



Copy No. 001

Name: WERNER BRUMMUND

Confidential Private Placement Memorandum

ATAVUS GROUP LIMITED

525,000 SHARES OR 525 UNITS

Offered as

Redeemable, Profit Sharing, Common Shares

Offer Amount: B\$500,000

PRICE PER SHARE: \$0.95

SHARES PER UNIT: 1000

PRICE PER UNIT: \$952.38

INVESTMENT: 525,000 SHARES OR 525 UNITS

INVESTMENT AMOUNT: \$500,000

DIVIDEND RATE: PROFIT SHARE OF DECLARED DIVIDEND

RANK: BELOW ALL CLASSES OF PREFERRED SHARES

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OF THE BAHAMAS OR ANY OTHER JURISDICTION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. THIS PRIVATE PLACEMENT MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION IN WHICH AN OFFER IS NOT AUTHORIZED.

The Information Contained Herein Is Confidential And Intended Only For The Entity Or Person To Which Or Whom It Is Given To Or Transmitted Electronically.

29th October 2013



525,000 SHARES OR 525 UNITS

Offered as

Redeemable, Profit Sharing, Common Shares

Offer Amount: B\$500,000

PRICE PER SHARE: \$0.95

SHARES PER UNIT: 1000

PRICE PER UNIT: \$952.38

INVESTMENT: 525,000 SHARES OR 525 UNITS

INVESTMENT AMOUNT: \$500,000

DIVIDEND RATE: PROFIT SHARE OF DECLARED DIVIDEND

RANK: BELOW ALL CLASSES OF PREFERRED SHARES

ATAVUS GROUP LIMITED, (“We”, “Us”, “the “Company” or “ATAVUS GROUP LTD”) hereby offers 525 Units of Common Stock at a price of \$952.38 per Unit.

The Company, on a “best efforts” basis, is offering the Units (the “Offering”) and all proceeds from the sale of such Units shall be held in escrow by the company’s attorney Bridgewater Legal Advocates and subsequently deposited in the Company’s general account upon its acceptance of the subscription. The Company may terminate this Offering at any time.

AN INVESTMENT IN THE VENTURE IS HIGHLY SPECULATIVE. THUS, PROSPECTIVE INVESTORS SHOULD CAREFULLY REVIEW AND CONSIDER THE MATTERS DESCRIBED UNDER "RISK FACTORS" HEREIN.

THE SECURITIES OFFERED BY THIS PRIVATE PLACEMENT MEMORANDUM HAVE NOT BEEN REGISTERED WITH OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OF THE BAHAMAS OR ANY OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING, OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY SUCH REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

| | Price to Investors | Commissions | Proceeds to Company |
|----------|--------------------|-------------|---------------------|
| Per Unit | \$952.38 | \$38.10 | \$914.28 |
| Total | \$500,000 | \$20,000 | \$480,000 |

(1) The Units shall be offered on a “best efforts” basis by the officers and directors of the Company. The Company reserves the right to utilize the services of one or more placement agents (the “Agent(s)”) in connection with the Offering. Any cost(s) associated with the use of agents will be deducted from the proceeds to company and will in no way affect investor share allocation as described in this offer.



SUMMARY OF SUBSCRIPTION PROCEDURES

The prospective investor (the “Investor”) whose name appears on the cover of this memorandum (“Memorandum”) has received herewith a subscription agreement (“Subscription Agreement”) for subscribing to purchase Units. To subscribe for Units, an Investor must complete, execute and deliver to the ATAVUS GROUP LTD or its legal representative BRIDGEWATER LEGAL ADVOCATES, the following items:

(i) one copy of the Subscription Agreement, by means of which the Investor shall subscribe to purchase five hundred & twenty five (525) Units, and (ii) a check payable to ATAVUS GROUP LIMITED in the amount of \$500,000. Subscribers wanting to arrange for wire transfer OR OTHER APPROVED METHOD OF PAYMENT in lieu of payment by check are requested to contact EXECUTIVE SECRETARY, of the Company at [242-462-4996] for further instructions).

The payment of each Investor, along with the payments of other Investors, shall be placed in ATAVUS GROUP LIMITED’s corporate bank account when the subscription of such Investor is accepted by the Company. Subscriptions for the purchase of Units may be accepted by the Company as received once the minimum number condition of Units for which subscriptions must be received has been met. Any subscriptions not received and accepted by the Company by November 30TH, 2013 (the “Termination Date”), shall be deemed refused and the Company shall return the full amount of the subject Investor’s cash payment, without interest or deduction; however, such date may be extended for up to an additional twenty one (21) days at the sole discretion of the Company. If the Offering for Units is oversubscribed, the Company shall have the right to prorate all subscriptions, or reject any subscriptions received (see “Terms of the Offering – Subscription Procedures”).

SUITABILITY AND OTHER MATTERS

INVESTORS SHALL BE REQUIRED TO REPRESENT THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS, RISKS AND MERITS OF THE OFFERING DESCRIBED IN THIS MEMORANDUM AND ALL THE ATTACHMENTS HERETO. THE UNITS ARE BEING OFFERED IN A PRIVATE OFFERING TO A LIMITED NUMBER OF INDIVIDUALS OR ENTITIES MEETING CERTAIN SUITABILITY STANDARDS (SEE “TERMS OF THE OFFERING – INVESTOR SUITABILITY STANDARDS”). THIS OFFERING INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THEY MAY SUSTAIN A LOSS OF THEIR ENTIRE INVESTMENT (SEE “RISK FACTORS”).

EXCLUSIVE NATURE OF PRIVATE PLACEMENT MEMORANDUM

NO ENTITY HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM. ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. MOREOVER, NEITHER THE DELIVERY OF THIS MEMORANDUM NOR THE SALE OF THE UNITS SHALL UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DISCUSSED IN THIS MEMORANDUM SINCE THE DATE HEREOF; HOWEVER, IN THE EVENT OF ANY MATERIAL CHANGE OCCURRING PRIOR TO THE COMPLETION OF THE OFFERING DESCRIBED HEREIN, THIS MEMORANDUM SHALL BE AMENDED AND REVISED ACCORDINGLY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES EXPRESSED OR IMPLIED, CONTAINED IN, OR OMISSIONS FROM, THIS MEMORANDUM, OR ANY OTHER WRITTEN OR ORAL COMMUNICATION TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT. EACH INVESTOR SHALL BE ENTITLED TO RELY SOLELY ON THOSE REPRESENTATIONS AND WARRANTIES WHICH MAY BE MADE TO THE INVESTOR IN ANY FINAL PURCHASE OR SUBSCRIPTION AGREEMENT RELATING TO THE UNITS. THE DELIVERY OF THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION TO ANY PERSON TO WHOM SUCH OFFER WOULD BE UNLAWFUL IN SUCH JURISDICTION.

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL OF THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN EVALUATING AN INVESTMENT



IN THE COMPANY. INVESTORS MUST CONDUCT AND RELY ON THEIR OWN EVALUATIONS OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE UNITS. SEE “RISK FACTORS” FOR A DISCUSSION OF CERTAIN FACTORS WHICH SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF THE UNITS. NEITHER THE DELIVERY OF THIS MEMORANDUM AT ANY TIME, NOR ANY SALE OF THE UNITS HEREUNDER, SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

STATEMENT REGARDING FORWARD LOOKING PROJECTIONS

THE STATEMENTS, PROJECTIONS AND ESTIMATES OF FUTURE PERFORMANCE OF THE COMPANY OR VARIOUS ELEMENTS OF THE COMPANY’S BUSINESS CONTAINED IN THIS MEMORANDUM THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS. INVESTORS SHOULD EXPECT THAT ANTICIPATED EVENTS AND CIRCUMSTANCES SHALL NOT OCCUR, THAT UNANTICIPATED EVENTS AND CIRCUMSTANCES SHALL OCCUR, AND THAT ACTUAL RESULTS SHALL LIKELY VARY FROM THE FORWARD-LOOKING CIRCUMSTANCES. INVESTORS SHOULD BE AWARE THAT A NUMBER OF FACTORS COULD CAUSE THE FORWARD-LOOKING STATEMENTS OR PROJECTIONS CONTAINED IN THIS MEMORANDUM OR OTHERWISE MADE BY OR ON BEHALF OF THE COMPANY TO BE INCORRECT OR TO DIFFER MATERIALLY FROM ACTUAL RESULTS. SUCH FACTORS MAY INCLUDE, WITHOUT LIMITATION, (i) THE ABILITY OF THE COMPANY TO PROVIDE SERVICES AND TO COMPLETE THE DEVELOPMENT OF ITS PRODUCTS IN A TIMELY MANNER, (ii) THE DEMAND FOR AND TIMING OF DEMAND FOR SUCH SERVICES AND PRODUCTS, (iii) COMPETITION FROM OTHER PRODUCTS AND COMPANIES, (iv) THE COMPANY’S SALES AND MARKETING CAPABILITIES, (v) THE COMPANY’S ABILITY TO SELL ITS SERVICES AND PRODUCTS PROFITABLY, (vi) AVAILABILITY OF ADEQUATE DEBT AND EQUITY FINANCING, AND (vii) GENERAL BUSINESS AND ECONOMIC CONDITIONS. THESE IMPORTANT FACTORS AND CERTAIN OTHER FACTORS THAT MIGHT AFFECT THE COMPANY’S FINANCIAL AND BUSINESS RESULTS ARE DISCUSSED IN THIS MEMORANDUM UNDER “RISK FACTORS.” THERE CAN BE NO ASSURANCE THAT THE COMPANY SHALL BE ABLE TO ANTICIPATE, RESPOND TO OR ADAPT TO CHANGES IN ANY FACTORS AFFECTING THE COMPANY’S BUSINESS AND FINANCIAL RESULTS.

