



VILLA TRITONIA

PROJECT PROCESSING AND PROCEDURE FLOWCHARTS

Project processing and procedure flowcharts in obtaining:

1. International venture capital funding
2. Institutional funding
3. Viable business and project opportunities
4. Industry specific corporate advisory services

PROJECT PROCESSING AND PROCEDURE FLOWCHARTS

The objective of these flowcharts are to illustrate the various processes an application for the negotiation and facilitation of corporate resources (for example to obtain: international venture capital funding, industry specific corporate advisory services as well as viable business and project opportunities) will undergo from submission until finalization. The applicable processing flowcharts are only general and broad in nature and may therefore require additional stages or processes, which will be determined by the merits and requirements of each individual project.

Villa Tritonia reserves the right to make any changes or amendments to the processes, procedures and commission structures contained in the attached flowcharts and Pricing Matrix, at any time without giving notice thereof. Clients shall be bound by any such changes or amendments.

Before project leaders decide to make use of Villa Tritonia's negotiation and facilitation services, they should familiarize themselves with the following documents that are available on the "Download Documents" section of the website:

- The "Project FAQs Document"
- The "Project Processing and Procedure Flowcharts"
- The "Executive Project Summary"
- The "Executive Project Summary, Institutional Funding"

1. INTERNATIONAL VENTURE CAPITAL FUNDING

The procedure to obtain international venture capital funding is:

Step 1 – The Executive Project Summary

- The project leader must submit an “Executive Project Summary”, detailing his funding requirements. (A template of the “Executive Project Summary” is available on the “Downloads Documents” section of the website.)
- The “Executive Project Summary” can be sent by registered post or e-mailed to the office of a Villa Tritonia regional agency. (No faxes will be accepted.)
- Every request is judged according to its merits, depending on the information provided.
- Within 5 working days the project leader will be notified, in writing, if the project complies with the minimum funding criteria of Villa Tritonia.
- If Villa Tritonia is not in a position or not prepared to negotiate and facilitate the applicable funding required by the project leader, the project leader will be notified, in writing, and the process will end.

Step 2 - The Specialized Financial and Project Development Procurement Contract

- If Villa Tritonia is in a position or prepared to negotiate and facilitate the applicable funding required by the project leader, the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document will be prepared. The project leader will be provided with:
 - A Cover Letter.
 - The “Project Processing and Procedure Flowcharts” document (Annexure C) that illustrates the various administrative, negotiation and facilitation processes an application for the negotiation and facilitation of corporate resources will undergo from submission until finalization.
 - The prepared “Specialized Financial and Project Development Procurement Contract” (A mandate to act on behalf of the project leader).
 - The “Annexure A” document.
 - An invoice for the preparation and drafting of the “Specialized Financial and Project Development Procurement Contract”.
- If the terms and conditions are unacceptable to the project leader, the project leader will notify Villa Tritonia, in writing, and the process will end.
- If the terms and conditions are acceptable to the project leader, the project leader signs the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document, in duplicate, with Villa Tritonia or its nominee, duly authorizing Villa Tritonia or its nominee by Power of Attorney, to negotiate and facilitate venture capital funding and/or other related corporate resources on behalf of the project leader, subject to the terms and conditions stipulated in the aforementioned contract. The project leader will submit:
 - The two signed “Specialized Financial and Project Development Procurement Contracts” as well as two signed “Annexure A” documents.
 - A detailed and comprehensive Business Plan of the project to Villa Tritonia on two 1GB “USB Memory Sticks” as well as one hard copy.
 - An “Annexure B” document as requested in paragraph 2 of the “Specialized Financial and Project Development Procurement Contract”.
 - One signed “Project Processing and Procedure Flowcharts” (Annexure C) document.
 - A proof of payment document for the attached invoice.

- These documents must be sent by registered post or over night post to the postal address of Villa Tritonia.
- The project leader will be provided with one signed copy of the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document.

