

itleRGS Construction Lesotho — Partnership Proposal and Financial Package

Prepared by: RGS Construction Lesotho  
Financials prepared by: Mr Zwelihle Mathe

February 2026

hispagestyleempty

### Executive Summary

RGS Construction Lesotho (Pty) Ltd invites Halso to participate in an equity partnership  
(R5,000,000 for 20

ableofcontents

# 1 Partnership acceptance letter

RGS Construction Lesotho — Partnership Proposal (merged)

Date: February 2026

Office: Office 8, Kingsway Road, Maseru, Lesotho 100

Prepared for: Halso

Prepared by: RGS Construction Lesotho (Pty) Ltd

1. Partnership acceptance letter (merged)

Re: Lesotho Housing Project – Office 8, Kingsway Road, Maseru, Lesotho 100

Thank you for your letter dated [insert date from Halso’s letter if available; otherwise, reference the executive summary content] and for Halso’s formal expression of interest in forming a strategic partnership with RGS Construction Lesotho (Pty) Ltd for the exclusive supply of gas across our large-scale ECO Homes residential development programme in Lesotho.

We have carefully reviewed the proposed partnership structures and are pleased to confirm our acceptance of the Equity Partnership Buy-In option. Specifically, we invite Halso to proceed with a R5,000,000 investment in exchange for a 20

To facilitate this investment, we propose utilizing the funds as follows:

- Allocation of approximately GBP 80,000 (equivalent in Rand at prevailing exchange rates) to settle outstanding mobilization and underwriting charges with our finance provider, Broughton Capital Group (BCG), as per their invoice dated 06/01/2023.
- The remaining balance to cover initial setup costs for the project, including operational expenses, equipment, and other start-up requirements as outlined in our financial plan (totaling approximately 556,800*inequivalentcosts, adjustedforcurrency*).

We believe this utilization will expedite project mobilization and ensure a smooth phased rollout of the 90,000-home pipeline. In line with your request, we are prepared to provide further details on our transaction structure, including appointed solicitors and legal advisors, governance and decision-making frameworks, and due diligence processes. We suggest scheduling a follow-up meeting to align on these elements, refine the forecasted gas demand assumptions (e.g., 19kg LPG cylinders, initial 1,000 homes per annum, bi-monthly refills), and advance toward finalizing the 20-year exclusive gas supply agreement, along with potential extensions into installation services, infrastructure development, and appliance supply.

Please let us know your availability for a call or in-person discussion in the coming weeks. We look forward to progressing this strategic, long-term partnership toward execution.

Kind regards,

Mr Zwelihle Mathe Director RGS Construction Lesotho (Pty) Ltd Lakeside Hotel, Maseru, 100, Lesotho [Insert contact details: phone and email]

Note: Financials prepared by: Mr Zwelihle Mathe

2. Investment Deck (slide-by-slide, merged)

Below is the full investment-deck content laid out as slide text for quick copy into PowerPoint/Google Slides.

Slide 1 — Title - RGS Construction Lesotho (Pty) Ltd - Eco-Friendly Housing Project in Limpopo: Lehae La Basotho Expansion - Strategic Equity Investment Opportunity for Halso  
- Prepared by: Gustav Edward Serfontein, Director (note: financials credited to Mr Zwelihle Mathe) - Date: February 2026

Slide 2 — The Problem - Housing shortage at national and provincial level; Limpopo faces high need and affordability gap. - Rapid urbanisation, youth unemployment, climate vulnerability. - Source citations: Lightstone, StatsSA, Amnesty International (2025–2026).

Slide 3 — Our Solution - Modular, plug-and-play eco-homes (Perri System, Future House Building System). - Build time 7–10 days; 10-year no-crack warranty; solar water-efficient; gas utilities integrated. - Phased community estates: schools, malls, farms, self-sustaining hubs.

Slide 4 — Market Opportunity - Demand drivers, size, government alignment, potential for 9,000+ units with 250m loan. — *Competitive edge* : 30

Slide 5 — Business Model - Revenue streams: home sales, community infrastructure, ancillary services (gas installations, appliances). - Phased approach: 1,000 units/year scaling. - Exclusive 20-year gas supply with Halso; BCG debt finance; local partnerships.

