

GAIA INFRASTRUCTURE CAPITAL LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2015/115237/06)

(Share Code: GAI ISIN ZAE000210555)

("GAIA" or the "Company")

POSTING OF NOTICE OF WRITTEN SHAREHOLDER RESOLUTIONS TO COMPANY SHAREHOLDERS

Shareholders are advised that a notice to GAIA shareholders as contemplated in section 60(1) (a) of the Companies Act 71 of 2008, incorporating a notice of written shareholder resolutions and a form of proxy has been posted today, 19 September 2017 ("the Notice").

Insofar as any of the Agreements contemplate the provision of financial assistance by the Company for the purpose of, or in connection with, the subscription for securities as contemplated by section 44 of the Companies Act ("**Financial Assistance**"), the shareholders of the Company are required in terms of the Companies Act to pass a special resolution authorising the entering into of the Agreement and the provision of Financial Assistance by the Company to the Issuer pursuant to the Agreements.

The resolution has been posted to all shareholders entitled to exercise voting rights in relation to the proposed resolution and must be voted on in writing within 20 business days after the date of the Notice. Shareholders must exercise their voting rights by no later than Thursday, 19 October 2017 being the 20th business day following the posting of the Notice, by returning the voting form included in the Notice to the Company Secretary by:

- fax on 086 6166 545; or
- email to melinda@fusioncorp.co.za; or
- by hand to Unit 2 B, Corporate Corner Office Park, Marco Polo Street, Highveld Centurion, 0169.

Company shareholders are advised that the Circular is immediately available on Company's website: www.gaia-ic.com.

Words and expressions defined in the Notice shall, save where otherwise defined in this announcement, have the same meaning in this announcement and shall form part of this resolution as and where applicable in the context.

Johannesburg

19 September 2017

Financial Advisor and Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Legal Advisor to GAIA

Cliffe Dekker Hofmeyr