SAFE HARBOR STATEMENT

WITH THE EXCEPTION OF ANY HISTORICAL INFORMATION CONTAINED IN THIS DOCUMENT, THE MATTERS DESCRIBED HEREIN CONTAIN FORWARD-LOOKING STATEMENTS THAT INVOLVE RISK AND UNCERTAINTIES THAT INDIVIDUALLY OR MUTUALLY IMPACT THE MATTERS HEREIN DESCRIBED INCLUDING, BUT NOT LIMITED TO, FINANCIAL PROJECTIONS, PRODUCT DEMAND AND MARKET ACCEPTANCE, THE EFFECT OF ECONOMIC CONDITIONS, THE IMPACT OF COMPETITIVE PRODUCTS AND PRICING, GOVERNMENTAL REGULATIONS, TECHNOLOGICAL DIFFICULTIES AND/OR OTHER FACTORS OUTSIDE THE CONTROL OF THE COMPANY.

FOR ALL RESIDENTS OF THE BAHAMAS

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THIS MEMORANDUM HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY IN ORDER TO ASSIST PROSPECTIVE INVESTORS IN EVALUATING AN INVESTMENT IN THE COMPANY. BY ACCEPTING DELIVERY OF THIS MEMORANDUM, OR ANY OTHER MATERIAL IN CONNECTION WITH THIS OFFERING, THE OFFEREE AGREES (a) TO KEEP STRICTLY CONFIDENTIAL THE CONTENTS OF THIS MEMORANDUM AND SUCH OTHER MATERIAL, AND TO NOT DISCLOSE SUCH CONTENTS TO ANY THIRD PARTY OR OTHERWISE USE THE CONTENTS FOR ANY PURPOSE OTHER THAN EVALUATION BY SUCH OFFEREE OF AN INVESTMENT IN THE UNITS, (b) NOT TO COPY ALL OR ANY PORTION OF THIS MEMORANDUM OR ANY SUCH OTHER MATERIAL, AND (c) TO RETURN



THIS MEMORANDUM AND ALL SUCH OTHER MATERIAL TO THE COMPANY IF (i) THE OFFEREE DOES NOT SUBSCRIBE TO PURCHASE ANY UNITS, (ii) THE OFFEREE'S SUBSCRIPTION IS NOT ACCEPTED, OR (iii) THIS OFFERING IS TERMINATED OR WITHDRAWN.

THE OFFER AND SALE OF THE UNITS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES INDUSTRY ACT, AS AMENDED, OR ANY SECURITIES LAWS IN RELIANCE UPON EXEMPTIONS FROM REGISTRATION PROVIDED BY THE SECURITIES INDUSTRY ACT, OR AMENDMENT THEREUNDER, AND SIMILAR EXEMPTIONS FROM REGISTRATION PROVIDED BY ANY OTHER SECURITIES LAWS. THE UNITS ARE OFFERED ONLY TO INVESTORS WHO HAVE THE QUALIFICATIONS, AND WHO MEET THE SUITABILITY STANDARDS SET FORTH BELOW IN "TERMS OF OFFERING - INVESTOR SUITABILITY STANDARDS."

THIS MEMORANDUM CONSTITUTES AN OFFER ONLY TO THE OFFEREE TO WHOM THIS MEMORANDUM IS INITIALLY PROVIDED BY THE COMPANY AND DOES NOT CONSTITUTE AN OFFER TO SELL TO OR A SOLICITATION OF AN OFFER TO BUY FROM ANYONE IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

THE COMPANY RESERVES THE RIGHT AT ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER TO MODIFY, AMEND AND/OR WITHDRAW ALL OR A PORTION OF THE OFFERING, AND/OR ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE UNITS, OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE NUMBER OF UNITS SUCH INVESTOR DESIRES TO PURCHASE. THE COMPANY SHALL HAVE NO LIABILITY WHATSOEVER TO ANY OFFEREE AND/OR INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

THIS MEMORANDUM INCLUDES PROJECTIONS AND OTHER FORWARD-LOOKING INFORMATION. SUCH PROJECTIONS AND INFORMATION ARE BASED ON ASSUMPTIONS AS TO FUTURE EVENTS THAT ARE INHERENTLY UNCERTAIN AND SUBJECTIVE. THE COMPANY MAKES NO REPRESENTATION OR WARRANTY AS TO THE ATTAINABILITY OF SUCH ASSUMPTIONS OR AS TO WHETHER FUTURE RESULTS SHALL OCCUR AS PROJECTED. IT MUST BE RECOGNIZED THAT THE PROJECTIONS OF THE COMPANY'S FUTURE PERFORMANCE ARE NECESSARILY SUBJECT TO A HIGH DEGREE OF UNCERTAINTY, THAT ACTUAL RESULTS CAN BE EXPECTED TO VARY FROM THE RESULTS PROJECTED, AND THAT SUCH VARIANCES MAY BE MATERIAL AND ADVERSE. PROSPECTIVE INVESTORS ARE EXPECTED TO CONDUCT THEIR OWN INVESTIGATIONS WITH REGARD TO THE COMPANY AND ITS PROSPECTS.

NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL CREATE, UNDER ANY CIRCUMSTANCE, ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AND OTHER INFORMATION CONTAINED HEREIN SINCE THE DATE HEREOF.

CERTAIN PROVISIONS OF VARIOUS AGREEMENTS ARE SUMMARIZED IN THIS MEMORANDUM, BUT PROSPECTIVE INVESTORS SHOULD NOT ASSUME THAT THE SUMMARIES ARE COMPLETE. SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TEXTS OF THE ORIGINAL DOCUMENTS WHICH SHALL BE MADE AVAILABLE TO PROSPECTIVE INVESTORS BY THE COMPANY.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM, OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM OR WITH THE COMPANY, OR ANY PROFESSIONAL ASSOCIATED WITH THE OFFERING AS LEGAL OR PROFESSIONAL ADVICE. THE OFFEREE AUTHORIZED TO RECEIVE THIS MEMORANDUM SHOULD CONSULT PERSONAL COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR REGARDING LEGAL, TAX AND OTHER MATTERS CONCERNING PURCHASING THE UNITS, RESPECTIVELY.

THE COMPANY SHALL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO THE CLOSING FOR THE SALE OF THE UNITS, THE OPPORTUNITY TO ASK QUESTIONS OF, AND TO



RECEIVE ANSWERS FROM, REPRESENTATIVES OF THE COMPANY CONCERNING THE COMPANY AND THE TERMS AND CONDITIONS OF THE OFFERING, AND TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. EXCEPT FOR SUCH INFORMATION THAT IS PROVIDED BY THE COMPANY IN RESPONSE TO REQUESTS FROM PROSPECTIVE INVESTORS OR THEIR ADVISORS, NO PERSON HAS BEEN AUTHORIZED IN CONNECTION WITH THE OFFER OR SALE OF THE UNITS TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS MEMORANDUM, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON. PROSPECTIVE INVESTORS SHOULD NOT RELY UPON INFORMATION NOT CONTAINED IN THIS MEMORANDUM UNLESS IT IS PROVIDED BY THE COMPANY AS INDICATED ABOVE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE CONDITIONS OF THIS OFFER OR UNDER THE SECURITIES INDUSTRY ACT, AS AMENDED, OR APPLICABLE SECURITIES LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE TO NON-BAHAMIAN RESIDENTS: IT IS THE RESPONSIBILITY OF ANY ENTITIES WISHING TO PURCHASE THE UNITS TO SATISFY THEMSELVES AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE BAHAMAS IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE FORMALITIES.