OPTIONAL

Step 3 – The Business Plan Development Program

- It is of utmost importance to note that every care should be taken to ensure that the Business Plan should comply with strict international standards as well as those standards preferred by financiers to avoid the situation where a project is dismissed purely on grounds of ill prepared documentation. As this situation arises very frequently, it is indeed unfortunate because the dismissal of such projects have no relation to the viability of the project whatsoever. The project leader can either:
 - Opt to compile the applicable Business Plan through independent specialists and submit same, or
 - Utilize Villa Tritonia’s associated corporate advisory team for the applicable ‘Business Plan Development Program’ agreed upon in the “Specialized Financial and Project Development Procurement Contract”.
- If the project leader opt to utilize Villa Tritonia’s associated corporate advisory team for the ‘Business Plan Development Program’, the project leader will then submit a Pro-Forma Business Plan of the project on two 1GB “USB Memory Sticks” as well as one hard copy to Villa Tritonia, as discussed in step 2 of this flowchart.
- If the negotiation and facilitation of a mutually acceptable agreement between the project leader and Villa Tritonia’s associated corporate advisory team is successful, the project leader will be required to pay a facilitation fee of \$2 500 (two thousand five hundred US Dollar) on the date of signing the “Specialized Financial and Project Development Procurement Contract”. The aforementioned fee does not form part of Villa Tritonia’s associated corporate advisory team’s fees.
- Villa Tritonia’s corporate advisory team will then commence to develop and prepare a business plan that complies with international standards as well as those required and preferred by financiers, before Villa Tritonia commences with Step 4.
- Villa Tritonia’s associated corporate advisory team will take up a 5% equity stake in the applicable business or project opportunity as remuneration for the abovementioned professional services rendered, on signing of the ‘Finance Agreement’. (See: Step 7)

Step 4 – The Project Database

- The project leader’s project and applicable Business Plan will be registered on Villa Tritonia’s Financing Database, which is available for evaluation, investment or financing consideration.
- If the financiers are not interested in the project, Villa Tritonia will notify the project leader, in writing, and the process will end.
- If there is interest shown in the project, Villa Tritonia will notify the project leader accordingly.

Step 5 – The Presentation

- At this stage the financier may require more information from the project leader pertaining to the project or alternatively expect a presentation from the project leader, or his negotiation team. (It is important to note that in such an event the project leader will be responsible for all international travel and accommodation expenses incurred by his negotiation team. The project

leader must expect that he or his negotiation team will be required to meet with the financier or its nominee in either Europe or the USA at least once during the negotiation process.)

- If the project leader does not approve and commit to the possible travel and accommodation expenses, the project leader will notify Villa Tritonia, in writing, and the process will end.
- If the project leader does approve and commit to the possible travel and accommodation expenses, he or his negotiation team will enter into detailed negotiations with the financier or its nominee in order to obtain a decision in principle.
- The financier will inform the project leader, in writing, of the terms and conditions applicable to its decision by presenting the project leader with a “Commitment Letter”, which will clearly state the conditions and criteria of the said project financing. (The project leader will receive the “Commitment Letter” within 21 working days from submitting all documents mentioned in Step 2 of this flowchart or within 21 working days from submission of the prepared Business Plan, compiled by Villa Tritonia’s associated corporate advisory team.)
- The project leader will have 14 days to negotiate or accept the financier’s terms or conditions set out in the ‘Commitment Letter’.
- If the financier’s terms and conditions are not acceptable to the project leader, the project leader will notify Villa Tritonia, in writing, and the process will end.
- If the financier’s terms and conditions are accepted to the project leader, the financier or its nominees will start with the Due Diligence process.

Step 6 – The Due Diligence Process

- The project leader will be provided with the applicable documents, which will require from the project leader all such information and documentation needed by the financier to conduct a thorough and comprehensive due diligence investigation on the project, its management team, products and services, processes and procedures or any other information the financier may need in its decision making process.
- The financier’s associated corporate advisory team will conduct a thorough and comprehensive due diligence investigation and provide Villa Tritonia with its findings.
- If the financier is not satisfied with the results after the comprehensive due diligence investigation, the project leader will be notified, in writing, and the process will end.
- If the financier is satisfied with the results, the financier will inform the project leader, in writing, of its final decision as well as the terms and conditions applicable to the financing of the project.
- If the financier’s terms and conditions are not acceptable to the project leader, the project leader will notify Villa Tritonia, in writing, and the process will end.

