

Dated July 28th, 2022

LEAD ARRANGER
AND LEAD BROKER




Sagcor
Investments

Technology & Content that powers online learning




One on One
LEARNING MADE PERSONAL

One-on-One Educational Services Limited

Individuals  Businesses  Governments'

PROSPECTUS



A copy of this Prospectus was delivered to the Registrar of Companies for registration pursuant to Section 40 of the Companies Act of Jamaica, 2004 (as amended) and was so registered on July 28th, 2022. The Registrar of Companies accepts no responsibility whatsoever for the contents of this Prospectus.

A copy of this Prospectus was also delivered to the Financial Services Commission ("FSC") for registration pursuant to section 26 of the Securities Act and was so registered on July 29th, 2022. The FSC has not approved the offer of shares for which subscription is invited nor has the Commission passed upon the accuracy or adequacy of this Prospectus.

One-on-One Educational Services Limited invites Applications for 380,000,000 ordinary shares in the Invitation at the Subscription Price (J\$1.00) and the Conversion Price (J\$0.80) respectively. 121,250,000 Shares will be made available to the public at the Subscription Price. It is the intention of the Company to apply to the Jamaica Stock Exchange ("JSE") for admission of the Shares to the Junior Market. The application to the JSE is dependent on the Company's ability to (i) raise a minimum of \$100 million for its own benefit with respect to the Shares in the Invitation made in the Prospectus and the Invitation and (ii) meet the criteria for admission. This statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to the



NOTE: ALL CAPITALISED TERMS NOT DEFINED WITHIN THE BODY OF THIS PROSPECTUS ARE DEFINED IN SECTION 2 HEREIN (DEFINITIONS USED IN THIS PROSPECTUS).

Registered Address
Telephone
Email
Website

9th Floor, 60 Knutsford Boulevard, Kingston 5, Saint Andrew
1-876-613-9198
admin@oneononelms.com
<https://www.oneononelms.com>

Up to **258,750,000** Shares in the Invitation (the "**Reserved Shares**") are initially reserved for priority application from Reserved Share Applicants at a price of \$1.00 per Share and the Lenders at a price of \$0.80 per Share.

If Reserved Shares in any of the abovementioned pools are not subscribed for by the persons who are entitled to them within the relevant pool, they will first become available for subscription by persons in the other pools of Reserved Shares. If after that exercise has been completed in the allotment process, there are any categories of Reserved Shares that are not fully subscribed for by the persons entitled to the said Reserved Shares, the said Reserved Shares will become available for subscription by the Non-Reserved Share Applicants.

Kindly note that Jamaica Central Securities Depository Limited (JCSD) charges an application fee of \$172.50 (inclusive of General Consumption Tax) in respect of each application for Shares. This fee is subject to change at the discretion of JCSD.

SHARE CAPITAL

Authorised Ordinary Shares	100,000,000,000
Issued Prior to Invitation	1,520,000,000
Maximum to be issued by the Company in the Invitation, fully paid	380,000,000

Consideration	\$
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Total consideration assuming all Shares in the Invitation are fully subscribed by the persons entitled to them:

108,750,000 shares in the Convertible Loan Conversion Reserve Share Pool at \$0.80 per Share	87,000,000
60,000,000 shares in the Key Strategic Partners Reserve Share Pool at \$1.00 per Share	60,000,000
30,000,000 shares in the Sagicor Reserve Share Pool at \$1.00 per Share	30,000,000
30,000,000 shares in the Teachers and Trainers Reserve Share Pool at \$1.00 per Share	30,000,000
30,000,000 shares in the Employees Reserve Share Pool at \$1.00 per Share	30,000,000
121,250,000 shares available in the Non-Reserved Share Pool at \$1.00 per Share	121,250,000
Total Consideration	358,250,000

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SECTION 1

Important Disclaimers

1.1

Responsibility for the Contents of this Prospectus

The Directors of the Company whose names appear in Section 10 of this Prospectus have reviewed the contents of this Prospectus and accept full responsibility (both individually and collectively) for the information contained herein relating to the Company. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and no information has been omitted which is likely to affect the efficacy of the information contained herein.

Neither the Financial Services Commission nor any Government agency or regulatory authority in Jamaica has made any determination on the accuracy or adequacy of the matters contained in the Prospectus.

1.2

Contents of the Prospectus

This Prospectus contains important information for prospective investors in the Company. All prospective investors should read the Prospectus carefully and in its entirety before submitting an Application Form. This Prospectus contains summaries which the Directors of the Company believe are accurate with respect to the terms of certain documents. Prospective investors may wish to inspect the actual documents that are summarized, copies of which will be available as described in Section 17. Any summaries of such documents appearing in this Prospectus are qualified in their entirety by reference to the complete document. The publication of this Prospectus shall imply that there has been no change in the business, results of operations, financial condition, or prospects of the Company since the date of this Prospectus.

No person is authorised to provide information or to make any representation whatsoever in connection with this Prospectus, which is not contained in this Prospectus.

1.3

The Invitation is made to Jamaican Residents in Jamaica Only

This Prospectus is intended for use by Jamaican residents in Jamaica only and is not to be construed as an invitation to persons outside of Jamaica to subscribe for any shares in the Company. The distribution or publication of this Prospectus and the

making of the invitation in certain jurisdictions outside of Jamaica is prohibited by law.

1.4

Applications

This Prospectus is not a recommendation by the Company that prospective investors should submit an Application to subscribe for/purchase Shares in the Company. Prospective investors in the Company are expected to make their own assessment of the Company and the merits and risks of submitting an Application. Prospective investors are also expected to seek appropriate advice on the legal implications of submitting an Application, including but not limited to any tax implications.

Each prospective investor submitting an Application acknowledges and agrees that:

(i) he/she has been afforded a meaningful opportunity to review the Prospectus and has received, all additional information considered to be necessary to verify the accuracy of the information contained in this Prospectus;

(ii) he/she has not relied on the Company or any other persons in connection with its investigation of the accuracy of such information or its investment decision; and

(iii) no person has made any representation concerning the Company or this Prospectus on which the Applicant has relied in submitting its Application.



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Scan our QR codes and ask Una for more information on anything you see in this prospectus. You can interact with Una on WhatsApp by adding the telephone number provided or you may scan the QR code provided to interact with Una on Telegram.

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+1 (513) 866-2660

Definitions used in this Prospectus

Words or Phrases	Definition
\$	the lawful currency of Jamaica unless otherwise indicated.
Allotment	means the allotment of the Shares to successful Applicants by Jamaica Central Securities Depository Limited (JCSD), in its capacity as registrar and transfer agent of the Company.
Applicant	means a person (being an individual or a body corporate resident in Jamaica, whether a Reserved Share Applicant, or a Non-Reserved Share Applicant) who submits an Application in accordance with the terms and conditions of this Prospectus.
Application	means an application to subscribe for Shares (along with the full consideration for the Shares being subscribed for and with any applicable fees) in the Invitation made by a person who may lawfully participate in the Invitation, made: (i) using a properly completed Application Form on Sagicor eInvest Platform (ii) using any other approved online application platform for the Invitation via an Approved Payment Method and otherwise in compliance with the application procedures set out in Appendix 1 of this Prospectus.
Application Form	means the Application Form to be completed by Applicants who wish to make an offer to subscribe for and or purchase Shares in the Invitation which is set out in Appendix 1 herein.
Articles of Incorporation	means the Articles of Incorporation of the Company adopted on April 13th, 2022 (and as amended by the shareholders of the Company from time to time).
Audit Committee	means the audit committee of the Board of Directors.
Auditor's Report	means the report of Crichton Mullings & Associates set out in Section 12.

SECTION 2

B2B	means business-to-business.
B2C	means business-to-customer.
Board of Directors	the board of directors of the Company, details of which are set out in Section 10.
Business Day	means any day that commercial banks are generally open for normal banking business (not including Saturday, Sundays and public general holidays) in Jamaica.
Closing Date	The date of the closing of the invitation being August 19 th , 2022 (subject to the right of the Company to designate an earlier or later date).
Companies Act	means the Companies Act of Jamaica, 2004 (as amended).
Company or One on One	means One-on-One Educational Services Limited a company duly incorporated under the Laws of Jamaica, bearing company number: 86473, and whose registered office is located at 9th Floor PanJam Building, 60 Knutsford Boulevard Road, Kingston 5, Saint Andrew.
Conversion Price	means \$0.80 per Share.
Convertible Loan Reserve Share Pool	means up to 108,750,000 Shares in the IPO that are reserved for the Lenders with 36,250,000 Shares being reserved for Sagicor Life Jamaica Limited and 72,500,000 being reserved for PanJam Investment Limited.
Corporate Governance Committee	means the Corporate Governance, Remuneration and Nomination Committee of the Board of Directors.
Director	a member of the Board of Directors.
EBITDA	EBITDA is short for earnings before interest, taxes, depreciation and amortization
e-Learning/eLearning	means online learning or electronic learning and refers to the acquisition of knowledge which takes place through electronic technology and media.
Employees Reserve Share Pool	consists of employees who have been employed with the Company prior to the date of the Prospectus.

SECTION 2

Forward Looking Statements	means the forward-looking statements referred to in Section 6 of the Prospectus, which are disclaimed by the Company on the terms and for the reasons set out therein.
FSC	the Financial Services Commission of Jamaica, a statutory body corporate with its office at 39-43 Barbados Avenue, Kingston 5, Saint Andrew, Jamaica.
FY	means financial year.
Independent Non- Executive Director	means a member of the Board of Directors who is not related to any majority shareholder and is not employed to the Company.
Invitation or IPO	means the invitation to subscribe for up to 380,000,000 Shares including Reserved Shares on the terms and conditions set out in this Prospectus.
JSE	means the Jamaica Stock Exchange.
Junior Market	means the Junior Market of the JSE.
Key Strategic Partners Reserve Share Pool	consists of stakeholders and supporters of the Company that the Company has determined, at its sole discretion, to be key and germane to its operations and/or this initial public offer such as: major customers as well as its professional advisors and consultants retained to facilitate the initial public offering and its business operations on an ongoing basis.
Lenders	means PanJam Investment Limited, a company duly incorporated under the laws of Jamaica, being the lender under the Loan Agreement dated September 25th, 2020 in the amount of J\$58,000,000 inclusive of interest and Sagicor Life Jamaica Limited as Managing Agent for Sagicor Sigma Global Funds being the lender under the Loan Agreement dated October 5th, 2020 in the amount of J\$29,000,000 inclusive of interest.
LMS	means Learning Management System.
Main Market	means the Main Market of the JSE.
Non-Reserved Shares	the Shares available for subscription in the Invitation, less the Reserved Shares.
Non-Reserved Share Applicants	Applicants who are not Reserved Share Applicants.

SECTION 2

Non-Reserved Share Pool	means up to 121,250,000 Shares for Non- Reserved Share Applicants, save and except in the event of an oversubscription of Reserved Shares.
Opening Date	means the date on which the subscription list in respect of the Invitation opens, being 9:00 a.m. on August 12 th , 2022.
Prospectus	means this document, which constitutes a prospectus for the purposes of the Companies Act and the Securities Act (as amended).
Registrar	means Jamaica Central Securities Depository Limited (JCSD).
Reserved Share Applicants	means the persons (as referred to herein) who are entitled to subscribe for Reserved Shares in their respective categories, namely Key Strategic Partners Reserve Share Pool, Teachers and Trainers Reserve Share Pool, Employee Reserve Share Pool, Sagicor Reserve Share Pool and Convertible Loan Reserve Share Pool.
Reserved Shares	means up to 258,750,000 Shares in the Invitation which are specifically reserved for application from, and subscription by, the Key Strategic Partners Reserve Share Pool, Teachers and Trainers Reserve Share Pool, Sagicor Reserve Share Pool and Employees Reserve Share Pool at the Subscription Price and the Convertible Loan Reserve Share Pool at the Conversion Price.
RTGS	means the Real Time Gross Settlement System implemented by the Bank of Jamaica.
Sagicor Investments or Arranger or Lead Broker	means Sagicor Investments Jamaica Limited, a limited liability company duly incorporated under the Laws of Jamaica, bearing company number: 24204 and whose registered office is located at 85 Hope Road, Kingston 6, Saint Andrew and being, inter alia, the lead broker and arranger to the Company for the purposes if the Invitation.
Sagicor Reserve Share Pool	means those persons who are employed to Sagicor Investments Jamaica Limited as at June 30 th , 2022.
Shareholders	means subscriber of Shares in this Invitation as well as existing shareholder (as the case may permit).

SECTION 2

Shares	means the ordinary shares of no par value in the capital of the Company, inclusive of 380,000,000 shares that are offered by the Company for subscription in the Invitation on the terms and conditions set out in this Prospectus, and the expression “Shares” shall include the Reserved Shares where the context permits and/or requires.
Subscription Price	means \$1.00 per Share as applicable payable in full on application.
Teachers and Trainers Reserve Share Pool	means those teachers who are members of the Jamaica Teachers Association as at the date of this Prospectus and those independent contractors who provide training services via the Company’s services/platforms to the Company’s clients as at the date of this Prospectus.
USA	means the United States of America.
US\$	the lawful currency of United States of America.





"Today, our vision has blossomed into one of the largest online learning companies in the Caribbean, providing our proprietary online learning platform and content to governments, businesses, and individuals across 15 countries and impacting over 250,000 learners over the past 24 months
-Michael Bernard - Chairman



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Be One too!

Letters to Prospective Investors

July 19th, 2022

Dear Prospective Investors,

The Company is pleased to invite you to subscribe for 380,000,000 Shares in the capital of the Company on the terms and conditions set out in this Prospectus. The offer also includes 258,750,000 Reserved Shares.

The Journey and Our Early Beginnings:

Eight years ago, I retired from leading one of Jamaica's most successful companies. I have always regarded the development of our people through training as the perfect equalizer, especially in a country like Jamaica, where the development of human capital is vital to provide much needed growth to our economy. As a result, I was excited about continuing to advance the welfare of Jamaicans through philanthropy and support for education.

As valuable as a good educational foundation and skill-training are to an economy, unfortunately, the reality ten years ago was that not many people had access to quality and affordable educational and training opportunities. Interestingly, around the same time, I had the pleasure of sitting through a presentation by Ricardo Allen, an unassuming 24-year-old, bursting with passion and innovative ideas around education and training. I vividly remember his plans to deliver individualized education online by leveraging technology and content. I was also very impressed to learn that of approximately 1000 students who were attending his classes at One on One, 97% of them would have attained a distinction in CSEC mathematics, when compared to a national average of 48% pass rate. I quickly found out that the formula for this remarkable performance of students was two-fold: (i) great teachers who are committed; and (ii) an individualized programme tailored for each student.

Between 2013 and 2014, I was joined by liked-minded individuals such as Raby Danvers Williams, Douglas Orane, John Bailey, the C.B. Facey Foundation, Ian



Forbes, and other shareholders to support Ricardo and the team in pursuit of their dream of expanding individualized learning opportunities to students as well as training opportunities to organizations across Jamaica and the Caribbean, all online. This meant, we were called to provide much needed funding to invest in technology and human resources and to provide necessary mentorship, structure, and governance to position the Company for expansion.

Our Growth:

As investors in and supporters of education and entrepreneurship, we are happy to witness and experience the present success of One on One. The Company is prepared to share its success and future potential with the public in another way. We are especially proud of the extended team of teachers, content creators and our partners who have been a key part of our journey.

From inception, we have never lost sight of the successes of technology companies and entrepreneurial ventures that all started with young bright minds such as Ricardo's. In fact, we have always felt that we had the right technology and ideas and that it would only be a matter of time before many students and organizations would be learning and obtaining training online.

When we think of Microsoft, Google, Facebook and many others, we see real life examples of what's possible when young people dream and craft a vision of the future that can positively impact lives and lead to the creation of value for investors.

Today, our vision has blossomed into one of the largest online learning companies in the Caribbean, providing our proprietary online learning platform and content to governments, businesses, and individuals across 15 countries and impacting over 250,000 learners over the past 24 months. In 2022, it is fair to say that One on One is a major facilitator of eLearning and we are happy to be a part of the journey and to have participated in providing the leadership necessary to take One on One to this stage. The best is yet to come.

Our Expectation:

One on One, with this IPO, is now poised to move to another level and is inviting investors to join with us as we seek to capitalize on the enormous opportunities that we are pursuing. We are particularly pleased to note that our chief executive officer has developed a special introductory initiative to broaden the base of ownership of One on One to include the key stakeholder group of teachers and other key partners, who will join hands to advance innovation in education for years to come.

We believe that we have a team with the necessary capabilities, and we are in the process of expanding our capacity to maximize the potential that the market for online learning has to offer. We are confident that investors in One on One will benefit from the creation of value for shareholders that will result from its development and dissemination of learning opportunities across Jamaica, the Caribbean, and the rest of the world.

See Section 8 for more details about the Company's capabilities, products, and customers. You are also invited to review the Management Discussion and Analysis in Section 11 and the Financials in Section 12 for more

information on the Company and its performance to date.

We invite you to join us in investing in the future.

The Invitation

In order to augment its capabilities in terms of product offerings and output which requires more working capital, the Company is seeking to raise approximately \$358,250,000 by inviting subscriptions for up to 380,000,000 Shares from Reserved Share Applicants and Non-Reserved Share Applicants.

The subscription list opens at 9:00 a.m. on the Opening Date, and closes at 4:30 p.m. on the Closing Date, subject to the right of the Company to shorten or extend the time for closing of the subscription list in the circumstances specified in this Prospectus. If the Invitation is fully subscribed or is successful in raising at least \$100 million for the benefit of the Company, the Company will make an application to the JSE for the Shares to be admitted to the Junior Market within one (1) week of the Closing Date (or the extended Closing Date, as the case may be). Please note that this statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to trading on the Junior Market.

The Invitation represents an opportunity for prospective investors to partake in the success of the Company. If, however, the Invitation is not fully subscribed or the Company does not raise a minimum of \$100 million for its own benefit as a result, the Company will not make an application for the Shares to be admitted to the Junior Market and all Applications will be returned to the persons who made them, along with any payments made in relation thereto. Similarly, if the Shares are not admitted to trading after the application for listing, all Applications will be returned in accordance with the terms and conditions set out in Section 19 within ten (10) days after the Closing Date (or the extended Closing Date, as the case may be).

Benefits of Listing on the Junior Market of the Jamaica Stock Exchange

The Company believes that listing on the Junior Market will raise its profile while allowing it to raise funds in order to expand its service base, grow its subscription numbers

for existing services and invest in technology and infrastructure in order to deliver the best service quality and product to its customers.

The Company further believes that listing will enable it to take advantage of a special concessionary tax regime for Junior Market companies provided that the Company remains listed for fifteen (15) years. In its first five (5) years on the Junior Market, the Company will not be liable to pay any corporate income tax. In years five (5) to ten (10) on the Junior Market, the Company will only be liable to pay corporate income tax at half the usual rate. Furthermore, dividends paid by the Company to its Shareholders will not be subject to tax, and Shareholders will not be liable to pay transfer tax on the Shares either. See Section 18 of this Prospectus for further details of the concessionary tax regime for Junior Market Companies.

Dividend Policy

We have never declared or paid cash dividends on our common stock. If the Company is admitted to the Junior Market, the Directors intend to pursue a liberal dividend policy that projects an annual dividend of twenty-five percent (25%) of net profits available for distribution, subject to the need for reinvestment in the Company

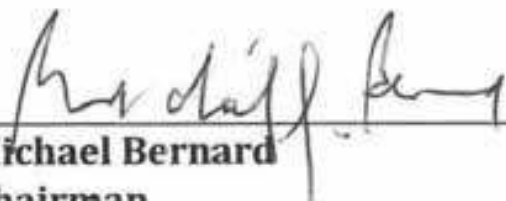
from time to time.

How to Subscribe for Shares

Those investors who are interested in subscribing for Shares should read the Prospectus in its entirety and the terms and conditions of the Invitation set out in Section 19 and then complete the Application Form using Sagicor's eInvest IPO platform. Details are set out in Appendix 1 hereof.

The Directors hope that prospective investors will join the Company in this exciting new phase of its development

Yours sincerely,
For and on behalf of the Company


Michael Bernard
Chairman



Helping organisations improve employee knowledge and performance using our LMS and content solutions.

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SECTION 4

Summary of Key Information on the Invitation

The following summary information is derived from and should be read in conjunction with, and is qualified in its entirety by, the full text of this Prospectus, including the Appendix.

Prospective investors are advised to read this entire Prospectus carefully before making an investment decision about the transactions herein. Each prospective investor's attention is specifically drawn to the Risk Factors in Section 16 of this Prospectus and the disclaimers at the beginning of this Prospectus.

If you have any questions arising out of this document or if you require any explanations, you should consult your broker, licensed investment advisor, attorney-at-law, accountant, or other professional advisor.

Approved Payment Method: Either:

- (i) Manager's Cheque payable to "Sagikor Investments Jamaica Limited";
- (ii) cleared funds held in a Sagikor Investments account; or
- (iii) transfer or direct deposit to Sagikor Investments (details set out in the Appendix I below attached).

Absolutely no cash payments will be accepted.

Application Form: Applications for Shares must be made through Sagikor Investments Jamaica Limited's eInvest Platform by following the instructions set out in Appendix 1

Arranger: Sagikor Investments Jamaica Limited
85 Hope Road
Kingston 6
Saint Andrew

Basis of Allotment:

First come, first serve basis. However, where

- a. the Applications for Reserved Shares exceed the total number of Reserved Shares available for allocation, then the Company, in consultation with the Arranger, reserves the right to allot the Reserved Shares to the Reserved Share Applicants on a pro rata basis.
- b. any of the Reserved Share pools is undersubscribed, the Reserved Shares therein will first become available for subscription by persons in the other pools of Reserved Shares. If after that exercise has been completed in the allotment process, there are any categories of Reserved Shares that are not fully subscribed for by the persons entitled to the said Reserved Shares, these Reserved Shares will become available for subscription by the Non-Reserved Share Applicants; and
- c. the Applications in Non-Reserved Share Pool exceed the total number of Non-Reserved Shares available for allocation in the Non-Reserved Share Pool, then the Company in consultation with the Arranger reserves the right to allot the Non-Reserved Shares to Non-Reserved Share Applicants on a pro rata basis.

Further and notwithstanding the Directors' intention to allot the Shares on the basis outlined herein, and to ensure fair and equitable allocation, the Directors' reserve the right, for convenience of operation and to facilitate early listing, to modify the allotment to subscribers on a basis to be determined by them in their sole discretion. In this case, Applicants may be allotted fewer Shares than they applied for.

Confirmation of Share Allotments:

All Applicants may refer to the confirmation instructions that will be posted on the website of the Jamaica Stock Exchange (www.jamstockex.com) after the Closing Date (or the extended Closing Date, as the case may be).

Early Applications:

All application forms must be submitted to Sagicor Investments, along with the requisite payment, in immediately available funds, at the locations set out in Section 19. Early applications may be submitted to Sagicor Investments. Any such applications will be received, but not processed until the Opening Date. All early applications will be treated as having been received at the same time, being 9:00 a.m. on the Opening Date, and shall be allotted pro rata. All other applications (that is, not early applications) will be received and processed on a first come, first served basis. *

Final Allotment and Admission of Shares to Junior Market:

Within one (1) week of the Closing Date. It is the intention of the Company to apply to the Board of the JSE for admission of the Shares to trading on the Junior Market. The application for admission is dependent on the Company's ability to (i) raise a minimum of \$100 million for its own benefit with respect to the Shares in the Invitation made in the Prospectus and (ii) meet the criteria for admission set out in the Junior Market Rules. Please note that this statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to trading on the Junior Market. If, however, the Invitation is not fully subscribed or the Company does not raise at least \$100 million for its own benefit with respect to the Shares in the Invitation, the Company will not make an application for the Shares to be admitted to the Junior Market and all applications will be returned to the persons who made them, along with any payments made in relation thereto.

Issuer:	One-on-One Educational Services Limited
Minimum Subscription:	1,000 Shares, with increments of 100 Shares thereafter.
Oversubscription:	In the event that subscriptions or applications are received for more Shares than the number of Shares available for subscription in this Invitation, the Company shall make allotments of the Shares and refunds, as applicable.
Reserved Share Applicants:	means the persons who are entitled to subscribe for Reserved Shares in their respective categories, namely the Key Strategic Partners Reserve Share Pool, Teachers and Trainers Reserve Share Pool, Employee Reserve Share Share Pool, Sagicor Reserve Share Pool and Convertible Loan Reserve Pool.
Securities:	380,000,000 Shares (inclusive of Reserved Shares***) for subscription.
Subscription Price	\$1.00
Conversion Price	\$0.80
Terms and Conditions:	See Section 19 of the Prospectus.
Timetable of Key Dates:	Registration of Prospectus at the Companies Office: July 28 th , 2022 Registration of Prospectus at the FSC: July 29 th , 2022 Publication of Prospectus: July 29 th , 2022 Opening Date August 12 th , 2022 Closing Date August 19 th , 2022. See ** Below.

*The subscription list will close at 4:30 p.m. on the Closing Date subject to the right of the Company to (a) close it at any time after 9:00 a.m. on the Opening Date once the issue is fully sold and subscribed and (b) extend the Closing Date for any reason, subject to the provisions of section 48 of the Companies Act of Jamaica 2004 (as amended). In either case, notice will be posted on the website of the JSE (www.jamstockex.com).

**It is the intention of the Company to apply to the Board of the JSE for admission of the Shares to trading on the Junior Market. The application for admission is dependent on the Company's ability to (i) raise a minimum of \$100 million for its own benefit with respect to the Shares in the Invitation made in the Prospectus and (ii) meet the criteria for admission set out in the Junior Market Rules. Please note that this statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to trading on the Junior Market. If, however, the Invitation is not fully subscribed or the Company does not raise at least \$100 million for its own benefit with respect to the Shares in the Invitation, the Company will not make an application for the Shares to be admitted to the Junior Market and all applications will be returned to the persons who made them, along with any payments made in relation thereto.

*** Up to 258,750,000 Reserved Shares in the Invitation are reserved for priority Application from, and subscription by, the Reserved Share Applicants at the prices set out on page 2 herein. If any category of the Reserved Shares is not subscribed for by the persons entitled to them, they will first become available for subscription by the other Reserved Share category. If after that exercise has been completed in the allotment process, all categories of Reserved Shares are not fully subscribed by the persons entitled to them, then said Shares will become available for subscription by the Non-Reserved Share Applicants.

HOW TO SIGN UP FOR eInvest

Follow the six (6) steps below:

- 1** On your device, go to <https://einvest.sagicorjamaica.com/> or visit www.sagicor.com/en-JM/Personal-Solution/Investment/eInvest and select "Sign Up Today"
- 2** On the eInvest homepage, select "Sign Up" tab found at the top right of the screen.
- 3** Enter your personal details and password
- 4** Check the first box if you are 18 years or older;
Check the second box if you read and agreed to the Terms of Service.
- 5** Select "Sign Up".
- 6** A verification request email will be sent to you.
 - Check your email for the request and select "Verify Email".
 - You will then be redirected to the login screen.
 - Re-enter your personal details and password to log in.



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or

+1 (513) 866-2660

Details of Application Process

An application process in respect of the Shares is provided at the end of this Prospectus (Appendix 1), together with notes on how to complete it for all applicants (both Reserved Share Applicants and Non-Reserved Share Applicants). The subscription list for the Shares will open at 9:00 a.m. on the Opening Date. Applications submitted prior to the Opening Date will be received, but not processed until the Opening Date. The subscription list for the Shares will close at 4:30 p.m. on the Closing Date, subject to the right of the Company to (a) close the subscription list at any time after it opens on 9:00 a.m. on the Opening Date once the issue is fully subscribed and (b) extend the Closing Date for any reason, subject to the provisions of section 48 of the Companies Act of Jamaica, 2004 (as amended).

In the event of an early closing of the subscription list, or an extension of the Closing Date, notice will be posted on the website of the Jamaica Stock Exchange (JSE) (www.jamstockex.com). It is the intention of the Company to apply to the JSE for admission of the Shares (inclusive of Sale Shares) to the Junior Market. The application to the JSE is dependent upon the Company's ability to: (i) raise at least \$100 million for its own benefit with respect to the Shares, respectively, in the Invitation; and (ii) meet the criteria for admission. Kindly note that this statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to trading on the Junior Market. If, however, the Invitation is not fully subscribed and the Company does not raise at least \$100 million with respect to the Shares in the Invitation, the Company will not make an application for the Shares to be admitted to the Junior Market and all applications will be returned to the persons making them, along with any payments made pursuant thereto.