TABLE OF CONTENTS

| | |
|---|-------------|
| SUMMARY OF THE OFFERING | 1 |
| A. THE COMPANY | 1 |
| B. SECURITIES OFFERED & DIVIDEND POLICY | 2 |
| C. AVAILABLE INFORMATION | 4 |
| RISK FACTORS | 5 |
| EXECUTIVE SUMMARY | 111 |
| GENERAL COMPANY DESCRIPTION | 12 |
| USE OF PROCEEDS | 24 |
| MANAGEMENT COMPENSATION | 25 |
| PRINCIPAL INTEREST HOLDERS | 25 |
| CAPITALIZATION | 26 |
| EXHIBIT A | 1927 |
| SUBSCRIPTION AGREEMENT | 24 |



SUMMARY OF THE OFFERING

Investors should read this memorandum carefully before making any investment decisions regarding the Company and should pay particular attention to the information contained under the heading “Risk Factors.” Additionally, Investors should consult their own advisors in order to fully comprehend the consequences of investing in the Company. The following summary does not purport to be complete and is qualified in its entirety by more detailed information appearing elsewhere in this Memorandum and the Exhibits hereto.

A. THE COMPANY

ATAVUS GROUP LIMITED began development of ATAVUS IMAX in MAY 2010 and the corporation officially launched on February 14, 2013. ATAVUS GROUP LIMITED intends to carve a sizable niche within the entertainment industry by offering a comprehensive and immersive movie experience in a modern start of the art digital movie multiplex.

The Company’s vision is to be established as the premier family entertainment source in the country. Our focus is on creating a form of entertainment standard that supports the development of traditional family values. With IMAX as our anchor attraction, significant investment opportunity with a high yield dividend share described below;

525,000 SHARES OR 525 UNITS

Offered as

Redeemable, Profit Sharing, Common Shares

Offer Amount: B\$500,000

PRICE PER SHARE: \$0.95

SHARES PER UNIT: 1000

PRICE PER UNIT: \$952.38

INVESTMENT: 525,000 SHARES OR 525 UNITS

INVESTMENT AMOUNT: \$500,000

DIVIDEND RATE: PROFIT SHARE OF DECLARED DIVIDEND

RANK: BELOW ALL CLASSES OF PREFERRED SHARES

Liquidity and Capital Resources

Assuming the maximum proceeds of the Offering is raised (\$500,000), the Company believes that the cash flow from the offering will be sufficient to cover the funding for short term obligations. See “Risk Factors - Need for Additional Financing” and “Use of Proceeds.”



B. SECURITIES OFFERED & DIVIDEND POLICY

| | |
|------------------------|--|
| Securities Offered | 525 units of shares are available in this Offering. Each Unit consists of 1,000 shares of Common Stock, par value \$0.95 per share. |
| Price per Unit | \$952.38 per Unit, Minimum purchase is 525 Units (525,000 Shares) at \$500,000. |
| Dividend Rate | <p>Profit sharing of declared dividend amount by Board of Directors. The amount of dividend to be paid will be subordinate to dividends of preferred shares and will be equal to the percentage of ownership equity applied to that balance after the payment of preferred dividends.</p> <p>Example: Profits Earned: \$2,000,000 Retained Earnings: \$1,000,000 Dividends Declared: \$1,000,000 Preferred Dividend Deduction: \$200,000 Balance for Profit Sharing: \$800,000 Investment Equity Ownership=35% 35% of \$800,000=\$280,000 Dividend</p> |
| Investment Amount | Five Hundred Thousand Dollars; \$500,000 |
| Offering Period | Commencing on the date hereof and terminating on November 30TH 2013, unless extended by the Company for up to an additional twenty-one (21) days. |
| Multiple Closings | The Company expects to accept subscriptions as they are received. Subsequent to the initial closing, the Company may hold multiple closings for the purchase and sale of any available units. |
| Investor Suitability | The Shares are being offered and sold solely to individuals invited to participate in this offering by the company and not to the general public. Subscribers should be of good legal standing within the Commonwealth of The Bahamas and 18 years or older. Subscribers shall be required to submit a completed Subscription Agreement so that the Company can determine whether investor suitability requirements are satisfied. |
| Subscription Agreement | Purchase of the Units must be made pursuant to the Subscription Agreement in the form included in the subscription booklet appended to this memorandum as Exhibit A. The "Subscription Agreement" contains, among other provisions, representations, and warranties by the Company, investment representations by the |



| | |
|--|---|
| | subscriber, restrictions on transferability of the Units and the underlying shares of common. |
| Common Shares Currently Outstanding | 975,000 shares of Common Stock are currently issued and outstanding, with an additional 525,000 issued. |
| Preferred Shares Currently Outstanding | Zero (0) shares of Preferred Stock are currently outstanding. |
| Common Shares Outstanding after Completion of this Offering ¹ | 1,500,000 shares |
| Use of Proceeds | The Company intends to use the net proceeds from this Offering to ensure short term obligations at met. |
| Plan of Distribution | The Shares will be offered and sold by officers, directors and employees of the Company and other qualified personnel. |
| Limited Transferability | The Shares being sold will not be registered with the Securities and Exchange Commission or qualified under the securities laws of any jurisdiction, but will be offered and sold pursuant to an exemption thereof. Therefore, the Shares may not be resold or otherwise distributed without registration or qualification under the Act and/or any other applicable securities laws or the availability of an exemption there from. Furthermore, there is currently no market for the Shares and no market is expected to develop. See “Risk Factors – Limited Transferability.” |
| Redemption | Shares will become fully redeemable 60 months after normal operations begin or at date of declared dividend; whichever is the greater period. An early redemption penalty of 10% will be applicable for redemptions of Investor Shares held for less than 48 months. No share will become redeemable until after Twenty-four (24) months of operations. The early redemption penalty may be waived at the sole discretion of the Board of Directors. |
| Substantial Redemption | Substantial redemptions by holders of Investor Shares within a short period of time could cause the company to liquidate positions more rapidly than would otherwise be desirable, which could adversely affect the value of the company and its ability to repay debt obligations. The |

¹ Assumes sale of all 525 Units



resulting reduction in the capital could make it more difficult to generate a positive rate of return or to recoup losses due to a reduced equity base. Therefore the Board of Directors may limit or suspend redemptions in the event they determine that such redemptions would negatively affect the company's financial strength.

Mandatory Redemption

The Directors may, in their absolute discretion, effect the compulsory redemption of all Shares held by a Shareholder who is not an Eligible Investor, or who may be in any way unlawful or detrimental to the interests or well being of the company. Compulsory redemptions will be made at the face value per share.

C. AVAILABLE INFORMATION

The Company is not presently subject to the reporting and information requirements of the Securities Industry Act and therefore does not file reports, proxy statements and other statements.

Selected Financial Information: The business plan developed by the Company (the "Business Plan") contains certain projections with respect to its anticipated future operations. The financial projections and the assumptions upon which they are based represent forecasts of results that might be achieved should all the stated assumptions contained therein be realized.



RISK FACTORS

The purchase of Units involves a high degree of risk including, but not necessarily limited to, the risks described below. Before subscribing for Units, each Investor should consider carefully the general investment risks enumerated elsewhere in this Memorandum and the following risk factors, as well as the other information contained in this Memorandum.

A. Limited Operating History; Limited Capital; Start-up Company

ATAVUS GROUP LIMITED has not established any revenues or operations that shall provide financial stability in the long term. Also, there can be no assurance that the Company can realize its plans on the projected timetable in order to reach sustainable or profitable operations. Any material deviation from the Company's timetable could require that the Company seek additional capital. There can be no assurance that such capital shall be available at reasonable cost, or that it would not materially dilute the investment of investors in this Offering if it is obtained.

Investment in a start-up company such as this Company is inherently subject to many risks, and investors should be prepared to withstand a complete loss of their investments. The Company only has a limited operating history upon which investors may base an evaluation of its performance; therefore, it is still subject to all the risks inherent to the creation and development of a new business. The Company plans to conduct closings of sales of Units as subscriptions are received. If less than targeted amount is received from the sale of Shares, the Company may have insufficient cash to implement its plans as described below, and investors who purchase shares shall be at heightened risk of loss from their investments.

B. No Minimum Offering

There is no minimum number of Units that must be sold by the Company in this Offering prior to the initial closing, and the Company expects to accept subscriptions for Units as they are received. As a result, there can be no assurance that the Company shall raise sufficient funds in this Offering to carry out its business plan as currently proposed, or that the net proceeds from the initial subscriptions for Units shall be in an amount sufficient to enable the Company to continue operations in any meaningful manner.

C. Need for Additional Financing

Assuming all 525 Units are sold in this Offering, the Company believes that the net proceeds from this Offering, together with its current cash, shall be sufficient to fund the Company's purchase of critical assets required for operations. Such belief, however, cannot give rise to an assumption that the Company's cost estimates are accurate or that unforeseen events would not occur that would require the Company to seek additional funding to meet its operational needs. In addition, there can be no assurance that the Company's cash flow generated from operations shall be sufficient to implement the Company's business objectives. As a result, the Company may require substantial additional financing in order to implement its business objectives.