Step 7 – The Financing Agreement

- If the financier’s terms and conditions are acceptable to the project leader, the project leader or its duly mandated nominee(s) will be required to travel to either Europe or the USA to sign the “Financing Agreement” with the financier or its nominee.

Step 8 – Remuneration

- Each transaction facilitated involves various professional services disciplines and procedures. The complexity and nature of the professional services required will determine the pricing matrix, which in any circumstance will never exceeds 5% (five percent) of the total transaction value.

2. INSTITUTIONAL FUNDING

The procedure to obtain institutional funding is:

Step 1 – The Executive Project Summary, Institutional Funding

- The project leader must submit an “Executive Project Summary, Institutional Funding”, detailing his funding requirements. (A template of the “Executive Project Summary, Institutional Funding” is available on the “Downloads Documents” section of the website.)
- The “Executive Project Summary, Institutional Funding” can be sent by registered post or e-mailed to the office of a Villa Tritonia regional agency. (No faxes will be accepted.)
- Every request is judged according to its merits, depending on the information provided.
- Within 5 working days the project leader will be notified, in writing, if the project complies with the minimum funding criteria of Villa Tritonia.
- If Villa Tritonia is not in a position or not prepared to negotiate and facilitate the applicable funding required by the project leader, the project leader will be notified, in writing, and the process will end.

Step 2 - The Specialized Financial and Project Development Procurement Contract

- If Villa Tritonia is in a position or prepared to negotiate and facilitate the applicable funding required by the project leader, the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document will be prepared. The project leader will be provide with:
 - A Cover Letter.
 - The “Project Processing and Procedure Flowcharts” document (Annexure C) that illustrates the various administrative, negotiation and facilitation processes an application for the negotiation and facilitation of corporate resources will undergo from submission until finalization.
 - The prepared “Specialized Financial and Project Development Procurement Contract” (A mandate to act on behalf of the project leader).
 - The “Annexure A” document.
 - An invoice for the preparation and drafting of the “Specialized Financial and Project Development Procurement Contract”.
 - An invoice for the facilitation and negotiation of the ‘Business Plan Development Program’ for institutional funding.
- If the terms and conditions are unacceptable to the project leader, the project leader will notify Villa Tritonia, in writing, and the process will end.
- If the terms and conditions are acceptable to the project leader, the project leader signs the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document, in duplicate, with Villa Tritonia or its nominee, duly authorizing Villa Tritonia or its nominee by Power of Attorney, to negotiate and facilitate venture capital funding and/or other related corporate resources on behalf of the project leader, subject to the terms and conditions stipulated in the aforementioned contract. The project leader will submit:
 - The two signed “Specialized Financial and Project Development Procurement Contracts” as well as two signed “Annexure A” documents.
 - A Company Profile as well as a detailed and comprehensive CV of each of the at least six Managers to Villa Tritonia on two 1GB “USB Memory Sticks” as well as one hard copy of each document.
 - An “Annexure B” document as requested in paragraph 2 of the “Specialized Financial and Project Development Procurement Contract”.
 - One signed “Project Processing and Procedure Flowcharts” (Annexure C) document.
 - A proof of payment document for both invoices provided.

- These documents must be sent by registered post or over night post to the postal address of Villa Tritonia.
- The project leader will be provided with one signed copy of the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document.