Slide 6 — Traction - Secured land for 11,000+ sites (Lesotho pipeline); government bank partnerships; 2,000–3,000 committed applicants.

Slide 7 — Impact of 250m BCG Loan — 9,000 units built with 250m (Limpopo), creation of 18,000 direct jobs. - Economic uplift metrics and environmental benefits.

Slide 8 — Benefits to Halso - Exclusive fuel off-take; predictable recurring demand; ROI and strategic brand positioning.

Slide 9 — Team - Listing of core team and advisors.

Slide 10 — The Ask - R5,000,000 for 20

Slide 11 — Contact - Contact block for RGS.

### 3. Project plan — Limpopo (brief)

Assumptions (Limpopo pilot, used as a template for Lesotho scaling): - Receive R5,000,000 end-Feb 2026; 3 months for contracts/BCG site visits and initial allocation. - Start construction June 2026: Phase 1 target 1,000 units by Dec 2026; follow-on phases 2027–2030 ramp to 9,000 cumulative homes by 2030.

Milestones (high level): - Feb 2026: Investment receipt and initial payments to BCG. - Mar–May 2026: MoU, governance, due diligence, BCG site visits. - Jun–Dec 2026: Build + sell 1,000 units; commence Halso installations. - 2027–2030: Ramp to 9,000 cumulative units.

### 4. Financials — consolidated summary

Files (authoritative, machine-readable) are in ‘./Financials/’: - ‘Financials<sub>HalsoGas</sub>PL<sub>2026</sub>045.csv’|20-year Halso gas PL (authoritative). - ‘Financials<sub>IncomeStatement</sub>2026030.csv’|5-year pro forma income statement. - ‘Financials<sub>BalanceSheet</sub>2026030.csv’|5-year balance sheets. - ‘Financials<sub>CashFlow</sub>2026030.csv’|5-year cash flow statements.

Key assumptions (merged and harmonised): - Currency/FX: USD as reporting currency where indicated (1 USD 16.1156 ZAR used for conversions in this package). - Unit price (housing): 31,025 (R500,000). Cost per unit :21,718 (70- Gas revenue (per home): conservative baseline 240/year (bi-monthly 19kg LPG refills)|Halso captures gas revenue in its standalone PL. - Loan :250m BCG at 5- Tax: 25

#### 4.1 Limpopo 5-year consolidated (summary)

PL highlights (USD, rounded): - 2026: Units sold 1,000 — Total revenue 31.15m|Net loss (startup interest) approx 3.58m - 2027: Units 2,000 — Revenue 62.41m|Net profit 4.03m - 2028: Units 3,000 — Revenue 93.80m|Net profit 11.20m - 2029: Units 2,000 — Revenue 63.01m|Net profit 4.31m - 2030: Units 1,000 — Revenue 32.11m|Net loss approx -3.58m

Cumulative net profit (2026–2030): approx 11.89m (Limpopo pilot numbers used as an illustrative 5-year case).

Metrics (illustrative): Break-even by end of 2027; gross margin 30

#### 4.2 Halso 20-year gas PL (Lesotho 90,000-home scale and Limpopo 9,000 example)

The authoritative per-year, per-line Halso model is saved as ‘Financials<sub>HalsoGas</sub>PL<sub>2026</sub>045.csv’. The head - Limpopo (9,000 homes) — 20-year steady-state (2030 onwards) annual gas revenue 2.16m and pre-tax net profit 648k/year (no inflation). Over 20 years (2030–2049), nominal pre-tax totals 39.12m revenue and 11.89m pre-tax profit (conservative baseline, no inflation).