There can be no assurances that the Company shall be able to obtain additional funding when needed, or that such funding, if available, shall be available on terms acceptable to the Company. In the event that the Company's operations do not generate sufficient cash flow, or the Company cannot acquire additional funds if and when needed, the Company may be forced to curtail or cease its activities which would likely result in the loss to investors of all or a substantial portion of their investments.

D. Changes in Consumer Tastes and Preferences could Reduce Profitability

The Company's business offer depends substantially on consumer tastes and preferences that change in often unpredictable ways. The success of the business depends on the Company's ability to consistently provide a cinematic experience that meets the changing preferences of the broad consumer market. The Company's success therefore depends on its ability to successfully predict and adapt to changing consumer tastes and preferences in the Bahamas. Moreover, the Company must often invest substantial amounts in development before the Company learns the extent to which products will earn consumer acceptance. If the Company's cinematic offerings do not achieve



sufficient consumer acceptance, the Company's revenue may decline and adversely affect the profitability of the business.

E. Rapid Technological Change may Adversely Effect the Company's Business

The Company's ability to remain competitive may depend in part upon its ability to develop new and enhanced products or services and to introduce these products or services in a timely and cost-effective manner. In addition, product and service introductions or enhancements by the Company's competitors or the use of other technologies could cause a decline in sales or loss of market acceptance of the Company's existing products and services. The success of the Company in developing, introducing, selling and supporting new and enhanced products or services depends upon a variety of factors, including timely and efficient completion of service and product design and development, and timely and efficient implementation of product and service offerings. Because new product and service commitments may be made well in advance of sales, new product or service decisions must anticipate changes in the industry served.

There can be no assurances that the Company shall be successful in selecting, developing, and marketing new products and services or in enhancing its existing products or services. Failure to do so successfully may adversely affect the Company's business, financial condition and results of operations.

F. Intense Competition

The Company's principal competitors may have greater financial resources than those available to the Company and thus in a better position to attract talent, initiate projects and effect broad market distribution of completed projects. There can be no assurances that the Company consistently shall be able to undertake projects that shall prove profitable to the Company in view of the intense competition to be encountered by the Company in all significant phases of its activities.

G. Potential Fluctuations in Operating Results

Significant annual and quarterly fluctuations in the Company's results of operations may be caused by, among other factors, the volume of revenues generated by the Company, the timing of new product or service announcements and releases by the Company and its competitors in the marketplace, and general economic conditions.

There can be no assurances that the level of revenues and profits, if any, achieved by the Company in any particular fiscal period shall not be significantly lower than in other, including comparable fiscal periods. The Company's expense levels are based, in part, on its expectations as to future revenues.

As a result, if future revenues are below expectations, net income or loss may be disproportionately affected by a reduction in revenues, as any corresponding reduction in expenses may not be proportionate to the reduction in revenues. As a result, the Company believes that period-to-period comparisons of its results of operations may not necessarily be meaningful and should not be relied upon as indications of future performance.

H. Risk of Managing Growth

The Company expects to expand its operations by increasing its sales and marketing efforts, research and development activities, and escalating its services. The anticipated growth could place a significant strain on the Company's management, and operational and financial resources. Effective management of the anticipated growth shall require expanding the Company's management and financial controls, hiring additional appropriate personnel as required, and developing additional expertise by existing management personnel. However, there can be no assurances that these or other measures implemented by the Company shall effectively increase the Company's capabilities to manage such anticipated growth or to do so in a timely and cost-effective manner. Moreover, management of growth is especially challenging for a company with a short operating history and limited financial resources, and the failure to effectively manage growth could have a material adverse effect on the Company's operations.



I. Continued Investment Required

The Company has invested, and intends to continue to invest, in facilities and computer equipment in order to increase, expand or update its capabilities and facilities. Changes in technology or sales growth beyond currently established production capabilities shall require further investment. However, there can be no assurances that the Company shall generate sufficient funds from operations to finance any required investment or that other sources of funding shall be available. Additionally, there can be no guarantees that any future expansion shall not negatively affect earnings.

J. Limited Protection of Proprietary Rights; Potential Costs of Enforcement

The Company's ability to compete effectively with other companies could depend, in part, on its ability to create and/or maintain the proprietary nature of its intellectual property, e.g., patents, trademarks, copyrights. The Company's success shall also depend, in part, on its ability to obtain and/or enforce intellectual property protection for these assets in the Bahamas and other countries. The Company, in such circumstances, may file applications for patents, copyrights and trademarks, as management deems appropriate. There can be no assurances as to the degree of protection offered by any intellectual property issued to or licensed by the Company.

There can be no assurances that competitors, many of whom have substantial resources and substantial investments in competing technologies, shall not seek to apply for and obtain patents that shall prevent, limit or interfere with the Company's ability to make and sell its products and or services. In addition, the laws of certain countries do not protect the Company's proprietary rights to the same extent as do the laws of the Bahamas.

The defense and prosecution of patent suits may be both costly and time consuming even if the outcome is favorable to the Company. An adverse outcome could subject the Company to significant liabilities to third parties, require disputed rights to be licensed from third parties, or require the Company to cease selling certain of its products. The Company shall also rely on proprietary technology and there can be no assurances that others may not independently develop the same or similar technology, or otherwise obtain access to the Company's proprietary technology. There can be no assurances that confidentiality agreements entered into by the Company's employees and consultants, advisors and collaborators shall provide meaningful protection for the Company's trade secrets, know-how or other proprietary information in the event of any unauthorized use or disclosure of such trade secrets, know-how or other proprietary information.

K. Dependence on Computer Infrastructure

The Company's reliance on computer hardware operations and the Internet implies that there can be no assurances that a system failure would not adversely affect the performance of the Company; the Company presently has limited redundancy systems, no back up facilities and only a limited disaster recovery plan. Despite the implementation of network security measures by the Company, its servers are also vulnerable to computer viruses, physical or electronic break-ins and similar disruptive problems. Computer viruses, break-ins or other problems caused by third parties could lead to interruptions, delays or stoppages in service to users of the Company's services and products. The occurrence of any of these risks could have a material adverse effect on the Company's business, operations and financial condition.

L. Dependence on Key Personnel

The Company is highly dependent on the services of Carlos Foulkes, Chief Executive Officer and Dominic Richards, Chief Operating Officer, and the loss of their services could have an adverse affect on the future operations of the Company. Although the Company does not currently maintain a key-man life insurance policy insuring the life of the CEO and COO, the Company intends to apply for such a life insurance policy upon consummation of this Offering. This policy will be limited in term and provide an opportunity for Mr. Foulkes and Mr. Richards to train others and pass on unique and critical knowledge in an attempt to ensure the ongoing operation of the business in perpetuity.



M. Attraction and Retention of Professional and Qualified Personnel

The Company's ability to realize its objectives shall be dependent on its ability to attract and retain additional, qualified personnel. Competition for such personnel can be intense, and there can be no assurance that the Company's results shall not be adversely affected by difficulty in attracting and/or retaining qualified personnel. Furthermore, the Company plans on maintaining key-man life insurance on all senior management and to require all personnel to enter into confidentiality agreements as a condition of employment. The Company's management will have to enter into employment agreements that include non-compete and confidentiality requirements. However, there can be no assurance that such agreements shall fully protect the Company from competitive injury if any of these individuals leave the Company.

N. Dilution

After completion of the Offering, existing shareholders shall own one million, four hundred thousand (1,400,000) shares of Common Stock, representing ninety-three and a third percent (93.33%) of the Company's Stock (assuming 525 Units of the Common Stock are sold), whereby the purchasers of Common Stock in this Offering shall own thirty five percent (35.00%) of the Company's Stock for which they shall have paid \$0.95 per share, representing an immediate dilution in their share price.

The exercising of outstanding warrants and options shall also have a dilutive effect on the interests of the purchasers of Units. Moreover, in the event the Company requires additional equity financing pursuant to the shares offered under this Offering, purchasers of the additional shares may experience further dilution to the extent that such shares may be issued for a value less than the price paid for shares offered hereunder.

O. Control by Existing Stockholders

Upon the completion of this Offering, the directors, executive officers and principal stockholders of the Company shall own more than fifty one percent of the Common Shares. As a result, such entities shall have a significant influence on the affairs and management of the Company, as well as on all matters requiring stockholder approval, including electing and removing members of the Company's board of directors (the "Board"), causing the Company to engage in transactions with affiliated entities, causing or restricting the sale or merger of the Company, and changing the Company's dividend policy. Such concentration of ownership and control could have the effect of delaying, deferring or preventing a change in control of the Company even when such a change of control would be in the best interests of the Company's other stockholders (see "Management", "Principal Stockholders" and "Description of Securities").

P. Risks Associated With Financial Projections

The financial projection discussion of the Company included in this Memorandum is based upon assumptions that the Company believes to be reasonable. Such assumptions may, however, be incomplete or inaccurate, and unanticipated events and circumstances may occur. For these reasons, actual results achieved during the periods covered may be materially and adversely different.