Date of Prospectus

July 28th, 2022

Opening Date

August 12th, 2022

Closing Date

August 19th, 2022

(subject to the right of the Company to designate an earlier or later date in the circumstances set out in this Prospectus).

Statement of the Basis of Allotment

Within six (6) business days of Closing date.

Expected dispatch of investor statements and any refund if applicable

Within ten (10) days of Closing Date.

Listing of Shares

No more than five (5) business days after the Jamaica Stock Exchange approves the admission of Shares to the Junior Market.



Disclaimer

– Forward Looking Statements

Save for the historical financial data concerning the Company contained in this Prospectus, certain matters discussed in this Prospectus, including without limitation, statements of expectations, the discussions of future plans and financial projections, contain forward-looking statements. Forward-looking statements are statements that are not about historical facts and speak only as of the date they are made. Although the Directors believe that in making any such statements its expectations are based on reasonable assumptions, such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. Prospective investors in the Company are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they have been made. Future events or circumstances could cause actual results to differ materially from historical or anticipated results.

When used in this Prospectus, the words “anticipates”, “believes”, “expects”, “intends” and similar expressions, as they relate to the Company, are intended to identify those forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties. Once this Prospectus has been signed by or on behalf of the Company, and prior to the admission of the Shares to the Junior Market, the Company undertakes no obligation to update publicly or revise any of the forward-looking statements in light of new information or future events, including changes in the Company’s financial or regulatory position, or to reflect the occurrence of unanticipated events (subject to any legal or regulatory requirements for such disclosure to

be made). There are important factors that could cause actual results to differ materially from those in forward-looking statements, certain of which are beyond the Company’s control. These factors include, without limitation, the following:

- economic, social and other conditions prevailing both within and outside of Jamaica, including actual rates of growth of the Jamaican and regional economies, instability, high domestic interest rates or exchange rate volatility
- adverse climatic events and natural disasters
- unfavourable market receptiveness to any of the Company’s new products
- changes in any legislation or policy adversely affecting the revenues or expenses of the Company
- any other factor negatively impacting on the realisation of the assumptions on which the Company’s financial projections are based
- other factors identified in this Prospectus
- other factors not yet known to the Company

Neither the FSC, nor any Government agency or regulatory authority in Jamaica, has made any determination on the accuracy or adequacy of the matters contained in this Prospectus.



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Classroom in a Box

Forget the constraints of the digital divide. Classroom in a box makes it easy for teachers, students, and administrators to access, curate, manage, and publish content offline. Our self-contained, cloud enabled e-learning platform simplifies digitized content delivery to students everywhere. This device enables learning in non-connected environments, that's compatible with notebooks, desktops, tablets, and mobile phones.

SECTION 7

The Invitation

7.1 General Information

The Company is seeking to raise up to \$358,250,000 from subscriptions for up to 380,000,000 Shares (including subscriptions from the Reserved Share Applicants for the Reserved Shares). Up to 258,750,000 of the aforementioned Shares are specifically reserved for the Application from, and subscription by, the Reserved Share Applicants. If any category of the Reserved Shares is not fully subscribed for by the persons entitled to them, they will be allotted as detailed in the Basis of Allotment in Section 4 herein.

If the Invitation is fully subscribed or if the Company raises at least \$100 million for its own benefit with respect to the Shares in the Invitation, the Company will make application to the JSE for the Shares to be admitted to the Junior Market as the case may be. If the application is successful, it is anticipated that the Shares will be admitted to trading within one (1) week of the Closing Date (or the extended Closing Date, as the case may be).

In the event that the Company does not raise at least \$100 million respect to the Shares in the Invitation and/or the Shares are not admitted to trade on the Junior Market as the case may be, all Applications will be returned to Applicants, along with any payments made in relation thereto.

Prospective investors should read all of the sections referred to carefully together with the remainder of this document. Those prospective investors who wish to subscribe for and or/purchase Shares should also refer to the full terms and conditions set out in Section 19 before completing the eInvest application process set out in Appendix 1.

7.2 Minimum Fundraising

For the purposes of section 48 of the Companies Act the minimum amount which, in the opinion of the Directors, must be raised as a result of the Invitation and received by the Company as a result of the subscription of its Shares in the Invitation in order to provide for the matters set out in paragraph 2 of the Third Schedule to the Act is \$100 million with respect to the Shares in the Invitation.

Further, pursuant to Junior Market Rule 502(1) as the invitation invites applicants to participate through subscription of new shares, a minimum of \$50 million

or 50% of the funds raised (whichever greater) shall be directed for the benefit of the Company.

7.3 Use of Proceeds

We estimate that we will receive proceeds of approximately \$358,250,000 from the sale of the shares of common stock offered by us in this offering, based on an assumed initial public offering price of \$1.00 and \$0.80 per share respectively (the midpoint of the price range set forth on the cover page of this prospectus), prior to deducting estimated underwriting discounts, commissions and estimated offering expenses payable by us.

As at the date of this Prospectus, it is the intention of the Company to use the proceeds to further capitalize on the accelerated demand for our services across the region and to deliver on key long-term strategic contracts by:

- a) investing in next generation learning content for new and existing markets.
- b) investing in our adaptive learning technology using machine learning and artificial intelligence ideas to personalize learning and;
- c) to increase its working capital reserves.

This will allow us to continue our rapid expansion and increase market share through optimization of our technology and human resources in order to continue to deliver value for individuals, companies and governments whilst increasing revenue and growing profits. We may also use a portion of the net proceeds to acquire complementary businesses, products, services, or technologies. However, we do not have agreements, commitments, or plans for any specific acquisitions relating to the proceeds of the IPO at this time.

The Company also intends to use part of the proceeds of the fundraising to pay the expenses of the Invitation which, the Company estimates will not exceed \$30 million (inclusive of financial advisory fees, brokerage fees, legal fees, auditor's fees, statutory fees (including Registrar's fees), initial listing fees and General Consumption Tax.

The Invitation

7.4 Key Dates

The Application Forms for use by Applicants are provided at Appendix 1 at the end of this Prospectus, together with notes on how to complete each. All key dates, including the Opening Date and Closing Date, are set out in Timetable of Key Dates in Section 4- the Summary of Key Information on the Invitation.

7.5 Contact Information for Key Personnel in the Invitation

NAME	EMAIL	TELEPHONE NUMBER
Mischa McLeod-Hines Vice President – Capital Markets Sagicor Investments Jamaica Limited	Mischa_McleodHines@sagicor.com	(876) –733-8943
Theola Moore-Bruce Manager – Capital Markets Sagicor Investments Jamaica Limited	Theola_moore@sagicor.com	(876) –733-8945



Connecting students to teachers and online content at various levels of learning (including kindergarten to grade 12) for a fee.



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Students and Teachers Solutions

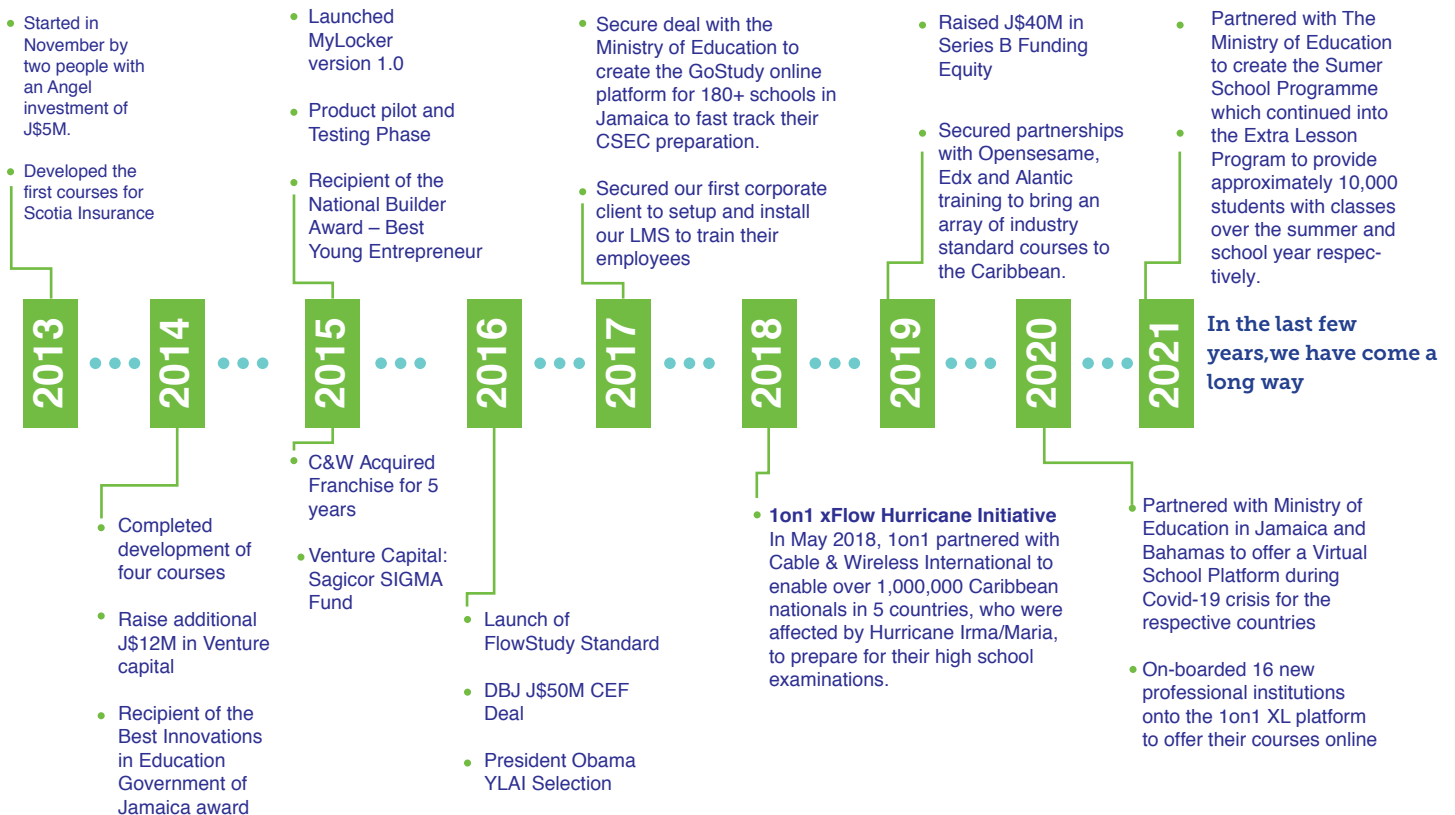
SECTION 8 INFORMATION ABOUT THE COMPANY

Information about the Company

8.1 Our History

The Company was incorporated on August 29th, 2013 and commenced operations almost two (2) years later.

Summary of our history:



8.2 Business Overview

One on One Educational Services Limited is a fully remote educational technology company which leverages its award-winning¹ online learning platform and next generation learning content to deliver personalized education primarily to enterprises, governments, and individuals across the Caribbean & Latin American region.

The Company was founded by four (4) individuals, namely, Mr. Ricardo Allen, Mr. Rory White, Mr. Stephen Barnes and Mr. Christopher Rochester. The four (4)

dreamt of solving big problems by delivering large scale personalized education through the utilization of advances in adaptive learning technology which employs sophisticated statistical algorithms. They were soon joined by a group of investors such as Mr. R. Danvers Williams, Mr. Michael Bernard, Mr. Douglas Orane, Mr. John Bailey, Mr. Ian Forbes and the C.B. Facey Foundation, and shortly thereafter by Sagor Group Jamaica Limited through the Sagor Sigma Funds. The core group of shareholders provided much needed investment to fund continued advancement in technology, as well as strategic guidance and mentorship to grow the Company into a regional enterprise.

¹The Company has won several awards including the RJR Gleaner Honour Award for 2021 in the category of Education and the Best Innovation in Education in Education at the National Innovation Awards in 2014 for its MyLocker eLearning.

SECTION 8 INFORMATION ABOUT THE COMPANY

One on One has experienced rapid growth and transformation from being just a tutoring company in Kingston, to a full-fledged educational technology company, serving over two hundred and fifty thousand (250,000) learners across the Caribbean over the past three (3) years. This was achieved in part by securing key partnerships, which has fuelled the evolution of our proprietary software and content, enabling us to deliver online (and offline) learning at scale efficiently. This allowed the Company to mobilize and deliver online learning solutions across the Caribbean to students, companies and governments who were impacted by COVID-19.

Prior to January 2017, One on One operated a face-to-face business model, focused on providing personalized in-class and in-home tutoring to high school students across Kingston and St. Andrew. Our students benefitted from our unique class-of-10 model, where a maximum of ten (10) students were paired with a teacher, ultimately leading to our flagship Caribbean Secondary Education Certificate (CSEC) Mathematics programme maintaining a ninety-seven percent (97%) grades 1 & 2 (distinction) rate amongst our students, which was almost double the national average of a forty-eight percent (48%) pass rate. In 2017, the decision was taken to make the Company a full-fledged enterprise electronic learning (eLearning) company and the face-to-face model was discontinued. Since then, One on One has blossomed into a significant provider of education and training technology in the region and currently serves some of the largest governments and businesses in the advancement of their own digital transformation strategy.

In pursuit of our mission, the Company has received several awards (as stated above) and recognitions and has also secured key international partnerships to catalyse the next round of expansion. The Company is now the sole regional distributor of over twenty thousand (20,000) off-the-shelf eLearning courses spanning several industries to the corporate market and the regional implementation partner for OpenEMIS (detailed below), a project that is funded by the United Nations Educational, Scientific and Cultural Organization (UNESCO) through the Community Systems Foundation in New York, USA.

In 2020, at the onset of the COVID-19 pandemic, the Company was engaged in Jamaica, the Bahamas, St. Kitts & Nevis and Antigua and Barbuda among other countries to utilise its enterprise-grade technology and learning content to connect students and teachers at all grade levels. We were also engaged by a number of universities

and colleges, including but not limited to the University of the Bahamas, to deliver COVID-19 Contact-Tracing courses as well as connecting trainers in this area with those seeking training across the region.

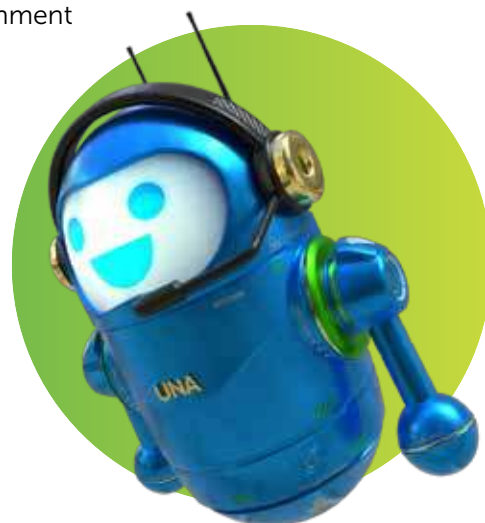
Perhaps the most significant evolution has been in our offline learning solution: 'Classroom-in-a-Box' and 'Exam-in-a-Box'. This innovation allows students in low or no internet environments to access their favourite internet-based learning resources and content offline. This ground-breaking technology allows a school to "download" parts of the internet on a micro-server, place it in a remote area and then allow students to connect to it as they would to a regular Wi-Fi connection. We are now poised to deliver offline learning hardware to the most vulnerable communities across the region, and to other parts of the world.

Today, One on One is a completely different company than how it started out, but the mission and vision remains the same:

- **Our Company's Mission:** Making knowledge acquisition easier by developing adaptive technology and content to personalize online learning experiences.

- **Our Company's Vision:** To become the global leader in the creation and delivery of personalized and impactful online learning experiences for individuals, companies, and governments

In 2021, the Company decided to re-enter the individual eLearning market which will diversify the current enterprise-only environment and provide the platform for rapid growth, globally. One on One now has three distinct divisions, each catering to a key element of the online learning value chain. Our divisions are: One on One for Individuals, One on One for Businesses and One on One for Government

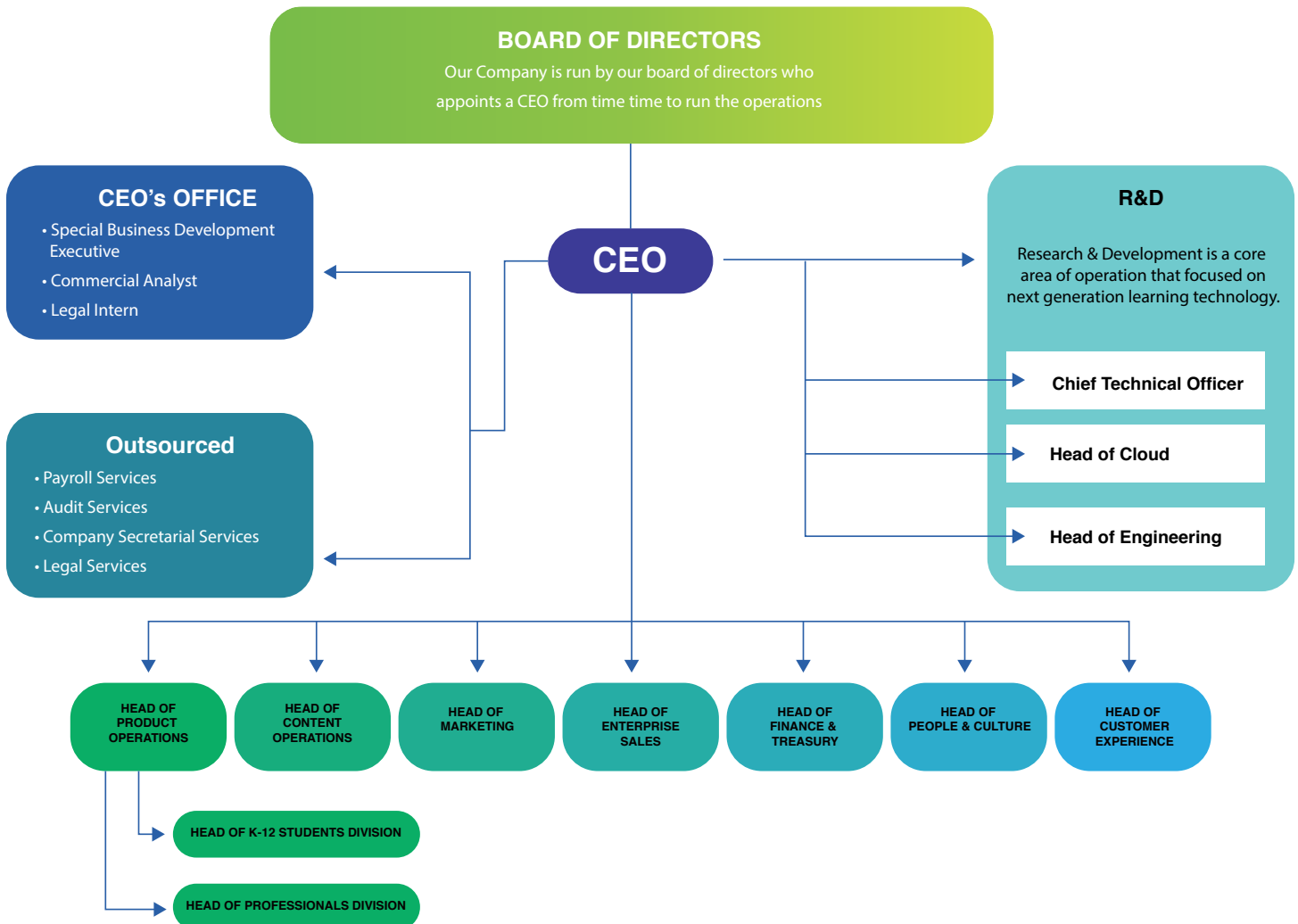


SECTION 8 INFORMATION ABOUT THE COMPANY

Information about the Company

8.3 Organizational Structure & Corporate Structure

Our team comprises seventy (70) high-energy professionals, a board of directors and key executives whose responsibilities span our core operational areas of Engineering, Products, Content, Marketing, Sales, Finance and Customer Experience



8.4 Product Offerings

One on One for Individuals (Business to Customers Division):

- **One on One for Teachers & Students ("OneX"):**
One on One is currently in the beta stages of OneX, with an anticipated launch in the third quarter of 2022, which aims to connect teachers to students at various levels of learning (including kindergarten to grade 12) for a fee.
- **One on One for Trainers & Professionals:**
This product will connect professionals to the appropriate trainers and courses in an easy to use, personalized learning platform and will be launched in September 2022. One on One will provide our online learning platform to trainers and training organizations to develop, manage, market, and sell their courses to their customers, both new and old, fully online and across the globe.

One on One for Teams (Business to Business Division):

- **One on One Online Learning Platform for Business:**
a learning solution program designed for enterprises of various sizes which automatically generates a skill acquisition plan by assigning courses to focus on areas of deficiency.
- **One on One eLearning Content Development:**
The Content Division (Instructional Design) designs and develops e-Learning solutions using innovative approaches to learning.
- **One on One Content Licensing (Off the Shelf):**
We offer over 20,000 localized courses in fourteen (14) languages to help organisations improve employee knowledge and performance, retain and develop talent, and guide efforts in achieving globally recognized compliance, financial performance, and organizational excellence.

One on One for the Enterprise (Business to Business Division):

- **Private-Label Online Learning Platform:**
This system provides a ready-made, fully tested learning management system that is supported by the Company and is customized to the client's unique needs with their own branding. The product allows clients to focus on their brand and services without having to invest time in building a solution from scratch.

One on One for Governments (Business to Business Division):

- **Educational Management Information System (EMIS):**
The OpenEMIS solution is specifically designed to assist developing countries digitize their education systems and all the related core processes. This software incorporates a learning management system, to provide virtual learning in addition to education sector management.
- **Classroom in a Box (Offline Content Cloud):**
As stated above, Classroom in a Box is an offline, self-contained, cloud enabled e-Learning platform that can simplify the delivery of digitized content to schools and students everywhere. This device enables learning in non-connected environments by allowing teachers, students and administrators to access, curate, manage and publish learning content offline. It is compatible with notebooks, desktops, tablets, and mobile phones.

SECTION 8 INFORMATION ABOUT THE COMPANY

Information about the Company

8.5 Our Social Impact and Pandemic Response (COVID-19)

In light of the effects of the COVID-19 pandemic, the Company has sought to assist with regional recovery in the following ways:

Free Extra Lessons Online for 10,000 Jamaican Students:

One on One partnered with the Ministry of Education in Jamaica to deliver online extra classes for students in Jamaica. The focus was to enrolled students in Jamaican high schools in grade 7 to grade 11 via our One for Students online learning platform, OneX®².

One on One and ScotiaFoundation Partnership for Path students:

One on One and ScotiaFoundation partnered to provide 1,000 students who are enrolled in the Government's Programme of Advancement Through Health and Education (PATH) programme. PATH is a conditional cash transfer (CCT) programme funded by the Government of Jamaica. This was provided using the One for Students online learning platform, OneX®³.

Skills for the Future Programme:

Our partnership with the Flow Foundation has helped individuals to improve their employability or venture out on their own entrepreneurial path. Under this initiative, participants have access to over 100 courses from accredited online training institutions which has provided certificates at the end of their programme. Flow Foundation and One on One provided online certificate training to 4,000 professionals, including 1,500 teachers in partnership with the Jamaica Teachers Association (JTA)⁴

8.6 Incorporation and Trading History

As at the date of this Prospectus, the Company has no parent company but has executed agreements and has exchanged consideration to acquire Total Services Jamaica Limited, a limited liability company duly incorporated under the laws of Jamaica which will become a subsidiary of the Company prior to the end of the third quarter of 2022. Total Services Jamaica Limited currently provides education technology services to the Company which facilitates the Company's the use of a LMS employed by the Company in its operations. And as such, acquiring Total Services Limited will allow for more efficient and effective use and implementation of the LMS.

The shareholders of the Company have approved and adopted new Articles of Incorporation with effect from April 13th, 2022, and the re-registration of the Company as a public company. The Company has never been admitted to list on the Main Market, Junior Market nor any other market of the JSE nor on the main trading platform of any stock exchange. The Company is not an associate of any company listed on the Main Exchange, or on the main trading platform of any other stock exchange.



² <https://www.jamaicaobserver.com/latest-news/10000-students-to-benefit-from-free-online-lessons-in-one-on-one-education-ministry-partnership/>

³ 1,000 PATH students received daily extra lessons and access to CSEC preparation using One on One learning platform through a partnership with ScotiaFoundation to Assist Path students

⁴ <https://www.jamaicaobserver.com/business/professionals-performance-soar-in-upskilling-and-reskilling-training/>

SECTION 8 INFORMATION ABOUT THE COMPANY

8.7 Details of Authorised and Issued Share Capital and the Shares in the Invitation

Capital Structure of the Company

As at the date of this Prospectus, the authorised and issued share capital of the Company is as follows:

Authorised: 100,000,000,000

Currently Issued: 1,520,000,000

On the 13th of April 2022, the Company increased its authorised share capital from 50,000,000 to 100,000,000,000 in preparation for the IPO.

On the 18th day of July 2022, the Company re-established each shareholder's shareholding by subdividing each Share into 26.5 Shares as illustrated in the table below:

Name of Shareholder	Pre-Split Shareholding	Post-Split Shareholding
Ricardo Allen/SOHO Limited ⁵	7,000,000	185,500,000
Sagicor Life Jamaica Limited (Managing Agent of the Sagicor SIGMA Fund (Sagicor Sigma Venture))	10,000,000	265,000,000
Raby Danvers Williams	4,333,333	114,833,325
John Bailey	4,333,333	114,833,325
Michael Bernard	3,000,000	79,500,000
C.B. Facey Foundation	3,000,000	79,500,000
Douglas Orane	3,333,333	88,333,325
Stephen Barnes	300,000	7,950,000
Rory White	500,000	13,250,000
Christopher Rochester	200,000	5,300,000
Total	35,999,999	953,999,975

⁵ Ricardo Allen is a director and shareholder of SOHO Limited.

SECTION 8 INFORMATION ABOUT THE COMPANY

On the 18th day of July 2022, the Company converted its preference shares which had terms including the right to the conversion of same to Shares. The preference shares were converted at a rate of one (1) preference share equating to one (1) Share and thereafter each Share was subdivided into 26.5 Shares as illustrated in the table below:

Preference Shareholder	Preference Shares Held	Number of Shares held after conversion from preference shares	Number of Shares held after sub-division of Shares by 26.5
Raby Danvers Williams	1,000,000	1,000,000	26,500,000
John Bailey	1,000,000	1,000,000	26,500,000
Michael Bernard	1,000,000	1,000,000	26,500,000
Ian Forbes	1,000,000	1,000,000	26,500,000
C.B. Facey Foundation	1,000,000	1,000,000	26,500,000
Total	5,000,000	5,000,000	132,500,000

On the 18th day of July 2022, the Company converted its loan indebtedness to the Directors to Shares. These loans converted at a rate of one (1) Share equating to J\$4.00 and thereafter each Share was subdivided into 26.5 Shares as illustrated in the table below:

Lender	Amount of Loan (J\$)	Number of Shares received after conversion	Number of Shares held after sub-division of Shares by 26.5
Douglas Orane	1,329,897	332,475	8,810,588
Michael Bernard	1,670,500	417,625	11,067,063
Raby Danvers Williams	563,400	140,850	3,732,525
Total	3,563,798	890,950	23,610,175

SECTION 8 INFORMATION ABOUT THE COMPANY

On the 18th day of July 2022, the Company also issued a total of 409,889,850 Shares to its members of its staff and suppliers who were due to receive Shares based on contractual agreements with the Company. The Shares in the Invitation will be newly issued shares.

8.8 Shareholdings Before and After Initial Public Offering of Shares

As at the date of this Prospectus, being the latest practicable date prior to publication of the Prospectus, the list of holders of Shares whose shareholding is at least 1% of the issued share in the capital of the Company were as follows:

Name of Shareholder	Number of Shares before Initial Public Offering	Percentage of Shareholding before Initial Public Offering
Ricardo Allen and SOHO Limited ⁶	432,921,851	28.48%
Sagicor Life Jamaica Limited (Managing Agent of the Sagicor SIGMA Fund (Sagicor Sigma Venture))	265,000,000	17.43%
Raby Danvers Williams	145,065,850	9.54%
John Bailey	141,333,325	9.30%
Michael Bernard	117,067,063	7.70%
C.B. Facey Foundation	106,000,000	6.97%
Douglas Orane	97,143,911	6.40%
Conrod Hanson	58,300,000	3.84%
Ian Forbes	26,500,000	1.74%
Dujon Dunn	23,850,000	1.57%
Christopher Rochester	21,200,000	1.40%
Total	1,434,382,000	94.37%
Other Shareholders	85,618,000	5.63%
Total	1,520,000,000	100.00%

⁶ Ricardo Allen is a director and shareholder of SOHO Limited.

