

GEO CAN RESOURCES

EXD

The approved project has fulfilled the investment requirements, which are: -

- (a) Minimum finance investment threshold has been exceeded, the project expects to invest US\$ 12.65m
- (b) Legal entity has been incorporated under certificate
No. 59007 of 23/01/09

Based on the above, the letter of approval is hereby submitted for signature in order for the project to comply with the requirements of Section 17 of Tanzania Investment Act, 1997.

Submitted for signature.



N. A. Senzia

DIF

27th April 2009

MINUTE

PAGE NO. _____

GEO CAN RESOURCES COMPANY LIMITED

FEASIBILITY STUDY FOR ESTABLISHMENT OF GOLD MINING AND PROCESSING AT UYOWA

PREPARED FOR:

GEO CAN RESOURCES
COMPANY LIMITED
P.O.BOX 80079
DAR ES SALAAM
TANZANIA
EAST AFRICA

JANUARY 2009

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PROJECT SUMMARY

1. INTRODUCTION

The economic restructuring programs implemented in Tanzania over the past decades are now showing positive results and the country is now experiencing an increased inflow of investors.

With the revival of the Tanzania economy, privatization and improved investment climate, foreign direct investments flow in Tanzania is now increasing faster. Together with a record GDP growth rates of 6.7% in 2006 and 7.1 in 2007, Tanzania ranked 3rd as an investment destination in non-oil producing African countries in 2006, up from the 4th in 2005, with a record FDI flow of US\$ 377.00 million.

Through this many investors are directing efforts towards growth sectors leading by mining, telecommunication, finance, services, property and tourism.

This report contains details of proposal by Ms. GEO CAN RESOURCES COMPANY LIMITED to expand its mining processing through gold mining project at Uyowa Gold Project.

Uwoya Mining project is in west central Tanzania, south of the Lake Victoria Greenstone Belt, in the Urambo District, Tabora Region.

The Uyowa property consist of four prospecting licenses and covers an area of 480 square kilometers.

The properties in application and their areas are:

SNo	License ID	Project Name	Project Code	Owner	Transferred To	Property Type	Prospect	District	Area (SqKm)	QDS No
1	PL 4531/2007	UYOWA	PG004	Ahmed Bwakila and George John	Uyowa	AU	Uyowa	Urambo	95.12	96/2,4
2	PL 3425/2005	UYOWA	PG004	Craton Minerals.	Uyowa	AU	Uyowa	Uyowa	171.2	96/2
3	PL 5009/2008	UYOWA	PG004	Michael Jaga, Bwakila Ahmed		AU	Uyowa	Urambo	244.32	96/2,4
4	PL 4749/2007	UYOWA	PG004	Charles Totera and Isac Morebhe	Tan Geo	AU	Kisimani River	Urambo	34.24	97/1
5	PL 5153/2008	UYOWA	PG004	Ahmed Abuu, Nicolaus Raphael		AU	Uyowa	Uyowa	134.96	77/4, 78/3
6	PL 3557/2005	UYOWA	PG004	Craton Minerals.	Uyowa	AU	Igwisi	Uyowa	171.1	96/4
						TOTAL SQKM			850.94	

Topography

Topographically, the property consist of a series of low hills and intervening grass covered valleys. Vegetation is primarily grass and thorn bush. The climate at Uwoya is tropically humid with alternating wet and dry seasons. The rainy season usually start in November and extends to may with a short interruption towards the end of December. Maximum rainfall occurs in March and April; daytime temperatures in the dry season vary from 22 to 32 degrees Celsius. Climatic conditions are not expected to unduly hinder exploration programs in the area.

The intention of this report to continue develop the gold mining project in Uwoya mining area for excavating mine dumps and land sites for extracting goldferous minerals and transportation of the tailing an alluvial deposits for processing the tailing and alluvial deposits and delivery of final concentrate to WGL. Also this project will deal with mine, load and remove tailing, fine

kimberlite and gravels and transport for stockpiling and processing.

In Uyowa means of transports is over unimproved roads through the villages of Mhunze and Busingwa. It can cover to four hours trip which require four – wheel drive vehicles during the wet season. The nearest airport with regularly scheduled flights is in Kahama. Supplies and services are also available at Kahama.

This report is also prepared for submission to the Tanzania Investment Center for certificate of incentives for GEO CAN RESOURCES COMPANY LIMITED.

The GEO CAN RESOURCES COMPANY LIMITED scheme will entail development of a yard at Uwoya mining area entailing construction of additional warehouse, extension of the office block to provide additional office space and accommodation for key executives construction of a wall to encompass the entire sites and landscaping. For the time being GEO CAN operation office is located at Plot No. 713 at Mwenge Mlalakuwa area in Kinondoni Municipal – Dar es Salaam City.

The project will also entail acquisition of earth moving equipments, loaders and heavy duty tractors. The project will also entail acquisition of Gold processing plant, crusher, screens and accessories.

Through this effect, this proposal is presented requesting for an investment of Tshs. 12.6 billion approximately (US\$ 9.7 million) by

way of equity and long term loan towards the establishment of facilities for extracting goldiferous minerals.

2. SUMMARY

Promoters and Shareholders

GEO CAN RESOURCES COMPANY LIMITED is a well establishment limited liability company incorporated in Tanzania vide certificate of incorporation No. 59007 dated 23rd January, 2007. The company registered for carrying the business of Mineral Processing, warehousing, plant hire and general trading in Tanzania.

Operating from the main office in Plot No.713 Mwenge Mlalakuwa Dar es Salaam; the company is jointly owned by the following shareholders with their experience:

1. Heidi Kalenuik - ^SPresident Foreigner

Heidi Kalenuik has an extensive background in the precious mineral industry with several years of experience in Africa. Owning and operating cutting works, taking gold from rough to polished precious stones and finally into the marketplace. Extensive experience in travel through Africa to develop business relations and manage African business interests. Trading of Africa precious stones and gold with European and Asian entities. Three years administrative experience, working with over 150 private and public companies in British

Columbia, Canada. The company ranged from start up to fortune 500 including a number of resources companies.

2. Dr. Roger Newell – Senior Geologist Foreigner

Dr. Rogers Newell PhD in 1980's while at Newmont Mining he recognized the need to redevelop Nevada's Carlin Trend, having the best gold deposits in the world outside of South Africa also responsible for Capital Gold Corp.'s property acquisitions and development of the El Chante Gold Mine in Mexico. Prior joining GEO CAN RESOURCES COMPANY LIMITED.

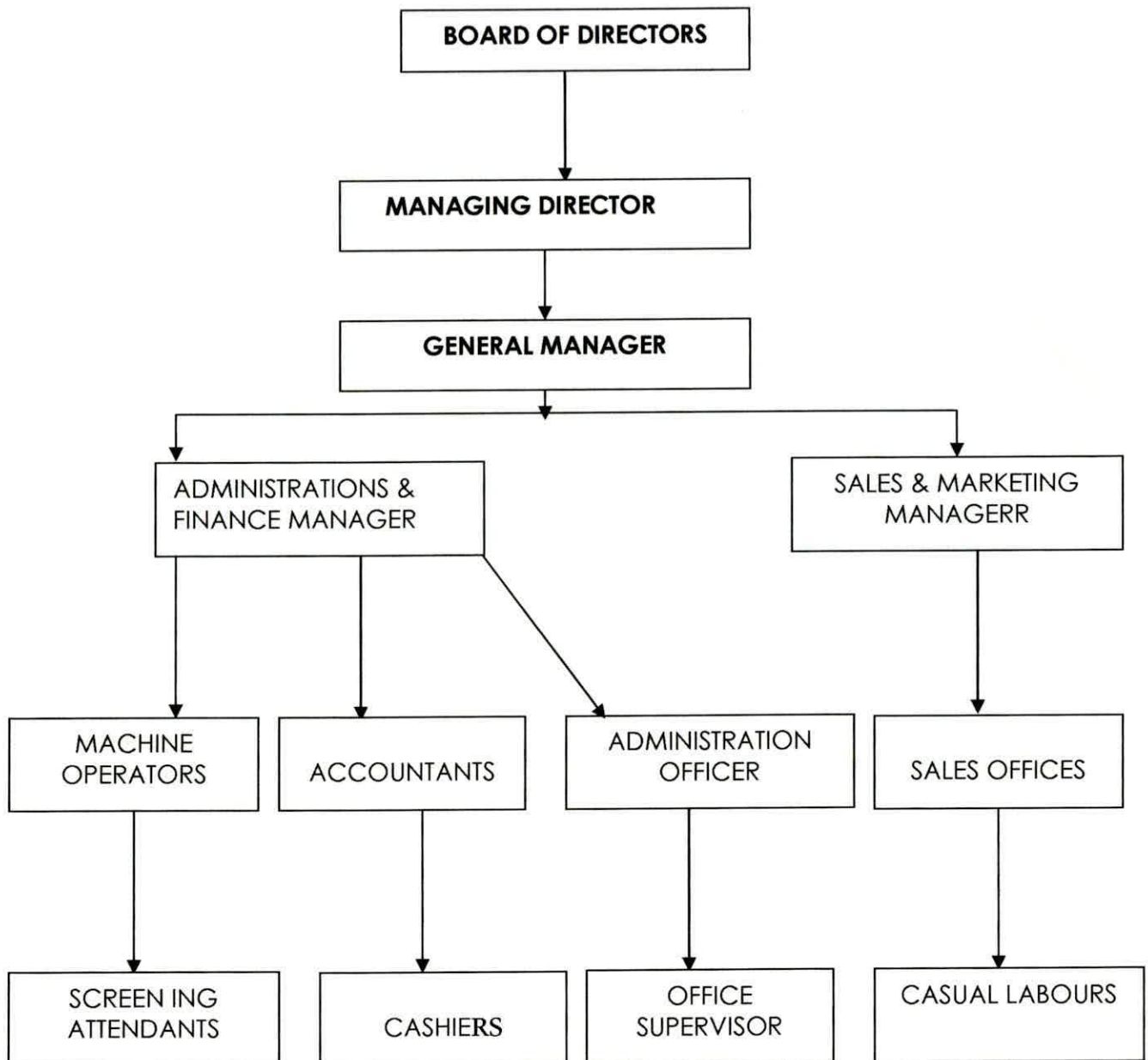
3. Mr. Ahmed Magoma - Tanzanian hold B.S. Geo from the University of Dar es Salaam on 1992.