Step 3 – The Business Plan Development Program

- It is of utmost importance to note that every care should be taken to ensure that the Business Plan should comply with strict international standards as well as those standards preferred by financiers to avoid the situation where a project is dismissed purely on grounds of ill prepared documentation. As this situation arises very frequently, it is indeed unfortunate because the dismissal of such projects have no relation to the viability of the project whatsoever.
- Villa Tritonia will utilize its associated corporate advisory team for the applicable ‘Business Plan Development Program’ agreed upon in the “Specialized Financial and Project Development Procurement Contract”.
- If the negotiation and facilitation of a mutually acceptable agreement between the project leader and Villa Tritonia’s associated corporate advisory team is successful, the project leader will be required to pay a facilitation fee of \$2 500 (two thousand five hundred US Dollar) on the date of signing the “Specialized Financial and Project Development Procurement Contract”. The aforementioned fee does not form part of Villa Tritonia’s associated corporate advisory team’s fees.
- Villa Tritonia’s associated corporate advisory team will then commence to develop and prepare a business plan that complies with international standards as well as those required and preferred by financiers, before Villa Tritonia commences with Step 4.
- Villa Tritonia’s associated corporate advisory team will take up a 5% equity stake in the applicable business or project opportunity as remuneration for the abovementioned professional services rendered, on signing of the ‘Finance Agreement’. (See: Step 7)

Step 4 – The Project Database

- The project leader’s project and applicable Business Plan will be registered on Villa Tritonia’s Financing Database, which is available for evaluation, investment or financing consideration.
- If the financiers are not interested in the project, Villa Tritonia will notify the project leader, in writing, and the process will end.
- If there is interest shown in the project, Villa Tritonia will notify the project leader accordingly.

Step 5 – The Presentation

- At this stage the financier may require more information from the project leader pertaining to the project or alternatively expect a presentation from the project leader, or his negotiation team. (It is important to note that in such an event the project leader will be responsible for all international travel and accommodation expenses incurred by his negotiation team. The project leader must expect that he or his negotiation team will be required to meet with the financier or its nominee in either Europe or the USA at least once during the negotiation process.)
- If the project leader does not approve and commit to the possible travel and accommodation expenses, the project leader will notify Villa Tritonia, in writing, and the process will end.
- If the project leader does approve and commit to the possible travel and accommodation expenses, he or his negotiation team will enter into detailed negotiations with the financier or its nominee in order to obtain a decision in principle.
- The financier will inform the project leader, in writing, of the terms and conditions applicable to its decision by presenting the project leader with a “Commitment Letter”, which will clearly state the conditions and criteria of the said project financing. (The project leader will receive the “Commitment Letter” within 21 working days from submitting all documents mentioned in Step 2 of this flowchart or within 21 working days from submission of the prepared Business Plan, compiled by Villa Tritonia’s associated corporate advisory team.)

- The project leader will have 14 days to negotiate or accept the financier's terms or conditions set out in the 'Commitment Letter'.
- If the financier's terms and conditions are not acceptable to the project leader, the project leader will notify Villa Tritonia, in writing, and the process will end.
- If the financier's terms and conditions are accepted to the project leader, the financier or its nominees will start with the Due Diligence process.

Step 6 – The Due Diligence Process

- The project leader will be provided with the applicable documents, which will require from the project leader all such information and documentation needed by the financier to conduct a thorough and comprehensive due diligence investigation on the project, its management team, products and services, processes and procedures or any other information the financier may need in its decision making process.
- The financier's associated corporate advisory team will conduct a thorough and comprehensive due diligence investigation and provide the financier with its findings.
- If the financier is not satisfied with the results after the comprehensive due diligence investigation, the project leader will be notified, in writing, and the process will end.
- If the financier is satisfied with the results, the financier will inform the project leader, in writing, of its final decision as well as the terms and conditions applicable to the financing of the project.
- If the financier's terms and conditions are not acceptable to the project leader, the project leader will notify Villa Tritonia, in writing, and the process will end.

Step 7 – The Financing Agreement

- If the financier's terms and conditions are acceptable to the project leader, the project leader or its duly mandated nominee(s) will be required to travel to either Europe or the USA to sign the "Financing Agreement" with the financier or its nominee.

Step 8 – Remuneration

- Each transaction facilitated involves various professional services disciplines and procedures. The complexity and nature of the professional services required will determine the pricing matrix, which in any circumstance will never exceeds 5% (five percent) of the total transaction value.