SECTION 8 INFORMATION ABOUT THE COMPANY

After the subscription lists for the Invitation are closed, and assuming that the Invitation to the public and Key Strategic Partners Reserve Share Pool, Teachers and Trainers Reserve Share Pool, Employee Reserve Share Pool Executives Reserve Share Pool, Sagicor Reserve Share Pool and Convertible Loan Reserve Share Pool to subscribe to for up to 380,000,000 Shares is taken up in full, the percentage shareholdings in the Company will be as follows:

Shareholder	Number of Shares after Initial Public Offering	Percentage of Shareholding after Initial Public Offering
Ricardo Allen and SOHO Limited	432,921,851	22.78%
Sagicor Life Jamaica Limited (Managing Agent of the Sagicor SIGMA Fund (Sagicor Sigma Venture))	265,000,000	13.95%
Raby Danvers Williams	145,065,850	7.64%
John Bailey	141,333,325	7.44%
Michael Bernard	117,067,063	6.16%
C.B. Facey Foundation	106,000,000	5.58%
Douglas Orane	97,143,911	5.11%
Conrod Hanson	58,300,000	3.07%
Ian Forbes	26,500,000	1.39%
Dujon Dunn	23,850,000	1.25%
Christopher Rochester	21,200,000	1.12%
Other Shareholders ⁷	85,618,000	4.51%
Teachers and Trainers Reserve Pool	30,000,000	1.58%
Convertible Loan Reserve Pool	108,750,000	5.72%
Employees Reserve Share Pool	30,000,000	1.58%
Key Strategic Partners Reserve Pool	60,000,000	3.16%
Sagicor Reserve Pool	30,000,000	1.58%
Non-Reserved Share Pool	121,250,000	6.38%
Totals	1,900,000,000	100%

8.9 The Applicable Regulatory Regime

The Company is regulated by the MOEYI under the Independent Schools Regulations of 1973 (Section 6 Education Act).

⁷ Other Shareholders refers to those shareholders, excluding Rory White (13,250,000 Shares) and Stephen Barnes (7,950,000 Shares) who have received shares as employees or suppliers of the Company based on a contractual right to receive such Shares

SECTION 8 INFORMATION ABOUT THE COMPANY

8.10 Intellectual Property

As at the date of this Prospectus, being the latest practicable date prior to the publication of this Prospectus, the Company has the following interests in intellectual and real property:

Intellectual Property and Trademark:

1. Corporate Locker it's all inside (and logo)
2. Consult ME Inspiration through Consultation (and logo)
3. Campus Locker it's all inside (and logo)
4. Locker it's all inside (and logo)
5. One on One Tutoring Services It's that Personal! (and logo)
6. MY LOCKER it's all inside (and logo)



All trademarks were registered at the Jamaica Intellectual Property Office in classes Vienna and (512) Nice on May 8, 2015 and are valid until January 28, 2024.

8.11 Litigation

As at the date of this Prospectus, being the latest practicable date prior to the publication of this Prospectus, the Company is not involved in any litigation, arbitration or similar proceedings pending and/or threatened against the Company.

8.12 Insurance Arrangements

The Company has procured sufficient insurance coverage for all major risks that relate to its business. This includes:

Class of Insurance	Insurer	Total Amount Insured	Date	Duration
Life Insurance Assigned to Keyman	Sagicor Cayman	US\$1 Million	May 2019	30 Years
Health and Life Insurance	Sagicor Jamaica	\$6.5 Million	May 2019	No Expiry

Confirmation of the insurance arrangements referred to in this section will be available for inspection as described in Section 17.

8.13 Real Property

As at the date of this Prospectus, the Company owns no real property.

8.14 Charges Registered Against the Assets of the Company

As at the date of this Prospectus, being the latest practicable date prior to the publication of this Prospectus, there are no charges registered against the assets of the Company.



Our easy to use, personalised e-learning platform connects professionals to Caribbean trainers who can assist them in gaining new skills and career advancement.

We enable trainers and training organizations to develop, manage, market, and sell their courses to their customers, both new and old, fully online and across the globe.



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+1 (513) 866-2660

Individuals

SECTION 9

Professional Advisors to the Company

Arranger & Lead Broker

Sagicor Investments Jamaica Limited
85 Hope Road
Kingston 6
Saint Andrew



Attorneys to the Company in the Invitation

MH&CO., Attorneys-at-Law
7 Barbados Avenue (Second Floor)
Kingston 5
Saint Andrew



Auditor

CrichtonMullings & Associates
Chartered Accountants
Unit 27B, 80 LMR
80 Lady Musgrave Road
Kingston 10
Saint Andrew



Registrars and Transfer Agent

Jamaica Central Securities Depository
Limited
40 Harbour Street
KINGSTON





Founder & CEO Ricardo Allen

RJR Gleaner Honour Awardee

We are honoured to be the recipient of the 2021 RJR Gleaner Honour Award in the Education category, for our efforts to make education more accessible to Jamaicans through our online services.

SECTION 10

10.1 Directors and Senior Officers and their Interests



Mrs. Donnisha Brooks, FCCA, FCA, BSc
Chief Financial Officer

Donnisha Brooks is a Chartered Accountant and serves as the Finance Manager at One on One since September 2021. Prior to joining she has spent 11 years at Caribbean Assurance Brokers Ltd. a multi-line insurance broker as the Accounts & Finance Manager where she distributed and looked after the financial health of the organization, and over 6 years' experience at BDO Jamaica as an external auditor where her skills were developed auditing major companies in the Manufacturing & Retail, Consulting, Financial Services, and Insurance industries.

Donnisha holds a B.Sc. (Accounting) from the University of Technology, Jamaica. She is a Fellow of the Association of Chartered Certified Accountants and a Fellow of the Institute of Chartered Accountants of Jamaica.



Dr. Ricardo Anderson, Phd.
Research Development and Digital Innovation Consultant

Dr. Anderson serves as Research Development and Digital Innovation Consultant at One on One through which he leads the strategies towards the technical evolution of products, driven by cutting-edge research. Dr. Anderson has significant experience in Systems Development and IT Management, Artificial Intelligence and has delivered a significant number of strategic IT projects in education and across industries over the past 17 years. He actively conducts research in Educational Data Mining and more broadly Machine Learning and has published several papers on these subjects and how these technologies can be applied to education and other industries.

Dr. Anderson holds Bachelors Degree in Computer Science, MSc. in Management Information Systems and a PhD in Computer Science with high commendation. He has been a certified Project Management Professional (PMP) since 2013.



Mrs. Jadelles Holder-Remy, BSc., Post Dip.
Chief Product Officer

Jadelle has served as the Chief Product Officer at One on One since November 2021 and previously served as the Regional Product Manager from April 2020 to October 2021. She drives the strategic direction of the Product and Content Teams to ensure the delivery of engaging and effective educational experiences for learners.

With over 12 years' experience in the education sector, her prowess has allowed her to break through barriers, paving the way to achieve significant success throughout her career. Jadelle has launched and scaled multiple award-winning platforms benefiting the Caribbean and Africa. She holds a Postgraduate Diploma in Education and a bachelor's degree in Spanish with Communication Studies from the University of the West Indies.



Mrs. Juanita Neil, BSc.
Head of Marketing

Juanita Neil is a marketing and business specialist with a wealth of experience spanning over 20 years. She's our newly appointed Head of Marketing. Before joining our team, Juanita served as Marketing Manager for the No. 1 Hit UK station, Capital Fm in Birmingham, UK (formerly Galaxy Fm) and Owner and CEO of 'The One Management' and 'The Connectors' in the UK.

Over the years, her strategies to develop and reposition brands have led to successful marketing campaigns for numerous iconic UK companies, including Selfridges, Aston Manor Brewery, University of Birmingham, and Bullring. She holds a B.A. in Business Studies and Marketing from The University of Central England, UK. Juanita's wit and natural leadership skills have secured her a spot as a powerful woman in our Education Technology space.



Mrs. Kerry-Ann Kudo, MBA
Head of Customer Experience

Meet Kerry-Ann Kudo, the person behind the passionate customer-centric team that ensures every interaction with the brand is a positive one. Kerry-Ann was appointed as the Head of Customer Experience in January 2022, where she revolutionized and improved the relationships between our brand and clients. She started her journey at Digicel Jamaica in multiple roles, notably in Customer Operations and Project Management before heading to Japan to work alongside the Board of Education, Ministry of Tourism, and the Jamaican Embassy to expand Brand Jamaica.

Kerry-Ann has worked with a diverse group of clients within the Adtech, Martech, Fintech, HRTech and Cybersecurity/Disaster Recovery space. She has a Bachelor of Science Degree in Molecular Biology and Chemistry from the University of West Indies and a Master in Business Administration (MBA) from The University of Bradford in the UK.



Mrs. Brittany Singh Williams, MSc.
Head of People, Culture and Change Management

Brittany Singh Williams has served as the Head of the K-12 Division since July 2021 and previously as the Advisor to the Minister of State in the Ministry of Education, Youth and Information from March 2018 until April 2021. Founder of Spark Education and The Pod School; Brittany has spent the last four (4) years creating personalized learning ecosystems that empower and equip learners and their families to thrive in both their personal and academic lives. Prior to venturing full-time into the Education space, Mrs. Singh Williams worked with PanJam Investment Limited as the Executive Director of the C.B. Facey Foundation where she gained experience in sustainability and corporate social responsibility rooted in education, environmental, and social impacts for growth and profitability. Mrs. Singh Williams holds a B.A. in Elementary and Special Education from Loyola University of Maryland and an MSc in Global and International Education from Drexel University.

SECTION 10

Biographical Details of the Directors of the Company

10.2 Biographical Details of the Directors of the Company

Brief biographical details of the Directors and Senior Officers (where applicable) are set out below. The Directors' residential addresses are set out in Section 18 hereto, and all of them may be contacted for business purposes at the Company's registered address at 9th Floor, PanJam Building, 60 Knutsford Boulevard, Kingston 5, Saint Andrew. In keeping with the requirements of Rule 503(1)(a) of the Junior Market Rules, the Company hereby appoints Mr. Douglas Orane as Mentor.

Telephone: 1-876-613-9198

Website: <https://www.oneononelms.com>



Mr. Michael Bernard
(Board Chairman)

- Non-Executive Director
- Member of the Audit Committee

Former Managing Director of Carreras Group Limited, Michael possesses over 20 years of experience in leading and growing some of Jamaica's largest corporations. In addition to his extensive local and international business experience, Michael holds a B.A. and B.Sc. in Business Administration and Forest Management respectively, and an MBA from the Harvard Graduate School of Business Administration.

Michael Bernard is a Bachelor of Science in Forest Management, Bachelor of Arts in Business, and a minor in economics from Washington State University. He made the USA National Deans list and in 1983 topped as a Forest Management graduate at Washington State University, copping the award for 'Most Outstanding Forestry Senior'. In January 1984, he attained a BSc. summa cum laude in Forest Management and BA. summa cum laude in Business Administration.

Michael Bernard is the former General Manager of Jamaica Biscuit Company. In 1995, he was appointed Managing Director of the Cigarette Company of Jamaica Limited as well as Managing Director of the Agricultural Products of Jamaica Limited and was appointed to the Carreras Group Board in 1997. In 2010, he announced his retirement as Managing Director of the Carreras Group.

Mr. Bernard serves on the board of several other entities and is currently the Board Chairman of his alma mater Jamaica College.



Mr. Ricardo Allen

- Founder and Executive Director
- Member of the Corporate Governance Committee

Ricardo Allen, armed with an actuarial mind honed at The University of the West Indies, entered the private sector at Sagicor, where he led the Structured Products division of Sagicor Investments. It was an opportunity to combine his strong background in actuarial mathematics with corporate finance and economics to conceptualise and develop derivative products for retail and corporate markets. Allen would eventually give up his Sagicor job to follow his entrepreneurial spirit, fusing his innate passion for mathematics and love for technology and people to build a solution that enables thousands across the region to take their favourite courses online, at their convenience, materializing his vision to make it easy for students and adults to take on any course of learning at their own pace, using online facilities.

Ricardo is a Young Leader of the Americas Initiative Fellow, having been selected by President Obama in the first year of the programme. Ricardo is a member of the Jamaica Stock Exchange Best Practices Committee, Chairman of the Actuarial Science Course Committee at UTECH, a Member of the Course Committee in the Joan Duncan School of Entrepreneurship and Leadership at UTECH and a member of the Board of Directors at iCreate Limited.



Mr. John Bailey

- Non-Executive Director
- Chairman of the Corporate Governance Committee

Mr. John Bailey is a prominent businessman in Jamaica. He holds a degree in Business Administration from the University of South Florida, majoring in Finance. He is well known for his success in a wide range of sectors including manufacturing, tourism & real estate development. Mr. Bailey brings to the fore over three decades of experience in business management as well as a very sharp mind for financial management and accountability. He currently stands as a shareholder of One on One.

SECTION 10

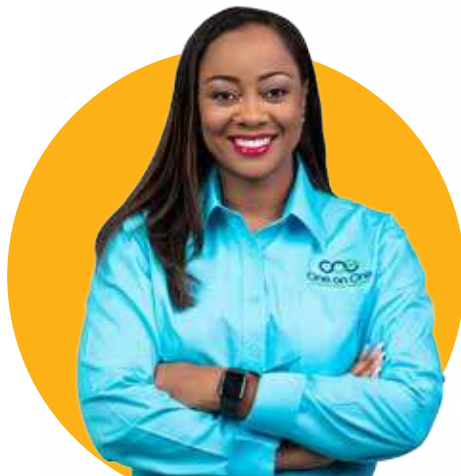
Biographical Details of the Directors of the Company



Mrs. Karen Vaz

- Non-Executive Director
- Chairperson of the Remuneration Committee

Karen is the Group Vice President of HR & Information Technology at PanJam Investment Limited. Her career spans over 20 years in the financial services industry encompassing several varied leadership roles in the areas of Human Resources, Information Technology, Project Management and New Product Development. She has a wealth of experience in people management, working with large cross-functional teams, managing budgets and workflow optimization. Karen leads the Human Resources, Administration & Information Technology units and has direct responsibility for implementing strategies aligned with the organization's objectives, while sustaining a culture of high performance & productivity. She currently sits on the Board of Sagicor Bank Jamaica Ltd, Sagicor Bank's Audit and Corporate Governance Committees, and is a PanJam Council Member of the Private Sector Organization of Jamaica (PSOJ). She holds a BA in Management Information Systems from the University of South Florida and is a Certified Continuity Manager (CCM).



Mrs. Mischa McLeod-Hines

- Non-Executive Director
- Member of the Corporate Governance Committee

Mischa McLeod-Hines is the Vice President in charge of Capital Markets at Sagicor Investments Jamaica Limited. She has 20 years of banking experience in Treasury and Trading, Corporate Finance and Capital Markets. Since 2018, she has led the company's strategic revenue growth in Capital Markets in Jamaica and the Caribbean. She holds a BBA in Finance from the University of Technology and an MBA from Edinburgh Business School (Heriot-Watt University), as well as a certificate in Jamaican Securities from the Jamaica Institute of Management.



Mr. Tyrone Wilson

- Independent Non- Executive Director
- Member of the Audit and Remuneration Committees

Tyrone Wilson is the Founder, President & CEO of iCreate Limited, listed on the Jamaica Stock Exchange – Junior Market. iCreate is a Creative Institute developed with the aim of filling the gap in skills training and development of creatives. Tyrone’s passion for entrepreneurship and innovation has fueled the strategic growth and success of his company. His vision is to develop the region’s creative economy and make the Caribbean & Latin America a powerhouse in the digital & creative world. He is currently the Chairman of GetPaid Limited, an e-commerce company, Founder & Chairman of Investment Holding Company, Kintyre Holdings Limited & Chairman of Real Estate Company, Parallel Real Estate Ventures Limited.

He holds a Bachelor of Science Degree in Banking & Finance from the University of the West Indies, Mona. A proud graduate of Jamaica College, Tyrone is the recipient of many awards and accolades including the Jamaica’s Prime Minister’s Youth Award for excellence in Entrepreneurship, the Private Sector Organization of Jamaica 50 under 50 Business Leaders Award and the Caribbean Journal’s Entrepreneur of the Year among other noteworthy achievements.



Dr. Carol Granston, PHD

- Independent Non- Executive Director
- Chairperson of the Audit Committee and a member of the Remuneration Committee

Dr Carol Granston is an Instructional Designer and has served in the field of Education and Training for over thirty years. She currently serves as the Chief Innovation Officer for NexGen Learning Solutions, a company which she started in 2021. NexGen Learning Solutions is an educational products and services provider specializing in three key areas; training/professional development; consultancy services and product design and development.

A Fulbright scholar, Dr. Granston has served in Education at the international, regional and local levels. Prior to starting her company, she served as Pro-Registrar/Deputy Chief Executive Officer of the Caribbean Examinations Council (CXC®) from April 2014 to December 2020 and had overall responsibility for the operations of the Western Zone Office located in Jamaica. She joined the Caribbean Examinations Council in July 2010 as Senior Manager for Syllabus and Curriculum Development. She previously served as Educational Technology Specialist at the Instructional Development Unit (now the Centre for Excellence in Teaching and Learning) at the Mona campus of the University of the West Indies. Dr. Granston was also an Education Officer in the Media Services Unit of the Ministry of Education, Youth and Information, Jamaica and Lecturer at in the School of Education at the University of South Florida, Tampa campus.

Mentor



Mr. Douglas Orane

An engineer by training, Mr. Orane holds a degree in Mechanical Engineering from Glasgow University. He is also a graduate of the Harvard Business School where he earned a Master's degree in Business Administration. Mr. Orane possesses an active social conscience and leverages his position as a leader of industry to highlight the possibilities in Jamaican society. As President of the Private Sector Organization of where he gained national attention for his incisive, rational, and pragmatic views on topical issues. He also stands as a shareholder of One on One.

10.3 Directors' Interests in Shares

The following Director holds the following interest in Shares:

Director	Shareholding Before Opening Date	
Michael Bernard	117,067,063	7.70%
Ricardo Allen/SOHO Limited	432,921,851	28.48%
John Bailey	141,333,325	9.30%
Mischa McLeod-Hines ⁸	0	0%
Karen Vaz ⁹	0	0%
Tyrone Wilson	0	0%
Dr. Carol Granston	0	0%
Total	691,322,239	45.48%

No Director receives Shares, or option in respect of Shares in consideration of services rendered by him/her to the Company.

10.4 Corporate Governance and Accountability

The Board of Directors has constituted three (3) committees, namely the Audit Committee and the Remuneration Committee, as required pursuant to the provisions of the Junior Market Rules as well as the Corporate Governance Committee, although not required by the Junior Market Rules. The members of the respective committees are as follows:

Audit Committee:	Remuneration Committee:	Corporate Governance Committee:
Dr. Carol Granston (Chairperson)	Mrs. Karen Vaz (Chairperson)	Mr. John Bailey (Chairperson)
Mr. Michael Bernard	Dr. Carol Granston	Mr. Ricardo Allen
Mr. Tyrone Wilson	Mr. Tyrone Wilson	Mrs. Mischa McLeod- Hines

In addition, the Company has appointed CrichtonMullings & Associates, Chartered Accountants to provide it with external audit services.

10.5 Directors' Fees and Executive Emoluments

As at the date of this Prospectus, the members of the Board of Directors receive no compensation for attending meetings of the Board nor any an additional fee per subcommittee meeting attended. This may be revised on an annual basis.

⁸ Mischa McLeod-Hines has been appointed by Sagicor SIGMA Funds as its representative on the Board of Directors.

⁹ Karen Vaz has been appointed by the C.B. Facey Foundation as its representative of the Board of Directors.



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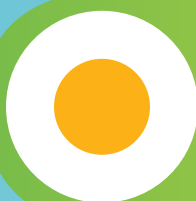


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SECTION 11

Management's discussion and analysis of financial condition and results of operations

11.1 Important Note About This Section

The Management Discussion and Analysis contains detailed information important to prospective investors understanding the Company's results and financial condition and should therefore be read in its entirety. You should read the following discussion and analysis of our financial condition and results of operations together with the audited financial statements and related notes and other financial information included elsewhere in this prospectus. This discussion contains forward-looking statements based upon our current plans, expectations, and beliefs, which involve risks and uncertainties. See "Special Note Regarding Forward-Looking Statements." Our actual results may differ materially from those anticipated in these forward-looking statements because of various factors, including those set forth under "Risk Factors" and in other parts of this prospectus.

11.2 Industry Overview

Education technology ("EdTech") refers to hardware and software designed to enhance teacher-led learning in classrooms and improve students' education outcomes. According to research done by Infinium Global Research in July 2021, the global EdTech market is valued at around US\$85 billion and is expected to reach up to US\$218 billion in 2027 growing at a compound annual growth rate of around 17% over that period¹⁰. Globally, there have been increasing investments in education technology development to boost market growth. Due to the COVID-19 pandemic and the decrease in face-to-face meetings, there has been a rising preference for digital learning in the public and private sectors..

The Future of Learning

The current system of higher education faces inherent challenges. The predominantly classroom-based model may not be able to keep pace with the rapidly emerging

skills required to succeed in today's workforce.

Technology, when applied to learning, can reduce distribution costs, increase affordability, increase access to the market, and expand the overall market opportunity for education companies. The need for technological change in education has been exacerbated by the recent global COVID-19 pandemic. According to the United Nations, 1.6 billion students in 190 countries, approximately 94% of all students in the world, saw their schools at least temporarily closed due to the pandemic by August 2020¹¹. This necessitated online teaching and learning. The lessons learned during this period of "forced experimentation" have the potential to enable an enduring digital transformation of higher education. We believe the future of education will be characterized by:

Blended classrooms: It is our opinion that online learning will be the "new normal" for higher education, where students learn online, including those who sit in classrooms as well as those who attend classes remotely. Online learning increases the access and affordability of earning a college degree, by expanding the market to new learners who could not otherwise have pursued an on-campus degree. Online learning also has the distinct benefit in the supplemental education market, where large classes at public schools drive parents and student to seek extra help to assist with in-school academic performance as well as external examination preparation.

Job-relevant education: As technology improves there is an inherent risk of rising unemployment because of automation and therefore, job-relevant education will be a critical component of higher education for employees and those seeking to enter the workforce. Companies such as Google and Amazon Web Services are already collaborating with universities to meet this demand by offering skill-focused professional certificates

¹⁰ <https://www.infiniumglobalresearch.com/agriculture/global-edtech-market>

¹¹ <https://unsdg.un.org/resources/policy-brief-education-during-covid-19-and-beyond>

that count towards college degrees.

Jamaica's Context

To achieve the Government of Jamaica's strategic objectives of economic growth and job creation it is imperative that we invest in training our people with a view to harvesting data on their skillset and managing talent pool that is readily accessible to local and international prospective employers.

The 2016 repeal of the Jamaica Export Free Zones Act (JEFZ Act) and its replacement with the Jamaica Special Economic Zone Authority as well as the creation of the Global Services Sector ¹², to which One on One is a key partner, are examples of Jamaica utilising technology to train and prepare its workforce to compete globally. Furthermore, the decentralization of knowledge via platforms like LinkedIn, Upwork, Fiverr among others, have given rise to a new labour marketplace where opportunities from all over the world are available online.

The most important resource one can find is people. Jamaica is a talent powerhouse, and that talent spans the trained and untrained. According to the United States

Agency for International Development (USAID) FHI360 report "Jamaica Sector Labour Market Assessment", published in May 2017, 70% of our workforce of 1.3 million people are untrained beyond the secondary school level. We also note a lack of data and information on the skills and core competencies of the persons who are trained. This is further compounded by the lack of data on the demand for the specific skill sets within various industries.



¹² The Global Services Sector is a 5-year project funded by the Inter-American Development Bank that will provide Jamaicans with access to training and better jobs in the global services sector, namely in knowledge process outsourcing, information technology outsourcing and business process outsourcing

11.3 Our Business model in 2022 & Beyond

The Company has several product offerings through which it generates revenue, and they are listed as follows:



Product Description	One on One for Students & Teachers: The OneX product is an exponential business model where we connect knowledge sharers (teachers) with knowledge seekers (students) for a fee. We also earn from a membership fee that is paid by students to subscribe to premium learning content.	One on One for Professionals & Trainers: Our One for Professionals Platform ("Coursuna") will allow trainers and training organizations to use our online learning platform to create, manage, market, and sell their online courses. The intent is to build a community of professionals across the region who will receive personalized career tracks on our platform.
Typical Customer Problem	a personal tutor is needed in the preparation for CSEC Mathematics exams.	a course on selling real estate in Jamaica from a certified trainer is needed.
Business Type:	B2C (Business to Consumer)	B2C (Business to Consumer)
Earning Model	<ul style="list-style-type: none"> A fee for each hour of tutoring booked; and an annual membership fee from students who subscribe to our premium content. 	<ul style="list-style-type: none"> A percentage of the cost for each course sold by a trainer.
2023 Projected Earnings (\$):	US\$660,000	US\$300,000
Growth Prospects	Very High	Very High
Expected Launch Date	September 1, 2022	March 1, 2023

11.3 Our Business model in 2022 & Beyond Products for Companies



Product Description	One on One for Team LMS: Our learning management system for teams allow companies to quickly and easily delivery live and on-demand training online. Using our platform, companies can quickly author courses, connect their favourite video conferencing tools (like Zoom or Microsoft Teams) and issue certificates. One on One has a library of over 20,000 corporate training courses that is available for immediate deployment to our customers via our online learning platform.	One on One for Content Development: The development of highly customized training content for our business customers is our core business. E-learning content product line allows us to offer rapid course development, custom course creation, simulation-based training program, induction training, mobile learning content, compliance training, gamification-based assessment, and content-based on training activities to our corporate clients.
Typical Customer Problem	A platform that allows us to conduct Anti-Money Laundering training for all our branches across Jamaica is needed.	There are several internal policies in PDF and PowerPoint format and there is a requirement to create an easy-to-use course to certify participants.
Business Type: B2B	B2B (Business to Business)	B2B (Business to Business)
Earning Model	<ul style="list-style-type: none"> The company license its software and off the shelf content for an annual fee which is charged per employee using the system. The license fee will vary based on the number of employees in an organization. 	<ul style="list-style-type: none"> The fee is based on the level of customization.
2021 Actual Earnings	US\$35,000	US\$25,000
Earnings as a % 2021 of Revenue	2%	1%
2023 Projected Earnings (\$):	US\$225,000	US\$450,000
Growth Prospects	High	Very High

11.3 Our Business model in 2022 & Beyond Products for Governments



Product Description	One on One White-Label (Private-Label) Solutions We license our online learning technology to large multi-nationals to build-out their own eLearning initiatives. We customize the product and branding to align with our client, while we maintain a hosting agreement.	One on One Education Management Information Systems (EMIS): The Educational Management Information System (OpenEMIS) is a product that we deploy to governments in developing countries. We are paid to customize the software and integrate same with our learning management system. We use the software to digitalize information and processes, effectively providing governments with real-time access to data and information on its education system and the participants therein.
Typical Customer Problem	LMS is required to create a training institute for the Caribbean. We have a total of 100,000 learners.	The files and records of our data is in physical format; therefore, the Ministry of Education cannot monitor and report on the goals set.
Business Type: B2B	B2B (Business to Business)	B2B (Business to Business)
Earning Model	<ul style="list-style-type: none"> Annually for licensing of the software plus hosting and maintenance cost. 	<ul style="list-style-type: none"> Monthly hosting and maintenance fees as well as on a time spent basis for our engineer to customize the OpenEMIS platform in conjunction with our international partners.
2021 Actual Earnings	US\$205,000	US\$600,000
Earnings as a % 2021 of Revenue	11%	34%
2023 Projected Earnings (\$):	US\$375,000	US\$500,000
Growth Prospects	Stable	See below*

* Earnings on development fees from current deals have matured and future revenues from current agreements will be largely service fees for hosting, maintenance, and support. We will earn both development and service fees from any new contract.