Even if the assumptions underlying the Company's plans prove to be correct, there can be no assurances that the Company shall not incur substantial operating losses in attaining its goals. The Company's plans are based on the premise that existing consumer demand for intellectual properties, projects, products, services shall continue. However, there can be no assurances that the Company's objectives shall be realized if any of the assumptions underlying its plans prove to be incorrect.

Investors should be aware that independent market studies have been conducted by the Company regarding the Company's plan during an extensive research period. However, the Company's independent public accountants have not compiled or examined the documents, and accordingly, are unable to express an opinion or give any other form of assurance concerning the accuracy or relevancy of such documents or reports. Nevertheless the results of these studies were used to make basic assumptions in the financial projections.



Q. Limited Liquidity in the Absence of a Public Market

The shares of Common Stock offered hereby are being offered in a private offering based upon available exemptions from local securities laws. There is no public market in which shares of Stock may be sold, and it is not anticipated that any such market shall develop in the foreseeable future. Therefore, purchasers of shares of Stock should be prepared to hold their shares for an indefinite period of time.

R. Restrictions on Transfer of Securities

Investors shall own unregistered securities comprising a minority interest in a privately traded company. The shares may not be transferable under certain securities laws, which require registration or qualification. In such cases, the subscribers desiring to dispose of shares must deliver to the Company an opinion of counsel satisfactory to the Company to the effect that the proposed disposition of shares shall not violate the registration or qualification requirement of relevant securities law. The Subscription Agreement also provides that a shareholder seeking to sell shares of Common Stock must first offer them to the Company which has the right of first refusal prior to the shares being sold.

Because of potential restrictions on transferability of shares, and the fact that no trading market exists or is expected to develop for the shares, holders of the shares are not likely to be able to liquidate their investments or pledge the shares as security on a loan in the event of an emergency. Thus, the shares should be considered only as a long-term investment. There can be no assurances that the Company shall be able to affect a public registration of its shares, as its present level of business does not merit public ownership. In order to affect value from a public offering, a suitable underwriter must be located and a public market must be maintained following such offering. Typically, in an initial public offering existing shareholders are not permitted to sell their shares in such an offering, and are frequently required by the underwriter to “lock-up” their shares for a period of time thereafter.

S. Determination of Offering Price

The offering price for the shareholders as noted in this document was determined arbitrarily by the Company based upon a number of factors. Such price is based primarily on the amount of funds sought from this financing and the number of shares the Board is willing to issue in order to raise such funds. Accordingly, there is no relationship between the price of the Offering and the assets, earnings or book value of the Company, the market value of the Common Stock, or any other recognized criteria of value. As such, the price does not necessarily indicate the current value of the shares and should not be regarded as an indication of any future market price of the Company’s capital stock.

T. Best Efforts Offering

The Units are offered by the Company on a “best efforts” basis. No individual, firm or corporation has agreed in advance to purchase any of the offered Units. No assurance can be given that any or all of the Units shall be sold.

U. Payment of Dividends

The Company intends to pay cash dividends on its common stock no sooner than 18 months after initial operations begin. The Company intends to retain any earnings for use in the operation of its business it determines as necessary to ensure the financial position and strength of the Company is not threatened. The Company’s Board shall determine dividend payment policy and reserves the right to modify cancel or delay the payment of dividend in the future based upon, among other things, the Company’s results of operations, financial condition, contractual restrictions and other factors deemed relevant at the time. The Company intends to retain appropriate levels of its earnings, if any, to support the Company’s business activities.

V. Working Capital Requirements

The Company intends to use the net proceeds of this Offering to fund the acquisition of assets associated with the construction of IMAX theater in the Bahamas. However, Management shall have broad discretion to determine specifically how such proceeds shall be used.



W. Facilities

The Company's corporate headquarters is located at
[#9] Balfour Ct.
P.O. Box AP59057
Nassau, Bahamas.
Its telephone is [242-462-4996].[242-341-6285]
Email Address: info@atavusgroup.com
Website: atavusgroup.com

Although the Company's existing facilities are sufficient for its current needs, the Company anticipates moving to a larger headquarters in the future when main operations begin for the IMAX Theatre, and does not anticipate any difficulty in relocating office personnel or material to accommodate the expansion of its operations.

X. Legal Matters

The Company is not a party to any pending legal actions or proceedings, and the Company is not aware that any such actions are likely to be initiated in the near future.

Y. Absence of Merit Review

Investors are cautioned that these securities have not been registered under the Securities Industry Act nor has any other authority reviewed the accuracy or adequacy of the information contained herein nor has any regulatory authority made a merit review of the pricing of this Offering, the percentage of stock offered to Investors, or the compensation paid to officers or directors or other corporations under their control, and any dilutive factors therefrom. Therefore, Investors must recognize that they do not have all the protections afforded by securities laws to register or qualify offerings in jurisdictions with merit reviews, and must therefore judge for themselves the adequacies of the disclosures, the amounts of compensation, the pricing, dilution and fairness of the terms of this Offering without benefit of prior merit review by authorities.

Z. Risks Associated with Forward-Looking Statements Included in this Memorandum

This Memorandum contains certain forward-looking statements regarding the plans and objectives of management for future operations, including plans and objectives relating to the development of the Company's business. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based on a successful execution of the Company's business strategy and assumptions that the Company shall be profitable, that the market for products or services shall not change materially or adversely, and that there shall be no unanticipated material adverse change in the Company's operations or business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and business decisions (most of which are beyond the control of the Company), are difficult or impossible to predict accurately.

Although the Company believes that its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. As a result, there can be no assurance that the forward-looking statements included in this Memorandum shall prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other entity that the objectives and plans of the Company shall be achieved.

Note: In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by any management team.



EXECUTIVE SUMMARY

While piracy, new home entertainment options, and shifting windowing strategies continue to chip away at box office ticket sales, IMAX has helped draw crowds to theaters, alongside and in conjunction with 3D films. Exhibitors and critics even suggest IMAX leads the industry rebound in theatrical revenue largely because it creates an experience that cannot be duplicated at home. The money tells the story. In its June 2012 quarterly report, IMAX announced 22.7 percent revenue growth over the preceding year. Moreover, profits climbed 80 percent, reaching \$15 million; this reported by CWC's John Vanderhoef on February 19, 2013.

With fewer tickets being sold each year, Hollywood is eager to partner with IMAX to convert films to the Digital IMAX format and increase revenue for each ticket sold. IMAX tickets typically cost 30% more than standard admission, roughly \$15 or more in America's more expensive markets. Moreover, ticket sales for IMAX films tend to drop less week-to-week compared to standard theatrical releases. According to a report by the U.K. firm Dodona Research, revenue from large-format surcharges, including IMAX, will inject an additional \$850 million to total ticket sales by 2016.

Here in the Bahamas, The Department of Statistics estimates that Bahamians spend over 129 million dollars a year on entertainment. In the entertainment industry today, there is a much greater awareness than ever before of the need for a quality form of entertainment. This has occurred as the result of the industry's focus on the growth of the adult entertainment providers. These include nightclubs to local bars. This trend creates tremendous opportunities for businesses that specifically respond to the deficiencies this change has created. We intend to take advantage of this opportunity by addressing the need of customers in the market who seek alternative and additional forms of entertainment in which the entire family can participate and be educated.

The movie business has advantages investors have found highly desirable. Our proposed center here in Nassau can generate an ROI of at least 60% in as little as three (3) years. This is more than 10 times the prime interest rate on commercial fixed saving accounts and triples the return on locally provided ten year annuities. And while new center development demands a substantial capital investment, the low inventory requirements of a new center, coupled with its strong cash flow and low receivable structure, offer distinct financial advantages.

It should be noted that Bahamians spend more on entertainment than they do on education; some 3.25% of 3.9 billion dollars of expenditure annually. We intend to capture a significant portion of this market as well as tap the educational spending and tourism related products market. The founding members of Atavus Group Ltd have worked together for years on a common goal that is central to the project. That vision is to be established as the premier family entertainment source in the country, with a focus on creating a form of entertainment standard that supports the development of traditional family values. Atavus Group Ltd. will accomplish this by introducing a superior experience in the form of a fully functional, state of the art Multiplex with IMAX Bahamas as the anchor attraction.

The barrier to entry is in obtaining the significant capital startup which can represent an investment of approximately 12.8 million dollars. Feasibility studies conducted indicates that this investment will be easy to obtain from investors seeking a significant return on their money in a relatively short period of time.



General Company Description

Vision Statements

Atavus Group Ltd will be established as the premier family entertainment source in the country. Our focus is on creating a form of entertainment standard that supports the development of traditional family values.