Mr. Ahmed Magoma has been with Geo Can Resources Company Limited since it's inception. He is a Senior geologist of 15 years experienced encompasses project that have been grassroots right through to mining production always focused on gold exploration and processing. His experience has included working with Tanex, a subsidiary of DeBeers and other South African Companies as a field geologist. Also working with Ministry of energy and Minerals in Tanzania for a time to study the techniques of small -scale miners to enhance their production. His extensive experience in field geology enables him to work with major gold mining company Barrick and Randgold as a project geologist. Prior joining Geo Can Resources Company Limited. Mr. A.Magoma was senior project geologist at Tanzanite Africa.

2.1 MANPOWER REQUIREMENTS AND ORGANIZATION STRUCTURE

The project plans to have management team consists of the Board of Directors, General Manager, Sales and Marketing Manager, Administration and Finance Manager

ORGANIZATION STRUCTURE



3. CAPITAL INVESTMENT

The total capital outlay for the project is estimated at Tshs. 12.6 billion summarised as follows:

ITEM DESCRIPTION	Tshs'000	Local	Foreign	Total
Land & Buildings		383,900	0	383,900
Plant, Equipment & Tools		334,563	10,765,921	11,100,484
Furniture & Fittings		0	31,200	3,200
Motor Vehicles		286,861	0	286,861
Sub Total		1,005,323	10,797,121	11,802,444
Pre Operating Expenses		850,461	0	850,461
Total Capital Investment		1,855,785	10,797,121	12,652,905

PROJECT FUNDING^N

It is planned to finance the project through equity as well as a long term loan.

The funding plan is summarised as follows:

	Tshs'000	Local	Foreign	Total
Equity		742,314	4,318,848	5,061,162
Loan		1,113,471	6,478,272	7,591,743
Total Financing		1,855,785	10,797,121	12,652,905

The term loan is expected to have a maturity of five years with two years grace period. Assumed terms and conditions for the term loan related to standard terms offered by locally based financial institutions. A conservative interest rate of 12% per annum has been applied in the

evaluation the underlying factor being the foreign exchange earning potential of the project.

COLLATERAL

The proposed investment will create new fixed assets about Tshs. 11.8 billion. These assets will constitute the main collateral. On completion of the project, GEO CAN RESOURCES COMPANY LIMITED assets would constitute well above 100% of the assumed loan and security cover would develop from 145% during first year to approximately 334% times at the end of the fourth year.

4.0 BASIC ASSUMPTIONS

Basic assumptions underlying the financial and economic evaluation of the project are summarised as follows:

- ✓ Currency used US\$
- ✓ Period of Evaluation 5 years
- ✓ Inflationary effect has not been taken into consideration
- ✓ The company holds a valid license for mining and screening 70 carats of gold per day and fixed charge of \$ 150/carat.
- ✓ Capacity utilization will grow from 80% during the first year to 100% by the third year.
- ✓ Depreciation of the assets of the company will be done on a straight line method

4.1 PROJECTED PROFIT AND LOSS ACCOUNTS

Based on above assumptions, GEO CAN RESOURCES COMPANY LIMITED will realize a total turnover of about Tshs. 3.9 billion during the first year rising to Tshs. 4.9 billion from the third year onwards.

The company will realize a pre tax profit of Tshs. 282 million (7%) at the end of the first year of operation rising steadily as the loan is rapid in subsequent years to Tshs. 1.899 billion (40%) by the fifth year. Revenue will accumulate steadily over the period under review to Tshs. 6.02 billion. Profit generated by the project will therefore assure sustainable dividends.

4.2 PROJECTED CASHFLOW

Cashflow projected indicate that GEO CAN RESOURCES COMPANY LIMITED will be able to repay the proposed loan within the four year period and meet all other financial commitments as scheduled. Net cash balance will accumulate to Tshs. 6.08 billion over the initial period of five years. Cashflow projections confirm that the period project is highly commercially attractive.

4.3 PROJECTED BALANCE SHEET

The liabilities of the company will be covered adequately by net fixed assets over the period

under review. Similarly, the contribution of the operations of the project to the company's net worth will reach about Tshs. 11.15 billion over the period under review.

4.4 FINANCIAL AND OTHER RETURNS

Based on the conservation assumption outlined above, the project will yield an internal rate of return of about 20.1%. As a key factor in projected viability assessment, the rate of return is considered attractive since it is above the assumed loan interest rate of 12.5% which is also the prevailing cost of capital.

4.5 SENSITIVITY ANALYSIS

While the project profitability is influenced by numerous factors, it has been necessary to gauge the viability of the proposal on possible changes in operating expenses and screening charges. Results of sensitivity analysis on the project's internal of return are outlined below:

	Base IRR	Change By 10%
Increase in Operating Expenses	20.1%	16.8%
Decrease in Screening Charges	2001%	15.8%

The above results indicate that the profitability of the project is more sensitive to changes in screening charges than operating expenses. Change in screening charges will have a marked impact on the viability of the project than a comparable charges in operating expenses.

4.6 SECURITY ANALYSIS

Apart from the Shareholder's ability to guarantee the investment, the proposed security for borrowed funds would include a first charge on the immovable assets of the company. If net fixed assets are taken as security for the proposed loan, the security cover develops from 1.45 during the first year to 3.4 times as the end of the fourth year.

5. CONCLUSION AND RECOMMENDATION

Analysis of the ability of the GEO CAN RESOURCES COMPANY LIMITED project proves the proposal is financially viable and commercially attractive.

From the national points of view, the timely implementation of the project will lead to following economic benefits.

- ❖ The project will contribute towards the recovery of gold from tailings
- ❖ GEO CAN RESOURCES COMPANY LIMITED will provide indirect and direct employment

- ❖ The government will earn sustainable revenue form the operation of the project in the form of tax.

The project is promoted by strong sponsors with the ability to manage all the activities efficiently. The short implementation period combined with the envisaged financial returns makes the proposal highly attractive and ideal for supporting. This project recommends timely implementation of the project.