11.3 Our Business model in 2022 & Beyond Products for Schools



Product Description	One on One Offline Learning Solutions: To stem the digital divide, One on One has developed a product with our international partners to deliver learning to remote locations where there is little or no internet connectivity. This is a small device that can be deployed to schools or a community.
Typical Customer Problem	Access is needed for the KhanAcademy but there is no access to internet at school.
Business Type	B2B (Business to Business)
Earning Model	<ul style="list-style-type: none"> we are currently contemplating multiple revenue streams for this product but currently revenue is earned from one-off sales for each device
2021 Actual Earnings	US\$400,000
Earnings as a % 2021 of Revenue	22%
2023 Projected Earnings (\$):	US\$150,000
Growth Prospects	One on One will be switching to a recurring revenue model from the current one-off payment model. This will result in a lower annual recurring revenue over a long time.



11.3 One for Statistics Students Markets

Student Population in Jamaica					
Grade Levels	Age Group	2015	2016	2017	2018
Grade 4 to 6	9	42,651	41,733	42,027	41,273
	10	44,289	42,460	41,572	41,919
	11	44,431	44,082	42,286	41,455
	Sub-total	131,371	128,275	125,885	124,647
Grade 7 to 9	12	43,686	44,203	43,893	42,161
	13	44,983	43,433	43,992	43,756
	14	45,082	44,711	43,202	43,843
	Sub-Total	222,471	218,889	214,945	213,134
Grades 10 to 11	15	55,512	44,796	44,466	43,041
	16	50,871	55,207	44,537	44,293
	17	48,840	50,546	54,932	44,351
	Sub-Total	155,223	150,549	143,935	131,685
Grade 12 to 13	18	50,796	48,496	50,252	54,729
	19	52,880	50,433	48,184	50,035
	Sub-Total	103,676	98,929	98,436	104,764
Grade 4 to 13	Total Coverall	506,358	496,639	494,198	486,896
School Enrolment Rates (%)					
	School Segment	2015	2016	2017	2018
Grades 1 to 6	Primary School	93%	92%	90%	90%
Grade 7 to 9	Lower Secondary School	82%	88%	87%	89%
Grades 10 to 13	Upper Secondary School	66%	87%	87%	91%

Figure 1: Total population of students in target market and the associated enrolment rates¹³.

¹³The Global Services Sector is a 5-year project funded by the Inter-American Development Bank that will provide Jamaicans with access to training and better jobs in the global services sector, namely in knowledge process outsourcing, information technology outsourcing and business process outsourcing

11.3 One For professional Statistics

	Jan 2017	Jan 2018	Jan 2019	Jan 2020	Jan2021	Jan 2022
Labour Force	1,355,500	1,331,800	1,341,400	1,372,900	1,315,800	1,340,600
Employed Labour Force	1,183,200	1,204,100	1,234,000	1,272,700	1,199,300	1,257,100
Unemployed Labour Force	172,300	127,700	107,400	100,200	116,500	83,500
Unemployment Rate	12.7	9.6	8	7.3	8.9	6.2
Job Seeking Rate	8.1	5.4	4.9	4.9	5.8	3.9

Figure 2. Labour Force Statistics, Statin July 2022¹⁴

Licensing Model for LMS for Teams (including Content Library)					
Price (US\$)/ Employee	\$90	\$75	\$60	\$50	\$45
Maximum Users	Up to 5 users	Up to 50 users	Up to 100 users	Up to 500 Users	Up to 1000 users
Course Library	Unlimited Courses	Unlimited Courses	Unlimited Courses	Unlimited Courses	Unlimited Courses
Support	Dedicated CX Manager	Dedicated CX Manager	Dedicated CX Manager	Dedicated CX Manager	Dedicated CX Manager
Report & Features	Custom Reports	Custom Reports	Custom Reports	Custom Reports	Custom Reports
Each additional users comes at 25% increase					



¹⁴ <https://statinja.gov.jm/LabourForce/NewLFS.aspx>

11.3 Product Outlook



One on One for Students & Teachers:

Product Outlook Discussion:

On the back of an aggressive shift in demand and consumer trends towards online learning and the convenience of being tutored online, One on One has sought to re-establish itself as a player in the supplemental education market for primary and high school students through the introduction of the OneX online learning platform. Our strategy for market re-entry is centred around connecting students with tutors in Jamaica and the wider Caribbean, by leveraging our user-base of over 45,000 user accounts and over 50 teachers. One on One shall earn a commission on each hour of tutoring/coaching session that takes place virtually, and the Company seeks to deliver 500 hours of tutoring weekly through our network of tutors. Additionally, the Company will enable users to purchase membership on the OneX online learning platform for an annual fee, which will provide access to self-paced courses, and other digital resources within our learning community. Overall, we are targeting a market penetration of five percent (1%) at the point of re-entry, or approximately 5,000 students with an aggressive plan to expand regionally through the multi-year partnership with Cable & Wireless International, which also provides an avenue to enter Latin America.

It is important to note that this is a business segment that represented approximately 46% of our revenues in 2017, before we pivoted to an enterprise business model.



One on One for Professionals & Trainers

Product Outlook Discussion:

One of the most significant opportunities has been the need to upskill and reskill professionals to take advantage of rapid shifts in industry demands from the onset of the COVID-19 pandemic. Since 2020, One on One has signed deals with large government and private sector entities¹⁵ to deliver courses to a total of 24,000 students in various certified courses on the One on One for Professionals online learning platform. Per the Statistical Institute of Jamaica's (Statin), estimate (set out in figure 2 below), there were 1.34 million people in the Jamaican workforce as of January 2022, and it is widely accepted that a large portion of our workforce are either under trained or have no training beyond the secondary school level. This is an opportunity to connect professionals to courses and live trainers on our online platform, for a membership fee. One on One's aim is to launch the beta version of this product for March 2023, with the full version scheduled to be rolled out for September 2023 with the aim to sell 5,000 (less than 1% of the labour force) in 2022/23.

¹⁵ The Government of Jamaica and the Government of the Commonwealth of the Bahamas

11.3 Product Outlook



One on One for Team LMS

A key strategy for our growth will be to increase our market share in the provision of off-the-shelf training content that is packaged with our learning management system (LMS) for medium size to large companies, within Jamaica and the Caribbean. Currently, One on One has multi-year contracts, such as the Passport Immigration and Citizenship Agency and Cable & Wireless International Limited, to serve over 3,000 employees in companies across Jamaica and we estimate that we will deploy licenses to over 5,000 employees across numerous companies by August 2023. The medium to long-term outlook is high as management begins to implement its regional expansion strategy in the medium term; it is expected that we will expand our footprint globally within the next three (3) years. According to introspectivemarketresearch.com, The global Corporate Learning Management System market was valued at US\$ 3.85 Billion in 2019 and is expected to reach US\$ 15.26 Billion by the year 2027, at a CAGR of 25.14%¹⁶.



One on One for Content Development

One on One has experienced an exponential rise in the content development business, growing from US\$25,000 in 2021, to year-to-date revenues of US\$310,000 (as at May 31, 2022), representing an year-on-year increase of US\$285,000 or 1,240%. This growth has been largely fuelled by an increase in rate of adoption of LMS for corporate training and an increased awareness in relation to e-Learning platforms among teams is expected to drive the e-Learning content providers market globally. Additionally, the rise in rate of adoption of mobile-based education and learning and availability of education content on digital platforms is expected to boost the e-Learning content providers' market over the short to medium term. One on One intends to invest in its capacity to deliver learning content for teams in Jamaica and the wider Caribbean. Our outlook for 2023 is to develop and deliver over 60 hours of e-Learning for our clients.



One on One White-Label (Private-Label) Solutions:

One on One's private labelling business has been a staple since we transitioned to an enterprise business model in 2017. This business line allows us to provision our learning management system for large clients, with unique customization deployment requirements. Currently, One on One has earned US\$250,000 in annual recurring revenues from this product solution, and we expect this to grow by 50% by August 2023 as we strengthen our sales force and solutions architectural teams. The average term of One on One's white-label contract agreements is 3.5 years. Importantly, other education companies in the industry, uses our platform to deliver instruction for their courses.

¹⁶<https://introspectivemarketresearch.com/reports/corporate-lms-market/>

11.3 Product Outlook



One on One Education Management Information Systems (EMIS):

OpenEMIS software is designed to be generalised and highly configurable in any country context. All community members contribute to and benefit from the continued development of the solution. To date, while OpenEMIS has been adopted in 9 Caribbean countries at a government level, One on One has completed one of the largest implementations to date for the Government of Bahamas, that is still on-going. One on One has also secured a regional partnership with the Community Systems Foundation to manage and execute regional deployment of the OpenEMIS solution, including integration with our LMS and other technical requirements. Our outlook is to complete our work in the Bahamas, and secure other countries regionally and international who are adopting the OpenEMIS solution. It is currently estimated that over 31 countries globally are using or piloting OpenEMIS, with over 3.5M student/users¹⁷.



One on One Offline Learning Solutions

Per the Statistical Institute of Jamaica (Statin), there are over 1998 public schools in Jamaica as of 2016¹⁸. Some of the key markets for this product are schools and examination centres that are either in rural communities or currently have connectivity issues. The outlook on the Classroom in a Box project is strong. One on One has an existing grant valuing J\$14M through the Development Bank of Jamaica (DBJ) to execute its go to market strategy for the device, and the Company has recently secured a distribution deal with a local telecom provider to provision and install the devices in schools and other places of use. The future of the devices will be deployed in the classroom as well as to deliver contact-less examinations across the Caribbean. Based on a recurring pricing business model, One on One projects to earn US\$150,000 annually from the deployment of 450 units, with this scaling to over 1500 units within the next 5 years.



¹⁷ <https://hundred.org/en/innovations/openemis>

¹⁸ https://statinja.gov.jm/Demo_SocialStats/Education.aspx

SECTION 11

11.4 Impact of COVID-19 on Performance

The first case of COVID-19 in Jamaica was recorded in March 2020. Since then, with a reduction in face-to-face interactions and the need to continue education programmes there has been a significant spike in demand for EdTech services from individuals, governments, and corporate entities. The Company was able to meet the market demand with our newly developed products which resulted in the Company experiencing substantial growth during this period. During this time, the Company was able to build long-term relationships with several medium and large enterprises. The quality and innovation of our products during this time resulted in these products being integrated into vital sections of these enterprises. The products were also adaptable to the changing needs of these organizations during the different stages of the pandemic. This coupled with the continued improvement of our products will ensure that One on One will benefit from sustainable growth

11.5 Overview of Income and Expenditure

- **Revenue:** We earn revenue from subscription cost for our services at One on One, both on the retail side and the enterprise side of the business. We are also paid by governments for special projects across the region. As we move into the future, most of our revenues will be generated from our established business to customer products (B2C), where we collect a commission on revenue generated by our trainers and teachers who use our platform to deliver training.
 - **Direct Cost:** Direct cost consists of the cost of content development in the form of fees paid to service providers to develop content for our clients, direct project implementation cost, and expenses associated with the general operation of our platform in the form of hosting and licensing fees. With the introduction of our business-to-consumer business model (retail market), going forward, our cost of revenue will also include the fees paid to a trainer or teacher to conduct live classes or training sessions.
 - **Operating Expense:** Operating expenses consist of sales and marketing, and general and administrative expenses. Personnel costs are the most significant component of our operating expenses and consist of salaries, benefits, bonuses, stock-based compensation, and commissions. Our operating expenses also include allocated costs of facilities, information technology, depreciation, and amortization. Although our operating expenses may fluctuate from period to period, we currently expect our operating expenses to increase in absolute dollars over time.
 - **Sales and marketing.** Our sales and marketing expenses relate to client and partner acquisition, support efforts, and brand marketing. Sales and marketing expenses also consist of hosting and bandwidth costs and client support costs related to the provisioning of services to free clients. We expect sales and marketing expenses to increase in absolute dollars as our business grows and that same will, as a percentage of revenue, vary from period to period but generally decrease over the long term.
 - **General and administrative.** Our general and administrative expenses relate to our legal, finance, and human resources departments, as well as indirect taxes, professional fees, and other corporate expenses.
- Following the closing of this offering, we expect to incur additional expenses as a result of operating as a public company, including costs to comply with the rules and regulations applicable to companies listed on the Junior Market, costs related to compliance and reporting obligations, and increased expenses for insurance, investor relations, and professional services. We expect general and administrative expenses to increase in absolute dollars as our business grows and that same will, as a percentage of revenue, vary from period to period but generally decrease over the long term.
- **Interest Income:** Interest income consists primarily of interest income earned on our cash, cash equivalents, and marketable securities. It also includes amortization of premiums and accretion of discounts related to our marketable securities. Interest income varies each reporting period based on our average balance of cash, cash equivalents, and marketable securities during the period and market interest rates.
 - **Interest Expense:** Interest expense consists primarily of interest expense recorded and operating lease cease-use liabilities.
 - **Other Income (Expense), Net:** Other income (expense), net consists primarily of grants received and interest income.
 - **Income Tax Expense:** Our income tax provision consists primarily of income taxes in Jamaica.

SECTION 11

11.6 Five Year Summary of the Financial Statements (2017-2021)

The historical financial information is extracted from the audited financial statements of the Company for the twelve-month reporting periods ended August 31st for the years-end 2017 to 2021 inclusive.
Profit and Loss Statement for 2017 - 2021

	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
	\$	\$	\$	\$	\$
Revenue	27,755,471	32,394,205	36,143,897	140,338,665	268,822,036
Direct cost	13,760,726	4,572,333	2,332,383	7,905,732	43,515,941
Gross profit	13,994,745	27,821,872	33,811,514	132,432,933	225,306,095
Other income	11,980	9,563,840	504,289	2,866,964	2,119,088
	14,006,725	37,385,712	34,315,803	135,299,897	227,425,183
Administrative & General Expenses	29,467,087	17,948,218	44,459,473	70,748,870	144,835,900
Operating (Loss)/Profit	-15,460,362	19,437,494	-10,143,670	64,551,027	82,589,283
Finance Costs	9,230,642	7,953,716	6,711,721	6,858,240	13,654,470
Pretax (loss)/Profit	-24,691,004	11,483,778	-16,855,391	57,692,787	68,934,813
Taxation	4,633,740	-850,445	4,602,460	2,292,864	1,481,829
Net (Loss)/Profit	-29,324,744	12,334,223	-21,457,851	55,399,923	67,452,984



Statement of Financial Position for 2017 – 2021 Financial Year

	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
	\$	\$	\$	\$	\$
Non-current Assets					
Intangible assets	37,256,266	38,346,639	49,002,103	77,381,191	139,822,005
Property, plant & equipment	3,165,622	2,748,074	3,441,219	4,135,393	5,674,409
Right of use asset	-	-	-	1,109,783	-
Total Non-Current Assets	40,421,888	41,094,713	52,443,322	82,626,367	145,496,414
Current Assets					
Due from directors	994,627	1,207,888	3,390,700	7,955,696	14,514,654
Inventories	307,023	318,090	374,981	7,095,645	14,938,638
Trade and other receivables	1,164,023	3,265,538	3,857,600	8,261,746	114,215,062
Cash and bank balances	129,776	2,544,091	9,564,884	24,386,624	37,739,521
Total Current Assets	2,595,449	7,335,607	17,188,165	47,699,711	181,407,875
Total Assets	43,017,337	48,430,320	69,631,487	130,326,078	326,904,289
Non-current Liabilities					
Preference shares	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000
Long term loans and convertible promissory notes	43,435,059	38,974,733	40,678,380	45,073,874	115,615,804
Deferred tax liability	4,963,726	4,113,281	8,715,741	11,008,605	12,490,434
Total Non-Current Liabilities	53,398,785	48,088,014	54,394,121	61,082,479	133,106,238
Current Liabilities					
Current portion of lease liability	-	-	-	1,392,922	-
Current portion of long-term loans Short term loan	10,929,077	9,241,744	8,333,333	3,762,612	4,151,607
Due to directors	14,725,999	13,391,811	5,217,583	2,319,018	17,721,247
Deferred income	8,140,222	6,424,926	7,864,348	6,766,861	8,319,829
Trade and other payables	11,090,025	12,749,757	16,333,860	22,114,021	63,174,543
Bank overdraft	121,359	1,587,975	-	-	89,676
Total Current Liabilities	45,006,682	43,396,213	37,749,124	36,355,434	93,456,902
Total Liabilities	98,405,467	91,484,227	92,143,245	97,437,913	226,563,140
Equity					
Share Capital	42,600,000	42,600,000	84,600,000	84,600,000	84,600,000
Accumulated Deficit/Surplus	-97,988,130	-85,653,907	-107,111,758	-51,711,835	15,741,149
Stockholders' Equity	-55,388,130	-43,053,907	-22,511,758	32,888,165	100,341,149
Total Equity and Liabilities	43,017,337	48,430,320	69,631,487	130,326,078	326,904,289

SECTION 11

Summary of Statement of Cash Flows for 2017 – 2021 Financial Year

Statement of Cash Flow	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
	\$	\$	\$	\$	\$
Cashflow from Operating Activities					
Net (loss)/ profit for the year	-29,354,744	12,334,223	-21,457,851	55,399,923	67,452,984
Adjustment to reconcile net profit to net cash used in operating activities	13,818,571	4,066,396	4,297,510	-1,844,066	-47,432,946
Net cash provided/(used) by operating activities	-15,536,173	16,400,619	-17,160,341	53,555,857	20,020,038
Cashflows from Investing Activities					
Acquisition of intangible assets	-1,520,800	-2,512,888	-10,660,815	-28,395,363	-62,474,692
Acquisition of property, plant & equipment	-136,002	-	-1,156,519	-1,284,396	-2,536,734
Net cash used in investing activities	-1,656,802	-2,512,888	-11,817,334	-29,679,759	-65,011,426
Cashflows from Financing Activities					
Lease liability payments, net	-	-	-	-2,380,341	-1,392,922
Issued share capital, net	-	-	42,000,000	-	-
Proceeds from long term loan	54,364,136	-	-	-	-
Proceeds from convertible notes	-	-	-	-	75,000,000
Repayment of loans	-23,367,169	-6,147,659	795,236	-175,227	-4,069,075
Interest paid	-7,368,973	-6,792,373	-5,208,793	-6,498,790	-11,283,394
Net cash provided by/(used in) financing activities	23,627,994	-12,940,032	37,586,443	-9,054,358	58,254,609
Net increase in cash and bank balances	6,435,019	947,699	8,608,768	14,821,740	13,263,221
Opening cash and bank balances	-6,426,602	8,417	956,116	9,564,884	24,386,624
Closing cash and bank balances	8,417	956,116	9,564,884	24,386,624	37,649,845
Represented by:					
Cash and bank deposit	129,776	2,544,091	8,608,768	24,386,624	37,739,521
Bank overdraft	-121,359	-1,587,975	956,116	-	-89,676
	8,417	956,116	9,564,884	24,386,624	37,649,845

SECTION 11

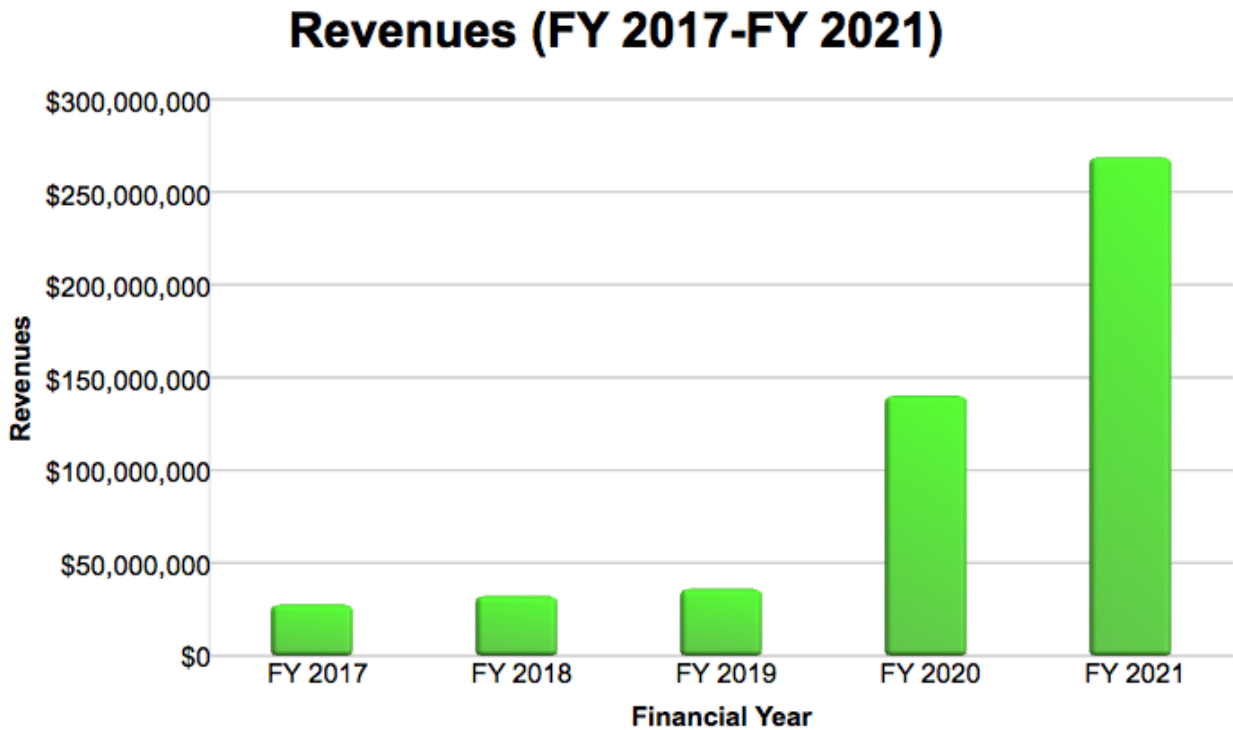
Key Financial Ratios for 2017 – 2021 Financial Year

Ratio	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
Ratio	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
Liquidity					
Current Ratio	0.06x	0.17x	0.46x	1.31x	1.94x
Quick Ratio	0.05x	0.16x	0.45x	1.12x	1.78x
Free Cash Flow to Equity	69,262,547	101,266,987	55,616,837	230,915,730	41,404,793
Leverage					
Total Debt	54,364,136	48,216,477	49,011,713	48,836,486	119,767,411
Debt to Equity	-0.98x	-1.12x	-2.18x	1.48x	1.19x
Debt to Assets	1.26x	1.00x	0.70x	0.37x	0.37x
Debt to EBITDA	-4.01x	2.27x	-5.07x	0.75x	1.44x
Profitability					
Net Profit Margin	-105.65%	38.08%	-59.37%	39.48%	25.09%
Gross Profit Margin	50.42%	85.89%	93.55%	94.37%	83.81%
Operating Profit Margin	-55.70%	60.00%	-28.06%	46.00%	30.72%
Return on Asset	-68.17%	25.47%	-30.82%	42.51%	20.63%
Return on Equity	52.94%	-28.65%	95.32%	168.45%	67.22%
EBITDA	-13,541,648	21,277,557	-9,674,945	65,157,524	83,414,615

*Debt is described as loan facilities.



SECTION 11
 Analysis of Revenue Performance (2017 – 2021)



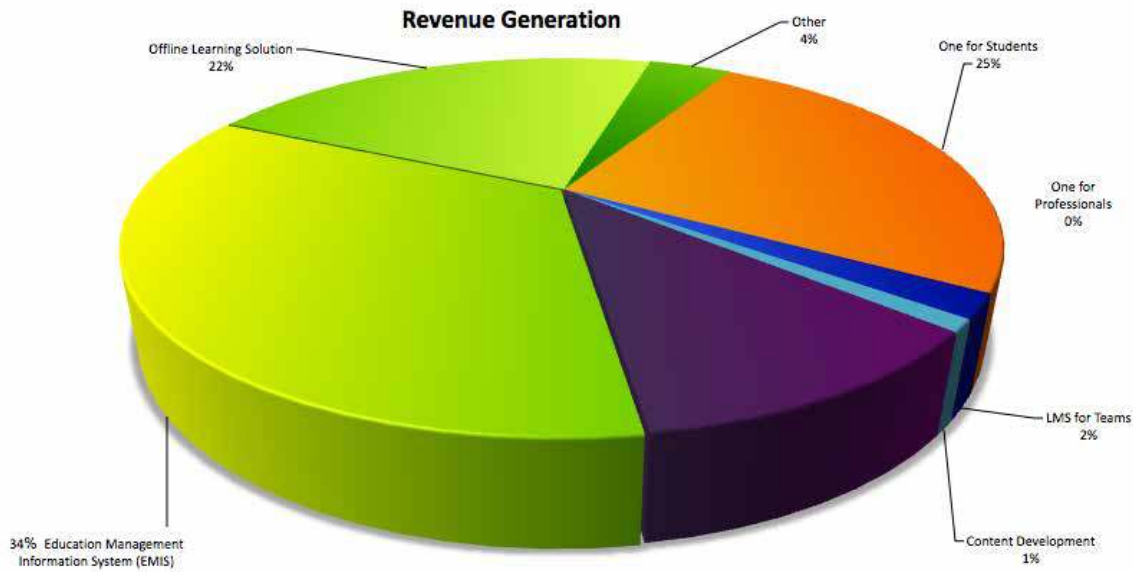
Over the last five (5) years, the Company’s revenue has grown by 868.37%, moving from \$27.76 million in FY 2017 to \$268.82 million in FY 2021. The Company has experienced revenue growth in each of the 5 years from 2017-2021. Between 2017 and 2021, revenues grew at a compounded annual growth rate of 63.41%. There was a \$104.20 million increase in revenue as of August 2020 and a \$128.48 million increase in August 2021. This growth was driven by the B2B products, where the Company provided LMS and education management system solutions to organizations and governments both locally and in the Caribbean. In 2020 our revenue growth resulted from contracts from the Ministry of Education Jamaica and Bahamas in response to providing learning solutions for the education sector due to the COVID-19 pandemic. Over the years, the Company took on contracts which provided the Company with one-time payments and recurring annual income that have an average contract length of three (3) years - which continued to generate revenues in 2021 along with a new product “Class-room in a Box” to provide offline content to individuals and schools. As of August 2021, 63% of the Company’s revenue was gained through these B2B contracts, and 37% through the Company’s B2C business line.

The Company has experienced positive free cash flow to equity for the past five (5) years. The increases in free cash flow was \$46.22 million for FY 2018 and \$175.3 million for FY 2020 which were a result of: (i) increases in total income due to new contracts as well as reduced direct and administrative expenses in 2018 which led to a net profit being realized in that year; and (ii) increasing demand for our readily available products on-line during the early to mid-stages of the COVID-19 pandemic along with investment in our intellectual property which led to the increase in 2020. FY 2019 & FY 2021 had a decrease of \$45.65 million and \$189.50 million respectively, this was a consequence of:

- (i) One on One’s revenue of \$27.7M in 2017 represented 42% of income from our face-to-face class business. In January of FY2017, the company took the decision to exit the face-to-face business and focus on its online and enterprise business. This pivot in business model, contributed to a 66% reduction in direct cost from \$13.99 million to \$4.5 million in FY2018. In FY2018, One on One increased its revenue by 17% as the company deepened its investment in its core technology,

SECTION 11

Analysis of Revenue Performance (2017 – 2021)



while aggressively acquiring new enterprise customers. The net result of the increased revenues and optimization of expense models contributed the company earning \$12.3 million in profits, representing a \$41 million turnaround from a loss of \$29.3 million position in FY2017.

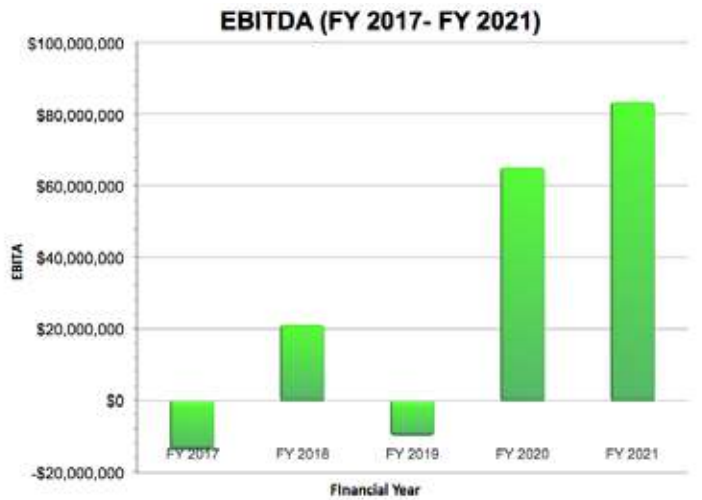
- (ii) An internal exercise in 2019 to increase the product structure and saw the Company shift its focus from sales to the development of its intellectual property which meant that time was spent developing our LMS which drives our operation to be able to respond to the needs of our client. During 2019 revenue was primarily earned from contracts that were secured from the FY2018 that were multi-year. FY2019 had an 11.4% increase in revenue over FY 2018 while administrative expenses increased by 173.1% when compared to FY2018. As the Company was focused on product enhancement the staff compliment had increased to facilitate the necessary implementation required and support for the contracts that were acquired, hosting and licence fee also had increases for cloud-based servers used to support the operations.

