirm the lack of any material changes with respect to this information Notice along with Offering Memorandum dated 13th November 2019 (the Original Offering Memorandum) & Bond Offering Memorandum dated November 18th, 2019 (Supplementary Offering Memorandum).

### **Negative Pledge:**

So long as any of the Notes are outstanding, the Issuer undertakes, not to create or permit to subsist any mortgage, charge, pledge, lien or other encumbrance upon any or all of its present or future undertakings, revenues or assets.

It is further clarified here that ECHL is not a SPAC in the real sense which shall be diluted within three years. ECHL has the specific objective for expansion and improvement of gold mining activity and it has no specified period for the closure of the company that too, without actually making the full payment of the face value of the bonds as well as the interest coupons to the holders of the same.



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**ISSUER AND SECURITIES DETAILS**

**THE ISSUER:**

Name:	EST Growmore Capital Holdings Ltd. (the "Issuer" or the "Company")
Head office:	515 West Pender Street, Suite 216, Vancouver, BC, V6B 6H5, Canada
Currently listed or quoted:	These securities do not trade on any exchange or market.
Reporting issuer:	No
SEDAR filer:	No

**THE OFFERING:**

Securities offered:	MTN
ISIN:	CA26916AAA30
CUSIP:	26916AAA3
Total offering:	\$3,000,000,000.00
Price per security:	\$100.00 USD
Minimum/Maximum offering:	No Minimum Offering / Max.
Interest Coupon:	7% per Annum starting November 18th, 2020, to be paid to Note holders ONLY upon the maturity date
Issue Date:	November 18th, 2019
Maturity Date:	November 18th, 2029
Ranking	The Bond constitutes direct, unsecured and unsubordinated obligations
Description of the rights attached to the securities	An Investor shall have the following rights: a) repayment of capital on the Maturity Date (i.e. the Redemption amount); b) payment of Interest c) the right to attend, participate in and vote at meetings of Investors





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	d) all such other rights attached to the Bond emanating from the Information Notice.
A description of any restrictions on the free transferability of the securities.	No restriction
Name of Representative:	Sindhu Ratna Kul Bhaskar
Key information on the key risks that are specific to the securities	As an experienced investor it's always prudent to consider potential downside risk. For example, in the event of a significant economic downturn, it's possible that the underlying borrower may be unable to sell Bond as anticipated and this could affect the borrower's ability to meet interest and capital repayments. The primary risk associated with Bond is the event of a borrower defaulting on their loans.
A description of any interest that is material to the issue/offer including conflicting interests.	There is no interest that is material to the issue/offer and no conflicting interests.
Estimated expenses charged to the investor by the issuer or the offeror.	The Management Fee vary from 0.2 bps to 0.5 bps dependent on the investment performance.
Regulatory	The securities offered will not be the object of an application for admission to trading on a regulated market.



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Any restriction on the free transferability of the securities.	No restriction
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### RISK FACTORS:

**a) Investment Risk** – risks that are specific to the securities being offered.

- arbitrary determination of price,
- no market or an illiquid market for the securities,
- resale restrictions, and
- subordination of debt securities.

**b) Issuer Risk** – risks that are specific to the issuer.

- insufficient funds to accomplish the issuer's business objectives,
- no history or a limited history of sales or profits,
- lack of specific management or technical expertise,
- management's regulatory and business track record,
- dependence on key employees, suppliers or agreements,
- dependence on financial viability of guarantor,
- pending and outstanding litigation, and
- political risk factors.

**c) Industry Risk** – risks faced by the issuer because of the industry in which it operates.

- environmental and industry regulation,
- product obsolescence, and
- competition.

**d) General Risks**

- Local and international stock markets
- Exchange rates
- Prevailing economic conditions
- Interest rates
- Levels of tax, taxation law and accounting practice
- Government legislation or intervention



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- Inflation or inflationary expectations
- Natural disasters, social upheaval or war

### **e) Financial qualification**

- No objectionable point or feature is pointed out by the Auditors till now in any of the Audit reports of 2019, 2020 and 2021.

### **REPORTING OBLIGATIONS:**

The Issuer is a private company and is not subject to continuous reporting and disclosure obligations which the securities legislation in Canada would require of a “reporting issuer”.

Issuer’s disclosure:

Ongoing Disclosure obligations to the Exchange will be as per Rulebook for Admission to AFRINEX Securities List as issued and amended from time to time

### **INSOLVENCY**

The company has never faced any insolvency issue since its incorporation in 2019. Further it has not involved itself in any activity which could adversely affect the financials of the company and hence the prospect of the Notes.



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### FINANCIAL SNIPPETS FROM AUDITED STATEMENTS OF 2019, 2020, 2021. ALL FIGURES IN USD

<b>HEADS</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>
<b>NON-CURRENT ASSETS</b>			
PROPERTY, PLANT, EQUIPMENTS	910,038	848,763	753,037
<b>CURRENT ASSETS</b>			
TRADE RECEIVABLES	181,793,370	171,542,678	465,151,049
OTHER RECEIVABLES	46,193	54,789	66,533
CASH & OTHERS	82,839	88,241	97,542
<b>TOTAL ASSETS</b>	<b>182,832,440</b>	<b>172,534,471</b>	<b>466,068,161</b>
<b>EQUITY FUNDS</b>			
SHARE CAPITAL	100	100	100
RETAINED EARNING	107,484	245,023	423,509
PARTNERS CURRENT ACC	890,465	708,025	446,198
<b>CURRENT LIABILITIES</b>			
TRADE & OTHER PAYABLES	181,826,857	171,568,603	465,179,966
<b>EQUITY &amp; LIABILITIES</b>	<b>182,832,440</b>	<b>172,534,471</b>	<b>466,068,161</b>
<b>REVENUE</b>	<b>2,748,153</b>	<b>3,062,938</b>	<b>3,417,296</b>
<b>GROSS PROFIT</b>	<b>338,472</b>	<b>417,234</b>	<b>484,018</b>
<b>NET PROFIT</b>	<b>107,484</b>	<b>137,539</b>	<b>178,486</b>



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### **DOCUMENTS INCORPORATED BY REFERENCE**

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The audited annual financial statements of the Issuer, including the audit report thereon, for the financial years ended December 2019, December 2020, and December 2021, are hereby included in the Information Notice.

  
Authorised Signatory  
Name: Sindhu Ratna Kul Bhaskar  
Title: Director/CEO