- Lesotho (90,000 homes) — scaled 10× model: steady-state annual gas revenue 21.6m and pre-tax net profit 6.48m/year (no inflation). Over 20 years nominal: • Total gas revenue 312.96m Total pre-tax net profit 93.888m • With 4

Key Halso metrics (90k model, nominal + inflation + 25- Total Gas Revenue (20y, nominal, inflation): 460m –  $TotalPre - TaxNetProfit(20y, nominal, inflation)$  : 138m - Total Post-Tax Net Profit (20y, nominal, inflation): 103.5m

Halso post-tax annual steady-state (2035+ nominal): grows from 6.9m(2035)to 10.3m (2045) under 4

4.3 Investment returns summary metrics (illustrative)

- Halso equity: R5,000,000 310,244(atthesession'sconversionassumptions).Halso20–ProjectNPVandIR

—

5. Attached source artifacts (already present in repo)

- ‘Businessplan.md’|narrativeinvestorplan(earlierdraft).–‘Businessplan.tex’/‘Businessplan.tex.new’|driventablesareused).–‘Businessplan.pdf’|latestcompiledPDF(mayrequireonemoreLaTeXsweeptoclearwa  
‘Financials/Financials\_HalsoGaspnL20262045.csv’|20–yearHalsoPL(authoritativeCSV). –  
‘Financials/Financials\_IncomeStatement20262030.csv’–‘Financials/Financials\_BalanceSheet20262030.csv’  
‘Financials/Financials\_CashFlow20262030.csv’

6. Next steps / recommended action items

1. Confirm whether you want the author footer/letter sender to remain as Gustav Edward Serfontein, or replace author lines with alternate crediting (previous request to credit financials to Mr Zwelihle Mathe was applied to the Financials; please confirm whether you want the formal letter signature changed). 2. If you want a cleaned, single PDF combining the investment deck slides, the partnership letter, and the full financial appendices, I will: - (A) Clean ‘Businessplan.tex.new’ forthelastLaTeXtoken/issue, thenre–runpdflatextwiceuntilexitcodeis0.–  
(B)PullvaluesdirectlyfromtheCSVsin‘Financials/’sothetablesinPDFmatchtheauthoritativeCSVs.3.Ifyou  
yearHalsoPLexportedagainasaplainCSV(orasecondvariantwith/withoutinflation), saywhichvariantandIu  
per – sectionexport).

7. Change log (this merge step)

- Added: ‘Mergedpartnershipproposal.md’|combinedacceptanceletter, investmentdeckslides, projectplan,

—

If you’d like, I can now (pick one): - A) Re-run LaTeX and fix the last ‘Businessplan.tex’errorsandproduceac  
B)ExportthefullslidedecktoaPPTXandattach, or–C)ProducetheadditionalCSVvariant(s)requested(inflat  
inflatedHalsoPL), or–D)Replace/removeGustavtributionacrossfilesandstandardisethecreditlines.

Tell me which of A/B/C/D to run now and I will execute it.

## 2 Investment Deck (slide text)

- Title slide: RGS Construction Lesotho — Eco-Friendly Housing Project
- The Problem: Housing shortage, Limpopo context
- Our Solution: Modular eco-homes, integrated gas
- Market Opportunity and Business Model
- Traction, Impact and Team
- The Ask: R5,000,000 for 20

### 3 Project Plan and Timeline

Assumptions: Receipt of R5,000,000 by end-February 2026; 3 months for legal and BCG site visits and initial allocation. Phased rollout commencing June 2026.

- Feb 2026: Investment receipt and BCG fee settlement
- Mar–May 2026: MoU, governance, due diligence
- Jun–Dec 2026: Phase 1, 1,000 units
- 2027–2030: Ramp to 9,000 units (Limpopo pilot)
- 2026–2035: Lesotho scale to 90,000 homes (10-year phased rollout)



## 4 Five-year Financial Highlights (Limpopo illustrative)

Summary PL highlights (USD, rounded):

- 2026: Units 1,000 — Revenue 31.15m|*Net(loss)* -4.07m
- 2027: Units 2,000 — Revenue 62.41m|*Netprofit* 4.03m
- 2028: Units 3,000 — Revenue 93.80m|*Netprofit* 11.20m
- 2029: Units 2,000 — Revenue 63.01m|*Netprofit* 4.31m
- 2030: Units 1,000 — Revenue 32.11m|*Net(loss)* -3.58m

The authoritative 5-year CSV tables (Income Statement, Balance Sheet, Cash Flow) follow in table form below. Values are pulled from the CSVs in Financials/ so the PDF matches machine-readable sources.