The enhancements that were done to our LMS in 2019 had placed the Company in a position to be able to rapidly respond to the needs for online training when the novel Corona virus (COVID 19) hit Jamaica in March 2020;

- (iii) Working capital investment in 2021 for continued improvement to our intellectual property due to new contracts acquired which was funded by a convertible loan from the Lenders (which shall be converted in the IPO in the Convertible Loan Reserve Share Pool) as well as in relation to: (i) the 'Classroom in a Box' business which comprises physical devices. These devices are the central focus of the product along with associated licenses; (ii) The purchase of licences for resale-content for professionals associated with the One on One for Professionals & Trainers business line, with investment here related to increasing inventory and trade receivables and payables.

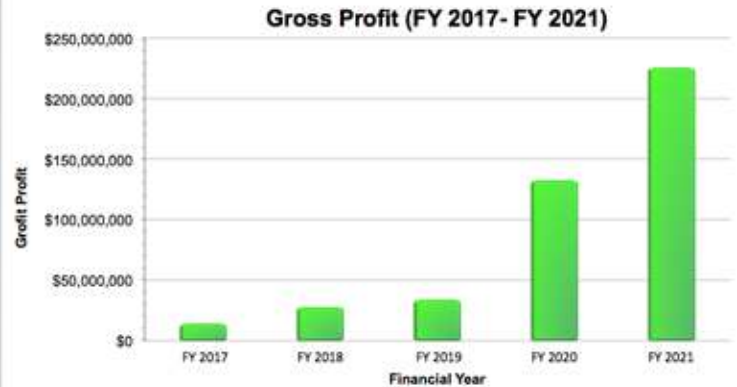
SECTION 11

Analysis of EBITDA and Gross Profit for FY 2017 to 2021



Over the five (5) year period of FY 2017 to FY 2021, the Company's EBITDA improved from a loss of \$13.50 million to a profit of \$83.41 million. FY 2018 increased to net earnings of \$21.28 million from a loss of \$13.54 million when compared to FY2017. The increase in earnings was attributed to the Company shifting its strategy from in person tutoring to focus on services offered through its LMS and content development.

New contracts were acquired where our LMS was white labelled¹⁹ for use by customers for whom we charge an annual subscription fee; FY 2019 had losses totalling \$9.67 million when compared to FY2018 that had a positive net earnings previously stated. This reduction in 2019 was due to the Company focusing on the development of its platform and content creation to service existing clients and to enhance its suite of service offerings to clients. FY 2020 net earnings increased to \$65.16 million from a loss position when compared to FY2019. The increase in net earnings was due to new contracts acquired from governments, such as the Government of Jamaica, as we responded to the needs for online training in the education sector during the COVID-19 pandemic and FY 2021 also had increase in earnings of \$18.25 million. The increase resulted from contracts acquired from previous years along with our product offerings expanding to businesses as we responded to the needs of companies to train their staff via customizable training material. The Company's operating expenses increased from \$29.47 million in FY 2017 to \$144.83 million in FY 2021.



The Company's growth in operating expenses for each of the years was driven by increases in salaries and related costs, hosting and licence fees, transportation, and staff welfare. These increases are in line with the general expansion of the Company as it scaled to meet the demand of its growing operation as an education technology solutions company. The positive EBITDA was caused by an increase in gross profit from \$13.99 million in FY 2017 to \$225.39 million in FY 2021.

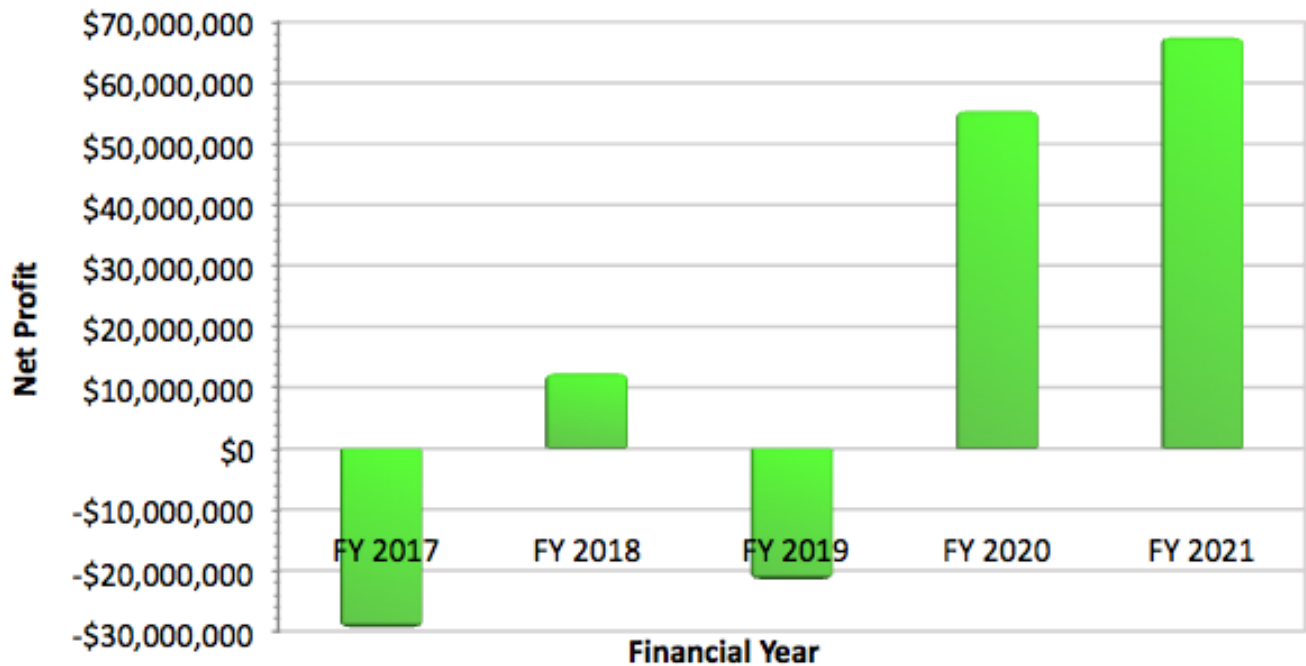
For the FY 2017 to FY 2021 period the Company's gross profit increased from \$13.99 million in FY 2017 to \$225.39 million in FY 2021. The increase in the gross profit was due to increasing revenues from each year due to new contracts being secured some of which were multi-year in addition to the renewal of recurring business. The direct cost for FY 2018 decreased by \$9.19 million when compared to FY2017 as the Company had moved away from doing in person tutoring and therefore no longer had significant overheads associated with rentals for classroom spaces, tutoring fees and the printing of teaching materials. The direct cost for FY 2018 to FY 2021 was attributed to services that consisted of content costs in the form of fees paid to service providers and expenses associated with the operation of our platform and project implementation fees. Direct costs for FY 2021 increased by \$35.6 million when compared to FY 2020 which was mainly due to devices purchased for our Classroom in Box product.

¹⁹ White labelling here refers to producing the learning management system without branding or a customized user interface to facilitate customization and branding by the respective clients.

SECTION 11

Analysis of Net Profit for FY 2017 - 2021

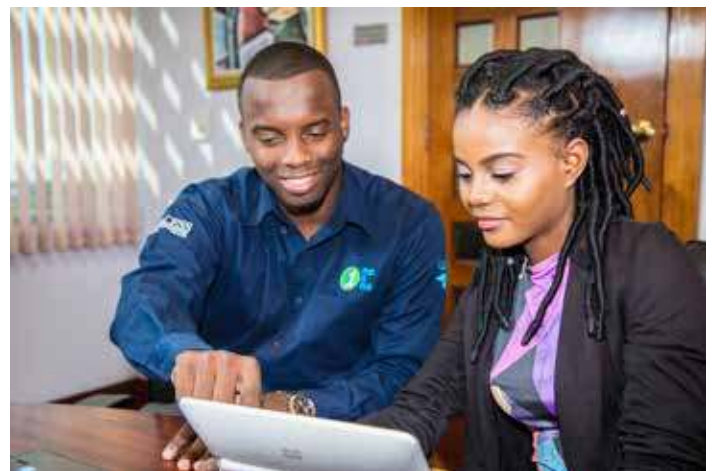
Net Profit (FY 2017- FY 2021)



The Company's net profit experienced a turnaround from a net loss of \$29.35 million in FY 2017 to a net profit of \$67.45 million in FY 2021. This increase was driven by the expansion of the business through the acquisition of new clients in the Company's business to business (B2B) and business to consumer (B2C) lines. The Company recorded net profit of \$55.40 million in FY2020 when compared to a loss of \$9.67 million in FY 2019.

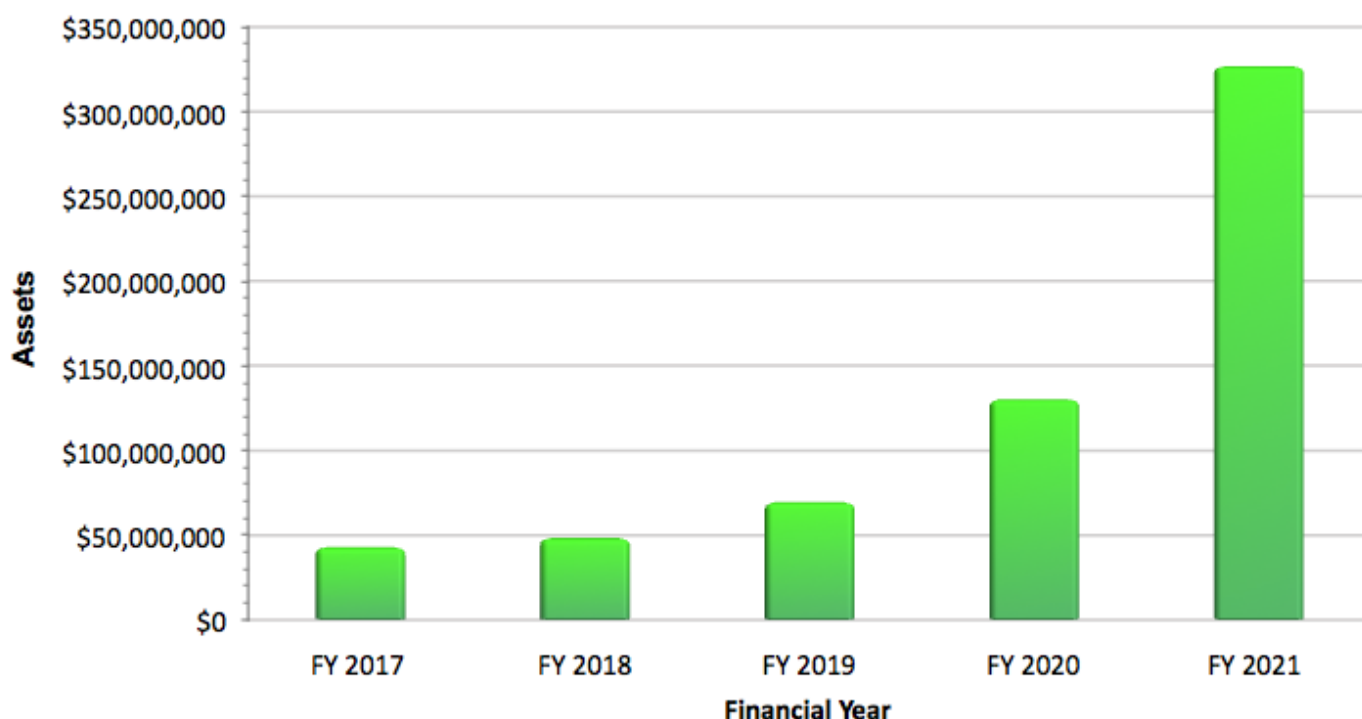
The increase in profits was due to new contracts acquired in our response to the COVID-19 pandemic whereby One on One provided solutions to the education sectors in Jamaica and other Caribbean territories. These solutions featured the use of our LMS that was built for online learning and content materials that were designed and developed in FY2019 and used subsequently. FY 2021 net profit increased to \$67.45 million when compared to FY2020, increasing by 21.75%, while operating expenses increased by 27.94%. The Company was able to negotiate long-term contracts with its clients which provides stability in revenues. Over the five (5) year period reported, the Company produced an average net profit

margin of \$17 million, this was due to net losses of \$29.3 million and \$21.5 million in the years 2017 and 2019 respectively. Additionally, operating profit stood at an impressive 30.72% in FY 2021.



Assets

Total Assets (FY 2017- FY 2021)



The Company's total assets increased from \$43.01 million in FY 2017 to \$326.90 million in FY 2021. The total assets for FY2021 was \$326.90 million, an increase of \$196.57 million, when compared to \$130.33 million reported in FY2020. Over the years the areas with significant increases were intangible assets, inventory, receivables and cash and bank balances. Our intangible assets have increased from FY 2019 through to FY 2021 and consists of additions to our software, platform, content and video development. An increase in inventory is represented by content licences purchased for resale from an overseas supplier. The increase in receivables is mainly represented by amounts due from governments, including the Government of Jamaica, the Government of Saint Kitts and Nevis and the Government of the Commonwealth of the Bahamas. The increases in cash and bank balances are represented by funds placed on fixed deposit as security for long term loan.

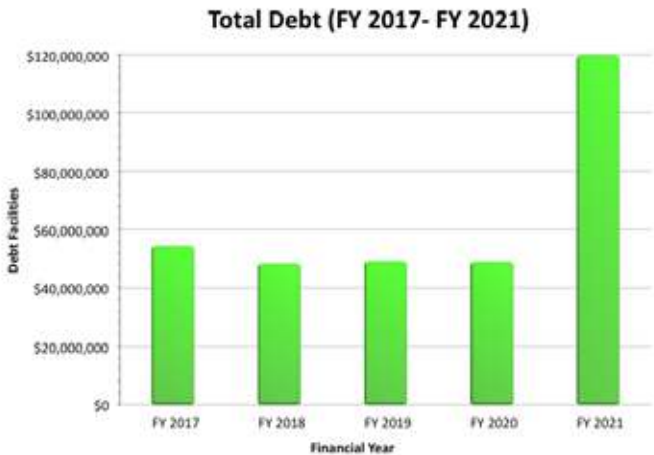
Total liabilities increased to \$226.56 million in FY 2021, an increase of \$128.15 million when compared to \$98.41 million in FY2017. The increase in total liabilities was

mainly attributed to funds raised for working capital support in FY2021 and trade payables due to suppliers for products purchased for resale.

The Company's share capital increased to \$84.6 million in FY2019, an increase of \$42 million when compared to FY 2017. The shareholding remained constant up to FY2021. The Company reported an accumulated deficit of \$51.71 million up to FY2020 due to losses carried forward from previous years. This was changed to an accumulated surplus of \$15.74 million in FY2021 due to profits earned in the year. The Company produced its highest return on assets, 20.63% in FY2021, an illustration of the growth and maturity of the business over the past five (5) years.

SECTION 11

Cash flow and Debt Management



Over the past five (5) years, the Company has illustrated a positive cash flow from operations three (3) out of those five (5) years. In 2020, the Company performed its best with \$53.5 million in cash flow from operations and a positive free cash flow of \$23.87 million. This illustrates the Company’s ability to generate cash from its day-to-day revenue-generating activities as well as promising collection methods. The Company’s total liabilities increased by 130.23% as a result of convertible loans received in September and October 2020 from the Lenders along with an increase in supplier payable amounts resulting from contracts to sell content licences to professionals and from the acquisition of “classroom

in a box” devices. The control in leverage is seen in the Company’s Debt to Assets ratio which stands at 0.37 times and the Debt to EBITDA standing at 1.44 times at the end of FY2021. This means the Company has the capability of borrowing to expand without going over the standard Debt to EBITDA mark of 3-4 times. Additionally, in FY2021, the Company illustrated a strong Interest Coverage ratio of 6.11 times and a Debt Service Coverage Ratio of 4.68 times. From a liquidity perspective, in FY 2021, the Company had a quick ratio of 1.78 times and the Company’s working capital stood at \$87.95 million.



11.7 Result of Unaudited Interim Financials (9-Month Ended May 31, 2022)

One on One Educational Services Limited		
Unaudited Statement of Profit or Loss		
9-Month Ended 31 May 2022		
	2022	2021
	9 Months	9 Months
	31-May	31-May
	\$	\$
Revenue	194,405,548	157,194,890
Direct Cost	-11,596,187	-34,014,539
Gross profit	182,809,361	123,180,351
Other income	9,486,783	1,833,363
	192,296,144	125,013,714
Administrative & general Expenses	-132,768,833	-104,839,707
Operating Profit	59,527,311	20,174,007
Finance cost	-10,752,980	-5,410,375
Pretax Profit	48,774,331	14,763,632
Taxation	-8,736,900	0
Net Profit	40,037,431	14,763,632

In the nine (9) months period of September 1, 2021 – May 31, 2022 ("the Period"), the Company's revenue was \$194.4 million compared to \$157.2 million in the prior comparable nine-month period in FY 2021 representing \$37.2 million or 23.67% increase over the Period. The increase in revenue was due to new contracts awarded in the year along with additional development work that started in January 2022 and content development work being completed. The Company recorded 'Other Income' of \$9.5 million compared to \$1.8 million for the similar period in 2021 due to a grant received in the Period. Direct cost & administrative expenses of \$11.5 million and \$132.8 million respectively for the Period compared to \$34.0 million and \$104.8 million in the same period for 2021. The reduction in direct cost for the Period was due to the 'Classroom in a Box' product line having a one-time cost in the 2021 nine-month period that did not recur in the Period.

The Company had a \$59.6 million increase in gross profit for the Period, which represents a 48.4% increase when compared with the comparable 9 months period which ended in May 2021, resulting from new contracts

acquired and additional development work from existing contract within the Period along with a reduction in direct cost when compared to the previous 9-month period which ended in May 2021. The increase in administrative expenses is attributed to an increase in cost resulting from the Company's hiring of new staff members to fill key roles and positions for the efficient running of the respective departments within the Company. Additionally, the Company experienced an increase in advertising and promotion costs used to create brand awareness of our product and services and to attract new users to our platform across students, businesses, and government.

An operating profit of \$59.5 million was reported for the Period compared to \$20.2 million in the prior comparable 9 month period ending in May 2021, representing a 195.1% increase year over year. This was a result of our increased revenue and a reduction in direct cost. The finance cost of \$10.8 million for the period compared to \$5.4 million in the 9 month period ending in May 2021 was mainly due to the convertible loan agreed in September and October 2020 respectively between One on One and the Lenders, which accumulates interest at a

rate of 8% per annum. The Company had a profit before tax of \$48.8 million for the Period compared to \$14.8 million for the said period in 2021, a 229.7% increase year over year. The increase in profit was due to increased income from existing recurring customers in addition to new contracts acquired during the Period. Despite the increase in taxation of \$8.7 million for the Period, the

Company had an increase in net profit for the Period to \$40.0 million compared to \$14.8 million for the said period in 2021, this represents a \$25.2 million or 170.3% increase.

Result of Unaudited Interim Financials (9-Month Ended May 31, 2022)

Year	2022	2021
	31-May	31-May
	\$	\$
Non-current Assets		
Intangible assets	189,796,941	125,063,461
Property, plant & equipment	5,653,658	4,950,553
Total Non-Current Assets	195,450,599	130,014,014
Current Assets		
Due from Directors	22,451,093	12,745,081
Inventories	14,000,938	22,333,586
Trade and other receivables	126,752,654	67,579,764
Cash and bank balances	42,183,516	25,923,508
Total Current Assets	205,388,201	128,581,939
Total Assets	400,838,800	258,595,953
Non-current Liabilities		
Preference shares	5,000,000	5,000,000
Long term loans and convertible promissory notes	145,621,303	117,831,329
Deferred tax liability	13,220,771	11,008,605
Total Non-current Liabilities	163,842,074	133,839,934
Current Liabilities		
Current portion of long-term loans	16,077,465	-
Due to directors	2,586,013	2,593,013
Deferred income	17,748,389	14,983,819
Trade and other payables	60,206,279	59,527,393
Total Current Liabilities	96,618,146	77,104,225
Total Liabilities	260,460,220	210,944,159
Equity		
Share Capital	84,600,000	84,600,000
Accumulated Surplus	55,778,580	-36,948,206
Stockholders' Equity	140,378,580	47,651,794
Total Equity and Liabilities	400,838,800	258,595,953

The Company's total assets in the Period increased by \$142.2 million over the said period 2021. This increase was attributed to additions to its intangible assets for addition and development of its intellectual property with new content and new features and trade receivables due from large contracts taking longer to pay for services rendered.

The Company had an increase in its total liability due to a short-term loan acquired for a credit line and funds due to its directors for working capital support. The Company's equity continues to increase as it has moved from an accumulated deficit of \$36.9 million for the 9 month period which ended in May 2021 to an accumulated surplus of \$55.8 million for the Period. The increased equity is due to an increase in profits.



11.8 Projected Profit & Loss Account: June to August 2022

One on One Educational Services Limited Projected Statement of Profit or Loss 12-Month Ended 31 August 2022 (PROJECTED)			
	2022	2022 (P)	2022 (P)
	9 Months (Actual)	3 Months (Projected)	12 Months (Projected)
	31-May	June 1 to August 31	31-Aug
	\$		\$
Revenue	194,405,548	140,000,000	334,405,548
Direct Cost	-11,596,187	-16,416,554	-28,012,741
Gross profit	182,809,361	123,583,446	306,392,807
Other income	9,486,783	0	9,486,783
	192,296,144	123,583,446	315,879,590
Administrative & general Expenses	-132,768,833	-61,958,789	-194,727,622
Operating Profit	59,527,311	61,624,657	121,151,968
Finance cost	-10,752,980	-5,376,490	-16,129,470
Pretax Profit	48,774,331	56,248,167	105,022,498
Taxation	-8,736,900	-2,912,300	-11,649,200
Net Profit	40,037,431	53,335,867	93,373,298

The management of One on One projects to earn \$140 million in revenues for the fourth quarter of the 2021/22 financial year, which runs from June to August 2022. The projected fourth quarter performance will take the Company's earnings from \$194 million that was reported at the end of the third quarter ending May 31, 2022, to \$334 million in revenues for the FY2022 ending August 31, 2022. The projected revenues of \$334 million for the FY2022 will represent a 24% year-on-year increase in revenues when compared with the FY2021 revenues totalling \$268 million.

This projected fourth quarter revenue performance of \$140 million includes existing contracts that are scheduled to produce \$101 million in revenues over the 3-month period, June to August 2022, and an additional \$39 million in revenues which is expected from the conversion of deals that are within our sales pipeline. Our prospective deal pipeline is valued at US\$0.6 million, and

historically, the Company has been able to convert 40% of all prospective deals into signed contracts, within three (3) months. One on One operates a recurring business model and revenues from contracts are recognized on a month-by-month basis over the course of the year.

The variable cost associated with the increased revenues from existing contracts is projected to increase direct cost and operating expenses for the period June to August 2022. During the referenced period, the direct cost that is used to generate revenues is projected to end the year at \$28 million, up from the \$11 million that was reported for the 9-month ending in May 2022. This represents an 81% increase in the historical monthly recorded direct cost for the 9-month ending May 2022. This sharp increase is projected to be driven by a special training initiative for a government client that will span the three months from June to August 2022.

11.9 One on One Growth and Future

One on One will be targeting a growth rate that will be supported by our market position as well as the below key strategies to provide a stable return for our investors.

- **Full re-entry into the B2C Market:** The re-entry of One on One into the B2C market will see the Company increasing its presence in the sub-industry through customer acquisition and customer retention. This product will allow the Company to reduce its customer concentration risk as due to the larger number of customers, no one customer has a significant impact on revenue.
- **Expansion of Market:** One on One will be expanding its reach into more Caribbean and Latin American markets. This will be done through partnering with region-wide enterprises which will give us access to a newer, more diverse customer base. This will see the Company becoming a household name in not only Jamaica but the wider region.
- **Grow our content and certified courses within our primary and high school catalogue:** Our core strategy for growth is to continue our aggressive build-out of standalone courses for all major curriculum across the Caribbean.
- **Improve conversion, upsell, and retention of paid Customers learners:** Our Customer platforms will make it easy for individuals to come to One on One and learn in a community, which allows for a progression for learners to go from free community participation to paid services. Currently, across our projects which are sponsored, we are aiming to onboard and train a total of 30,000 students and professionals, which will allow us to retain and upsell a commercial product.

Assumptions and Factors Affecting Projections:

1. Retention of current contracts: Based on historical data, the Company projects to retain \$160 million in current contracts and recurring users. This represents approximately 37% of the FY2023 revenue projections, which indicates that the Company will drive the remaining 63% from new and expanded business relationships.

2. Rapid customer acquisition across existing business lines: The Company has been able to grow

existing business lines quite significantly over the past three years and it is projecting to grow by an average of 20% within the next financial year. The Company will be investing \$40 million in marketing to drive new customer acquisition and an expanded pipeline.

3. Launch of One for Students business line: The Company will launch the One for Students business line, which will allow students to access their favourite classes, tutors and on-demand content. The Company expects to earn \$102 million from this line of business through 5,000 students. We expect the net margin on this line of business to initially start at 20%, which will grow to 30% within the first three years.

Foreign Exchange Rate: The Company has a net asset exposure to currency value fluctuations as a larger percentage of revenue is gained in US Dollars than our expenses. Therefore, an increase in foreign exchange rates will increase our profitability if all else remains constant. We took a conservative approach by assuming a constant exchange rate increase of 1% per year, which is less than the 4% compounded growth rate that has been experienced since 2019.

Inflation Rate: Inflation is directly related to the level of expense the Company faces; therefore, a higher inflation rate will decrease the Company's profitability. A base interest rate of 5% is assumed for the Financial Year ending 2022 which is the midpoint of The Bank of Jamaica's Inflation Target range of 4%-6%. This rate is drastically increased for subsequent years to reflect the increase in the rate of inflation thus far in 2022 as according to The Bank of Jamaica²⁰.

Salary Growth/Full Time employees: This involves the addition of team members and includes the promotion of team members into higher positions. It does not include an increase in salary for team members in the same position. This affects our expenses and was assumed based on a conservative, yet realistic approach whereby the team will see an increase in new employees as management builds its core team and the support around them. This growth will plateau and eventually decline as the Company reaches its human capital productivity peak.

²⁰ <https://boj.org.jm/core-functions/monetary-policy/what-is-inflation/the-inflation-target/>

SECTION 11

One on One Growth and Future

Average Revenue per User

The Company's Average Revenue Per User (ARPU) is currently

Average Revenue Per User (ARPU)

Business Line	ARPU (US\$)/Annum
EMIS/LMS	14.50
One for Students	21.50
One for Professionals	12.50
XL for Teams	45.00
White-Label Solution	21.00

Macro-Economic Metrics

The table below shows the economic conditions assumed in the creation of the projection. These assumptions will affect both revenues and expenses. The assumptions were supported by the following research.