GEO CAN RESOURCES COMPANY LIMITED

FINANCIAL STATEMENT SUMMARY

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

CAPITAL INVESTMENT				Tshs.'000	US\$ Equiv.
	1.3	Local	Foreign	Total	
LAND & BUILDINGS					
Development and Utilities		50,000		50,000	\$38,462
Warehouse		260,000		260,000	\$200,000
Fencing		39,000		39,000	\$30,000
Total		349,000	0	349,000	268,462
Fluction & Contigencies	10%	34,900		34,900	\$26,846
TOTAL LAND & CIVIL WORKS		383,900	0	383,900	\$295,308
PLANT, EQUIPMENT & TOOLS					
Earth moving equipment, loaders and heavy duty tractors	\$3,969,200		5,159,960	5,159,960	\$3,969,200
Gold Processing Plant, Crushers, Screens and Accessories	\$4,207,100		5,469,230	5,469,230	\$4,207,100
Freight & Insurance 2.5%	\$105,178		136,731	136,731	\$105,178
Total c.i.f DSM	\$8,281,478		10,765,921	10,765,921	\$8,281,478
Clearing and Port Charges	2.50%	269,148		269,148	\$207,037
Transport to Uyowa		35,000		35,000	\$26,923
Miscellaneous 10%	10.00%	30,415		30,415	\$23,396
TOTAL PLANT & EQUIPMENT		334,563	10,765,921	11,100,484	\$8,538,834
FURNITURE & FETTINGS					
Offie Furniture & Fittings	\$12,000		15,600	15,600	\$12,000
Compputerization & Telecommunication	\$12,000		15,600	15,600	\$12,000
TOTAL FURNITURE & FITTINGS	\$24,000		31,200	31,200	\$24,000
MOTOR VEHICLES					
18 Heavy Trucks	\$169,200	219,960		219,960	\$169,200
8 4WD Pick ups	\$46,080	59,904		59,904	\$46,080
Insurance & Registration 2.55		6,997		6,997	\$5,382
TOTAL MOTOR VEHICLES		286,861	0	286,861	\$220,662
SUB TOTAL		1,005,323	10,797,121	11,802,444	\$9,078,803
PRE OPERATIONAL COSTS					
Project Development Expenses		65,000		65,000	\$50,000
Pre Operational Interest (6months)		708,147		708,147	\$544,728
Miscellaneous 10%		77,315		77,315	\$59,473
TOTAL PRE OPERATIONAL EXPENSES		850,461	0	850,461	\$654,201
TOTAL CAPITAL INVESTMENT		1,855,785	10,797,121	12,652,905	\$9,733,004
FINANCING PLAN					
Share Capital	40%	742,314	4,318,848	5,061,162	\$3,893,202
Loan	60%	1,113,471	6,478,272	7,591,743	\$5,839,803
TOTAL FINANCING	100%	1,855,785	10,797,121	12,652,905	\$9,733,004

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

LOAN / CREDIT SERVICING SCHEDULE						Tshs'000		
	Year 1	Year 2	Year 3	Year 4	Year 5			
Opening Balance	7,591,743	7,591,743	5,693,807	3,795,872	1,897,936			
Interest (12% /annum	911,009	911,009	683,257	455,505	227,752			
Repayments	0	1,897,936	1,897,936	1,897,936	1,897,936			
Closing Balance	7,591,743	5,693,807	3,795,872	1,897,936	0			
DEPRECIATION SCHEDULE								
		Rate	Year 1	Year 2	Year 3	Year 4	Year 5	
LAND & BUILDINGS	383,900	4.00%	15,356	15,356	15,356	15,356	15,356	
PLANT, EQUIPMENT & TOOLS	11,100,484	12.50%	1,387,560	1,387,560	1,387,560	1,387,560	1,387,560	
FURNITURE & FITTINGS	31,200	12.50%	3,900	3,900	3,900	3,900	3,900	
MOTOR VEHICLES	286,861	25.00%	71,715	71,715	71,715	71,715	71,715	
PRE OPERATIONAL COSTS	850,461	20.00%	170,092	170,092	170,092	170,092	170,092	
TOTAL	12,652,905		1,648,624	1,648,624	1,648,624	1,648,624	1,648,624	
ACCUMULATED DEPRECIATION			1,648,624	3,297,248	4,945,872	6,594,496	8,243,120	
REVENUE FORECAST								
								Tshs'000
		Monthly	Year 1	Year 2	Year 3	Year 4	Year 5	
Capacity Utilization			80%	90%	100%	100%	100%	
Mining and Screening Charges								
(\$150/carat 70 carat /day)	10,500	\$315,000	3,931,200	4,422,600	4,914,000	4,914,000	4,914,000	
TOTAL SALES REVENUE			3,931,200	4,422,600	4,914,000	4,914,000	4,914,000	

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

COST OF SALES							Tshs'000
		Year 1	Year 2	Year 3	Year 4	Year 5	
		80%	90%	100%	100%	100%	
Spares, Repair and Maintenance							
(% of Fixed Assets)	2.50%	295,061	295,061	295,061	295,061	295,061	
Electricity and Water (Tshs 600,000/month)	600	7,200	7,200	7,200	7,200	7,200	
Oil, Fuel, Lubes & Consumable (9,500/Month)	24,700	296,400	296,400	296,400	296,400	296,400	
Miscellaneous 10%	10%	59,866	59,866	59,866	59,866	59,866	
TOTAL COST OF SALES		658,527	598,661	598,661	598,661	598,661	
SALES AND ADMINISTRATION EXPENSES							Tshs'000
	/month	Year 1	Year 2	Year 3	Year 4	Year 5	
General Office Expenses	5,000	60,000	60,000	60,000	60,000	60,000	
Insurance (1.5% Assets)	14,753	-	177,037	177,037	177,037	177,037	
Office Transport	1,500	18,000	18,000	18,000	18,000	18,000	
Travelling	5,000	60,000	60,000	60,000	60,000	60,000	
Printing & Stationery	500	6,000	6,000	6,000	6,000	6,000	
Postage & Communication	1,500	18,000	18,000	18,000	18,000	18,000	
Medical & Staff Welfare	500	6,000	6,000	6,000	6,000	6,000	
Vehicle Running Expenses	3,000	36,000	36,000	36,000	36,000	36,000	
Audit & Secretarial Services	500	6,000	6,000	6,000	6,000	6,000	
License & Fees	500	6,000	6,000	6,000	6,000	6,000	
Miscellaneous 2.5%	819	9,826	9,826	9,826	9,826	9,826	
TOTAL SALES AND ADMINISTRATION EXPENSES	33,572	225,826	402,863	402,863	402,863	402,863	
SALARIES & WAGES							Tshs'000
	/month	Year 1	Year 2	Year 3	Year 4	Year 5	
Project Manager	1,750	21,000	21,000	21,000	21,000	21,000	
Assistant Manager	1,000	12,000	12,000	12,000	12,000	12,000	
Secretary	250	3,000	3,000	3,000	3,000	3,000	
Five Screening Attendants	150	9,000	9,000	9,000	9,000	9,000	
Ten Drivers/Machine Operators	150	18,000	18,000	18,000	18,000	18,000	
Sixteen Security Guards	80	15,360	15,360	15,360	15,360	15,360	
Social Welfare & Benefits 305		31,608	31,608	31,608	31,608	31,608	
TOTAL SALARIES & WAGES		136,968	136,968	136,968	136,968	136,968	

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

WORKING CAPITAL SCHEDULE								
								Tshs'000
			Days	Year 1	Year 2	Year 3	Year 4	Year 5
STOCKS								
Spare Parts, Lubes & Consumable			60	59,280	59,280	59,280	59,280	59,280
				59,280	59,280	59,280	59,280	59,280
DEBTORS								
One Month Income			30	327,600	368,550	409,500	409,500	409,500
SUB TOTAL				386,880	427,830	468,780	468,780	468,780
CREDITORS								
Variable Costs			30	54,126	49,205	49,205	49,205	49,205
Sales & Admin. Exp.			30	18,561	33,112	33,112	33,112	33,112
Salaries & Wages			30	11,258	11,258	11,258	11,258	11,258
				83,944	93,575	93,575	93,575	93,575
NET WORKING CAPITAL				302,936	334,255	375,205	375,205	375,205
INCREASE IN WORKING CAPITAL				302,936	31,320	40,950	-	-