Mission statement

It is the mission of Atavus Group Ltd. to provide a forum for guest to reconnect to traditional family values in an energized, uplifting and engaging atmosphere; Also, to ensure through exciting entertainment that our guest will experience a first-time visit, every time.

Motto

Advancing the Entertainment Experience

Logo



Values

1. Balance High-Tech with High-Touch.
2. Reconnect to traditional family values
3. Maintain an energized and an uplifting atmosphere.
4. Insure a spotless environment always.
5. Maintain a priority on guest safety and security.
6. Give a first-time experience every time.
7. Take a team approach.
8. Rebuild the community through family influence.

Business Concept

The concept of Atavus Group Ltd., as a Family Entertainment Company, was started by four (4) founding members, whose collective dream is to enhance the quality of entertainment in our country. This dream grew to include the establishment of a modernized **IMAX** facility as an anchor attraction.

IMAX as the Anchor Attraction

A Description of IMAX

Founded in 1967, IMAX Corporation is one of the world's leading entertainment technology companies, specializing in immersive motion picture technologies. The worldwide IMAX® theatre network is among the most important and successful theatrical distribution platforms for major event Hollywood films around the globe, with IMAX theatres delivering the world's best cinematic presentations using proprietary IMAX, IMAX® 3D, and IMAX DMR® technology.

The IMAX brand is recognized throughout the world for extraordinary and immersive entertainment experiences. As the IMAX theatre network grows, so does the visibility of the IMAX brand – a name that



is unique in the entertainment business. As of March 31, 2012, there were 643 IMAX theatres (510 commercial multiplex, 20 commercial destination and 113 institutional) in 52 countries. IMAX theatres are located in commercial multiplexes as well as some of the most prestigious educational institutions and destination entertainment centers around the globe. More than one billion people have had An IMAX Experience since the first IMAX theatre opened in 1970.

As the Company continues to evolve, its potential in the commercial marketplace continues to increase. While IMAX remains committed to its historical roots in museums and science centers, the company is rapidly expanding its commercial theatre network. IMAX has forged strategic alliances, relationships and joint ventures with some of the most prominent exhibitors in the world, including AMC Entertainment, Regal Cinemas, Inc., CJCGV, Lark International Multimedia, Muvico Theatres, Inc., National Amusements, Inc., Tokyo Cinemas and many more regional operators. In March 2011, IMAX announced a 75-theatre deal in China with Wanda Cinema Line. This agreement is the largest international deal to date for IMAX and second-largest in Company history. The Company formed IMAX China, a wholly-owned subsidiary, to oversee expanding IMAX business in Greater China

Current Situation

While the entertainment industry in our country is currently dominated by Galleria Cinemas, our exhaustive market research has shown us that the situation is ripe for a new company type with an original approach. We believe we can successfully enter the market by offering a type of entertainment that draws the family to spend time together and or provide parents and educational professionals with a sense of relief that their children are engaged in the 'right' type of amusement with a side of education, whether they are present or not. Having performed market surveys locally and data comparison of similar business approaches in other markets, we believe customers will find our products and services compelling enough that we will be able to build sales quickly and establish a solid market position. At this point we have refined our business concept and developed an extensive plan for taking this concept to market. We are now seeking initial equity investors or partners.

Key Success Factors

We note that even though Galleria Cinemas provides a movie experience, the key to the success of this venture would be the fact that as it presently stands, this will be the only business format of this type that exists in the country and among the immediate Caribbean neighbors, the closest being Digicel IMAX in Trinidad which opened for business in August 2011. Once granted licensing rights by IMAX through Racemic International, Atavus Group Ltd. will hold an exclusive franchise for ten years without the possibility of a competitor of the IMAX format. In fact the IMAX format for movies is a fast growing standard worldwide and will eventually replace traditional movies screens. It is most certain that with the inclusion of secondary theatres of a standard REALD 3D type in the IMAX complex, all current standard format companies such as Galleria will be hard pressed to match our technological prowess. In the event that a direct competitor was to be established or sustained our reliance would be on the unique service that we will offer with an emphasis on customer satisfaction and a focus on the established values noted in our vision. It is also our intent to offer more than a movie but rather a complete entertainment and educational experience that would be difficult to match for a business that intends to enter the market offering just the movies alone.

Three major operational key factors of success will be:

1. An especially well-selected, well-trained staff able to deal professionally with customers.
2. A very well-organized set of operating procedures that guarantees our dependability.
3. Unmatched technical and management support from both the IMAX Corporation and Racimec International.



Financial Needs

In order to effectively launch the business, we project a total need for **\$15,163,100** in start-up financing. Principal uses of funds are,

1. Land and Building Requirements
2. Equipment; IMAX Projectors & Distribution Rights
3. Training and Staff Development
4. System Implementation.

We seek to raise a total of \$4,500,000 in capital to get the project started.

A breakdown of the financing sought:

| Investor Type | Investment Type | Amount | Remarks |
|--------------------|-----------------|--------------|---------------------------------|
| Company Founders | Equity Capital | \$ 500,000 | 100% Committed |
| Other Key Managers | Equity Capital | \$ 25,000 | 100% Committed |
| Private Investors | Investor Equity | \$4,500,000 | 95% Committed Pending Bank Loan |
| Bank Financing | Loan | \$10,138,100 | At Final Level of Approval |



VI. FINANCIAL PLAN

REVENUE MODEL

IMAX Bahamas Ltd.

REVENUE ASSUMPTIONS - 3 YEAR REVENUE & COGS

For the three year period ending December 31, 2015, 2016 & 2017

(Expressed in Bahamian Dollars)

| | | <u>2015</u> | <u>2016</u> | <u>2017</u> |
|--|--------------|---------------------|---------------------|---------------------|
| Revenue: | | | | |
| Box office revenue | | \$ 4,885,754 # | \$ 4,983,469 # | \$ 5,083,138 |
| Food sales | | 1,857,346 # | 1,894,493 # | 1,932,383 |
| Advertising | | 1,293,000 # | 1,318,860 # | 1,345,237 |
| Total revenue | | 8,036,100 | 8,196,822 | 8,360,758 |
| Less: Cost of goods sold | | | | |
| | Basis | | | |
| Film distribution fee (Hollywood) | 50% | 2,442,877 # | 2,491,734 # | 2,541,569 |
| Fast Food - Cost | 25% | 464,336 0 | 473,623 0 | 483,096 |
| IMAX- Film fee (Documentary/Educational) | 7% | 90,510 # | 92,320 # | 94,167 |
| Annual IMAX maintenance | | 56,000 # | 56,000 # | 56,000 |
| Total film distribution | | 3,053,723 | 3,113,678 | 3,174,831 |
| Gross profit | | \$ 4,982,376 | \$ 5,083,144 | \$ 5,185,927 |
| *Projected annual growth rate | 2% | | | |

FUNDING TO DATE

To date, ATAVUS GROUP LIMITED's founders have invested \$525,000 in ATAVUS GROUP LIMITED, with which we have accomplished the following:

- Developed an extensive Business, Marketing and Operational Plan for IMAX Theatre.
- Acquired the IMAX Exclusive License with an initial payment of \$225,000
- Trained our core management staff on specific project content, via training seminars.
- Made down payment of 2 acres valued at \$1.5 million dollars for theatre operations, and arranged for the acquisition of an additional 0.5 acres on site between Bahamar and JFK Drives.
- Commissioned the construction of two Major website.
- Developed Architectural Plans for theatre building.



- Visited and met with IMAX executives at IMAX headquarters in Canada for preliminary contract negotiations.

Funding Requirements/Use of Funds

ATAVUS GROUP LIMITED is currently seeking \$15,163,100 to construct an IMAX theatre with six additional standard digital theatres. This venture will consist of various funding stages and types, inclusive of bank financing to fully meet the capital requirements of the project,

The capital will be used as follows:

- **Purchase of 10 year exclusive IMAX license and Equipment.** For operations to begin Atavus Group Ltd must secure an exclusive contract with IMAX to ensure that no competitor can offer the technology locally with a view to displacing us in the market.
- **Debt free acquisition of the real-estate.** In order to build a state of the art modern theatre, ATAVUS GROUP LIMITED needs to secure sufficient land for both building construction and patron parking. Moreover, the site selected is prime real-estate and provides unique business opportunity in secondary markets as described in the marketing section of the business plan.
- **Construction:** Construction of actual theatre building constitutes the single largest investment.



Financial Projections

Below is an overview of ATAVUS GROUP LIMITED's Financial Projections for the next three years. Please see the Business Plan for the full financial projections and key assumptions.

IMAX Bahamas Ltd.