	2022/23	2023/24	2024/25	2025/26
FX Rate (J\$/US\$)	154	155	156	167
Inflation Rate	10%	10%	10%	10%
Salary Growth Rate (Not salary increase, simply growth in emp.)	10%	10%	5%	5%
Full-Time Employees	72	79	87	92



3-Year Projected Earnings: 2022 - 2025

	2022/2023	2023/2024	2024/2025
	\$	\$	\$
Revenues from Operations	433,537,300	575,862,840	662,242,266
Total Cost of Services (COS)	86,350,845	157,301,226	180,896,410
Gross Profit	347,186,455	418,561,614	481,345,856
Interest Income	-	-	-
Total Operating Expenses	198,266,695	246,383,960	288,794,202
EARNING BEFORE INTEREST, TAX AND DEPRECIATION (EBITDA)	148,919,760	172,177,654	192,551,654
Depreciation/Amortisation	3,795,498	4,938,946	6,065,866
EARNING BEFORE INTEREST AND TAX (EBIT)	145,124,262	167,238,708	186,485,788
Cost of Finance and Interest	4,591,858	5,072,685	5,603,862
EARNING BEFORE TAX (EBT)	140,532,404	162,166,023	180,881,926
NET INCOME	140,532,404	162,166,023	180,881,926

Gross Profit Margin	80%	73%	73%
Net Income Margin	32%	28%	27%

The management of One on One currently has a target to grow the Company's revenue by 98% by 2025, moving from a projected \$334,405,548 in FY 2021/22 to \$662,242,266 in FY 2024/25. This represents a compound annual growth rate of 27% over the forecasted period, which will be largely fuelled by our aggressive regional expansion plans. The projected growth in revenues will result in an increase in Total Operating Expenses (selling, general and administrative expenses) over the forecasted period by 34% annually, while cost of sales is expected to increase by 286% annually. The disproportionate increase in cost of sales is largely due to the company's re-entry into the retail market (business to consumer market) and the introduction of a commission-based business model

for its retail-based product-lines. The projected growth in total operating expenses is caused by the expected expansion of our internal team in addition to associated staff and technology costs.

The introduction of our new commission-based retail product lines, coupled with the changes in income and expenses, will lead to an initial decrease in projected net income margin as the Company begins to normalize operations for the financial year 2022/23. For the financial year 2023/24 however, the Company expects to benefit from an increased net income margin due to increased efficiency and economies of scale.

9 Months Financial Statements

12.1 Auditor's Report and Financial Statements for the nine (9) month period up to May 31st, 2022

SCAN HERE FO MORE
INFORMATION



ONE ON ONE EDUCATIONAL SERVICES LIMITED
FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

ONE ON ONE EDUCATIONAL SERVICES LIMITED
FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

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INDEPENDENT AUDITOR'S REPORT

To the members of
ONE ON ONE EDUCATIONAL SERVICES LIMITED

Report on the review of interim financial statements

Introduction

We have reviewed the accompanying statement of financial position of One on One Educational Services Limited as at May 31, 2022, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the nine month period then ended, and a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of this interim financial information in accordance with International Financial Reporting Standards (IFRS). Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information as at May 31, 2022 and for the nine month period then ended is not presented fairly, in all material respects, in accordance with International Financial Reporting Standards (IFRS) and the Jamaican Companies Act (the Act).

Crichton Mullings & Assoc.
CrichtonMullings & Associates
Chartered Accountants

Kingston, Jamaica
July 5, 2022

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ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT MAY 31, 2022

	<u>Notes</u>	9 Months ended May 31, 2022 ₹	12 Months ended August 31, 2021 ₹
ASSETS			
Non-current Assets			
Intangible assets	5	189,796,941	139,822,005
Property, plant and equipment	6	5,653,658	5,674,409
Total non-current assets		195,450,599	145,496,414
Current Assets			
Due from directors	7	22,451,093	14,514,654
Inventories	8	14,000,938	14,938,638
Trade and other receivables	9	126,752,654	114,215,062
Cash and bank balances	10	42,183,516	37,739,521
Total current assets		205,388,201	181,407,875
Total Assets		400,838,800	326,904,289
EQUITY AND LIABILITIES			
Equity			
Issued share capital	11	84,600,000	84,600,000
Accumulated surplus		55,778,580	15,741,149
		140,378,580	100,341,149
Non-current Liability			
Preference shares	12	5,000,000	5,000,000
Long-term loan and convertible promissory notes	13	145,621,303	115,615,804
Deferred tax liability	14	13,220,771	12,490,434
		163,842,074	133,106,238
Current Liabilities			
Current portion of long term loan	13	16,077,465	4,151,607
Due to directors	7	2,586,013	17,721,247
Deferred income	15	17,748,389	8,319,829
Trade and other payables	16	60,206,279	63,174,543
Bank overdraft	10	-	89,676
Total current liabilities		96,618,146	93,456,902
Total Equity and Liabilities		400,838,800	326,904,289

The financial statements on pages 5 to 23 were approved for issue by the Board of Directors on July 5, 2022 and signed on its behalf by:



Director



Director

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
NINE MONTHS ENDED MAY 31, 2022

	<u>Notes</u>	9 Months ended May 31, 2022	12 Months ended August 31, 2021
		\$	\$
Revenues from contracts with customers	4	194,405,548	268,822,036
Direct cost	17	<u>(11,596,187)</u>	<u>(43,515,941)</u>
Gross profit		182,809,361	225,306,095
Other income		<u>9,486,783</u>	<u>2,119,088</u>
		192,296,144	227,425,183
Administrative and general expenses	18	<u>(132,768,833)</u>	<u>(144,835,900)</u>
Operating profit	19	59,527,311	82,589,283
Finance costs	20	<u>(10,752,980)</u>	<u>(13,654,470)</u>
Profit before taxation		48,774,331	68,934,813
Taxation charge	21	<u>(8,736,900)</u>	<u>(1,481,829)</u>
Net profit, being total comprehensive income for the year		<u><u>40,037,431</u></u>	<u><u>67,452,984</u></u>

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF CHANGES IN EQUITY
NINE MONTHS ENDED MAY 31, 2022

	Share Capital	Accumulated Surplus / (Deficit)	Total
	\$	\$	\$
Balance at August 31, 2020	84,600,000	(51,711,835)	32,888,165
Net profit, being total comprehensive income for the year	-	67,452,984	67,452,984
Balance at August 31, 2021	84,600,000	15,741,149	100,341,149
Net profit, being total comprehensive income for the period	-	40,037,431	40,037,431
Balance at May 31, 2022	84,600,000	55,778,580	140,378,580

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF CASH FLOWS
NINE MONTHS ENDED MAY 31, 2022

	9 Months ended May 31, 2022 ₹	12 Months ended August 31, 2021 ₹
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit for the year	40,037,431	67,452,984
Adjustment for items not affecting cash resources:		
Amortisation	41,411	33,878
Depreciation charge	680,045	791,454
Depreciation right-of-use asset	-	1,109,783
(Gain) / Loss on disposal	(12,903)	206,264
Taxation	8,736,900	1,481,829
Interest expense	9,573,182	11,283,394
	59,056,066	82,359,586
Decrease / (Increase) in operating assets:		
Inventories	937,700	(7,842,993)
Trade and other receivables	(12,537,592)	(105,953,316)
Due from related parties	(23,071,673)	8,843,270
(Decrease) / Increase in operating liabilities:		
Trade and other payables	(10,974,829)	41,060,523
Deferred income	9,428,560	1,552,968
Net cash provided by operating activities	22,838,232	20,020,038
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible assets	(50,016,347)	(62,474,692)
Acquisition of property, plant and equipment	(710,591)	(2,536,734)
Proceeds from sale of assets	64,200	-
Net cash used in investing activities	(50,662,738)	(65,011,426)
CASH FLOWS FROM FINANCING ACTIVITIES		
Lease liability payments, net	-	(1,392,922)
Proceeds from loan and convertible promissory note	45,000,000	75,000,000
Repayment of loans	(3,068,641)	(4,069,075)
Interest paid	(9,573,182)	(11,283,394)
Net cash provided financing activities	32,358,177	58,254,609
NET INCREASE IN CASH AND BANK BALANCES	4,533,671	13,263,221
OPENING CASH AND BANK BALANCES	37,649,845	24,386,624
CLOSING CASH AND BANK BALANCES	42,183,516	37,649,845
REPRESENTED BY:		
Cash and bank deposits	42,183,516	37,739,521
Bank overdraft	-	(89,676)
	42,183,516	37,649,845

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

1. IDENTIFICATION

One on One Educational Services Limited is a limited liability Company incorporated in Jamaica under the Jamaican Companies Act (the "Act"). The registered office of the Company is 9th Floor, PanJam Building, 60 Knutsford Boulevard, Kingston 5.

The principal activities of the Company are the provision of personalized online learning solutions and off-the-shelf content.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

(a) Statement of Compliance

The Company's financial statements have been prepared in accordance and comply with International Financial Reporting Standards (IFRS) and the relevant requirements of the Act.

The financial statements have been prepared under the historical cost convention and are expressed in Jamaican dollars, unless otherwise indicated.

The preparation of financial statements in conformity with IFRS and the Act requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the year then ended. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods, if the revision affects both current and future periods.

There are no significant assumptions and judgements applied in these financial statements that carry a risk of material adjustment in the next financial period/year.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION (CONT'D)

(b) Changes in accounting standards and interpretations:

Certain new standards and interpretations of and amendments to existing standards have been published that became effective during the current financial period/year. The Company has assessed the relevance of all such new standards, interpretations and amendments and has concluded that the following new standards, interpretations and amendments are relevant to its operations:

- *IFRS 9, IAS 39, IFRS 7 & IFRS 16 'Interest Rate Benchmark Reform Phase 2 - Amendment', issued August 2020*
Effective for periods commencing on or after 1 January 2021
- *IFRS 16 'Covid-19-Related Rent Concessions - Amendment', issued March 2021*
Effective for periods commencing on or after 1 April 2021

The following new standards, amendments and interpretations, which are not yet effective and have not been adopted early in these financial statements, will or may have an effect on the Company's future financial statements:

- *IAS 1 'Presentation of Financial Statements - Amendment', issued January 2020*
Effective for periods commencing on or after 1 January 2023
- *IFRS 9 'Financial Instruments - Amendment', issued May 2020*
Effective for periods commencing on or after 1 January 2022
- *Transaction-
Amendment', issued May 2021*
Effective for periods commencing on or after 1 January 2023
- *IAS 16 'Property, Plant and Equipment - Proceeds before Intended Use', issued May 2020*
Effective for periods commencing on or after 1 January 2022
- *Reference to the Conceptual Framework in IFRS - Amendments', issued May 2020*
Effective for periods commencing on or after 1 January 2022

The Board of directors anticipate that the adoption of the standards, amendments and interpretations which are relevant to the Company in future periods, is unlikely to have any material impact on the financial statements.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Intangible assets

This represents the costs of software and educational content development, which include costs incurred to bring to use the specific software, video content and certain acquired computer software licences. These intangible assets are identified separately and reported at cost less accumulated amortisation and accumulated impairment losses. The costs of the computer software are amortised over their estimated useful life of five years. The costs of the intellectual property are determined to have an indefinite useful life and are assessed annually for impairment.

The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate accounted for on a prospective basis.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(b) Property, plant and equipment

All property, plant and equipment are recorded at historical or deemed cost, less any accumulated depreciation.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied in the part will flow to the Company's profit and loss and its cost can be reliably measured.

The cost of day-to-day servicing of property, plant and equipment is recognized in the statement of comprehensive income as incurred.

Depreciation is calculated on the straight line basis over the estimated useful lives of such assets. The rates of depreciation in use are:

Leasehold improvement	10%
Furniture and fixtures	10%
Office equipment	10%

(c) Inventories

Inventories comprising past examination papers are valued at the lower of cost and net realizable value, determined principally using average cost. Net realizable value is the estimated selling price in the ordinary course of business, less estimated selling expenses.

(d) Trade and other receivables

Trade and other receivables are stated at amortized cost.

Appropriate allowances for estimated irrecoverable amounts are recognized in the statement of comprehensive income when there is objective evidence that the asset is impaired.

(e) Cash and bank balances

Cash comprises of cash in hand and cash at bank.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES

(f) Revenues from contracts with customers

The Company provides online learning resources to different markets. Customers include corporate contracts, partnerships with government ministries and individual clients.

Revenue comprises the fair value of the consideration received or receivable, and represents amounts receivable for services supplied, stated net of discounts.

The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the company; and when specific criteria have been met for each of the entity's activities.

(g) Taxation

Income tax expense represents the sum of current income tax and deferred tax.

(i) Current income tax

Current income tax is the expected tax payable on the taxable income for the period, using tax rates in effect for the reporting period.

(ii) Deferred income tax

Deferred income tax is provided using the statement of financial position method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

(h) Impairment of non-financial assets

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset, or Company of operating assets, exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

(i) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the reporting date and are discounted to present value where the effect is material.

(j) Borrowing costs

Borrowing costs are recognized in the the statement of comprehensive income in the period in which they are incurred.

(k) Trade and other payables

Trade and other payables are stated at amortized cost.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) Related party identification

A party is related to the Company if:

- (i) directly or indirectly the party:
 - controls, is controlled by, or is under common control with the Company;
 - has an interest in the Company that gives it significant influence over the Company; or
 - has joint control over the Company.
- (ii) the party is an associate of the Company individual referred to in (iv) or (v) above.
- (iii) the party is a joint venture in which the Company is a venturer;
- (iv) the party is a member of the key management personnel of the Company
- (v) the party is a close member of the family of an individual referred to in (i) or (iv) above
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v) above
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Company, or of any Company that is a related party of the Company.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

(m) Financial instruments

Financial instruments include transactions that give rise to both financial assets and financial liabilities.

Financial assets and liabilities are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities (except for financial assets and financial liabilities at fair value through profit or loss where such costs are recognised immediately in profit or loss), as appropriate, on initial recognition.

In these financial statements, financial assets comprise cash and cash equivalents, trade receivables, other receivables, deposits and related party receivables. Financial liabilities comprise accounts payable, customer deposits, related party payables and notes payable.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(m) Financial instruments (cont'd)

Financial assets (cont'd)

Initial recognition and measurement (cont'd)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cashflows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVTPL.

Subsequent measurement

Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes loan and other receivables, due from related parties and cash and bank balances.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(m) Financial instruments (cont'd)

Financial assets (cont'd)

Impairment

The Company recognises an allowance for expected credit losses (ECLs) on the financial instruments measured at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a life time expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles for services provided over a period of twelve (12) months and the corresponding historical credit losses experienced within this period. The Company has identified the GDP and the inflation rate to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The Company considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

The Company's financial liabilities, comprising loans and accounts payable, are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

4. REVENUES

Revenue comprises income from online learning solutions and off the shelf content which is stated net of discounts and allowances.

5. INTANGIBLE ASSETS

Intangible assets comprise of computer software, intellectual property and content development work-in-progress. Computer software has an estimated useful life of five years. Intellectual property is determined to have an indefinite useful life, which is assessed annually for impairment.

	Computer Software	Intellectual Property	Content Development Work In	Total
At Cost				
Balance at August 31, 2021	7,827,310	133,866,733	5,734,703	147,428,746
Additions	-	45,144,692	4,871,655	50,016,347
Balance at May 31, 2022	7,827,310	179,011,425	10,606,358	197,445,093
Accumulated Amortisation				
Balance at August 31, 2021	7,606,741	-	-	7,606,741
Charge for the period	41,411	-	-	41,411
Balance at May 31, 2022	7,648,152	-	-	7,648,152
Carrying Value				
Balance at August 31, 2021	220,569	133,866,733	5,734,703	139,822,005
Balance at May 31, 2022	179,158	179,011,425	10,606,358	189,796,941

6. PROPERTY, PLANT AND EQUIPMENT

	Improvement s \$	Furniture and Fixtures \$	Office Equipment \$	Total \$
At Cost				
Balance at August 31, 2020	627,684	671,972	5,316,739	6,616,395
Additions	-	300,234	2,536,734	2,836,968
Disposal	(327,450)	-	-	(327,450)
Transferred	(300,234)	-	-	(300,234)
Balance at August 31, 2021	-	972,206	7,853,473	8,825,679
Additions	-	-	710,591	710,591
Disposal	-	-	(55,974)	(55,974)
Balance at May 31, 2022	-	972,206	8,508,090	9,480,296
Accumulated Depreciation				
Balance at August 31, 2020	153,066	269,657	2,058,279	2,481,002
Charge for the year	21,830	97,221	672,403	791,454
Disposal	(121,186)	-	-	(121,186)
Transferred	(53,710)	53,710	-	-
Balance at August 31, 2021	-	420,588	2,730,682	3,151,270
Charge for the period	-	72,915	607,130	680,045
Disposal	-	-	(4,677)	(4,677)
Balance at May 31, 2022	-	493,503	3,333,135	3,826,638
Net Book Value				
Balance at August 31, 2020	474,618	402,315	3,258,460	4,135,393
Balance at August 31, 2021	-	551,618	5,122,791	5,674,409
Balance at May 31, 2022	-	478,703	5,174,955	5,653,658

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

7. DUE FROM / (TO) DIRECTORS

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Due from directors	22,451,093	14,514,654
Due to directors	(2,586,013)	(17,721,247)

The amounts due from / (to) the directors of the Company are unsecured, interest free and have no fixed repayment terms.

8. INVENTORIES

Inventories comprise of Caribbean Secondary Education Certificate (CXC) examination past papers and content licence for professionals.

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Content licences	13,625,957	14,563,657
CXC examination past papers	374,981	374,981
	14,000,938	14,938,638

9. TRADE AND OTHER RECEIVABLES

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Trade receivables	122,963,991	113,915,815
Less: Expected credit losses	(809,554)	(809,554)
Net trade receivables	122,154,437	113,106,261
Withholding tax receivable	78,180	61,735
Prepayments	1,940,085	352,616
Other receivables	1,885,502	-
Revenue share	694,450	694,450
	126,752,654	114,215,062

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

10. CASH AND BANK BALANCES

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Certificate of deposits	37,002,690	21,953,353
Sagicor Bank (Jamaica) Limited (USD)	2,848,737	103,925
Sagicor Bank (Jamaica) Limited (JMD)	956,049	617,176
National Commercial Bank (Jamaica) Limited (USD)	3,023	579
National Commercial Bank (Jamaica) Limited (JMD)	1,056,873	184,292
Scotiabank (Jamaica) Limited (USD)	179,720	13,818,476
Scotiabank (Jamaica) Limited (JMD)	105,068	1,030,364
Cash on hand	31,356	31,356
	42,183,516	37,739,521
Bank Overdraft		
National Commercial Bank (Jamaica) Limited (JMD)	-	89,676
	-	89,676

11. ISSUED SHARE CAPITAL

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
<u>Authorized share capital:</u>		
50,000,000 Ordinary shares of no par value		
<u>Issued and fully paid:</u>		
36,000,000 ordinary shares of no par value	84,600,000	84,600,000

12. PREFERENCE SHARES

This series 'A' preference shares shall initially be convertible 1:1 to common stock at any time after thirty-six (36) months from July 30, 2013. Each share of series 'A' preference shares will automatically be converted into common stock at the then applicable conversion rate in the event of an Initial Public Offering (IPO).

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
5,000,000 Preference shares of \$1 each	5,000,000	5,000,000

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

13. LONG TERM LOAN AND CONVERTIBLE PROMISSORY NOTES

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
(i) Sagicor Bank (Jamaica) Limited	71,698,768	44,767,411
(ii) PanJam Investment Limited	50,000,000	50,000,000
(iii) Sagicor Investments Limited	25,000,000	25,000,000
(iv) PanJam Investment Trust Limited	15,000,000	-
	161,698,768	119,767,411
Less: Current portion of long-term loan	(16,077,465)	(4,151,607)
Non-current portion of long term loan	145,621,303	115,615,804
(i) These loans are scheduled to be repaid over a period of seventy-two (72) months beginning April 2020 and a period of twelve (12) months . Interest is charged at the rate of 10% per annum and 8.50% per annum.		
(ii) This is a 8% convertible promissory note. The note will be converted to ordinary shares without par value.		
(iii) This is a 8% convertible promissory note. The note will be converted to ordinary shares without par value.		
(iv) This is a short-term loan scheduled to be repaid over a period of thirty (30) days. Interest is charged at the rate of 6.5% for thirty (30) days (<i>daily rate of 0.22%</i>).		

14. DEFERRED TAX LIABILITY

Certain deferred tax liabilities and assets have been offset in accordance with the Company's accounting policy. The following is the analysis of the deferred tax balances (after offset) for statement of financial position purposes:

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Deferred tax liability	(13,220,771)	(12,490,434)
Deferred tax liabilities are attributable to the following:		
	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Property, plant and equipment	(13,083,503)	(13,273,191)
Trade and other receivables	-	95,930
Right-of-use asset	-	227,930
Cash and cash equivalents	(137,268)	458,897
	(13,220,771)	(12,490,434)

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

14. DEFERRED TAX LIABILITY (CONT'D)

The movement during the year in the Company's deferred tax position was as follows:

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Balance at the beginning of the year	(12,490,434)	(11,008,605)
Movement during the year	(730,337)	(1,481,829)
Balance at the end of the year	(13,220,771)	(12,490,434)

15. DEFERRED INCOME

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Deferred income	17,748,389	8,319,829

This represents monies advanced for services to be delivered in subsequent periods. Upon recognition of the service, the amounts will be transferred to the relevant revenue account.

16. TRADE AND OTHER PAYABLES

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Trade payables	29,306,137	46,368,534
Accruals	23,910,205	13,157,165
Payroll tax liabilities	6,989,937	3,648,844
	60,206,279	63,174,543

17. DIRECT COST

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Project implementation	3,365,850	2,996,994
Content development	3,936,524	1,555,845
Cost of inventories sold	1,463,907	38,454,289
Other direct costs	2,829,906	508,813
	11,596,187	43,515,941

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

18. ADMINISTRATIVE AND GENERAL EXPENSES

	9 Months ended May 31, 2022 \$	12 Months ended August 31, 2021 \$
Salaries and related charges	63,375,032	47,723,004
Contracted workers	24,105,988	38,054,228
Donations	-	275,010
Hosting and licence fees	31,376,381	36,901,807
Legal and professional fees	2,997,144	5,915,500
Meal and entertainment	839,142	334,140
Office expense	409,058	314,956
Office rental	495,215	586,414
Courier services	111,702	464,652
Advertising and promotion	4,014,400	4,500,863
Telephone and internet	829,091	1,261,811
Utilities	-	68,306
Audit fees	725,875	850,000
Amortisation	41,411	33,878
Depreciation charge	680,046	791,454
Depreciation on right-of-use asset	-	1,109,783
Penalties and interest	269,679	299,734
Travel and accommodation	1,356,480	2,845,072
Repairs and maintenance	35,124	675,831
(Gain) / Loss on disposal	(12,903)	206,264
Staff welfare	1,119,968	1,615,008
Security expense	-	8,185
	132,768,833	144,835,900

19. OPERATING PROFIT

	9 Months ended May 31, 2022 \$	12 Months ended August 31, 2021 \$
Operating profit	59,527,311	82,589,283

Stated after charging the following:

Auditor's remuneration	725,875	850,000
Amortisation	41,411	33,878
Depreciation charge	680,046	791,454

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

20. FINANCE COSTS

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Bank charges	517,621	742,207
Foreign exchange (gain) / loss	(549,073)	1,204,247
Commitment fees	1,211,250	-
Right of use interest expense	-	40,907
Loan interest	9,573,182	11,283,394
Expected credit losses	-	383,715
	10,752,980	13,654,470

21. TAXATION CHARGE

- a) Income tax is computed at 25% of the profit for the period, as adjusted for taxation purposes. Deferred tax is computed at 25% for the period based on the applicable income tax rate for unregulated companies. The taxation charge is made up as follows:

	9 Months ended May 31, 2022	12 Months ended August 31, 2021
	\$	\$
Current:		
Provision for charge on current profit	8,006,563	-
Deferred:		
Origination and reversal of temporary differences	730,337	1,481,829
	8,736,900	1,481,829

- b) Reconciliation of effective tax rate and charge:

	9 Months ended May 31, 2022		12 Months ended August 31,	
	\$	%	\$	%
Profit before taxation	48,774,331		68,934,813	
Computed tax charge	12,193,583	25%	17,233,703	25%
Taxation differences between profit for financial statements and tax reporting purposes on:				
Depreciation and capital allowances	2,240,919	5%	700,544	1%
Unrealized exchange losses	458,897	1%	(374,300)	-1%
Right of use	227,930	2%	55,085	0%
Tax allowance claimed	(6,384,429)	-13%	(15,886,130)	-23%
Items not allowable for tax purposes	-	0%	(247,073)	0%
Actual tax and rate	8,736,900	19%	1,481,829	2%

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

22. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT

(a) Fair Value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. A market price, where an active market (such as a recognized stock exchange) exists, is the best evidence of the fair value of a financial instrument. Market prices are not available for some of the financial assets and liabilities of the Company. Fair values in the financial statements have therefore been presented using various estimation techniques based on market conditions existing at the statement of financial position date.

Generally, considerable judgement is necessarily required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented in these financial statements are not necessarily indicative of the amounts that the Company would realise in a current market exchange.

The amounts included in the financial statements for cash and cash equivalents, receivable, payables, and due to / from related companies reflect the approximate fair values because of short-term maturity of these instruments.

(b) Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk
- (iv) Cash flow risk

The Board of Directors, together with senior management has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company in order to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

22. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Financial risk management (cont'd)

(i) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's principal financial assets are cash and bank deposits, accounts receivable and related party receivables.

The credit risk on cash and bank deposits is limited as they are held with financial institutions with high credit ratings.

Cash and bank balances:

The credit risk on cash and bank deposits is limited as they are held with financial institutions with high credit rating.

Trade receivables:

The Company uses a provision matrix to measure expected credit losses (ECLs) of trade receivables. The provision matrix is based on its historical observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates, determined by a probability weighted approach.

Loss rates are calculated based on the probability of a receivable progressing through successive stages of delinquency to write-off, current conditions, the economic conditions over the expected lives of the receivables and other macro-economic factors such as foreign currency exchange rates, interest rates and Gross Domestic Products (GDP).

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

22. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Financial risk management (cont'd):

(ii) Liquidity risk (cont'd)

Management aims at maintaining sufficient cash and the availability of funding through an amount of committed facilities. The management maintains an adequate amount of its financial assets in liquid form to meet contractual obligations and other recurring payments.

	Carrying value \$	Contractual cash flows \$	Within 3-12 months \$	Over 12 months \$
April 30, 2022:				
Current portion of long term loan	16,077,465	16,077,465	16,077,465	
Trade and other payables	60,206,279	60,206,279	60,206,279	-
Deferred income	17,748,389	17,748,389	17,748,389	-
	94,032,133	94,032,133	94,032,133	-
	Carrying value \$	Contractual cash flows \$	Within 3-12 months \$	Over 12 months \$
August 31, 2021:				
Current portion of long term loan	4,151,607	4,151,607	4,151,607	
Trade and other payables	63,174,543	63,174,543	63,174,543	-
Deferred income	8,319,829	8,319,829	8,319,829	-
Bank overdraft	89,676	89,676	89,676	-
	75,735,655	75,735,655	75,735,655	-

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of markets are to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk:

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Company materially contracts financial liabilities at interest rates for the duration of the term. When utilized, bank overdrafts are subject to fixed interest rates which may be varied by appropriate notice by the lender. At May 31, 2022, there were no financial liabilities subject to variable interest rate risk.

Interest-bearing financial assets comprises of bank deposits, which have been contracted at fixed interest rates for the duration of their terms.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED MAY 31, 2022

22. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Financial risk management (cont'd):

(iii) Market risk (cont'd)

Fair value sensitivity analysis for fixed rate instruments:

The Company does not hold any fixed rate financial assets that are subject to material changes in fair value through profit or loss. Therefore a change in interest rates at the reporting dates would not affect profit or equity.

Foreign currency risk:

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Foreign currency risk is the risk that the market value of, or the cash flows from, financial instruments will vary because of exchange rate fluctuations. The Company is exposed to foreign currency risk on transactions that it undertakes in foreign currencies. The main foreign currencies giving rise to this risk is the United States dollar.

(iv) Cash flow risk

Cash flow risk is the risk that future cash flows associated with a monetary financial instrument will fluctuate because of changes in market interest rates. The Company manages this risk through budgetary measures, ensuring, as far as possible, that fluctuations in cash flows relating to monetary financial assets and liabilities are matched, to mitigate any significant adverse cash flows.

2021 Financial Statements

Auditor's Report and the Audited Financials for the Financial Year
ended August 31st 2021



ONE ON ONE EDUCATIONAL SERVICES LIMITED
FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

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INDEPENDENT AUDITOR'S REPORT

**To the members of
ONE ON ONE EDUCATIONAL SERVICES LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of One on One Educational Services Limited (the "Company"), set out on pages 5 to 25 which comprises the statement of financial position as at August 31, 2021, the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at August 31, 2021 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") and the Jamaican Companies Act (the "Act").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements section of our report*. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants including International Independence Standards (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Cont. /2

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Independent Auditor's Report (cont'd)

To the members of ONE ON ONE EDUCATIONAL SERVICES LIMITED

Responsibilities of Management and the Board of Directors

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS and the Act, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Cont. /3

Independent Auditor's Report (cont'd)

To the members of ONE ON ONE EDUCATIONAL SERVICES LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that presents a true and fair view.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Cont. /4

Independent Auditor's Report (cont'd)

**To the members of
ONE ON ONE EDUCATIONAL SERVICES LIMITED**

Report on additional matters as required by the Act

We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit. In our opinion, proper accounting records have been maintained, so far as appears from our examination of those records, and the financial statements, which are in agreement therewith, give the information required by the Act, in the manner required.

