



A.C. ELLIOT ATTORNEYS

ATTORNEYS-AT-LAW
& NOTARIES ROYAL

24 August 2023

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Parkway Global Capital Ltd.
IBC Number 2023-00370
Rodney Bay,
Gros Iselt,
St. Lucia

Dear Client,

I, the undersigned Al C. Elliot of A.C. ELLIOT ATTORNEYS, law firm, practicing Attorney-at-Law in the State of Saint Lucia, confirm that I am qualified to give this Legal Opinion on the laws of Saint Lucia.

We have been asked to provide a legal opinion on the following:

Q. Whether the Company requires a licence in order to conduct its business of Forex Trading/Brokerage and Contracts For Difference (CFDs), including offering CFDs over cryptocurrencies outside of the jurisdiction of Saint Lucia.

In preparing this opinion we have considered the following legislation:

- Companies Act
- International Business Companies (Amendment) Act 2019.
- The Income Tax Act
- The Economic Substance Act 2019
- Trade Licence Act
- Virtual Asset Business Act 2022

We hereby offer the following opinion:

Until the legislation governing activities in the Forex/Brokerage, CFDs, and Stock Trading is adopted, there is no legal prohibition against the Company engaging in such activities or declaring it in its Articles of Association. The trading of securities or the carrying on of a foreign exchange business is not regulated by local legislation of Saint Lucia. Therefore, the trading of securities and the carrying on of a foreign exchange business is not a prohibited activity under the IBC Act or any other legislation applicable in Saint Lucia and a company can engage in any of these business activities outside of the jurisdiction of Saint Lucia.

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Having analyzed the legislation that is in force in Saint Lucia, as well as official information from the Financial Services Regulatory Authority (FSRA), one can come to a definite conclusion that a licence for services in the FX and CFDs markets and Stock Trading provided outside of the jurisdiction of Saint Lucia is not required and not applicable by the FSRA.

Virtual Asset Business Act St. Lucia

This Act applies to a person who, whether before or after the commencement of this Act, offers or operates a virtual asset business in or from Saint Lucia.

“Virtual Asset” is defined as:

- (a) a digital representation of value that can be digitally traded, or transferred, and can be used for payment or investment purposes;
- (b) not including digital representations of fiat currency or security;

“Virtual Asset Business” means the conduct, for or on behalf of another person, of one or more of the following activities or operations:

- (a) an exchange between a virtual asset and fiat currency;
- (b) an exchange between one or more forms of virtual assets;
- (c) a transfer of a virtual asset, whether or not for value;
- (d) the safekeeping or administering of a virtual asset or instruments enabling control over a virtual asset;
- (e) participating in or providing financial services related to the issue or sale of a virtual asset.

Section 4 of the Act provides that a person shall not offer or operate in or from Saint Lucia, a virtual asset business without being licensed under this Act. The Authority may order a person to cease offering or operating a virtual asset business until an application for a licence is determined. A person who operates a virtual asset business contrary to the Act is liable on summary conviction to a fine not exceeding ten thousand dollars and imprisonment for a term not exceeding two years and is prohibited from making another application for a licence under the Act.

A virtual asset business which is licensed under this Act is not required to be licensed under the Trade Licences Act. A person shall not, in an application for a licence, make a false or misleading declaration or submit false or misleading documents in support of the application. An application for a licence which contains a false or misleading declaration or is supported by false or misleading documents is void.

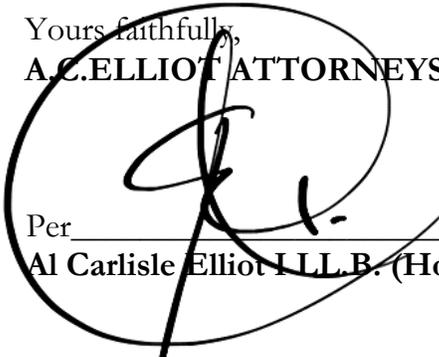
Conclusion

Forex Trading or Brokerage that does not include any aspect of virtual assets, does not fall within the scope of virtual asset business. Similarly, Stock Trading and related services that operate without any aspect of virtual assets, would not fall within the scope of virtual asset business. Forex Trading or Brokerage, and Stock Trading and related services, are business activities that are not regulated by any legislation or in any way in Saint Lucia. The legitimate operation of Forex Trading or Brokerage by a company registered in St. Lucia, is not illegal and a company that offers such services may be licensed and or regulated by a competent authority. Nothing prevents a Saint Lucian registered company from operating such business activity within a legal framework in another jurisdiction.

NOTE THAT: Cryptocurrency and Contracts for Difference having a component of virtual assets, can be legally classified as virtual asset business. We confirm that for the operation of any virtual asset business or service, in or from Saint Lucia, the Company registered in Saint Lucia would require a licence pursuant to the Virtual Asset Act of Saint Lucia. A company that is registered in Saint Lucia, is, by virtue of it's registration, either operating in Saint Lucia, or from Saint Lucia, as Saint Lucia would be its domicile jurisdiction.

The opinions set out above are limited to matters of Saint Lucia law as it exists at the date hereof and express no opinion with respect to the laws of any other jurisdiction.

Yours faithfully,
A.C.ELLIOT ATTORNEYS

Per 

Al Carlisle Elliot LL.B. (Hons.) L.E.C