PROJECTED CAPITAL REQUIREMENTS

START UP CAPITAL FINANCING

(Expressed in Bahamian Dollars)

| | <u>2013 - 2014</u> |
|--|----------------------|
| Building | \$ 7,965,000 |
| Equipment | 2,132,896 |
| Land | 1,612,500 |
| Working capital (6 months operating costs) | 1,263,331 |
| Franchise rights | 750,000 |
| Computer hardware & software | 463,550 |
| Staffing & marketing - start-up phase | 281,823 |
| Furniture & fixtures | 250,000 |
| Miscellaneous | 250,000 |
| Website | 150,000 |
| Security deposits | 44,000 |
| Total Funds Required | \$ 15,163,100 |
| Source of Funding | |
| Equity investor | \$ 5,540,240 |
| Shareholder contributions | 525,000 |
| Bank loan | 9,097,860 |
| Total Funds Required | \$ 15,163,100 |



Exit Strategy / Valuation Metrics

Investors shall own unregistered securities comprising a minority interest in a privately traded company. The shares may not be transferable under certain securities laws, which require registration or qualification. In such cases, the subscribers desiring to dispose of shares must deliver to the Company an opinion of counsel satisfactory to the Company to the effect that the proposed disposition of shares shall not violate the registration or qualification requirement of relevant securities law. The Subscription Agreement also provides that a shareholder seeking to sell shares of Preferred Stock must first offer them to the Company which has the right of first refusal prior to the shares being sold.

Because of potential restrictions on transferability of shares, and the fact that no trading market exists or is expected to develop for the shares, holders of the shares are not likely to be able to liquidate their investments or pledge the shares as security on a loan in the event of an emergency. Thus, the shares should be considered only as a long-term investment. There can be no assurances that the Company shall be able to affect a public registration of its shares, as its present level of business does not merit public ownership. In order to affect value from a public offering, a suitable underwriter must be located and a public market must be maintained following such offering. Typically, in an initial public offering existing shareholders are not permitted to sell their shares in such an offering, and are frequently required by the underwriter to “lock-up” their shares for a period of time thereafter.

In view of this, ATAVUS GROUP LIMITED’s management will nonetheless do its due diligence to bring about a profitable exit most likely an Initial Public Offering in as little as 5 to 7 years. This will in fact be an expansion of its services in an attempt to acquire additional market share from the current competition. A Public Offering will provide capital to expand into the eastern division of the island and also on to the other major islands where a cinematic experience is offered, such as the nation’s second city Freeport, Grand Bahama.

A private company entering the public market can use many models for valuation. The Company’s board of directors and its financial team shall make every effort to ensure that the choice of valuation provides maximum returns for shareholders at an exit event.

Prior to possible future IPO investors wishing to exit must observe the terms of transfer and redemption of shares as set forth in this memorandum and as restated above. (See Share Policy Above)



VII. BOARD OF DIRECTORS & MANAGEMENT TEAM

ATAVUS GROUP LIMITED's founding team includes entrepreneurs and managers with a track record of success and a history of successfully working together.

Board of Directors

Pursuant to the Articles of Association the Directors shall be elected at the company's annual general meeting to hold office until the next annual general meeting unless an extraordinary general meeting is called with the express purpose of electing a board or for the removal of a board member. At startup the board shall consist of four (4) founding members of the Atavus Group as minimum in addition to other experts added as necessary up to a maximum of seven (7) members. Currently the board comprises of 4 members listed below:

Carlos S. Foulkes - Chairman

The Chairman of Atavus Group Ltd is Mr. Carlos Foulkes, an authority in digital cinematic entertainment, who will function as Chief Executive Officer. He is the son and protégée of His Excellency Sir Arthur Foulkes, The Governor General of The Commonwealth of The Bahamas. His qualifications include a BBA in Management, an AA in Engineering and over 8 years of experience in senior management positions at a large firm.

Tecoyo O. Bridgewater – Director and Legal Counsel

Mr. Bridgewater is an Attorney and Counsel at law formerly an associate at Munroe and Associates, one of the leading criminal and civil litigation firms in The Bahamas. Currently he is the Principal of Bridgewater Legal Advocates and will lead a team of three (3) legal advisors to Atavus Group Limited.

Dominic Richards - Director

Mr. Dominic Richards: B.S. in Molecular Biology and Business Administration. He is currently completing MS in International Finance and has over 10 years of managerial experience in US and Bahamas. He will also serve as the Chief Operating Officer

Demarco Gibson - Director

Mr. Demarco Gibson: Director of Security of the multimillion dollar New Providence Development Company and 8 year of management. Mr. Gibson will serve as Manager of Facility and Maintenance when construction begins.

Key Management



In addition to Directors serving as officers the following key managers bring additional qualification to the team.

1. Executive Secretary / Human Resources Manager: Lavern Richards: B.S. in Business Administration, and Computer Science, former COO of the multinational corporation Sunset Harbor Resort Ltd. and over 10 years of managerial experience.
2. **C.F.O. Mr. Montgomery Braithwaite** has more than 38 years working in the financial services industry. He is a chartered accountant having held the position as Partner with Deloitte & Touché for several years then later served as President of Colina Imperial Insurance Company Limited for three years. Mr. Braithwaite is a member of the Bahamas Institute of Chartered Accountants (Past Secretary and Council Member). He has assisted with various government projects with the most recent being the financial controller for the Carifta Games 2013. He currently is assisting the project management team responsible with hosting the IAAF World Relays games in the Bahamas in 2014. Mr. Braithwaite is currently the chairman of LENO Corporate Services as

This group has worked together for years on various projects and brings a certain synergy to the table that has taken a decade to develop. With four founders and other key participants a seven member board of directors will be established inclusive of principal investors.

Consultants

Roger Forbes

Mr. Roger Forbes: Consultant CGA - Senior Auditor, Bahamas Government & President of the Certified General Accountants Bahamas, with over 20 years of managerial experience, most recently appointed to the Mortgage Corporation of The Bahamas.

Mrs. Monalisa Dean-Adderley

In addition another financial expert will serve as consultant to the senior management team. Ms. Adderley is – Certified Public Accountant at Ernst & Young Bahamas, valedictorian of graduating class in 2009 from the College of the Bahamas and the recipient of the GG Award for academic achievement.

Mrs. Ingrid Jahra

Mrs. Jahra is the Co-Owner and CEO of Giant Screen Entertainment Limited in Port of Spain, Trinidad; the first Caribbean company to launch the IMAX format under the name Digicel IMAX.

Mr. Miguel Sfeir

President of the Racimec International Group, a multibillion dollar organization that was founded in Rio de Janeiro, Brazil, in August 1966, now one of the most prominent entertainment and public gaming companies in the world. See Sourcing and Technology for full details.

**Ms. Trevare Sherman**

Ms. Sherman is a Human Resources Recruitment Coordinator at Atlantis Resort with over five years of experience.

IMAX Corporation

See full description on IMAX in Sourcing and Technology in the Business Plan.

USE OF PROCEEDS

The net proceeds to the Company are estimated to be \$480,000 should the Offering be completely subscribed. The Company intends to use these proceeds as follows:

| | Maximum |
|---|------------------|
| Proceeds from Offering (1) | \$500,000 |
| Less: Selling Expenses | \$20,00 |
| Net Proceeds to the Company | <u>\$480,000</u> |
| Application of Net Proceeds: | |
| To meet all short-term debt/expense obligations | |
| Legal Fees | |
| | |
| | |
| | |
| | |
| | |
| 1.) Assuming all 525,000 Shares are sold. | |

In case of delay in the uses of funds described above, the Company intends to invest the net proceeds of this offering in short-term, investment-grade interest-bearing securities.

While the foregoing represents our best estimate of the use of proceeds, the amounts actually expended for each purpose may vary significantly from the specific allocation of the net proceeds set forth above, depending on numerous factors, including changes in the economic climate for our proposed business operations, the amount of funds raised and the success or lack of success of our marketing plan. Any reallocation of the net proceeds of the Offering will be made at the discretion of the Board of Directors, but will be in furtherance of our strategy to achieve growth and profitable operations. Our working capital requirements are a function of our future sales growth and expansion, neither of which can be predicted with any reasonable degree of certainty. As a result, the Company may be unable to precisely forecast the period of time for which proceeds of this Offering will meet such requirements. We, therefore, reserve the right to reallocate the net proceeds of this Offering among the various categories set forth above as we, in our sole discretion, deem necessary or advisable.



MANAGEMENT COMPENSATION

The following table sets forth information concerning compensation of the officers and directors of the Company and its subsidiaries. Increases in salaries in year two are dependent on profits in year one operations.