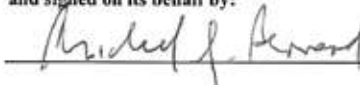

Crichton Mullings & Associates
Chartered Accountants

Kingston, Jamaica
April 20, 2022

ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT AUGUST 31, 2021

	<u>Notes</u>	<u>2021</u>	<u>2020</u>
		<u>\$</u>	<u>\$</u>
ASSETS			
Non-current Assets			
Intangible assets	5	139,822,005	77,381,191
Property, plant and equipment	6	5,674,409	4,135,393
Right-of-use asset	7	-	1,109,783
Total non-current assets		145,496,414	82,626,367
Current Assets			
Due from directors	8	14,514,654	7,955,696
Inventories	9	14,938,638	7,095,645
Trade and other receivables	10	114,215,062	8,261,746
Cash and bank balances	11	37,739,521	24,386,624
Total current assets		181,407,875	47,699,711
Total Assets		326,904,289	130,326,078
EQUITY AND LIABILITIES			
Equity			
Issued share capital	12	84,600,000	84,600,000
Accumulated surplus / (deficit)		15,741,149	(51,711,835)
		100,341,149	32,888,165
Non-current Liability			
Preference shares	13	5,000,000	5,000,000
Long-term loan and convertible promissory notes	14	115,615,804	45,073,874
Deferred tax liability	15	12,490,434	11,008,605
		133,106,238	61,082,479
Current Liabilities			
Current portion of lease liability	7	-	1,392,922
Current portion of long term loan	14	4,151,607	3,762,612
Due to directors	8	17,721,247	2,319,018
Deferred income	16	8,319,829	6,766,861
Trade and other payables	17	63,174,543	22,114,021
Bank overdraft	11	89,676	-
Total current liabilities		93,456,902	36,355,434
Total Equity and Liabilities		326,904,289	130,326,078

The financial statements on pages 5 to 25 were approved for issue by the Board of Directors on April 20, 2022 and signed on its behalf by:


 Director


 Director

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
THE YEAR ENDED AUGUST 31, 2021

	<u>Notes</u>	2021 \$	2020 \$
Revenues from contracts with customers	4	268,822,036	140,338,665
Direct cost	18	<u>(43,515,941)</u>	<u>(7,905,732)</u>
Gross profit		225,306,095	132,432,933
Other income		<u>2,119,088</u>	<u>2,866,964</u>
		227,425,183	135,299,897
Administrative and general expenses	19	<u>(144,835,900)</u>	<u>(70,748,870)</u>
Operating profit	20	82,589,283	64,551,027
Finance costs	21	<u>(13,654,470)</u>	<u>(6,858,240)</u>
		68,934,813	57,692,787
Taxation charge	22	<u>(1,481,829)</u>	<u>(2,292,864)</u>
Net profit, being total comprehensive income for the year		<u><u>67,452,984</u></u>	<u><u>55,399,923</u></u>

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF CHANGES IN EQUITY
THE YEAR ENDED AUGUST 31, 2021

	<u>Note</u>	Share Capital	Accumulated Surplus / (Deficit)	Total
		\$	\$	\$
Balance at August 31, 2019		84,600,000	(107,111,758)	(22,511,758)
Net profit, being total comprehensive income for the year		<u>-</u>	<u>55,399,923</u>	<u>55,399,923</u>
Balance at August 31, 2020		84,600,000	(51,711,835)	32,888,165
Net profit, being total comprehensive income for the year		<u>-</u>	<u>67,452,984</u>	<u>67,452,984</u>
Balance at August 31, 2021		<u>84,600,000</u>	<u>15,741,149</u>	<u>100,341,149</u>

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
STATEMENT OF CASH FLOWS
THE YEAR ENDED AUGUST 31, 2021

	2021	2020
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit for the year	67,452,984	55,399,923
Adjustment for items not affecting cash resources:		
Amortisation	33,878	16,275
Depreciation charge	791,454	590,222
Depreciation right-of-use asset	1,109,783	2,663,480
Loss on disposal	206,264	-
Deferred taxation	1,481,829	2,292,864
Interest expense	11,283,394	6,498,790
	82,359,586	67,461,554
(Increase) / decrease in operating assets:		
Inventories	(7,842,993)	(6,720,664)
Trade and other receivables	(105,953,316)	(4,404,146)
Due from related parties	8,843,270	(7,463,561)
Increase / (decrease) in operating liabilities:		
Trade and other payables	41,060,523	5,780,161
Deferred income	1,552,968	(1,097,487)
Net cash provided by operating activities	20,020,038	53,555,857
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible assets	(62,474,692)	(28,395,363)
Acquisition of property, plant and equipment	(2,536,734)	(1,284,396)
Net cash used in investing activities	(65,011,426)	(29,679,759)
CASH FLOWS FROM FINANCING ACTIVITIES		
Lease liability payments, net	(1,392,922)	(2,380,341)
Proceeds from convertible notes	75,000,000	-
Repayment of loans	(4,069,075)	(175,227)
Interest paid	(11,283,394)	(6,498,790)
Net cash provided by / (used in) financing activities	58,254,609	(9,054,358)
NET INCREASE IN CASH AND BANK BALANCES	13,263,221	14,821,740
OPENING CASH AND BANK BALANCES	24,386,624	9,564,884
CLOSING CASH AND BANK BALANCES	37,649,845	24,386,624
REPRESENTED BY:		
Cash and bank deposits	37,739,521	24,386,624
Bank overdraft	(89,676)	-
	37,649,845	24,386,624

The accompanying notes form an integral part of the financial statements

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

1. IDENTIFICATION

One on One Educational Services Limited is a limited liability Company incorporated in Jamaica under the Jamaican Companies Act (the "Act"). The registered office of the Company is 9th Floor, PanJam Building, 60 Knutsford Boulevard, Kingston 5.

The principal activities of the Company are the provision of personalized online learning solutions and off-the-shelf content.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

(a) Statement of Compliance

The Company's financial statements have been prepared in accordance and comply with International Financial Reporting Standards (IFRS) and the relevant requirements of the Act.

The financial statements have been prepared under the historical cost convention and are expressed in Jamaican dollars, unless otherwise indicated.

The preparation of financial statements in conformity with IFRS and the Act requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the year then ended. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods, if the revision affects both current and future periods.

There are no significant assumptions and judgements applied in these financial statements that carry a risk of material adjustment in the next financial year.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION (CONT'D)

(b) Changes in accounting standards and interpretations:

Certain new standards and interpretations of and amendments to existing standards have been published that became effective during the current financial year. The Company has assessed the relevance of all such new standards, interpretations and amendments and has concluded that the following new standards, interpretations and amendments are relevant to its operations:

- *IAS 1 'Presentation of Financial Statements - Amendment', issued October 2018*
Effective for periods commencing on or after 1 January 2020
- *IAS 8 'Changes in Accounting Estimates and Errors - Amendment', issued October 2018*
Effective for periods commencing on or after 1 January 2020
- *IFRS 16 'Leases - Amendment', issued May 2020*
Effective for periods commencing on or after 1 June 2020

The following new standards, amendments and interpretations, which are not yet effective and have not been adopted early in these financial statements, will or may have an effect on the Company's future financial statements:

- *IAS 1 'Presentation of Financial Statements - Amendment', issued January 2020*
Effective for periods commencing on or after 1 January 2023
- *IAS 16 'Property, plant and equipment - Amendment', issued May 2020*
Effective for periods commencing on or after 1 January 2022
- *IAS 37 'Provision, Contingent Liabilities and Contingent Assets - Amendment', issued May 2020*
Effective for periods commencing on or after 1 January 2022
- *IFRS 9 'Financial Instruments - Amendment', issued May 2020*
Effective for periods commencing on or after 1 January 2022

The Board of directors anticipate that the adoption of the standards, amendments and interpretations which are relevant to the Company in future periods, is unlikely to have any material impact on the financial statements.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Intangible assets

This represents the costs of software and educational content development, which include costs incurred to bring to use the specific software, video content and certain acquired computer software licences. These intangible assets are identified separately and reported at cost less accumulated amortisation and accumulated impairment losses. The costs of the computer software are amortised over their estimated useful life of five years. The costs of the intellectual property are determined to have an indefinite useful life and are assessed annually for impairment.

The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate accounted for on a prospective basis.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(b) Property, plant and equipment

All property, plant and equipment are recorded at historical or deemed cost, less any accumulated depreciation.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied in the part will flow to the Company's profit and loss and its cost can be reliably measured.

The cost of day-to-day servicing of property, plant and equipment is recognized in the statement of comprehensive income as incurred.

Depreciation is calculated on the straight line basis over the estimated useful lives of such assets. The rates of depreciation in use are:

Leasehold improvement	10%
Furniture and fixtures	10%
Office equipment	10%

(c) Inventories

Inventories comprising past examination papers are valued at the lower of cost and net realizable value, determined principally using average cost. Net realizable value is the estimated selling price in the ordinary course of business, less estimated selling expenses.

(d) Trade and other receivables

Trade and other receivables are stated at amortized cost.

Appropriate allowances for estimated irrecoverable amounts are recognized in the statement of comprehensive income when there is objective evidence that the asset is impaired.

(e) Cash and bank balances

Cash comprises of cash in hand and cash at bank.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(f) Revenues from contracts with customers

The Company provides online learning resources to different markets. Customers include corporate contracts, partnerships with government ministries and individual clients.

Revenue comprises the fair value of the consideration received or receivable, and represents amounts receivable for services supplied, stated net of discounts.

The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the company; and when specific criteria have been met for each of the entity's activities.

(g) Taxation

Income tax expense represents the sum of current income tax and deferred tax.

(i) Current income tax

Current income tax is the expected tax payable on the taxable income for the period, using tax rates in effect for the reporting period.

(ii) Deferred income tax

Deferred income tax is provided using the statement of financial position method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

(h) Impairment of non-financial assets

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset, or Company of operating assets, exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

(i) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the reporting date and are discounted to present value where the effect is material.

(j) Borrowing costs

Borrowing costs are recognized in the the statement of comprehensive income in the period in which they are incurred.

(k) Trade and other payables

Trade and other payables are stated at amortized cost.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) Related party identification

A party is related to the Company if:

- (i) directly or indirectly the party:
 - controls, is controlled by, or is under common control with the Company;
 - has an interest in the Company that gives it significant influence over the Company; or
 - has joint control over the Company.
- (ii) the party is an associate of the Company individual referred to in (iv) or (v) above.
- (iii) the party is a joint venture in which the Company is a venturer;
- (iv) the party is a member of the key management personnel of the Company
- (v) the party is a close member of the family of an individual referred to in (i) or (iv) above
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v) above
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Company, or of any Company that is a related party of the Company.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

(m) Financial instruments

Financial instruments include transactions that give rise to both financial assets and financial liabilities.

Financial assets and liabilities are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transactions costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities (except for financial assets and financial liabilities at fair value through profit or loss where such costs are recognised immediately in profit or loss), as appropriate, on initial recognition.

In these financial statements, financial assets comprise cash and cash equivalents, trade receivables, other receivables, deposits and related party receivables. Financial liabilities comprise accounts payable, customer deposits, related party payables and notes payable.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(m) Financial instruments (cont'd)

Financial assets (cont'd)

Initial recognition and measurement (cont'd)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cashflows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVTPL.

Subsequent measurement

Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes loan and other receivables, due from related parties and cash and bank balances.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(m) Financial instruments (cont'd)

Financial assets (cont'd)

Impairment

The Company recognises an allowance for expected credit losses (ECLs) on the financial instruments measured at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a life time expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles for services provided over a period of twelve (12) months and the corresponding historical credit losses experienced within this period. The Company has identified the GDP and the inflation rate to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The Company considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

The Company's financial liabilities, comprising loans and accounts payable, are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

4. REVENUES

Revenue comprises income from online and educational services which is stated net of discounts, allowances.

5. INTANGIBLE ASSETS

Intangible assets comprise of computer software, intellectual property and content development work-in-progress.

Computer software has an estimated useful life of five years. Intellectual property is determined to have an indefinite useful life, which is assessed annually for impairment.

	Computer Software	Intellectual Property	Content Development Work In Progress	Total
At Cost				
Balance at August 31, 2020	7,632,613	75,906,190	1,415,251	84,954,054
Additions	194,697	56,545,293	5,734,702	62,474,692
Transferred	-	1,415,250	(1,415,250)	-
Balance at August 31, 2021	7,827,310	133,866,733	5,734,703	147,428,746
Accumulated Amortisation				
Balance at August 31, 2020	7,572,863	-	-	7,572,863
Charge for the year	33,878	-	-	33,878
Balance at August 31, 2021	7,606,741	-	-	7,606,741
Carrying Value				
Balance at August 31, 2020	59,750	75,906,190	1,415,251	77,381,191
Balance at August 31, 2021	220,569	133,866,733	5,734,703	139,822,005

6. PROPERTY, PLANT AND EQUIPMENT

	Leasehold Improvements \$	Furniture and Fixtures \$	Office Equipment \$	Total \$
At Cost				
Balance at August 31, 2019	621,710	671,972	4,038,317	5,331,999
Additions	5,974	-	1,278,422	1,284,396
Balance at August 31, 2020	627,684	671,972	5,316,739	6,616,395
Additions	-	-	2,536,734	2,536,734
Disposal	(327,450)	-	-	(327,450)
Transferred	(300,234)	300,234	-	-
Balance at August 31, 2021	-	972,206	7,853,473	8,825,679
Accumulated Depreciation				
Balance at August 31, 2019	90,360	202,460	1,597,960	1,890,780
Charge for the year	62,706	67,197	460,319	590,222
Balance at August 31, 2020	153,066	269,657	2,058,279	2,481,002
Charge for the year	21,830	97,221	672,403	791,454
Disposal	(121,186)	-	-	(121,186)
Transferred	(53,710)	53,710	-	-
Balance at August 31, 2021	-	420,588	2,730,682	3,151,270
Net Book Value				
Balance at August 31, 2019	531,350	469,512	2,440,357	3,441,219
Balance at August 31, 2020	474,618	402,315	3,258,460	4,135,393
Balance at August 31, 2021	-	551,618	5,122,791	5,674,409

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

7. RIGHT-OF-USE ASSET / LEASE LIABILITY

The operating lease was recognised by the Company as a right-of-use asset with a corresponding lease liability. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's annual incremental borrowing rate of 10%. The lease agreement expires January 31, 2021.

	2021 \$	2020 \$
Buildings	<u>3,773,263</u>	<u>3,773,263</u>
Depreciation charge of right-of use asset		
Buildings	<u>3,773,263</u>	<u>2,663,480</u>
	<u>-</u>	<u>1,109,783</u>
Lease Liability		
	2021 \$	2020 \$
Current	<u>-</u>	<u>1,392,922</u>

8. DUE FROM / (TO) DIRECTORS

	2021 \$	2020 \$
Due from directors	<u>14,514,654</u>	<u>7,955,696</u>
Due to directors	<u>(17,721,247)</u>	<u>(2,319,018)</u>

The amounts due from / (to) the directors of the Company are unsecured, interest free and have no fixed repayment terms.

9. INVENTORIES

Inventories comprise of Caribbean Secondary Education Certificate examination past papers and content licence for professionals.

	2021 \$	2020 \$
	<u>14,938,638</u>	<u>7,095,645</u>

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

10. TRADE AND OTHER RECEIVABLES

	2021	2020
	\$	\$
Trade receivables	113,915,815	7,209,059
Less: Expected credit losses	(809,554)	(425,839)
Net trade receivables	113,106,261	6,783,220
Withholding tax receivable	61,735	-
Prepayments	352,616	545,105
Deposits	-	238,971
Revenue share	694,450	694,450
	114,215,062	8,261,746

11. CASH AND BANK BALANCES

	2021	2020
	\$	\$
Certificate of deposits	21,953,353	17,135,935
Sagicor Bank (Jamaica) Limited (USD)	103,925	266
Sagicor Bank (Jamaica) Limited (JMD)	617,176	6,700,805
National Commercial Bank (Jamaica) Limited (USD)	579	62,612
National Commercial Bank (Jamaica) Limited (JMD)	184,292	176,306
Scotiabank (Jamaica) Limited (USD)	13,818,476	263,646
Scotiabank (Jamaica) Limited (JMD)	1,030,364	25,698
Paypal	81	81
Cash on hand	31,275	21,275
	37,739,521	24,386,624
Bank Overdraft		
National Commercial Bank (Jamaica) Limited (JMD)	89,676	-
	89,676	-

12. ISSUED SHARE CAPITAL

	2021	2020
	\$	\$
<u>Authorized share capital:</u>		
50,000,000 Ordinary shares of no par value		
<u>Issued and fully paid:</u>		
36,000,000 ordinary shares of no par value	84,600,000	84,600,000

13. PREFERENCE SHARES

This series 'A' preference shares shall initially be convertible 1:1 to common stock at any time after thirty-six (36) months from July 30, 2013. Each share of series 'A' preference shares will automatically be converted into common stock at the then applicable conversion rate in the event of an Initial Public Offering (IPO).

	2021	2020
	\$	\$
5,000,000 Preference shares of \$1 each	5,000,000	5,000,000

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

14. LONG TERM LOAN AND CONVERTIBLE PROMISSORY NOTES

	2021	2020
	\$	\$
(i) Sagicor Bank (Jamaica) Limited	44,767,411	48,836,486
(ii) PanJam Investment Limited	50,000,000	-
(iii) Sagicor Investments Limited	25,000,000	-
	<u>119,767,411</u>	<u>48,836,486</u>
Less: Current portion of long-term loan	<u>(4,151,607)</u>	<u>(3,762,612)</u>
Non-current portion of long term loan	<u>115,615,804</u>	<u>45,073,874</u>

- (i) This loan is scheduled to be repaid over a period of seventy-two (72) months beginning April 2020. Interest is charged at the rate of 10% per annum.
- (ii) This is a 8% convertible promissory note. The note should be converted to ordinary shares without par value.
- (iii) This is a 8% convertible promissory note. The note should be converted to ordinary shares without par value.

15. DEFERRED TAX LIABILITY

Certain deferred tax liabilities and assets have been offset in accordance with the Company's accounting policy. The following is the analysis of the deferred tax balances (after offset) for statement of financial position purposes:

	2021	2020
	\$	\$
Deferred tax liability	<u>(12,490,434)</u>	<u>(11,008,605)</u>

Deferred tax liabilities are attributable to the following:

	2021	2020
	\$	\$
Property, plant and equipment	(13,273,191)	(10,442,319)
Trade and other receivables	95,930	-
Right-of-use asset	227,930	55,086
Cash and cash equivalents	458,897	(374,300)
Accrued interest payable	-	(247,072)
	<u>(12,490,434)</u>	<u>(11,008,605)</u>

The movement during the year in the Company's deferred tax position was as follows:

	2021	2020
	\$	\$
Balance at the beginning of the year	(11,008,605)	(8,715,741)
Movement during the year	<u>(1,481,829)</u>	<u>(2,292,864)</u>
Balance at the end of the year	<u>(12,490,434)</u>	<u>(11,008,605)</u>

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

16. DEFERRED INCOME

	2021	2020
	\$	\$
Deferred income	<u>8,319,829</u>	<u>6,766,861</u>

This represents monies advanced by students for services to be delivered in subsequent periods. Upon recognition of the service, the amounts will be transferred to the relevant revenue account.

17. TRADE AND OTHER PAYABLES

	2021	2020
	\$	\$
Trade payables	46,368,534	18,586,378
Accruals	13,157,165	1,945,020
Payroll tax liabilities	3,648,844	1,582,623
	<u>63,174,543</u>	<u>22,114,021</u>

18. DIRECT COST

	2021	2020
	\$	\$
Tutoring	-	195,000
Project implementation	2,996,994	2,562,560
Content development	1,555,845	135,351
Cost of inventories sold	38,454,289	-
Consultation	-	4,225,264
Other direct costs	508,813	787,557
	<u>43,515,941</u>	<u>7,905,732</u>

19. ADMINISTRATIVE AND GENERAL EXPENSES

	2021	2020
	\$	\$
Salaries and related charges	47,723,004	14,019,850
Contracted workers	38,054,228	24,025,013
Donations	275,010	142,447
Hosting and licence fees	36,901,807	17,984,497
Legal and professional fees	5,915,500	2,010,818
Meal and entertainment	334,140	253,671
Office expense	314,956	258,349
Office rental	586,414	62,798
Courier services	464,652	256,507
Advertising and promotion	4,500,863	2,305,423
Telephone and internet	1,261,811	678,856
Utilities	68,306	308,435
Bad debt recoverable	-	(475,578)
Audit fees	850,000	800,000
Amortisation	33,878	16,275
Depreciation charge	791,454	590,222
Depreciation on right-of-use asset	1,109,783	2,663,480
Penalties and interest	299,734	-
Travel and accommodation	2,845,072	3,207,888
Repairs and maintenance	675,831	717,666
Loss on disposal	206,264	-
Staff welfare	1,615,008	861,465
Security expense	8,185	60,788
	<u>144,835,900</u>	<u>70,748,870</u>

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

20. OPERATING PROFIT

	2021	2020
	\$	\$
Operating profit	<u>82,589,283</u>	<u>64,551,027</u>
Stated after charging the following:		
Auditor's remuneration	850,000	800,000
Amortisation	33,878	16,275
Depreciation charge	791,454	590,222

21. FINANCE COSTS

	2021	2020
	\$	\$
Bank charges	742,207	742,445
Foreign exchange loss / (gain)	1,204,247	(631,342)
Right of use interest expense	40,907	248,347
Loan interest	11,283,394	6,498,790
Expected credit losses	383,715	-
	<u>13,654,470</u>	<u>6,858,240</u>

22. TAXATION CHARGE

- a) Income tax is computed at 25% of the profit for the period, as adjusted for taxation purposes. Deferred tax is computed at 25% for the period based on the applicable income tax rate for unregulated companies. The taxation charge is made up as follows:

	2021	2020
	\$	\$
Current:		
Provision for charge on current profit	-	-
Deferred:		
Origination and reversal of temporary differences	<u>1,481,829</u>	<u>2,292,864</u>
	<u>1,481,829</u>	<u>2,292,864</u>

- b) Reconciliation of effective tax rate and charge:

	2021		2020	
	\$	%	\$	%
Profit before taxation	<u>68,934,813</u>		<u>57,692,787</u>	
Computed tax charge	17,233,703	25%	14,423,197	25%
Taxation differences between profit for financial statements and tax reporting purposes on:				
Depreciation and capital allowances	700,544	1%	(599,129)	-1%
Unrealized exchange losses	(374,300)	-1%	158,140	0%
Right of use	55,085	0%	-	0%
Tax allowance claimed	(15,886,130)	-23%	(11,869,811)	-21%
Items not allowable for tax purposes	<u>(247,073)</u>	0%	<u>180,467</u>	0%
Actual tax and rate	<u>1,481,829</u>	2%	<u>2,292,864</u>	4%

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

23. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT

(a) Fair Value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. A market price, where an active market (such as a recognized stock exchange) exists, is the best evidence of the fair value of a financial instrument. Market prices are not available for some of the financial assets and liabilities of the Company. Fair values in the financial statements have therefore been presented using various estimation techniques based on market conditions existing at the statement of financial position date.

Generally, considerable judgement is necessarily required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented in these financial statements are not necessarily indicative of the amounts that the Company would realise in a current market exchange.

The amounts included in the financial statements for cash and cash equivalents, receivable, payables, and due to / from related companies reflect the approximate fair values because of short-term maturity of these instruments.

(b) Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk
- (iv) Cash flow risk

The Board of Directors, together with senior management has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company in order to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

23. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Financial risk management (cont'd)

(i) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's principal financial assets are cash and bank deposits, accounts receivable and related party receivables.

The credit risk on cash and bank deposits is limited as they are held with financial institutions with high credit ratings.

Cash and bank balances:

The credit risk on cash and bank deposits is limited as they are held with financial institutions with high credit rating.

Trade receivables:

The Company uses a provision matrix to measure expected credit losses (ECLs) of trade receivables. The provision matrix is based on its historical observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates, determined by a probability weighted approach.

Loss rates are calculated based on the probability of a receivable progressing through successive stages of delinquency to write-off, current conditions, the economic conditions over the expected lives of the receivables and other macro-economic factors such as foreign currency exchange rates, interest rates and Gross Domestic Products (GDP).

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liability when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

23. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Financial risk management (cont'd):

(ii) Liquidity risk (cont'd)

Management aims at maintaining sufficient cash and the availability of funding through an amount of committed facilities. The management maintains an adequate amount of its financial assets in liquid form to meet contractual obligations and other recurring payments.

	Carrying value \$	Contractual cash flows \$	Within 3-12 months \$	Over 12 months \$
August 31, 2021:				
Current portion of long term loan	4,151,607	4,151,607	4,151,607	-
Trade and other payables	63,174,543	63,174,543	63,174,543	-
Deferred income	8,319,829	8,319,829	8,319,829	-
	75,735,654	75,735,654	75,735,654	-
	Carrying value \$	Contractual cash flows \$	Within 3-12 months \$	Over 12 months \$
August 31, 2020:				
Current portion of long term loan	3,762,612	3,762,612	3,762,612	-
Trade and other payables	22,114,021	22,114,021	22,114,021	-
Deferred income	6,766,861	6,766,861	6,766,861	-
	32,643,494	32,643,494	32,643,494	-

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of markets are to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk:

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Company materially contracts financial liabilities at interest rates for the duration of the term. When utilized, bank overdrafts are subject to fixed interest rates which may be varied by appropriate notice by the lender. At August 31, 2021, there were no financial liabilities subject to variable interest rate risk.

Interest-bearing financial assets comprises of bank deposits, which have been contracted at fixed interest rates for the duration of their terms.

ONE ON ONE EDUCATIONAL SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED AUGUST 31, 2021

23. FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Financial risk management (cont'd):

(iii) Market risk (cont'd)

Fair value sensitivity analysis for fixed rate instruments:

The Company does not hold any fixed rate financial assets that are subject to material changes in fair value through profit or loss. Therefore a change in interest rates at the reporting dates would not affect profit or equity.

Foreign currency risk:

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Foreign currency risk is the risk that the market value of, or the cash flows from, financial instruments will vary because of exchange rate fluctuations. The Company is exposed to foreign currency risk on transactions that it undertakes in foreign currencies. The main foreign currencies giving rise to this risk is the United States dollar.

(iv) Cash flow risk

Cash flow risk is the risk that future cash flows associated with a monetary financial instrument will fluctuate because of changes in market interest rates. The Company manages this risk through budgetary measures, ensuring, as far as possible, that fluctuations in cash flows relating to monetary financial assets and liabilities are matched, to mitigate any significant adverse cash flows.

SECTION 13

Experts' Consent Letters



Rohan Crichton, CPA CA MAAG
senior partner
Leary C. Mullings, CPA CA MBA
senior partner

Chartered Accountants
Certified Public Accountants

The Board of Directors
One on One Educational Services Limited
9th Floor, PanJam Building
60 Knutsford Blvd.
Kingston 5

July 21, 2022

Attention: Mr. Ricardo Allen

Dear Sirs,

**Re: Consent letter for inclusion of 'Auditors' Reports' in Prospectus
for the issue of Ordinary Shares of One on One Educational
Services Limited**

In according with Section 42 of the Companies Act 2004 (Expert's consent to issue of prospectus containing statement by him), CrichtonMullings & Associates hereby consents to:-

1. The inclusion of our 'Auditors' Reports' as set out in Section 13 of this document and as required by Part II of the Third Schedule of the Companies Act 2004; and
2. The subsequent issue of this prospectus containing our 'Auditors' Reports' as referred to in part (1).

We further confirm that this statement of consent has not been withdrawn prior to the issue of this prospectus by One on One Educational Services Limited on or about July 21, 2022 for registration with the Registrar of Companies.