### Income Statement (2026–2030)

Item	2026	2027	2028	2029	2030
NaN	$3.5 \cdot 10^7$	$6 \cdot 10^7$	$9 \cdot 10^7$	$6.5 \cdot 10^7$	$3.3 \cdot 10^7$
NaN	$2.32 \cdot 10^7$	$4.43 \cdot 10^7$	$6.61 \cdot 10^7$	$4.45 \cdot 10^7$	$2.29 \cdot 10^7$
NaN	$1.18 \cdot 10^7$	$1.57 \cdot 10^7$	$2.39 \cdot 10^7$	$2.05 \cdot 10^7$	$1.01 \cdot 10^7$
NaN	$2 \cdot 10^5$	$2.2 \cdot 10^5$	$2.42 \cdot 10^5$	$2.66 \cdot 10^5$	$2.93 \cdot 10^5$
NaN	$1.16 \cdot 10^7$	$1.55 \cdot 10^7$	$2.36 \cdot 10^7$	$2.02 \cdot 10^7$	$9.87 \cdot 10^6$
NaN	$5 \cdot 10^5$	$5 \cdot 10^5$	$1.5 \cdot 10^6$	$1.5 \cdot 10^6$	$1.5 \cdot 10^6$
NaN	$1.11 \cdot 10^7$	$1.5 \cdot 10^7$	$2.21 \cdot 10^7$	$1.87 \cdot 10^7$	$8.37 \cdot 10^6$
NaN	$1.39 \cdot 10^6$	$1.39 \cdot 10^6$	$4.17 \cdot 10^6$	$8.33 \cdot 10^6$	$1.11 \cdot 10^7$
NaN	$9.73 \cdot 10^6$	$1.36 \cdot 10^7$	$1.8 \cdot 10^7$	$1.04 \cdot 10^7$	$-2.74 \cdot 10^6$
NaN	0	$2.86 \cdot 10^6$	$4.13 \cdot 10^6$	$5.64 \cdot 10^6$	$2.24 \cdot 10^6$
NaN	$9.73 \cdot 10^6$	$1.07 \cdot 10^7$	$1.38 \cdot 10^7$	$4.76 \cdot 10^6$	$-4.98 \cdot 10^6$

### Balance Sheet (2026–2030)

Item	2026	2027	2028	2029	2030
NaN	$3.07 \cdot 10^7$	$9.76 \cdot 10^7$	$1.98 \cdot 10^8$	$2.55 \cdot 10^8$	$2.73 \cdot 10^8$
NaN	$1 \cdot 10^6$	$1 \cdot 10^6$	$1 \cdot 10^6$	$1 \cdot 10^6$	$1 \cdot 10^6$
NaN	$5 \cdot 10^6$	$1 \cdot 10^7$	$1.5 \cdot 10^7$	$2 \cdot 10^7$	$2.5 \cdot 10^7$
NaN	$3.67 \cdot 10^7$	$1.09 \cdot 10^8$	$2.14 \cdot 10^8$	$2.76 \cdot 10^8$	$2.99 \cdot 10^8$
NaN	$2.78 \cdot 10^7$	$8.33 \cdot 10^7$	$1.67 \cdot 10^8$	$2.22 \cdot 10^8$	$2.5 \cdot 10^8$
NaN	$2.78 \cdot 10^7$	$8.33 \cdot 10^7$	$1.67 \cdot 10^8$	$2.22 \cdot 10^8$	$2.5 \cdot 10^8$
NaN	$3.1 \cdot 10^5$	$3.1 \cdot 10^5$	$3.1 \cdot 10^5$	$3.1 \cdot 10^5$	$3.1 \cdot 10^5$
NaN	$8.64 \cdot 10^6$	$2.49 \cdot 10^7$	$4.72 \cdot 10^7$	$5.32 \cdot 10^7$	$4.91 \cdot 10^7$
NaN	$8.95 \cdot 10^6$	$2.53 \cdot 10^7$	$4.75 \cdot 10^7$	$5.35 \cdot 10^7$	$4.94 \cdot 10^7$
NaN	$3.67 \cdot 10^7$	$1.09 \cdot 10^8$	$2.14 \cdot 10^8$	$2.76 \cdot 10^8$	$2.99 \cdot 10^8$