Year 1 Executive Salaries:

| | |
|-------------------------|----------|
| Chief Executive Officer | \$72,000 |
| Chief Operating Officer | \$67,200 |
| Financial Officer | \$62,400 |
| Executive Secretary | \$36,000 |

Year 2 Executive Salaries Assumes Profitability

| | |
|-------------------------|----------|
| Chief Executive Officer | \$90,000 |
| Chief Operating Officer | \$84,100 |
| Financial Officer | \$78,000 |
| Executive Secretary | \$45,000 |

PRINCIPAL INTEREST HOLDERS

The following table sets forth the beneficial owners of 2% or more of the Company's Shares as of October 30st, 2013:

| <u>Interest Holder</u> | <u>Shares</u> | <u>Percentage</u> |
|-----------------------------|-------------------|-------------------|
| Founders Shares | 875,000 | 58.33% |
| Employee Stock Option Pool* | 100,000.00 | 6.67% |
| Total Shares | 975,000.00 | 65.00% |

*Up to 100,000 common shares will be given to ATAVUS GROUP LIMITED employees as options to attract key expert as may be required.

PRINCIPAL INTEREST HOLDERS AFTER FULL DILUTION OF 1,500,000

| <u>Interest Holder</u> | <u>Shares</u> | <u>Percentage</u> |
|------------------------------|---------------------|-------------------|
| Founders Shares | 875,000 | 58.33% |
| Employee Stock Option Pool* | 100,000 | 6.67% |
| Preferred Stock | 000 | 00.00% |
| Common Stock to Equity Owner | 525,000 | 35.00% |
| Total Shares Issued | 1,500,000.00 | 100.0% |



CAPITALIZATION

The Company's authorized capital stock consists of 2,000,000 shares of Stock of various classes and various, par value. As of Oct 31st, 2013, the Company had 525,000 shares of Stock outstanding.

The following is a brief summary of certain terms and provisions of the capital stock of the Company. Such summary does not purport to be complete and is qualified in all respects by reference to the actual text of the Company's Certificate of Incorporation and Bylaws, and to applicable law.

A. Common Stock

The holders of shares of Common Stock are entitled to one vote for each share on all matters on which the holders of Common Stock are entitled to vote. There is no cumulative voting for the election of directors. Subject to the rights of any outstanding shares of preferred stock, the holders of the Common Stock are entitled to receive ratably such dividends as may be declared by the Board out of funds legally available therefore. Holders of Common Stock are entitled to share ratably in the net assets of the Company upon liquidation or dissolution after payment or provision is made for all liabilities and the preferential liquidation rights of any shares of preferred stock then outstanding. The holders of Common Stock have pre-emptive rights to purchase any shares of any class of stock and reserve the first right of refusal on authorized sales, transfer or purchase of recalled shares subject to company by-laws. The distribution of such shares across existing shareholders shall be calculated based on percentage of ownership. On refusal of acceptance of rated portion by one or more shareholders, that proportion of shares will be distributed to remaining shareholders by weighted average of ownership of participants until all available shares are distributed. All refused shares will become available to new prospective share holders. Additionally, all outstanding shares of Common Stock are, and the shares of Common Stock to be issued by the Company pursuant hereto shall be upon payment therefore, fully paid and non-assessable.

B. Preferred Stock

The Board may issue additional shares of Preferred Stock in one or more series and fix the rights, preferences and privileges thereof, including voting rights, terms of redemption, redemption prices, liquidation preferences, number of shares constituting any series or the designation of such series, without further vote or action by the shareholders. All Preferred Stock will be subject to limitations in term. Further all Preferred Stock issued for terms longer than 4 years must be approved by majority vote of common stock holders at a general meeting or extraordinary meeting called for such purpose.

Although the Company presently has no intention to do so without shareholder approval, the Board may issue Preferred Stock with voting and conversion rights that could adversely affect the voting power of the holders of Common Stock. Any such provision may be deemed to have a potential anti-takeover effect, and the issuance of Preferred Stock in accordance with such provision may delay or prevent a change of control of the Company. Currently preferred stock has no voting rights if issued.

The capitalization of the Company as of October 31st, 2013 on a pro forma basis after giving effect to the adjusted capitalization for the sale of all 525,000 Shares at the offering price of \$0.95 per Share, which will raise \$500,000 is \$912,582.



EXHIBIT A

SUBSCRIPTION AGREEMENT

In connection with the proposed issuance of Shares (the “Shares”) in ATAVUS GROUP LIMITED., doing business as ATAVUS GROUP LIMITED, (the “Company”), the undersigned prospective investor (“Investor”) and the Company hereby agrees as follows:

1. Subscription. The investor hereby subscribes for the purchase of Common Shares and agrees to purchase the number of Shares set forth on the signature page of this Subscription Agreement at a price of \$0.95 per Share. The Investor and the Company agree that this Subscription is and shall be irrevocable; however, the Company, in its sole discretion and for any reason, may accept or reject this Subscription Agreement, in whole or in part, at any time not later than 10 days after the date of this Subscription Agreement.

2. Representations and Warranties. The Investor makes the representations and warranties set forth below with the intent that the same may be relied upon in determining the Investor’s suitability as a purchaser of Shares. If the Investor includes or consists of more than one person or entity, the obligations of the Investor shall be joint and several and the representations and warranties herein contained shall be deemed to be made by and be binding upon each person or entity and their respective heirs, executors, administrators, successors and assigns.

(a) No Regulatory Review. The investor is aware that this Offering is a limited private offering and that no Bahamian or other agency has made any finding or determination as to the fairness of the investment nor made any recommendations or endorsement of the Shares.

(b) Ability to Evaluate. The Investor, by reason of the Investor’s knowledge and experience in financial and business matters is capable of evaluating the risks and merits of an investment in the Shares. The Investor (i) understands that the Company is a development stage company, has a very limited operating history and has no meaningful historical financial data upon which to estimate revenues and operating expenses and (ii) believes it has received all information and has conducted all of the due diligence it considers necessary or appropriate in deciding whether to purchase the Shares. The Investor has relied solely upon the advice of Investor’s own financial and legal advisors with respect to the tax and other legal aspects of the investment in the Shares.

(c) Investment Intent. The Investor acknowledges that the purchase of Shares hereunder is being made for the Investor’s own account, for investment purposes only and not with the present intention of distributing or reselling the Shares in whole or in part. The Investor further understands that the Shares have not been registered under the SECURITIES INDUSTRY ACT, as amended (the “Act”), or under any jurisdiction securities laws by reason of specific exemptions therein, which depend upon, among other things, the accuracy of the Investor’s representations as expressed in this Subscription Agreement. The Investor further understands that transfer of the Shares is restricted under the policies of this agreement

(d) No Liquidity. The Investor has been advised that (i) it is unlikely that there will be a market for the Shares for a substantial period of time, or ever, (ii) there are substantial limitations on the Investor’s ability to sell or transfer the Shares, and (iii) in any event, it may not be possible to readily liquidate the Investor’s investment in the Shares.



(e) Confidentiality. The Investor understands that the Confidential Private Placement Memorandum provided to the Investor and any other information discussed with the Investor in connection with this Offering is confidential. The Investor has not distributed and will not distribute the Confidential Private Placement Memorandum and has not divulged and will not divulge the contents thereof or of any oral communication with the Company in connection with this Offering, to anyone other than such legal or financial advisors as the Investor deems necessary for purposes of evaluating an investment in the Shares and no one (except such advisors) has used the Confidential Private Placement Memorandum, and the Investor has not made any copies thereof.

(f) Authorization and Formation of Subscriber. The Investor, if a corporation, partnership, trust or other form of business entity, is authorized and otherwise duly qualified to purchase and hold Shares and such entity has not been formed for the specific purpose of acquiring Shares in this Offering. If the Investor is one of the aforementioned entities, it hereby agrees that upon request of the Company it will supply the Company with any additional written information that may be requested by the Company.

3. Arbitration. Any dispute arising out of or relating to an investment in its Shares must be handled in accordance with the rules and regulations of local bodies of arbitration, said arbitration to be binding on the parties. Additionally, each investor hereunder will be waiving the right to seek punitive damages, the right to trial by a jury and other potential remedies that otherwise may be afforded by law.

4. Governing Law. This Subscription Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of the Bahamas



Copy No 001

Name: Dr. Werner Brummund

Confidential Private Placement Memorandum

The Investor declares under penalty of perjury that the statements, representations and warranties contained herein are true, correct and complete and that this Subscription Agreement was executed at: Paradise Island, Bahamas

Number of Common Shares: Five Hundred & Twenty Five Thousand (525,000 shares)

Total purchase price: \$ Five Hundred Thousand Dollars (\$500,000)

Exact Name(s) in which ownership of Shares is to be registered:

Dr. Werner Brummund

Address of Subscribers:

37 Ocean Club Drive

P. O. Box CR-56766, Suite 956

Paradise Island, Bahamas

Phone # (242) 363-5152

Email: wbrummund@hotmail.com

Subscriber

Joint Subscriber: (if necessary)

(Print Name)

(Print Name)

(Signature)

(Signature)

Date: _____

Signed Sealed and Delivered by the said **WERNER BRUMMUND** in the presence of:-

| Witness: _____

RECEIVED AND ACCEPTED BY:

(Signature)

Carlos Foulkes

CEO, ATAVUS GROUP LIMITED

Date: _____