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INVESTMENT MEMORANDUM & STRATEGIC ROADMAP

PRE-IPO PREFERENTIAL SHARE OFFERING • LUSAKA SECURITIES EXCHANGE (LUSE)

Natpower Industrial Corporation Limited is positioning its primary Zambian corporate entity for a landmark listing on the Lusaka Securities Exchange (LuSE). This document serves as a high-tier strategic prospectus for the Board of Directors and institutional investors, detailing our dominant footprint across mainline mines, mining processing plants, and our proprietary logistical integration.

CURRENT MONTHLY REVENUE

K3,600,000

Equivalent to ~$200,000 USD per month baseline tier before capital scaling.

PRE-IPO INSTRUMENT

Preferential Shares

Fixed coupon yield backed by long-term commodity supply offtake agreements.

TARGET EXCHANGE

LuSE Listing

Pioneering the first integrated mining chemical, energy & heavy logistics ticker.

1. Executive Summary & Investment Thesis

Natpower Industrial Corporation Limited has built an ironclad, multi-sector commercial operation that underpins the core infrastructure of the Sub-Saharan mining economy. Operating out of our strategic logistics hubs in Lusaka and Ndola, Zambia, we have completely integrated the supply lines for industrial metallurgical chemicals, heavy fuel distribution, utility-scale renewable energy engineering, and dedicated hazardous freight fleets.

By registering as a tier-1 preferred vendor across the mainline mines and directly supplying multinational giants, Natpower has decoupled its revenue from speculative exploration risk. Instead, we capture high-margin, predictable cash flows tied directly to steady daily mineral extraction and refinement processing volumes. This memorandum frames our strategy to scale current monthly volumes through a targeted Pre-IPO Preferential Share issuance, creating an institutional runway toward a full public listing on the Lusaka Securities Exchange (LuSE).

2. Current Market Dominance & Operational Blueprint

Our revenue model is anchored by deep integrations within the highest-producing assets in the Zambian Copperbelt and regional mining basins:

- **Mainline Mine Integration:** We are an officially vetted, registered supplier across all major mainline mines. Our operations feature active, long-term supply pipelines to leading producers, including **Konkola Copper Mines (KCM)** and **Mimbula Resources**, both operating as highly structured Public Limited Companies.
- **The Chinese Leaching Plant Footprint:** Natpower has secured dominant access to the rapidly expanding network of Chinese-owned leaching plants and concentrators across the Copperbelt. These extraction facilities maintain massive, non-stop volumetric demands for 98.5% Sulphuric Acid, bulk Diesel (Low-Sulphur 50ppm), and stable alternative energy systems.
- **The Strategic Logistics Flywheel:** Our trading capability is fully backed by our heavy haulage division, including specialized cross-border Acid Tankers. By controlling our own transport assets, we bypass third-party supply chain bottlenecks, protect our margins, and guarantee safe delivery of hazardous inputs into active smelters and leaching facilities.

3. Corporate Vision & Deep Value Enshrinement

As presented to our global partners via our global platform (www.natpower.org) and company briefs, our entire multi-national infrastructure operates under a unified vision:

> ***Our Vision:*** *"Create economic opportunity for the African Continent."*
>
> ***Our Mission:*** *"Shape the future of Africa by creating unique value and opportunity for our customers, employees, and local economies."*

Our commercial success is rooted in a pragmatic rule: *"Only when our customers are successful will we be successful."* For over three decades, our group has forged long-term partnerships with emerging markets by executing complex engineering projects. By listing on the LuSE, we are opening this proven wealth-generation engine to domestic and international institutional capital.

4. Pre-IPO Preferential Share Structure & Use of Proceeds

To fund immediate multi-jurisdictional procurement contracts and support our supply lines, Natpower is issuing a private placement of **Preferential Shares** prior to our public listing. This structure is engineered to protect investor capital while delivering exceptional near-term returns:

INVESTMENT ATTRIBUTE	PREFERENTIAL EQUITY CLASS TECHNICAL TERM SHEET
Target Raise Asset	Pre-IPO Convertible Cumulative Preferential Shares.
Dividend Preference	Fixed priority coupon paid bi-annually, senior to all standard ordinary share distributions.
Conversion Framework	Fully convertible into ordinary listed equity at a pre-set 25% discount to the final LuSE Initial Public Offering (IPO) strike price.
Capital Allocation 1	**Bulk Sourcing Acquisition:** Expanding cash-purchase leverage for 98.5% Sulphuric Acid and low-sulphur diesel directly from global primary refineries to maximize bulk discounts.
Capital Allocation 2	**Fleet Expansion:** Procurement of additional specialized 35-ton cross-border acid tankers to fulfill backlogged off-take orders for KCM, Mimbula, and leaching networks.
Capital Allocation 3	**EPC+F Project Capitalization:** Advancing engineering assets for the high-capacity 250-Megawatt utility solar farm layout under framework agreements with the Copperbelt Energy Corporation (CEC).

5. Pro-Forma Financial Projections & LuSE Listing Runway

Our current financial baseline demonstrates an efficient, high-yielding business model. The table below projects our performance as we deploy our pre-IPO capital and move toward our listing target:

GROWTH MILESTONES & PHASES	MONTHLY VOLUME (METRIC)	MONTHLY GROSS TURNOVER (ZMW)	STRATEGIC EXCHANGE LISTING ROADMAP TIMELINE
Current Operational Baseline	**Core Chemical & Energy Flows**	**K3,600,000 (~$200k USD)**	**Active Private Placement Funding Windows**
Phase 1: Capital Deployment	+45% Scaled Offtakes (KCM / Mimbula)	K5,220,000	LuSE Listing Application & SEC Regulatory Filing
Phase 2: Fleet & Solar Acceleration	Full Chinese Leaching Plant Matrix Integration	K8,500,000	Underwriting, Prospectus Publication & Roadshows
Phase 3: Post-Listing Target	**Utility EPC+F Milestones & SADC Bulk Corridors**	**K15,000,000+**	**Official Commencement of Public Trading on LuSE**

6. Strategic Risks & Mitigation Controls

1. **Hazardous Material Regulatory Exposures:** Bulk acid logistics are subject to strict SADC environmental protocols. *Mitigation:* Natpower enforces comprehensive international Safety, Health, Environmental, and Quality (SHEQ) standards across our entire tanker fleet.
2. **Commodity Price Fluctuations:** Variations in copper mining output can impact secondary chemical demand. *Mitigation:* Our concurrent presence in utility-scale solar farms (250MW CEC layout) and our diversified Agriculture Division safeguards our cash flow against sector-specific downturns.

7. Board & Executive Authorization

This Investment Memorandum has been reviewed and compiled to serve as the official corporate strategy for capital scaling and public listing preparation. The executive management team is fully authorized to proceed with institutional placement presentations.

Respectfully Submitted on Behalf of the Board:

Office of the Chief Executive Officer
Natpower Industrial Corporation Limited Group