3. VIABLE BUSINESS AND PROJECT OPPORTUNITIES

The procedure to obtain viable business and project opportunities are:

Step 1 – The Request

- The project leader must formulate the request, in writing, detailing his business or project opportunity requirements.
- The request must be in English.
- The request must be sent by registered post or e-mailed to the office of a Villa Tritonia regional agency. (No faxes will be accepted.)
- Every request is judged according to its merits, depending on the information provided.
- Within 5 working days the project leader will be notified, in writing, if Villa Tritonia is in a position or prepared to negotiate and facilitate the business or project opportunity required.
- If Villa Tritonia is not in a position or not prepared to negotiate and facilitate the business or project opportunity required, the applicant will be notified, in writing, and the process will end.

Step 2 – The Project Processing and Procedure Flowcharts

If Villa Tritonia is in a position or prepared to negotiate and facilitate the business or project opportunity required, the applicant will be provided with the “Project Processing and Procedure Flowcharts” document that illustrates the various administrative, negotiation and facilitation processes an application will undergo from submission until finalization.

Step 3 – The negotiation and facilitation process

- Villa Tritonia will search through its Project Database for available business or project opportunities in accordance with the applicant’s requirements.
- Villa Tritonia will then negotiate and facilitate such business or project opportunity on behalf of the applicant.
- If and when successful, Villa Tritonia will inform the applicant, in writing, with the applicable terms and conditions.
- If the business or project opportunity is unacceptable to the applicant, the applicant will notify Villa Tritonia, in writing, and the process will end.

Step 4 – The Contract

- If the business or project opportunity is acceptable to the applicant, the applicable contract will be prepared. The applicant will be provided with:
 - A Cover Letter.
 - The prepared contract.
 - An invoice for the preparation and drafting of the contract.
- The applicant signs the applicable contract relating to the business or project opportunity. This contract will be signed in duplicate. The applicant will submit:
 - The two signed contracts.
 - A proof of payment document for the attached invoice.
- These documents must be sent by registered post or over night post to the postal address of Villa Tritonia.
- The project leader will be provided with one signed copy of the contract.

Step 5 – Remuneration

Each transaction facilitated involves various professional services disciplines and procedures. The complexity and nature of the professional services required will determine the pricing matrix, which in any circumstance will never exceeds 5% (five percent) of the total transaction value.

4. INDUSTRY SPECIFIC CORPORATE ADVISORY SERVICES

The procedure to obtain industry specific corporate advisory services is:

Step 1 – The Request

- The project leader must formulate the request, in writing, detailing his industry specific corporate advisory services requirements.
- The request must be in English.
- The request must be sent by registered post or e-mailed to the office of a Villa Tritonia regional agency. (No faxes will be accepted.)
- Every request is judged according to its merits, depending on the information provided.
- Within 5 working days the project leader will be notified, in writing, if Villa Tritonia is in a position or prepared to negotiate and facilitate the requested industry specific corporate advisory services.
- If Villa Tritonia is not in a position or not prepared to negotiate and facilitate the requested industry specific corporate advisory services, the project leader will be notified, in writing, and the process will end.

Step 2 - The Specialized Financial and Project Development Procurement Contract

- If Villa Tritonia is in a position or prepared to negotiate and facilitate the applicable industry specific corporate advisory services required by the project leader, the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document will be prepared. The project leader will be provided with:
 - A Cover Letter.
 - The “Project Processing and Procedure Flowcharts” document (Annexure C) that illustrates the various administrative, negotiation and facilitation processes an application for the negotiation and facilitation of corporate resources will undergo from submission until finalization.
 - The prepared “Specialized Financial and Project Development Procurement Contract” (A mandate to act on behalf of the project leader).
 - The “Annexure A” document.
 - An invoice for the preparation and drafting of the “Specialized Financial and Project Development Procurement Contract”.
- If the terms and conditions are unacceptable to the project leader, the project leader will notify Villa Tritonia, in writing, and the process will end.
- If the terms and conditions are acceptable to the project leader, the project leader signs the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document, in duplicate, with Villa Tritonia or its nominee, duly authorizing Villa Tritonia or its nominee by Power of Attorney, to negotiate and facilitate venture capital funding and/or other related corporate resources on behalf of the project leader, subject to the terms and conditions stipulated in the aforementioned contract. The project leader will submit:
 - The two signed “Specialized Financial and Project Development Procurement Contracts” as well as two signed “Annexure A” documents.
 - A detailed and comprehensive Business Plan of the project to Villa Tritonia on two 1GB “USB Memory Sticks” as well as one hard copy.
 - An “Annexure B” document as requested in paragraph 2 of the “Specialized Financial and Project Development Procurement Contract”.
 - One signed “Project Processing and Procedure Flowcharts” (Annexure C) document.
 - A proof of payment document for the attached invoice.