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

PROJECTED PROFIT & LOSS ACCOUNTS					Tshs'000
	Year 1	Year 2	Year 3	Year 4	Year 5
Capacity Utilization	80%	90%	100%	100%	100%
SALES REVENUE	3,931,200	4,422,600	4,914,000	4,914,000	4,914,000
COST OF SALES	658,527	598,661	598,661	598,661	598,661
GROSS OROFIT	3,272,673	3,823,939	4,315,339	4,315,339	4,315,339
OPERATING EXPENSES					
Sales & Admin. Expenses	225,826	402,863	402,863	402,863	402,863
Salaries & Wages	136,968	136,968	136,968	136,968	136,968
	362,794	539,831	539,831	539,831	539,831
OPERATING PROFIT	2,909,879	3,284,108	3,775,508	3,775,508	3,775,508
FINANCIAL & CAPITAL CHARGES					
Interest	911,009	911,009	683,257	455,505	227,752
Bank Charges	68,161	-	-	-	-
Depreciation	1,648,624	1,648,624	1,648,624	1,648,624	1,648,624
	2,627,794	2,559,633	2,331,881	2,104,128	1,876,376
PROFIT BEFORE TAX	282,085	724,475	1,443,628	1,671,380	1,899,132
	7%	16%	29%	34%	39%
Investment Allowance	-12,934,991	-12,210,515	-10,766,888	-9,095,508	-7,196,376
Profit for Taxation					
Tazation 30%					
PROFIT AFTER TAX	282,085	724,475	1,443,628	1,671,380	1,899,132
PROFIT BEFORE TAX	0	282,085	1,006,561	2,450,188	4,121,568
PROFIT FOR APPROPRIATION	282,85	1,006,561	2,450,188	4,121,568	6,020,700
APPROPRIATION ACCOUNT					
Dividends Rate	0%	0%	0%	0%	0%
Amount	0	0	-	-	-
Revenue Reserves	282,085	1,006,561	2,450,188	4,121,568	6,020,700
TOTAL	282,085	1,006,561	2,450,188	4,121,568	6,020,700

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

PROJECTED CASHFLOWS						Tshs'000
	Inv.Per	Year 1	Year 2	Year 3	Year 4	Year 5
CAPITAL INFLOWS						
Share Capital	5,061,162	75,734				
Loans	7,591,743					
	12,652,905	75,734				
OPERATIONAL INFLOWS						
Pre Tax Profit		282,085	724,475	1,443,628	1,671,380	1,899,132
Depreciation		1,648,624	1,648,624	1,648,624	1,648,624	1,648,624
	0	1,930,709	2,373,099	3,092,251	3,320,004	3,547,756
TOTAL INFLOWS	12,652,905	2,006,443	2,373,099	3,092,251	3,320,004	3,547,756
CAPITAL OUTFLOWS						
Investments	12,652,905					
Re - Investment					286,861	
Loan Repayment		0	1,897,936	1,897,936	1,897,936	1,897,936
	12,652,905	0	1,897,936	1,897,936	2,184,796	1,897,936
OPERATIONAL OUTFLOWS						
Dividends		0	0	-	-	-
Taxation			0	-	-	-
Change in Working Capital		302,936	31,320	40,950	-	-
	0	302,936	31,320	40,950	-	-
TOTAL OUTFLOWS	12,652,905	302,936	1,929,255	1,938,886	2,184,796	1,897,936
NET CASHFLOWS	0	1,703,507	443,844	1,153,366	1,135,207	1,649,820
OPENING BALANCE	0	0	1,703,507	2,147,351	3,300,717	4,435,924
CLOSING BALANCE	0	1,703,507	2,147,351	3,300,717	4,435,924	6,085,744

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

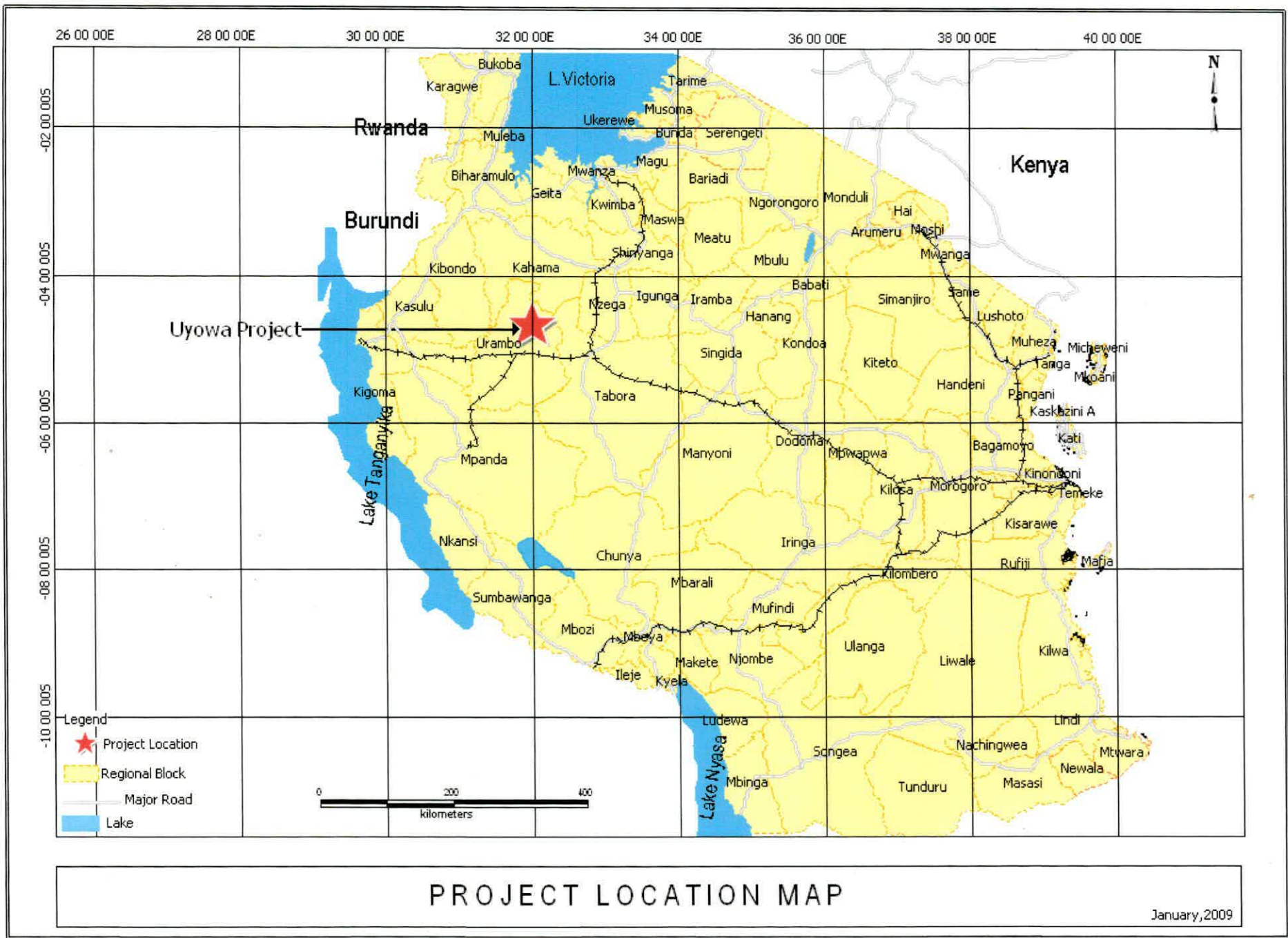
PROJECTED BALANCE SHEETS					Tshs'000
	Year 1	Year 2	Year 3	Year 4	Year 5
FIXED ASSETS	12,652,905	12,652,905	12,652,905	12,939,766	12,939,766
Accumulated Depreciation	1,648,624	3,297,248	4,945,872	6,594,495	8,243,119
NET FIXED ASSETS	11,004,282	9,355,658	7,707,034	6,345,271	4,696,647
CURRENT ASSETS					
Creditors	83,944	93,575	93,575	93,575	93,575
Taxation	0	0	-	-	-
Dividends	0	0	-	-	-
	83,944	93,575	93,575	93,575	93,575
NET CURRENT ASSETS	2,006,443	2,481,606	3,675,922	4,811,129	6,460,949
TOTAL NET ASSETS	13,010,725	11,837,264	11,382,956	11,156,400	11,157,596
REPRESENTED BY:					
Share Capital	5,136,896	5,136,896	5,136,896	5,136,896	5,136,896
Revenue Reserves	282,085	1,006,561	2,450,188	4,121,568	6,020,700
NETWORTH	5,418,981	6,143,457	7,587,084	9,258,464	11,157,596
Loans	7,591,743	5,693,807	3,795,872	1,897,936	-
TOTAL LIABILITIES	13,010,725	11,837,264	11,382,956	11,156,400	11,157,596

GOLD MINING AND PROCESSING AT UYOWA

GEO CAN RESOURCES COMPANY LIMITED

DISCOUNTED CASHFLOW						Tshs'000
	Inv. Per	Year 1	Year 2	Year 3	Year 4	Year 5
INFLOWS						
Profit Before Interest		2,909,879	3,284,108	3,775,508	3,775,508	3,775,508
Residual Value of Assets						5,071,852
		2,909,879	3,284,108	3,775,508	3,775,508	8,847,360
OUTFLOW						
Investments	11,802,444					
Re-Investments					286,861	
Taxation		0	-	-	-	-
Change in Working Capital		302,936	31,320	40,950	-	-
	11,802,444	302,936	31,320	40,950	286,861	-
NET CASHFLOW (Undiscounted)						
	-11,802,444	2,606,943	3,252,789	3,734,558	3,488,648	8,847,360
Internal Rate of Return	20.10%					

GOLD MINING AND PROCESSING AT UYOWA



LEASE AGREEMENT

THIS AGREEMENT is made this.....20TH.....day of.....JANUARY.....2009

BETWEEN

MARK M. RWEYEMAMU of P.O. Box 5685 TABORA (hereinafter referred to as the "LANDLORD") of the one part.