Yours Very Truly

CrichtonMullings & Assoc.
CrichtonMullings & Associates
Chartered Accountants

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3350 SW 148th Avenue
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Atlanta, Georgia
903 Pavilion Court
Suite 1
Atlanta, GA 30253
770-320-7786

SECTION 13

Consultants' Report



CONSULTANTS' REPORT TO:

The Directors of

One on One Educational Services Limited

On the basis of projections prepared and provided by management, we have reviewed, in accordance with the International Standard on Assurance Engagements 3400, The Examination of Prospective Financial Information, said projections, to assess the reasonableness of management's projections for the three -year period September 1, 2022 to August 31, 2025. The directors and management are responsible for the projections, including the assumptions which are presented. Review of historical financial information was outside the scope of this engagement.

The projections have been prepared for the purpose of inclusion in the MD&A in the Prospectus. The projections are prepared using a set of assumptions that include hypothetical assumptions about future events and management's actions. However, even if the events anticipated under the hypothetical assumptions described above occur, the actual results are still likely to be different from the projections since other anticipated events frequently do not occur as expected and the variation may be material.

Based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that these assumptions do not provide a reasonable basis for the projection. Further in our opinion, the projections are properly prepared on the basis of the assumptions.

CrichtonMullings and Associates will have no responsibility to update this report for events and circumstances occurring after the date of this report.

This engagement is not an audit and as such no assurance regarding the assertions will be expressed. Further, the engagement cannot be relied upon to disclose errors in management assumptions or judgement, irregularities or illegal acts, including fraud or defalcations that may exist.

The intended purpose of these projections is for inclusion in the MD&A in the Prospectus, and its distribution and use are limited only to the directors of One On One Educational Services Limited, its Broker and the potential finance providers. Consequently, readers are cautioned that this projection may not be appropriate for purposes other than that described above.

Crichton Mullings & Assoc.
CrichtonMullings & Associates
Chartered Accountants

Kingston, Jamaica
July 21, 2022

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954-662-2250

Atlanta, Georgia
903 Pavilion Court
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770-320-7786

Dividend Policy

The Directors anticipate a payment of an annual dividend of up to 25% of the annual profits after tax, where such profits are available for distribution and subject to the Company's need for reinvestment of some or all its profits from time to time in order to finance its further growth and development.

Material Contracts and Documents

The following is a list of the Company's material (written) contracts as at date of this Prospectus being the last practicable date prior to the publication of this Prospectus, and earlier (as the case may be):

No`	Counterpart	Type of Contract	Effective Date	Original Tenure	Expiry Date
1	Ministry of Education Jamaica	Time and Material	4-Feb-22	Four (4) Months	10-Jun-22 ²¹
2	Caribbean Examination Council	Fixed Price	26-Jul-19	Four (4) Years	25-Jul-23
3	Cable & Wireless International	Fixed Price	1-Jan-21	Five (5) Years	31-Dec-25
4	Flow Foundation	Fixed Price	9-Jun-21	One (1) Year	31-Aug-22
5	Passport Immigration & Citizenship Agency	Fixed Price	22-Jun-21	Three (3) Years	31-Oct-24
6	Pan American Development Fund	Fixed Price	15-Apr-21	One (1) Year	14-Aug-22
7	J.Wray and Nephew Limited	Fixed Price	7-Dec-21	One (1) Year	7-Dec-22
8	JAMPRO Trade and Investment Jamaica	Fixed Price	1-Apr-22	Six (6) Months	30-Sep-22
9	Lasco Financial Services	Fixed Price	1-Mar-22	Three (3) Years	1-Mar-25
10	FHI 360	Fixed Price	2-Feb-22	One (1) Year	2-Feb-23

Debt Arrangements

1	DBJ & Sagicor Loan	Long-Term Loan	29-Mar-19	Seven (7) Years	31-May-26
2	Sagicor Credit Line	Short-Term Loan	1-Mar-22	One (1) Year	1-Mar-23
3	Loan Convertible from the Lenders	Long-Term Loan	25-Sept-20 and 5-Oct-20	Twenty-four (24) Months	25-Sept-22 and 5-Oct-22 respectively

Agreements relating to properties

1	Regus	Coworking Subscription	1-Apr-22	One (1) Year	31-Mar-23
2	Sagicor Property Services	Licence for real estate space	1-Apr-22	One (1) Year	28-Feb-23

²¹ This contract s is in the process of being renewed with same to be executed prior to the end of August 2022.



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SECTION 16

Risk Factors

16.1 Macro Economic Policies

Changes in fiscal and monetary policies introduced by the Government of Jamaica may affect the behaviour of capital markets including the Junior Market. Such changes in policies may create opportunities as well as challenges for the Company. This is a risk that is not faced by the Company alone but also, by any trading business, although the risk could have particular impact on its particular business model.

16.2 Operational Risk

The Company is subject to the risk of loss resulting from disruptions to its business, inadequate or failed internal processes, people and systems, or from external events (such as major internet or communication systems failure). This definition also includes systemic risk (including the risk of accounting errors, failure to procure appropriate insurance coverage, and compliance failures), legal risk and reputation risk. This catch-all category of risks also includes employee errors, computer and manual systems failures and cybersecurity failures.

16.3 New Accounting Rules or Standards

The Company may become subject to new accounting rules or standards that differ from those that are presently applicable. Such new accounting rules or standards could require significant changes in the way the Company currently reports its financial position, operating results or cash flows. Such changes could be applied retrospectively. This is a risk that is not faced by the Company alone but also, by any trading business.

16.4 Admission of the Shares to the Junior Market

After the Closing Date, and assuming that the Company is able to raise at least \$100 million for its own benefit as a result of the Invitation by the Closing Date, the Company will make application to the JSE to admit the Shares to the Junior Market. However, the Company is not able to guarantee the full subscription of the Shares in the

Invitation or the admission of the Shares to the Junior Market.

16.5 Volatility in Price of Shares

Following their proposed admission to trading on the Junior Market, the Shares may experience volatility in their market price which may extend beyond the short term and which may be dependent on the Company's financial performance, as well as on investors' confidence and other factors over which the Company has no control.

16.6 Revocation of Tax Concessions Risk

If the Invitation is successful in raising at least \$100 million in the initial public offering by the Closing Date, and the Company is admitted to the Junior Market, it must remain listed on the JSE trading platforms for a period of fifteen (15) years in order to be eligible for the concessionary tax regime described in Section 18. The instrument governing the concessionary tax regime is the Income Tax Act (Jamaica Stock Exchange Junior Market) (Remittance) Notice dated 13 August 2009, which was made by the Minister of Finance under section 86 of the Income Tax Act (and subsequently renewed). The instrument provides that if the Company is de-listed at any time during the fifteen (15) year period, it will become retrospectively liable to pay corporate income tax at the rate that would otherwise have been applicable to it during the concessionary period.

16.7 Information Technology Resilience

As a Company which relies heavily on technology, the Company must maintain systems that can remain functional at the highest speeds and capabilities on a consistent basis.

16.8 Uninsured Risks

The Company has procured insurance in respect of certain risks facing its business, as described in Section

8.10 of this Prospectus. If the Company suffered loss or damage to its property or facilities or as a result of a claim by a third party and was not able to claim successfully under its policies of insurance for that purpose its finances could suffer and its operations could be disrupted temporarily or permanently. The Company does however have substantial insurance cover that includes various types of business interruption which would allow it to mitigate against losses occasioned by an interruption of business.

16.9 Risks relating to changes in Laws and Regulations

With the continued growth of information technology as a key element in daily life and business there have been changes in legislation, including the newly implemented Data Protection Act, 2020, which now govern the storage, usage and dispensation of personal data. Whilst the Company has always maintained a high level of data protection and security, the evolution of the regulatory and legislative framework surrounding information technology and data protection must be considered in

the Company's implementation of future structures and processes.

16.10 Covid-19 Pandemic

The World Health Organisation, on March 11, 2020, declared that the novel coronavirus (SARS-COV-2), which causes the disease referred to as COVID-19 had reached the status of a global pandemic (the "Pandemic" or the "COVID-19 Pandemic"). Jamaica recorded its first case of the COVID19 virus in the same month. There were several measures put in place by various governments in an attempt to contain the spread of COVID-19 which had significant and negative impact on economies worldwide. Since then, with a reduction in face-to-face interactions and the need to continue education programmes there has been a significant increase in demand for education technology services from individuals, governments, and corporate entities. The Company's response to the Pandemic and its impact on the Company is set out in Section 11, particularly in Section 11.4 of this Prospectus.



SECTION 17

Documents Available for Inspection

Copies of the following documents may be inspected on appointment at the offices **Messrs. MH&CO., Attorneys-at-Law** between the hours of 9:00 a.m. and 4:00 p.m. on Monday to Friday, up to and including the Closing Date (or the extended Closing Date, as the case may be):

1. The amended Articles of Incorporation of the Company.
2. The Company's Certificate of Incorporation.
3. The Auditor's Report and Accountant's Report.
4. The documentation for the insurance arrangements referred to in Section 8.12.
5. The Certificate of Trademark mentioned at Section 18.
6. The consent of the Auditor set out in Section 13.
7. The material contracts referred to in Section 15.

SECTION 18

Statutory and General Information

Statutory Information required to be set out in this Prospectus by section 41 and the Third Schedule to the Companies Act and other general information follow.

1. The Company was incorporated on August 29th, 2013, and its registered office is 9th Floor PanJam Building, 60 Knutsford Boulevard, Kingston 5, Saint Andrew.
2. The Company has no founders or deferred shares.
3. The Articles of Incorporation fix no shareholding qualification for the Directors (Article 98) and none has been otherwise fixed by the Company in general meeting.
4. The Articles of Incorporation contain the following provisions with respect to the remuneration of the Directors:

Remuneration of Directors

96. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
97. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
99. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer, of or from his interest in, such other company unless

the Company otherwise direct.

100. Subject to the Act, a Director of the Company may be or become a director or other officer of, or otherwise interested in, anybody corporate promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other body corporate unless the Company otherwise directs. The Directors may exercise the voting power conferred by the shares in any such other body corporate held or owned by the Company or exercisable by them as directors of such other body corporate, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such body corporate), and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be or about to be, appointed a director or other officer of such body corporate, and as such is or may become interested in the exercise of such voting rights in the manner aforesaid.

Directors May Contract with the Company

107. (1) A Director or officer of the Company who is, in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company in the circumstances described in section 193 (1) of the Act shall disclose the nature and extent of his interest in accordance with the provisions of section 193 of the Act and a record shall be kept of such interest at the registered office of the Company.
- (2) Such a contract or proposed contract mentioned above must be subject to the Board's approval in accordance with section 193 (2) of the Act and the Director concerned shall not be present during any proceeding of the Board in connection with the approval but neither of these prohibitions shall apply to:-

- a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- c) any contract by a Director to subscribe for or underwrite shares or debentures of the Company; or
- d) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of shares or other securities;
- e) any act or thing done under Article 108,

and these prohibitions may at any time be suspended or released to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

- (3) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

Payment of Pensions, Etc. to Directors

111. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity pension or emolument to any person who is or has been employed by or in the service of the Company, or any subsidiary of the Company, or of its holding company or to any person who is, or has been, a Director or other officer of the Company or any such subsidiary, or a subsidiary of its holding company and the widow, family or dependents of any such person. The Directors may also make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or emolument. Provided that any Director shall be entitled to retain any benefit received by him hereunder, subject only, where the Act requires, to proper disclosure to the members and the approval of the Company in General Meeting.

5. The names of the Directors appear in Section 10.2 of this Prospectus. The residential addresses of the respective directors are as follows:

Director	Residential Address
Ricardo Allen	22 Hope Boulevard, Kingston 6, Saint Andrew
John Bailey	5 Kinsale Avenue, Kingston 6, Saint Andrew
Michael Bernard	14A Blythwood Drive, Kingston 6, Saint Andrew
Karen Vaz	19 Upper Markway, Kingston 8, Saint Andrew
Tyrone Wilson	61 Paddington Terrace, Kingston 6, Saint Andrew
Mischa Mc-Leod-Hines	9 Whiteford Drive, Kingston 6, Saint Andrew
Dr. Carol Granston	10 Clieveden Avenue, Kingston 6, Saint Andrew

SECTION 18

6. The minimum amount required to be raised out of the proceeds of the Invitation to provide for the matters set out in paragraph 2 of Part 1 of the Third Schedule to the Companies Act (the "minimum subscription") is at least \$100 million with respect to the Shares in the Invitation.
7. The Invitation will open for subscription at 9:00 a.m. on the Opening Date and will close at 4:30 pm on the Closing Date, subject to the Company's right to close the application list at any time after 9:00 a.m. on the Opening Date if Applications have been received for an amount in excess of the Shares offered under this Prospectus, or to extend the Closing Date for any reason whatsoever.
8. Applicants (including Reserved Share Applicants) will be required to pay in full the Subscription Price of \$1.00 per Share save for the Lenders who shall participate at the Conversion Price (being \$0.80). No further sum will be payable on allotment, save for any fees payable to the JCSD and any fees charged by your broker(s).
9. No previous offer of Shares has been made to the public.
10. Save for the entitlement of the Reserved Shares Applicants, no person has, or is entitled to be given, any option to subscribe for and or/purchase shares in, or debentures of, the Company.

11. As at the date of this Prospectus the aggregate principal amount of indebtedness of the Company is approximately \$172,152,502 which includes:

	Principal \$	Interest \$	Total \$
PanJam Investment Limited (Convertible Note)	50,000,000	3,582,338.60	53,582,338.60
Sagicor Life Jamaica Limited as Managing Agent for Sagicor Sigma Global Funds (Convertible Note)	25,000,000	7,164,677.20	32,164,677.20
Sagicor Bank Jamaica Limited Loan	41,405,486.20		41,405,486.20
Sagicor Bank Jamaica Limited- Credit line (short Term)	30,000,000		30,000,000
PanJam Investment Limited- Short Term Loan	15,000,000		15,000,000
			172,152,502

12. The Company owns no real property. There is no amount for goodwill, patent, or trademarks shown in the financial statements of the Company and there is no contract for sale and purchase which would involve any goodwill, patent or trademark.
13. As at the date of this Prospectus, the Company holds no investments.
14. No amount is currently recommended for distribution by way of dividend. The Company's dividend history, and its dividend policy following admission to the Junior Market, is described in Section 14.
15. Within the two (2) preceding years, no commissions have been paid, nor will any be payable to anyone for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any Shares or debentures of the Company.
- 16.. The Company expects to pay the expenses of the Invitation out of the proceeds of its fundraising and the Company estimates that the expenses in the Invitation will not exceed approximately \$30 million, inclusive of General Consumption Tax, which includes fees for the following services:
 - a) Arranger and brokerage fees;
 - b) Legal fees;
 - c) Auditor's and Accounting fees;
 - d) Statutory fees including initial listing fees;
 - e) Marketing expenses; and
 - f) Registrar and Transfer Agent fees.
17. The issue is not underwritten.
18. The material contracts of the Company are set out in Section 15.
19. The name and address of the auditors to the Company are CrichtonMullings & Associates, Chartered Accountants, Unit 27B, 80 LMR, 80 Lady Musgrave Road, Kingston 10, Saint Andrew.
20. CrichtonMullings & Associates, Chartered Accountants have given and have not withdrawn

their consent to the issue of this Prospectus with the inclusion of the Auditor's Report and historical financial information and their name in the form and context in which it is included.

21. The Company was incorporated on August 29th, 2013 and has carried on business since that date. The Company has executed agreements and has exchanged consideration to acquire Total Services Jamaica Limited, a limited liability company duly incorporated under the laws of Jamaica which will become a subsidiary of the Company in short order. Total Services Jamaica Limited provides education technology services to the Company.
22. Within the last two (2) years preceding the date of this Prospectus, no amount or benefit has been paid or given or is intended to be paid or given to any promoter, save for Sagicor Investments Jamaica Limited, for arrangement, financial advisory and brokerage services associated with the Invitation and listing on the JSE or any other agents or brokers appointed by the Company.

Litigation

23. As at the date of this Prospectus, the Company is not involved in any litigation, arbitration or similar proceedings pending and/or threatened against the Company.

Applicable Regulatory Regime

24. The current business of the Company does not require it to be regulated as a bank, financial institution or as an insurer. However, the Company will be regulated by the Securities Act and the JSE Rules after listing on the Junior Market of the JSE.

Dividends

25. Save for the dividends recently declared and paid as detailed in Section 11, the Company has not declared and paid dividends over the past five (5) financial years.

SECTION 18

Taxation

26. Companies that successfully apply for admission to the Junior Market of the JSE will benefit from a concessionary tax regime, details of which are set out below:

- On August 13th, 2009, the Minister of Finance issued the Income Tax Act (Jamaica Stock Exchange Junior Market) (Remission) Notice 2009 under section 86 of the Income Tax Act. The Remission Notice provides that Jamaican Junior Market companies are not liable to pay corporate income tax in the first five (5) years after listing (e.g. they will benefit from a full income tax exemption). The Remission Notice also provides that in years six (6) to ten (10) of listing, Jamaican Junior Market companies are liable to pay corporate income tax at half of the normal rate (e.g. they will benefit from a 50% income tax exemption). The tax concessions require Jamaican Junior Market companies to maintain their listing on the JSE (on either or both of the Main or Junior Markets) for a period of fifteen (15) years. If such a Company is de-listed at any time during the fifteen (15) year period, it will become retrospectively liable to pay corporate income tax at the rate that would otherwise have been applicable to it during the concessionary period.
- Section 17(1)(d) of the Transfer Tax Act provides that transfers of shares made in the ordinary course of business on the JSE will not attract transfer tax.
- The Schedule to the Stamp Duty Act provides that transfers of shares in the ordinary course of business on the JSE will not attract Stamp Duty.
- Section 12(v) of the Income Tax Act provides that profits or gains from transactions in shares carried out on the JSE that accrue to an individual that does not hold himself out as a dealer are exempt from income tax, where such profits or gains do not exceed one half of that person's statutory income from all other sources for the year of assessment, or (where the person so elects) those profits or gains which, taken with profits or gains (or losses) on such transactions by him/her in the two (2) immediately preceding years of assessment, do not exceed one half of that persons statutory income from all other sources for the year of assessment and those two (2) preceding years.
- Section 34(1) paragraph 6 of the Income Tax Act provides that payments of interest or other payments made to holders of shares out of the assets of a company that is quoted on a recognized stock exchange, including the JSE, are exempt from income tax.
- Prospective investors should seek advice on the taxation of Junior Market companies and their prospective investment in the Company from a professional adviser and should not rely on the summary set out above.

SECTION 19

Application Procedures and Terms & Conditions of Initial Public Offer

1. All Applicants must submit an Application Form to Sagicor Investments as provided at Appendix 1 to this Prospectus. Reserved Share Applicants shall apply by indicating which pool of Reserved Shares is applicable.
2. All Applicants will be deemed to have accepted the terms and conditions of the Invitation and any other terms and conditions set out in this Prospectus, including any terms and conditions set out in this Section 19 and Appendix 1. Your Application will be deemed incomplete if the applicable supporting documents are not included. Supporting Documents
 - a. Copy of valid identification (Driver's Licence, Passport or National ID) for all individual Applicants
 - b. Copy Tax Registration Number card for all Applicants resident in Jamaica (NB: if the document tendered at Item 1 is the Jamaican driver's licence, this will not be required).
 - c. Payment or proof of payment using an Approved Payment Method (where applicable)
3. Each Applicant acknowledges and agrees that:
 - a) he/she has been afforded a meaningful opportunity to review the Prospectus (including the terms and conditions set out in this Section 19), and to gather and review all additional information considered by him/her to be necessary to verify the accuracy of the information contained in this Prospectus; and
 - b) no person connected with the Company has made any representation concerning the Company or this Prospectus not contained in this Prospectus, on which the Applicant has relied in submitting his/her Application Form.
4. Application Forms from the Non-Reserved Share Pool, Key Strategic Partners Reserve Share Pool, Teachers and Trainers Reserve Share Pool, Convertible Loan Reserve Share Pool, Sagicor Reserve Share Pool and Employees Reserve Share Pool must request a minimum of 1000 Shares and Applications above this amount shall be made in multiples of 100. Application Forms from Applicants in other denominations will not be processed or accepted.
5. All Application Forms must be submitted together with payment for the Shares in the form of either:
 - a) a manager's cheque made payable to "Sagicor Investments Jamaica Limited"; or
 - b) authorization from the Applicant on the Application Form, instructing Sagicor Investments to make payment from cleared funds held with Sagicor Investments in an investment account in the Applicant's name; or
 - c) transfer or direct deposit to Sagicor Investments (details set out in the Application form attached herein).
6. The Shares in the Invitation are priced at the Subscription Price of \$1.00 per Share save for the Convertible Loan Reserve Pool Shares which are priced at the Conversion Price of \$0.80.

7. Application Forms submitted to Sagicor Investments in advance of the Opening Date (early applications) will be received but not processed until the Opening Date. All advance applications will be treated as having been received at 9:00 a.m. on the Opening Date: August 12th, 2022 and shall be allotted pro rata. All Application Forms received from 9:00 a.m. onwards on the Opening Date will be time stamped for processing in the order in which they were received. That is, the Application Forms will be processed on a first come, first served basis. Application Forms that meet the requirements set out in this Section 19 will be processed.

For the purposes of paragraph 7. above the Directors, in their sole discretion, may:

- a) accept or reject any Application Form in whole or part without giving reasons, and neither the Company nor the Directors shall be liable to any Applicant or any other person for doing so; and
- b) treat multiple Applications by any person (whether in individual or joint names) as a single Application, or accept or reject multiple applications in its sole discretion.

8. For the purposes of paragraph 7. above the Directors, in their sole discretion, may:

- a) accept or reject any Application Form in whole or part without giving reasons, and neither the Company nor the Directors shall be liable to any Applicant or any other person for doing so; and
- b) treat multiple Applications by any person (whether in individual or joint names) as a single Application, or accept or reject multiple applications in its sole discretion.

LEAD BROKER

Sagicor Investments - Head Office

85 Hope Road, Kingston 6

9. Neither the submission of an Application Form by an Applicant nor its receipt by the Company will result in a binding contract between the Applicant and the Company. Only the allotment of Shares by the Registrar on behalf of the Company to an Applicant (whether such Shares represent all or part of those specified by the Applicant in his/her Application Form) will result in a binding contract under which the Applicant will be deemed to have agreed to subscribe for and or/purchase the number of allotted Shares at the Subscription Price or Conversion Price, as appropriate, subject to the Articles Incorporation and these terms and conditions set out in Section 19.
10. If the Invitation is successful in raising at least \$100 million for the benefit of the Company with respect to the Shares, respectively, in the Invitation, and the Shares are admitted to trade on the Junior Market, successful Applicants will be allotted Shares for credit to their account at the Registrar specified in their Application Forms. Applicants may refer to the informational notice that will be posted on the website of the JSE (www.jamstockex.com) after the Closing Date. Applicants who wish to receive share certificates must make a specific request to the Registrar.
11. With respect to refunds that are less than the RTGS threshold of \$1 million, the Company will endeavour to return cheques for the amounts refundable to Applicants whose applications are not accepted, or whose application are only accepted in part, to Sagicor Investments within ten (10) days after the Closing Date (or the extended Closing Date, as the case may be). Each refund cheque will be sent to Sagicor Investments for collection by the Applicant (or the first-named joint Applicant) stated in the Application Form. Any other persons purporting to collect a cheque on behalf of the Applicant must be authorised in writing by the Applicant(s) to do so. All refunds of a quantum greater than the RTGS threshold of \$1 million, will be refunded via RTGS to the account of origin.
12. Applicants must be at least eighteen (18) years old. However, Applicants who have not yet attained the age of eighteen (18) years, may apply jointly with Applicants who are at least eighteen (18) years of age.

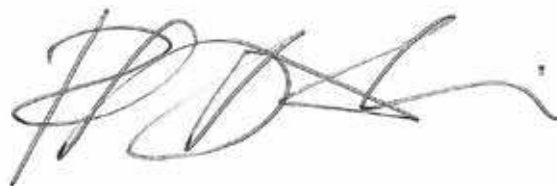
Branch	Location
Sagicor Investments - Dominica Drive	17 Dominica Drive, Kingston 5
Sagicor Investments - Montego Bay	Shop B8, 21B Fairview Shopping Centre, Bogue
Estates, Montego Bay, St. James	
Sagicor Investments - Duke and Tower Street	17a Duke Street, Kingston
Sagicor Investments - Half-Way Tree	6C Constant Spring Rd, Kingston 10
Sagicor Investments - Liguanea	106 Hope Road, Kingston 6
Sagicor Investments - Tropical Plaza	Shop #25, 12 ½ - 14 Constant Spring Rd, Kingston 10
Sagicor Investments – Portmore	Portmore Pines Plaza, Shop #34, Portmore, St. Catherine
Sagicor Investments - Savanna-La-Mar	Great George St., Savanna-La-Mar, Westmoreland
Sagicor Investments – Ocho Rios	Unit 5&6 Eight Rivers Town Centre, Buckfield, Ocho Rio, St. Ann
Sagicor Investments - Mandeville	5-7 Ward Ave., Mandeville, Manchester
Sagicor Investments - May Pen	6B Manchester Ave., May Pen, Clarendon
Sagicor Investments - Black River	Corner High and School Streets, Black River, St. Elizabeth

SECTION 20

Directors' Signatures



Michael Bernard



Ricardo Allen



John Bailey



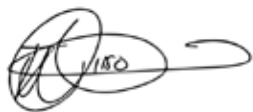
Karen Vaz



Carol Granston-Corcho



Mischa McLeod-Hines



Tyrone Wilson

APPENDIX 1 APPLICATION FORM

HOW TO SIGN UP FOR EINVEST

1. On your device, go to <https://einvest.sagikorjamaica.com/> or visit www.sagikor.com/en-JM/Personal-Solution/Investment/eInvest and select "Sign Up Today"
2. On the eInvest homepage, select "Sign Up" tab found at the top right of the screen.
3. Enter your personal details and password
4. Check the first box if you are 18 years or older; Check the second box if you have read and agreed to the Terms of Service.
5. Select "Sign Up".
6. A verification request email will be sent to you. Check your email for the request and select "Verify Email". You will then be redirected to the login screen. Re-enter your personal details and password to log in.

HOW TO APPLY FOR AN OFFER ON EINVEST

Step 1: Primary Holders

1. On your device, visit <https://einvest.sagikorjamaica.com/> and select the "Login" tab from the top right of the screen.
2. Enter your personal details and password to log in.
3. From the list of available open offers, select the class of One-on-One ORDINARY SHARES that you wish to apply for.
4. Review the information regarding the offer.
5. Select "Apply Now" beside the relevant Share Pool for which you intend to apply.

Before you continue, be sure to have the following on hand:

- Your JCSD Account Number
- Your Payment Information
- Valid Photo ID (Driver's License, Passport or National ID)
- The Sagicor Mobile App. (Download **Sagicor eInvest Signature** for Android from the Google Play Store or for IOS from the Apple App Store)

Sagicor eInvest Signature is a mobile app that allows applicants to sign application forms from their device.

6. Select whether the application is being made on behalf of an "Individual" or a "Corporation."

Step 2: Joint Holders

1. Enter the relevant personal or corporate information and select "Continue".
2. If there is a joint holder on the account, select "Yes" and complete the joint holder's information as it appears on the JCSD account. If there is more than one joint holder click "Add Joint Holder" and enter the required information.
Click "Continue" when all joint holder(s) information is entered.
3. If there is no joint holder, select "No".

Step 3: Payment & Refunds

1. Declare your Source of Funds
2. Select your payment method ("Debit Card", "Manager's Cheque" or "Real Time Gross Settlement") and enter the required information.
3. Kindly make JMD payments to Sagicor Investments using the instructions below:

Beneficiary Bank:	Sagicor Bank Jamaica Limited 17 Dominica Drive, Kingston 5
BIC Code:	SAJAJMKN
Beneficiary:	Sagicor Investments Jamaica Limited, 85 Hope Road, Kingston 6
Account Number:	5503131813
Payment Reference:	[Client Name] – One-on-One ORDINARY SHARES

Step 4: Signature & Verification

1. Select "Electronic (Mobile App)" to sign the application using the Sagicor eInvest Signature app, or select "Print, Sign and Upload" to download, print and sign your application form.
2. Note that all joint holders with the exception of minors are required to sign the application.
3. Select "Continue" after uploading your signature, or your signed application.

Step 5: Review

1. Review and verify that all information entered is accurate. If there are any changes to be made, select "Edit" on the relevant section.
2. Upon completion of your review, click "Submit" to submit your application for approval.



I AM ONE!



**Will you
be One ?**