- These documents must be sent by registered post or over night post to the postal address of Villa Tritonia.
- The project leader will be provided with one signed copy of the “Specialized Financial and Project Development Procurement Contract” as well as the “Annexure A” document.

Step 3 – The negotiation and facilitation process

- Villa Tritonia will negotiate and facilitate the required industry specific corporate advisory services and inform the project leader, in writing, with its associated corporate advisory team’s terms and conditions.
- The Pricing Matrix (attached hereto) serves only as a guideline of the various professional services that can be provided by Villa Tritonia or its associated corporate advisory team. Each service feature has its own remuneration structure and only the services that form part of the “Specialized Financial and Project Development Procurement Contract” between Villa Tritonia and the project leader, will be applicable for payment.

Step 4 – Remuneration

Each transaction facilitated involves various professional services disciplines and procedures. The complexity and nature of the professional services required will determine the pricing matrix. Section C of the attached Pricing Matrix provides an indication of the remuneration that will be applicable to the various industry specific corporate advisory services contained in the “Specialized Financial and Project Development Procurement Contract”.

Step 5 – Provide industry specific corporate advisory services

Villa Tritonia’s associated corporate advisory team will then commence to provide industry specific corporate advisory services that comply with international standards, and in accordance with the “Specialized Financial and Project Development Procurement Contract”.

PRICING MATRIX AND COMMISSIONS	% of total project value as commissions	When payable
A. Start - up phase financing		
Negotiation and facilitation of start – up seed capital for the Project	5,0	* Note 1
B. Secondary phase financing		
Negotiation and facilitation of further Project Development and Diversification Capital financing for the Project	5,0	* Note 1
C. Project Development Cycle		
Negotiation and Facilitation of the following industry specific corporate advisory services for the Project:		
Due diligence / Verification / Qualification	0,50	** Note 2
Research / Data Assimilation / Demographics	0,05	** Note 2
Project Formulation / Proposal Documentation / Business Plan / Strategy	0,15	** Note 2
Legal / Business Structuring	0,05	** Note 2
Project Planning / Design / Specification [managing]	0,10	** Note 2
Financial Structuring / Modeling and Project Life – cycle costing	0,55	** Note 2
Organizational / Corporate / Merger / Joint Venture Structuring	1,00	** Note 2
Project Programming / Project Management	0,75	** Note 2
Project Facilitation / Negotiation / Arrangements	0,75	** Note 2
Project Administration / Monitoring / Reporting	0,25	** Note 2
Financial Coordination and / or Governance	0,10	** Note 2
Any other corporate advisory services	As per quotation	
D. Business Plan Development		
Negotiation and facilitation of industry specific corporate advisory services to develop project documentation to international standards as well as to those standards required by international financiers.	\$2500 (once off)	On request from Agent
E. Equity Structure	% of Total issued share capital in the Company	When payable
To be transferred to the Agent's associated corporate advisory team or nominee in respect of the Specialized Project Development Services rendered, as per paragraph 2.1, in the issued share capital of the Company.	5%	*** Note 3
Note 1: Fees marked * are payable to the Agent upon signing of the applicable finance agreement between the Company and the Financiers and/or nominee(s).		
Note 2: Fees and Commissions marked ** are paid up front by the Company at the time of commissioning of the service or function, unless finance therefore has been facilitated by the Agent.		
Note 3: Fees marked ***are payable in Equity. The set Equity shall be transferred to the Agent and/or Financiers respectively upon signing of the finance agreement between the Company and the Financiers and/or nominee(s).		