AND

M/S GEOCAN RESOURCES LTD a Limited liability Company registered under the laws of the United Republic of Tanzania of P.O. Box 80079 Dar es Salaam (hereinafter referred to as the "TENANT") of the second part.

WHEREAS the Landlord is the lawful owner of the Industrial Yard on Plot No. 108 Uyowa area within Urambo District Tabora Region.

AND WHEREAS the Tenant is desirous of renting the said Industrial Yard for keeping mining Machinery and equipment and the Landlord on the other hand has agreed to let the said Yard under the terms and conditions as indicated hereunder.

NOW THIS AGREEMENT WITNESSES AS FOLLOWS:-

1. **IN CONSIDERATION** of a monthly rent of **USD 1000** the Landlord has agreed to let the above mentioned premises to the Tenant for a term of **five years** commencing on the date of execution hereof.
2. **That** the agreed rent is payable in annual lumpsum advance and upon signing this Agreement the Landlord acknowledges receipt of a **Total sum of USD 12,000** being annual rent.
3. **That** upon execution of this Agreement the Landlord shall yield vacant possession of the leased premises to the Tenant and shall not forthwith interfere with the Tenant's peaceful enjoyment of the rented premises provided that the Tenant uses the same for the agreed purposes.
4. **That** all liabilities and land taxes payable to the demised premises shall remain the responsibility of the Landlord.
5. **That** the Tenant shall, during the tenancy tenure shall keep the premises clean and free from storage of any kind of explosives or any kind of harmful substance and shall not sublet or assign to any other third party without prior consent of the Landlord in writing.
6. **That** the Tenant shall not make any construction or structural alterations to the demised premises of the Landlord. Any consent granted by the Landlord under this clause shall be in writing and subject to such terms and conditions the Landlord shall deem fit and just.
7. **That** the Tenant shall permit the Landlord, his workmen and other authorized agents at daytimes during the subsistence of this lease to enter into the demised premises for the purposes of examining the state and condition thereof.

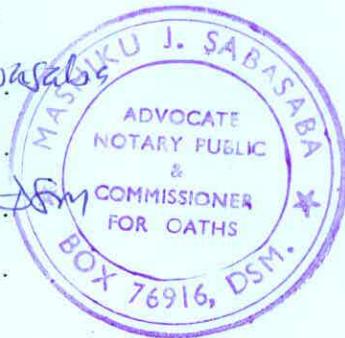
8. That each party is at liberty to terminate this lease Agreement prior to the expiration of the tenancy tenure, Provided that the party wishing to terminate shall give a three months Written Notice to the other party.
9. That in case of any dispute the parties hereto shall make efforts to settle it amicably before resorting to the courts of law.

IN WITNESS WHEREOF the Landlord and the Tenant have executed these presents on the day hereinafter appearing.

SIGNED and DELIVERED by the said
MARK M. RWEYEMAMU who is introduced
 to me by ... MI. KLONITA
 whom I know personally in my presence
 this... 20th day of... JANUARY 2009

[Handwritten signature]

NAME : Mashiku J. Sabasaba
 SIGNATURE : [Signature]
 ADDRESS : P.O. Box 76916 DSM
 QUALIFICATION : ADVOCATE



SEALED with the Common SEAL of
GEOCAN RESOURCES CO. LIMITED

WITNESSES

1. NAME : AHMED A. MAGOMA
 SIGNATURE : [Signature]
 ADDRESS : P.O. Box 80079 DSM
 QUALIFICATION : DIRECTOR
2. NAME : JERRY RUDWICK
 SIGNATURE : [Signature]
 ADDRESS : P.O. Box 80079, DAR ES SALAAM.
 QUALIFICATION : OFFICE MANAGER

GEOCAN RESOURCES COMPANY LTD
P. O. Box 3167 DAR-ES-SALAAM
TEL- 0784 735710

DRAWN BY:-
MASHIKU & CO. ADVOCATES
SIDO SMALL BUSINESS HOUSE,
BIBI TITI MOHAMED ROAD
ROOM NO. 20 "B" 2ND FLOOR
P.O. BOX 76916,
DAR ES SALAAM.



Geo Can Resources Company Ltd, wishes to make application to register with the Tanzania Investment Centre. Please find the following attached hereto, which was prepared to make the said application:

- Three duly filled out TIC application forms
- A copy of the Company's memorandum and Articles of Association
- A certified copy of the certificate of company Incorporation
- A complete business plan for the company
- Current company bank statement and letter from the bank
- Proof of ownership of project licenses
- Proof of lease agreement for current office space
- Company Board Resolution to register with the TIC

Signed: Mr Ahmed Magoma
Director

706-7th Floor, Harbour View Towers, Samora Avenue, Dar es Salaam, Tanzania

TANZANIA



Certificate of Incorporation

Section 15

No 59007

I HEREBY CERTIFY THAT

GEO CAN RESOURCES COMPANY LIMITED

=====

is this day incorporated under the Companies Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam

this **23RD** day of **JANUARY**

TWO THOUSAND AND SEVEN

Asst. Registrar of Companies

GEO CAN RESOURCES COMPANY LIMITED

EXTRACT OF A SPECIAL RESOLUTION OF THE MEETING OF THE BOARD OF DIRECTORS OF GEO CAN RESOURCES COMPANY LIMITED HELD AT ITS OFFICES LOCATED HARBOUR VIEW TOWERS ROOM 706 DAR ES SALAAM ON 26th January 2008

06/07 ALLOTMENT OF SHARES TO MR. AHMED MAGOMA

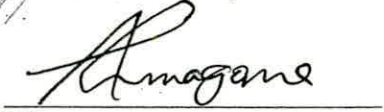
RESOLVED that the company in consideration of the Consultant Agreement between the company and Mr. Ahmed Magoma dated 26th January 2007 of which resolved to issue 600,000 shares in his favour and now then the Company issue another 600,000/= Shares to the said Ahmed Magoma which make a total of 1,200,000

Certified true copy of the extract

Dated at Dar es Salaam this 26th day of January 2008


Chairman


Secretary


Director

GEO CAN RESOURCES COMPANY LTD
P. O. Box 3167 DAR-ES-SALAAM
TEL- 0784 735710

TANZANIA INVESTMENT CENTRE
DAR ES SALAAM
TANZANIA

7th January 2009

Dear sir/madam,

RE: GEO CAN RESOURCES

This letter serves to introduce GEO CAN RESOURCES which has maintained a relationship with our bank since April 2008. The company is maintaining four current accounts with Barclays Bank Tanzania, of which two are foreign currency accounts and two are local currency account. Both accounts have been operated to our satisfaction for the entire duration of banking with Barclays Bank (T) Ltd.

We consider them to be trustworthy and good for the normal engagements as far as the relationship with Barclays bank is concerned.

This information is given without any responsibility of Barclays Bank Tanzania Ltd on our part or our officials.

Further assistance rendered to the company would be highly appreciated.