**Cash Flow (2026–2030)**

Item	2026	2027	2028	2029	2030
NaN	$3.11 \cdot 10^7$	$6.24 \cdot 10^7$	$9.38 \cdot 10^7$	$6.3 \cdot 10^7$	$3.21 \cdot 10^7$
NaN	$4.67 \cdot 10^6$	$9.36 \cdot 10^6$	$1.41 \cdot 10^7$	$9.45 \cdot 10^6$	$4.82 \cdot 10^6$
NaN	$2.78 \cdot 10^7$	$5.56 \cdot 10^7$	$8.33 \cdot 10^7$	$5.56 \cdot 10^7$	$2.78 \cdot 10^7$
NaN	$3.1 \cdot 10^5$	0	0	0	0
NaN	$6.39 \cdot 10^7$	$1.27 \cdot 10^8$	$1.91 \cdot 10^8$	$1.28 \cdot 10^8$	$6.47 \cdot 10^7$
NaN	$2 \cdot 10^5$	$2.2 \cdot 10^5$	$2.42 \cdot 10^5$	$2.66 \cdot 10^5$	$2.93 \cdot 10^5$
NaN	$2.32 \cdot 10^7$	$4.43 \cdot 10^7$	$6.61 \cdot 10^7$	$4.45 \cdot 10^7$	$2.29 \cdot 10^7$
NaN	$5 \cdot 10^6$	$5 \cdot 10^6$	$5 \cdot 10^6$	$5 \cdot 10^6$	$5 \cdot 10^6$
NaN	0	$2.86 \cdot 10^6$	$4.13 \cdot 10^6$	$5.64 \cdot 10^6$	$2.24 \cdot 10^6$
NaN	$1.39 \cdot 10^6$	$1.39 \cdot 10^6$	$4.17 \cdot 10^6$	$8.33 \cdot 10^6$	$1.11 \cdot 10^7$
NaN	0	0	$1 \cdot 10^6$	$1 \cdot 10^6$	$1 \cdot 10^6$
NaN	$3.32 \cdot 10^7$	$6.05 \cdot 10^7$	$9.06 \cdot 10^7$	$7.15 \cdot 10^7$	$4.6 \cdot 10^7$
NaN	$3.07 \cdot 10^7$	$6.69 \cdot 10^7$	$1.01 \cdot 10^8$	$5.66 \cdot 10^7$	$1.87 \cdot 10^7$
NaN	0	$3.07 \cdot 10^7$	$9.76 \cdot 10^7$	$1.98 \cdot 10^8$	$2.55 \cdot 10^8$
NaN	$3.07 \cdot 10^7$	$9.76 \cdot 10^7$	$1.98 \cdot 10^8$	$2.55 \cdot 10^8$	$2.73 \cdot 10^8$

## 5 Halso — Gas Operations (20-year PL)

The authoritative 20-year Halso gas PL is stored at ‘Financials/Financials<sub>HalsoGasPL20262045.csv</sub>’.Acondens

Year	CumulativeHomes	GasRevenue	COGS	GrossProfit	OpEx	PreTax	Tax	PostTax
------	-----------------	------------	------	-------------	------	--------	-----	---------

## 6 20-year Summary Metrics

Key Halso totals (90,000 homes, inflation-adjusted nominal):

- Total Gas Revenue (20y, nominal, inflation):  $460m$
- Total Pre-Tax Net Profit (20y, nominal):  $138m$
- Total Post-Tax Net Profit (20y, nominal):  $103.5m(25$

RGS housing totals (20-year illustrative): Total housing revenue  $7.46bn$ , *totalnetprofit*  $460m$  (nominal, illustrative full 90k build model).

## 7 Risks, Mitigations and Next Steps

- Key risks: interest/loan terms, construction timeline, regulatory and permitting delays, currency and inflation risk.
- Mitigations: phased drawdown, strong governance, early community engagement, conservative financial buffers.
- Next steps: finalise MoU, complete due diligence, appoint solicitors, BCG tranche schedule, sign equity agreement, and begin phased rollout.

## Appendix and Source Files

Authoritative source CSVs are located in ‘Financials/’ and are the canonical numbers for the PDF tables. The merged markdown ‘Merged*partnershipproposal.md*’ is included in the repository for narrative

For financial enquiries: Mr Zwelihle Mathe (Financials) — contact details on request.