

Our ref: T/BRJ/094/AGV2/17

October 26, 2017

The Directors
Agverify Limited
224-226 Kyeyune Road
Kigguundu Zone
Kansanga
P.O. Box 25525
Kampala, Uganda

Dear Sirs,

**LETTER OF ENGAGEMENT – DIRECTORS' INDIVIDUAL INCOME TAX
COMPLIANCE SERVICES FOR THE YEAR ENDING TO JUNE 30, 2018**

1. Introduction

- 1.1 Thank you for appointing us as your tax advisors for the year ending June 30, 2018. This engagement letter, together with the attachments (the "Engagement Letter"), sets out the basis upon which we will provide tax services to you (the "Engagement").

This engagement supersedes any previous proposals, correspondence and understandings, whether written or oral and will stay in force unless terminated by a subsequent agreement or understanding in writing.

2. Responsibilities of the tax advisor

- 2.1 We will be responsible for providing ongoing income tax compliance services for three Company directors for the year ending June 30, 2018.

3. Your responsibilities

- 3.1 It is the directors' responsibility to maintain proper accounting records, prepare financial statements, if any are required, and to make adequate tax disclosures.

4. Personnel

- 4.1 Robert Busuulwa will be responsible for the conduct of this Engagement on our behalf. Our contact details are as follows;

Contact Person: Mr Robert Busuulwa
Direct telephone: +256 782 604 832
Email address: robert.busuulwa@brj.co.ug

BRJ Advisory Services is a *Correspondent of Mazars*.

Mazars is a global professional services firm providing services based on quality and integrity. It draws Knowledge and skill from more than 13,000 professionals in 77 countries. Mazars is also a member of Praxity Alliance, which enables Mazars to operate in 14 additional countries with additional 14,000 professionals

Schedule II – Our Fees

Our fees are based on the degree of responsibility and skill involved and the time required to complete the assignment, plus expenses.

We have agreed to fix our fees for the tax services as specified in Schedule I of this Engagement Letter. Our fees;

- for the directors' income tax compliance for the year ending June 30, 2018 will be **USD 150 (One Hundred and Fifty United States Dollars Only) per director per year.**

Our fees are exclusive of VAT, which is currently charged at 18% and disbursements.

Our business terms require that we receive our fees for the services stipulated in Schedule I in full on commencement of this engagement. We will present our invoices, which will be due for payment on submission.

We will notify you immediately of any circumstances which we encounter that could significantly affect our fees.

The timely completion of the tax work requires the full co-operation of your staff in the provision of records, documentation, other information and explanations relevant to the tax work. Estimates of time for completion of the tax work are given on the assumption that we receive this co-operation. We may charge additional fees and expenses which result from delays in providing this co-operation.

Handwritten signature in blue ink.