Yours Sincerely,



Salim Mkoga
Business Customer Advisor.
+255 777 704010






GEO CAN RESOURCES COMPANY LIMITED

EXTRACT OF A SPECIAL RESOLUTION OF THE MEETING OF THE BOARD OF
DIRECTORS OF GEO CAN RESOURCES COMPANY HELD AT ITS OFFICES
LOCATED HARBOUR VIEW TOWERS ROOM 706 DAR ES SALAAM ON
3rd April 2008

Registration of the Company with the Tanzania Investment Centre

RESOLVED the Company will make application to register it's project with
the Tanzania Investment Centre, Dar es Salaam.

certified true copy of the extract

on the 3rd day of April, 2008

Chairman DAVID T. KALENUIK


Secretary HEIDI KALENUIK


Director

THE COMPANIES ACT

(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

GEO CAN RESOURCES COMPANY LIMITED

(Incorporated the _____ day of _____ 2007)

DRAWN BY:

Abenry & Company
Advocates
2nd Floor, Wing B, NIC Life House
Ohio Street/Sokoine Drive
P.O. Box 3167
DAR ES SALAAM

TANZANIA
Stamp Duty Shs. 500/-
PAID ON ORIGINAL
Receipt No. 22358287 of 22/01/07
Stamp Duty Office
Pitamba

THE COMPANIES ACT (CAP 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
GEO CAN RESOURCES COMPANY LIMITED

TANZANIA
stamp Duty Shs. 500/- Paid
stamp Duty Shs. 500/- of 22/01/07
Receipt No. 22358287 of 22/01/07
Agent Registrar of Companies
Pitamba

1. The name of the Company is Geo Can Resources Company Limited.
2. The Registered office of the Company will be situating on the mainland of the United Republic of Tanzania.
3. The purpose for which the Company is established is the transaction of any and all lawful business for which companies may be incorporated in Tanzania; and more particularly the Company shall have powers:
 - (a) (i) To purchase, take on lease or in exchange, or acquire by mining set or licence, concession, grant, or otherwise, any lands, mines mineral rights, buildings, easements, rights and privileges, machinery, plant, and other effects whatsoever in the United Republic of Tanzania, which the company may from time to time think proper to be acquired for any of its purposes.
 - (ii) To work the mines and mining rights under or upon the lands and properties to be acquired by the Company, and to crush, wash, smelt, reduce, or otherwise treat and render marketable and sell or dispose of the produce of any mines, whether belonging to the company or not.
 - (iii) To carry out drilling excavating, earth-boring, extraction and erection of buildings and works in the process of prospecting, mining, smelting and refining minerals.

- (iv) To provide advisory and consultancy services on all aspects of all mineral resources development from exploration through mining processing to marketing.
 - (v) To search for ores, minerals, and hydrocarbons and to apply for licences for mining, prospecting drilling in or over any lands which may be acquired by the company and to lease any such lands for building or for agricultural use and to sell or otherwise dispose of the lands, mines or other property of the company.
 - (vi) To excavate and extract and submit to any refinement process or manufacture, to prepare for market and to generally carry on the business of prospecting, mining, smelting and refining.
 - (vii) To manufacture, buy, sell and generally deal in any plant, machinery equipment tools goods or things of any description which in the opinion of the company may be conveniently dealt with by the company in connection with any of its objects.
 - (viii) To undertake all or any of the businesses of selling building/construction materials which derive from minerals and/or rocks.
- (b) To carry on any other trade or business whatever which can, in the opinion of the Board, be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Republic of

Tanzania or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be

determined and to hold or otherwise deal with any investments made.

- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any license of authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to

prejudice the Company's interests.

- (l) To enter into any arrangements with any government authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of

the shares or securities of any such company as aforesaid.

- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary

company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (u) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognized in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

4. The liability of the Members is limited.

5. The Company's authorized share capital is Tanzanian Shillings One Hundred Billion (TShs.100,000,000,000.00) divided into One Hundred Million (100,000,000) Ordinary Shares of Tanzania Shillings One Thousand (TShs1,000.00) each.

Company.

- "Board of Directors" means the Board of Directors of the Company and "Board" shall be construed accordingly.
- "Business" means the business of the Company as described in the Memorandum and Articles of Association and such other business as the Shareholders may agree from time to time should be carried on by the Company.
- "Company" means Geo Can Resources Company Limited.
- "Companies Act" means the Companies Act, Cap 212 of Laws of Tanzania.
- "Directors" means the Directors of the Company or their duly appointed alternates and "Director" shall be construed accordingly.
- "Guarantee" means the guarantees, indemnities, covenants or other securities given by the Shareholders (or any of them) at any time, to secure the indebtedness and/or obligation of the Company for the proper purposes of the Business.

"Memorandum of Association"	means the Memorandum of Association of the Company.
"Notice"	means any notice, consent, approval, permission and any other communication required or permitted to be given between the Parties.
"Shares"	means Shares of Tanzania Shillings One Thousand (TShs.1,000.00) each in the equity share capital of the Company.
"Tanzania"	means the United Republic of Tanzania.
"Territory"	means Tanzania.
"TShs"	means Tanzanian Shillings being the currency of Tanzania.

- 2.2 Words importing the singular number only shall include the plural number and vice versa.
- 2.3 Words importing the masculine gender only shall include the feminine gender.
- 2.4 Words importing persons shall include corporations.
- 2.5 The expression "debenture" and "debentures holder" shall include debenture stock and debenture stockholder.
- 2.6 The expression "dividend" shall include bonus.
- 2.7 Reference to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.

- 2.8 Any words or expressions defined in the Act shall, except where the subject or context forbids bear the same meanings in these Articles.

PRIVATE COMPANY

3. The Company is a private company and accordingly:
- (a) the right to transfer shares is restricted in manner hereinafter prescribed;
 - (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Regulation be treated as a single member;
 - (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - (d) the Company shall not have power to issue share warrants to bearer. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
4. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as the Board shall think fit, and further may be suffered by the Company to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.
5. The Office shall be at such place in the Territory as the Board shall from time to time appoint.

6. (1) No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any), or of any company holding a direct or indirect equity interest in the Company or its holding company (if any).
- (2) The Company shall not give, whether directly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the Company or in its holding Company (if any) nor make, or guarantee or provide any security in connection with, a loan to any Director of the Company or of its holding Company (if any); but nothing in this Article shall prohibit transactions authorised by Section 46 of the Act.

CAPITAL

7. The Company's authorized share capital is Tanzanian Shillings One Hundred Billion (TShs.100,000,000,000.00) divided into One Hundred Million (100,000,000) Ordinary Shares of Tanzania Shillings One Thousand (TShs1,000.00) each.
8. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return or capital or otherwise as the Company may from time to time by Ordinary Resolution determine.

PREFERENCE SHARES

9. Any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the opinion of the Company are

liable to be, redeemed on such terms and in such manner as the Company before the issue of the shares may by such Ordinary Resolution determine.

MODIFICATION OF RIGHTS

10. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in Writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

ALLOTMENT OF SHARES

12. Subject to the provisions of these Articles the unissued shares for the time being of the Company shall be at the disposal of the Board which may allot, grant option over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as it may think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the Act.
13. The Company may exercise the powers of paying commissions conferred by Section 54 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner

required by the said Section and the rate of the commission shall not exceed the rate of the price at which the shares in respect whereof the same is paid are issued or an amount of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATE

15. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment for every certificate after the first or such less sum as the Board shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereof, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery to all such holders.
16. If a share certificate be defaced, or worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge.

LIEN

17. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
18. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in Writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
19. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see the application of purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
20. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if any) shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

21. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times or subject to the fulfilment of specified conditions, provided that (subject to such conditions of allotment) no call shall be payable at less than one month from the date fixed for payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place or payment) pay to the Company, at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
22. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by installments.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate as the Directors may determine, but the Directors shall be at liberty to waive payment of any such interest wholly or in part.
25. Any sum which by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, of forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

26. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.
27. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate as may be agreed upon between the Directors and the members paying such sum in advance.
28. No member shall be entitled to receive any dividend or to be present or to vote on any question, either personally or by proxy, at any General Meeting, or upon a poll, or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares held by him, whether alone or jointly with any other person.

TRANSFER OF SHARES

29. Subject to Article 30 and to such other of these presents as may be applicable, any member may transfer all or any of his shares by instrument in Writing. Such transfer should be in the following form (or any other form which the Directors may approve):

"We, -----of
in consideration of the sum of Shillings[] paid to us by -----
of.....
(hereinafter called "the said transferee") do hereby transfer
shares of TShs [.....] each in the capital of
..... (such shares being numbered) to hold unto the
said transferee, subject to the several conditions on which I hold the same;
and I, the said transferee, do hereby agree to take the said shares subject to
the conditions aforesaid.

AS WITNESS our hands the day of 200...."

30. (1) No shares shall be transferred except in accordance with the provisions of the Article.
- (2) No transfer of any share in the capital or the Company to any person whether already a member of the Company or not shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of paragraph (4) hereof. The Directors may also suspend the registration of transfers during fourteen days immediately preceding the Ordinary General Meeting in each year.
- (3) The proposing transferor shall give notice in Writing ("the transfer notice") to the Company that he desires to transfer the shares. The notice shall constitute the Company as the agent of the proposing transferor for the sale of the shares to any member of the Company or to any person selected by the directors as one whom it is desirable in the interests of the Company to admit to membership at the value ("the sale price") to be decided by the auditors of the Company pursuant to paragraph 6 of this Article.
- (4) The said shares to be transferred shall be offered by the Company to all members of the Company (other than the selling member) holding ordinary shares for purchase at the sale price in proportion to their respective holding of shares in the Company and shall specify a time within which such offer must be accepted in Writing or in default of which such offer will be deemed to have lapsed. If the said members shall not accept all the said shares, the directors may offer those not so accepted to other members and/or to any other person or persons selected or approved by the directors as suitable for admission to membership of the Company.
- (5) If the Company within sixty days after being served with the transfer notice shall find a member or person selected as set out above willing to purchase the shares and gives notice thereof to the

proposing transferor it shall be bound, upon payment of the sale price to transfer the shares to the purchasing member who shall be bound to complete the purchase within fourteen days thereof.

