

AGREED-UPON PROCEDURES REPORT ON ZARP TOKENS ISSUED BY
VENOX DIGITAL ASSETS (PTY) LTD

To:
THE DIRECTORS
Venox Digital Assets (Pty) Ltd

1 June 2021

Purpose of this Agreed-Upon Procedures Report and Restriction on Use and Distribution

Our report is solely for the purpose of assisting the Directors in giving assurance to potential clients of Venox Digital Assets (Pty) Ltd that for every ZARP token issued there is a corresponding collateral held in South African Rand in the Call Deposit account of Venox Digital Assets (Pty) .

This report is intended solely for the Directors of Venox Digital Assets (Pty) Ltd and will also be placed on the website of Kempen Group. Venox Digital Assets (Pty) Ltd will refer to this report on its website for potential clients to access and should not be used by, or distributed to, any other parties.

Responsibilities of the Directors of Venox Digital Assets (Pty) Ltd

Venox Digital Assets (Pty) has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement. Venox Digital Assets (Pty) is responsible for providing a written report on which we will conduct the agreed upon procedures as agreed.

Practitioner's Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), Agreed-Upon Procedures Engagements. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with

www.kempengroup.co.za | m +27(82) 940 6700

KEMPEN AUDIT INC. | Reg No: 2017/397424/21 | IRBA No: 920603-0000 | Directors: PIP Kempen, Hons B Rek CA(SA) RA | EM Murray
49 Schoeman Street | Mossel Bay | 6500 | P.O. Box 80 | Mossel Bay | 6500 | South Africa

Venox Digital Assets (Pty), and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Control

We have complied with all ethical and independence requirements.

Our firm applies International Standard on Quality Control (ISQC) 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

www.kempengroup.co.za | m +27(82) 940 6700

KEMPEN AUDIT INC. | Reg No: 2017/397424/21 | IRBA No: 920603-0000 | Directors: PIP Kempen, Hons B Rek CA(SA) RA | EM Murray
49 Schoeman Street | Mossel Bay | 6500 | P.O. Box 80 | Mossel Bay | 6500 | South Africa

Procedures and Findings

We have performed the procedures described below, which were agreed upon with Venox Digital Assets (Pty) in the terms of engagement dated 10 June 2021, on the ZARP coins issued on 1 June 2021.

	Procedures	Findings
1	Obtain and scrutinise a written representation of the South African Rand held as Collateral held in Call Deposit account with Standard Bank as well as ZARP tokens issued.	We have obtained a report from the Company dated 1 June 2021 at 13:31. The contents of this report will be attached to this report and will be placed on the website of Kempfen Group.
2	Obtain direct access to the company's Call deposit bank account via the Standard Bank online banking platform and verify the South African Rand held in collateral with the report issued by management of the company.	We have obtained direct access to the call deposit bank account of the company via the Standard bank online platform. A separate secure profile was registered with Standard bank and is used by us only for the purposes of this report. We have verified that the balance of R59,144, as stated in the management representation, was actual balance of the call account at 13:31 on 1 June 2021.
3	Obtain access to the ZARP contract address on Ethereum: 0x2f085edec7113e54a1747bD9572b213E662C6165 And Polygon: 0xA28F6797f9Be95a6AE2b59Bbe94498725dC091A9 Verify that the supply of tokens is accurate and agrees to the written representation of management.	We have accessed these contract addresses and have verified that the supply of tokens agree with the 59,000 as stated in the written management report.



PIP Kempfen CA(SA)
Registered Auditor
Director: Kempfen Audit Incorporated
1 June 2021

www.kempengroup.co.za | m +27(82) 940 6700

KEMPEN AUDIT INC. | Reg No: 2017/397424/21 | IRBA No: 920603-0000 | Directors: PIP Kempfen, Hons B Rek CA(SA) RA | EM Murray
49 Schoeman Street | Mossel Bay | 6500 | P.O. Box 80 | Mossel Bay | 6500 | South Africa

VENOX

Venox Digital Assets (Pty) Ltd

31 Parliament Street
Cape Town
8000
South Africa

ZARP stablecoin token
Holdings Report

1 June 2021

South African Rand Collateral held in Call Deposit Account: ZAR 59,144.85

ZARP tokens issued: 59,000.00

NOTES

1. Circulating ZARP tokens issued on the Ethereum network do not exceed the balance of the Call Deposit Account reported above. The supply of tokens can be reconciled to transactions within the Call Deposit Account including deposits awaiting token minting and tokens which have been burned.
 - a. ZARP contract address on Ethereum: 0x2f085edec7113e54a1747bD9572b213E662C6165
 - b. ZARP contract address on Polygon: 0xA28F6797f9Be95a6AE2b59Bbe94498725dC091A9
 - c. The Polygon (Matic Network: Bridge) non-circulating wallet contains non-collateralised tokens that have been transferred to the Polygon network. The total of collateralised ZARP tokens is equal to the amount of tokens held on Ethereum, plus tokens held on Polygon, minus non-circulating tokens held by the Matic Network: Bridge wallet, and matches the total amount of tokens minted on Ethereum. Non-circulating ZARP tokens held by the Matic Network: Bridge wallet are 30,000.00 at time of issuance of this report.
2. The ZAR balance held in Call Deposit Account is the total balance held by Venox Digital Assets (Pty) Ltd with The Standard Bank of South Africa Limited.
3. Funds held by Venox Digital Assets (Pty) Ltd as reserves backing ZARP tokens are not subject to any debts, liens or encumbrances of any kind of Venox Digital Assets (Pty) Ltd or any other entity.
4. Venox Digital Assets (Pty) Ltd has evaluated subsequent events through the date the report is available to be issued and has determined that there are no subsequent events that require disclosure.
5. To the best of the knowledge and belief of the undersigned, the information contained within this Holdings Report at the date and time of its issuance is accurate and complete.



Simon Dingle
Venox Digital Assets (Pty) Ltd
1 June 2021