- (6) The auditors of the Company shall determine the sale value of shares to be transferred, at the higher of an earning based or net asset valuation.
 - (7) The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
31. The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien.
 32. The Directors may also decline to recognise any instrument of transfer unless:
 - (a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (b) the instrument of transfer is in respect of only one class of share.
 33. If the Directors refuse to register a transfer they shall within thirty days after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
 34. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

TRANSMISSION OF SHARES

35. In the case of the death of a member (where a member is an individual) the survivor or survivors where the deceased was a joint holder, and the wife or husband and children of the deceased where he or she was a sole holder, shall be the only persons recognised by the Company as having any title to his or her interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him or her with other persons.
36. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself or herself as holder of the share or to have some person nominated by him or her registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his or her death or bankruptcy, as the case may be.
37. If the person so becoming entitled shall elect to be registered in his or her name, he or she shall deliver or send to the Company a notice in Writing signed by him or her stating that he or she so elects. If he or she shall elect to have another person registered he or she shall testify his or her election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
38. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he or she would be entitled if he or she were the

registered holder of the share, except that he or she shall not, before being registered

FORFEITURE OF SHARES

39. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
40. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
41. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect.
42. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
43. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

44. A statutory declaration in Writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, or shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
45. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time or subject to the fulfillment of specified conditions, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

46. The Company may by ordinary resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.
47. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
48. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage

(except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

49. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

50. (1) The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.
- (2) Unless the Company otherwise resolves in the resolution increasing the share capital of the Company, all new shares shall first be offered to the existing members of the Company in proportion, as nearly as possible, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of such time, or on the receipt of intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of such shares in such manner as they deem most appropriate for the Company.
51. The Company may by ordinary resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its existing shares, or any of them, into share of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of Section 65(l)(d) of the Act;

- (c) cancel any shares, which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
52. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to any incident authorised, and consent required, by law.

GENERAL MEETING

53. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

Provided that so long as the Company shall hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.

54. All general meetings other than annual general meetings shall be called extraordinary general meetings.
55. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists.

NOTICE OF GENERAL MEETINGS

56. Every general meeting shall be called by twenty-one days notice in Writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and the nature

of any special business that is to be transacted, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

57. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

58. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
59. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum for the meeting shall be two persons holding or represented by proxy.

60. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. For the avoidance of doubt, at no time shall one member be a quorum.
61. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.
62. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
63. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
64. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or

- (b) by the member or members present in person or by proxy; or
- (c) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 65. Except as provided in Article 67 hereof, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 66. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 67. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 68. Subject to the provisions of the Act, a resolution in Writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or government by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Such resolution may be contained in one document or

in several documents in like form each signed by one or more of the members or duly authorised representatives concerned.

VOTES OF MEMBERS

69. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder. In the case of an equality of votes the chairman shall be entitled to a second or casting vote.
70. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
71. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
73. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
73. On a poll votes may be given either personally or by proxy.
74. The instrument appointing a proxy shall be in Writing under the hand of the appointer or of his attorney duly authorised in Writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

75. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not later than the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or in the case of a poll, not later than the time appointed for the taking of the poll, or at such later time as the Directors may agree, and in default the instrument of proxy shall not be treated as valid.

76. An instrument appointing a proxy shall be in the following form or in any other usual form acceptable to the Directors:

"GEO CAN RESOURCES COMPANY LIMITED"

I/We of
being a member/members of the above-named Company, hereby appoint
.....of failing him of as my/our
proxy to vote for me/us/on my/our behalf at the (annual or
extraordinary, as the case may be) general meeting of the Company to be
held on the day of 20__ and at any adjournment thereof.
Signed this day of 20__

77. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or in any other usual form acceptable to the Directors:

"GEO CAN RESOURCES COMPANY LIMITED"

I/We of
being a member/members of the above-named Company, hereby appoint
.....of failing of as my/our
proxy to vote for me/us on my/our behalf at the (annual or extraordinary,

.....of failing of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of 20___, and at any adjournment thereof.

Signed this day of 20___."

This form is to be used in favour of/against the resolution(s). Unless otherwise instructed, the proxy will vote as he thinks fit.

78. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
79. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in Writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

80. Any corporation or company which is a member of the Company may by resolution of its Directors or other governing or managing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or company which he represents as that corporation or company could exercise if it were an individual member of the Company.

DIRECTORS

81. The number of Directors shall not be less than two and not more than five (or such greater number as the Company may in General Meeting

determine). The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and until such appointment the first Directors shall be as named in the particulars delivered to the Registrar of Companies pursuant to the provisions of section 145 of the Act.

82. (1) The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
- (2) Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration as the Board may determine.
83. The share holding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed no share qualification shall be required.
84. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any Company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other Company unless the Company otherwise direct.

POWERS AND DUTIES OF DIRECTORS

85. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Regulations required to be exercised by the

Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

86. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as primary or collateral security for any debt, liability or obligation of the Company or of any third party
87. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
88. The Directors may exercise the powers conferred with regard to having an official seal for use abroad.
89. The Directors may exercise the powers conferred upon the Company by Sections 124 and 127 (both inclusive) of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provisions of those Sections) make and vary such regulation as they may think fit respecting the keeping of any such register.

90. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 209 of the Act.
- (2) A Director shall, nevertheless, be entitled to vote in respect of any contract or arrangement in which he is interested.
- (3) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be voided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- (4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or the arrangement of the terms thereof.
- (5) Any Director may act himself or by his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director. Provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

91. All cheques, promissory notes, dates, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
92. The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.
93. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

94. The office of Director shall be vacated if the Director:
- (a) ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) becomes bankrupt or makes any arrangement of composition with his creditors generally; or
 - (c) becomes of unsound mind; or

- (d) resigns his office by notice in writing to the Company; or
- (e) shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the directors resolve that his office be vacated.

ALTERNATE DIRECTORS

- 95. Each Director shall have power by an instrument in Writing to nominate any person to act as alternate Director in his place and his discretion to remove such alternate Director; and on such appointment being made the alternate Director shall be subject in all respects to the terms and conditions affecting the other Directors, and each alternate Director, while acting in the place of an absent Director, shall exercise all the rights and discharge all the duties of the Director he represents. Should an alternate Director also be a Director of the Company, all rights vested in him as an alternate Director (including the right of voting at meetings and of signing on behalf of such Director any such resolution as is mentioned in Article 108) shall be in addition to and not in substitution for his rights as a Director. Any instrument appointing an alternate Director shall be delivered to and retained by the Company. If the Director making any such appointment shall cease to be a Director, the person appointed by him shall cease to have any power or authority to act as an alternate Director.
- 96. All appointments and removal of an alternate Director shall be effected by instrument in Writing delivered at the Office and signed by the appointor.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 97. The Company may by Ordinary Resolution:

- (a) appoint any person a Director, so, however, that the prescribed maximum be not exceeded, and determine the period for which he is to hold office;
 - (b) remove any Director from office and appoint another person in his stead.
98. A Director need not be a member of the Company, but he shall, nevertheless, be entitled to receive notice of and to attend and speak at any General Meeting or at any separate meeting of the holders of any class of shares in the Company.
99. Every Director shall remain in office until the expiry of his period of appointment or until removed under the provisions of Article 97 or until his office is vacated under the provisions of Article 94 or as otherwise agreed by all of the members of the Company in Writing.
100. Subject to and in accordance with any agreement in Writing among all of the members of the Company, the Director shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

PROCEEDINGS OF DIRECTORS

101. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
102. Every meeting shall be called by twenty-one days notice in Writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify

the place, the day and the hour of the meeting and the nature of any business that is to be transacted, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the directors, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the directors shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed by all the directors entitled to attend and vote thereat.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

103. Subject to and in accordance with any agreement in Writing among all the members of the Company, the quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
104. The Directors may elect a chairman of their meetings and determine the period of which he is to hold office; but if no such chairman is elected, or if, at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
105. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Directors.

106. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
107. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall not have a second or casting vote.
108. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
109. A resolution in Writing, signed by each Director for the time being entitled to receive notices of a meeting of the Directors or his alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors fully convened and held. Such resolution may consist of two or more documents in like form signed by one or more of the Directors or members of the committees concerned, notwithstanding that the same may be signed at different times and places.

CHIEF EXECUTIVE

110. The Directors may from time to time appoint one or more of their body to the office of Chief Executive for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.

111. The Chief Executive shall receive such remuneration as the Directors may determine.
112. The Directors may entrust to and confer upon the Chief Executive any of the powers exercisable by them under such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own power and may from time to time revoke, withdraw, alter or vary all of any of such powers.

SECRETARY

113. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
114. No person shall be appointed or hold office as Secretary who is:
 - (a) the sole Director of the Company; or
 - (b) a corporation the sole Director of which is the sole Director of the Company;
 - (c) the sole Director of a corporation, which is the sole Director of the Company.
115. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

116. The seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The Director may

determine who shall be sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

DIVIDENDS AND RESERVE

117. Subject to section 180 of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Directors.
118. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
120. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits, which they may think prudent not to divide.
121. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

122. The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
123. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.
124. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the register of members or to such person and to such address as the holder or joint holders may in Writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one or two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.
125. No dividend shall bear interest against the Company.

ACCOUNTS

126. The Directors shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

- 127. The books of account shall be kept at the registered office of the company, or, subject to section 151(4) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- 128. No member (as such) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorized by the Directors or by ordinary resolution of the Company.
- 129. The Directors shall, in accordance with Section 153, 155 and 159 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those Sections.
- 130. In accordance with section 163 of the Act, the copy of the Company's annual accounts to be laid before the Company in general meeting together with a copy of the director's report and the auditors' report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company:

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to

more than one of the joint holders of any shares or debentures.

CAPITALIZATION OF PROFITS

133. The Directors may, with the authority of an ordinary resolution of the company-resolve to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and that such sum be capitalized to the members who would have been entitled to it were distributed by way of dividend and in the same proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full in issued shares or debentures of the Company to be allotted and distributed.

Make such provision regarding the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they are entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.

132. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the

payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

133. Auditors shall be appointed and their duties regulated in accordance with Sections 170 to 179 of the Act.

NOTICES

134. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the Territory) to such address, supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of seven days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
135. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
136. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any within Tanzania supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in

which the same might have been given if the death or bankruptcy had not occurred.

137. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those members who (having no registered address within Tanzania) have not supplied to the Company an address for the giving of notices to them;
 - (b) every person upon whom the ownership of a share devolves by reason of his being legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.


No other person shall be entitled to receive notices of general meetings.

WINDING UP

138. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or difference classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY


139. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of trust in relation on the affairs of the Company.

Name, address and occupations of subscribers	Number of Shares taken by each subscriber	Value of Shares	Signature of subscribers
David T Kalenuik 2-1071 West 7 th Ave Vancouver, BC V6H 1B2 1-604-719-2896	6,000,000	6,000,000,000.00	
Heidi Kalenuik 2-1071 West 7 th Ave Vancouver, BC V6H 1B2 1-604-719-2896	6,000,000	6,000,000,000.00	
	12,000,000	12,000,000,000.00	

Total shares taken 12,000,000.

SIGNED and DELIVERED by:
DAVID T. KALENUIK
 my presence
 this 19 day of JANUARY 2007



Name : LUCY SONDO
 Signature : 
 Postal Address: BOX 3167
DAR-ES-SALAAM



Qualification: NOTARY PUBLIC

SIGNED and DELIVERED by:
HEIDI KALENUIK

in my presence
this 19 day of January 2007



Name : Lucy Sondo

Signature : 

Postal Address: Box 3167
DAR-ES-SALAAM





UGANDA

D.R. CONGO

KENYA

RWANDA

BURUNDI

TANZANIA

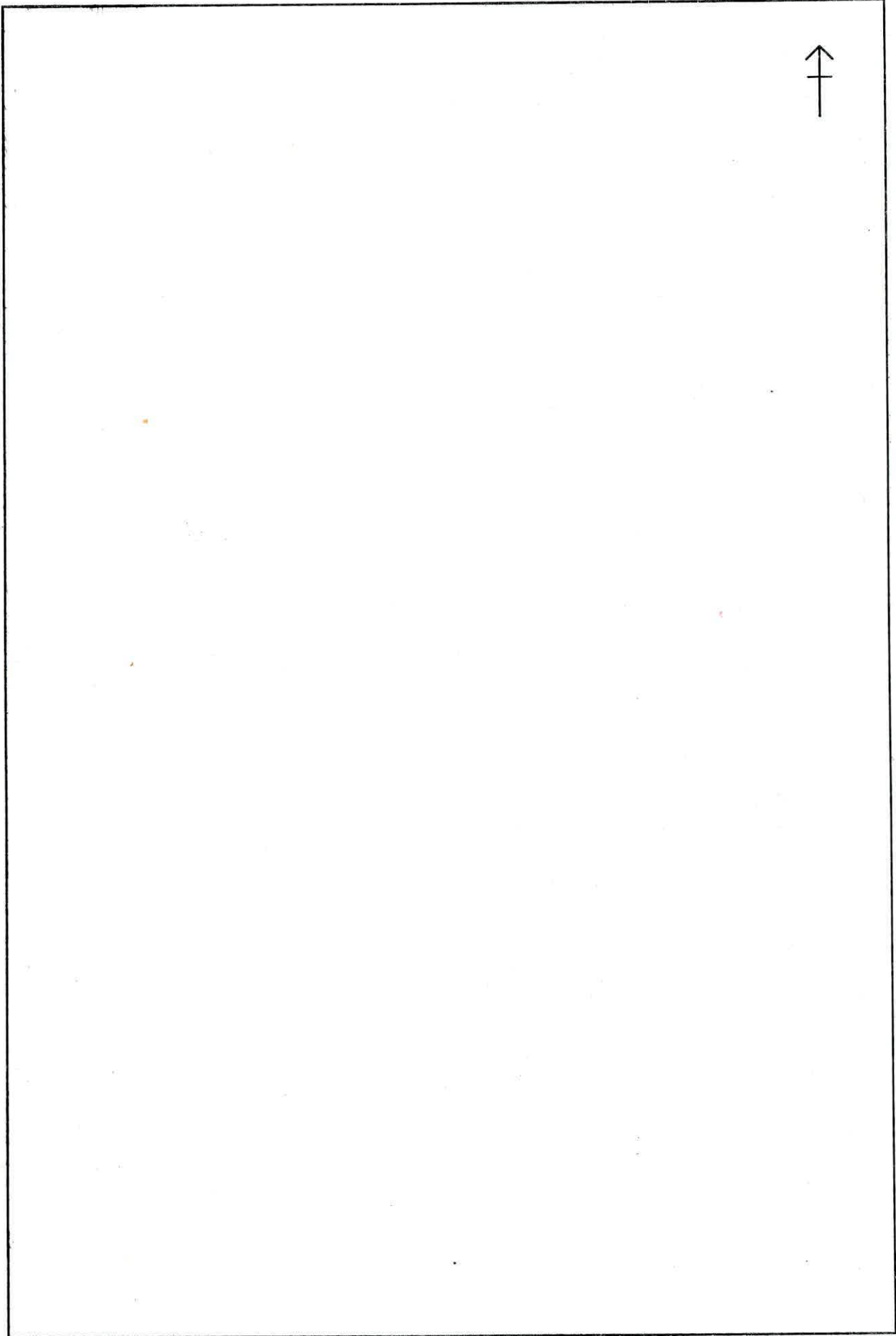
D.R. CONGO

ZAMBIA

MALAWI

MSUMBIJI

SKETCH MAP SHOWING PROJECT LOCATION



Investment Breakdown US\$/Tshs.M

Land/Building 383,900
Plant 11,100,484
Vehicles 286,861
Furniture & Fittings 31,200
Pre-expenses 850,461
Others
Working Capital
TOTAL 12,652,905

Contact Details:

Name: Alino MAGOMA Title: DIRECTOR
Telephone: 0784749087 Fax:
Email: a.magoma@gmail.com

Payments to be made payable to:

TANZANIA INVESTMENT CENTRE
STANDARD CHARTERED BANK TANZANIA LTD.
SWIFT ADDRESS: **SCBLTZTX**
ACCOUNT NO.: **8702006002000**

APPLICATION SUMMARY

Company Name: GEO CAN RESOURCES CO. LTD

Certificate of Incorporation Number: 59007 Status: DAR ES SALAMU

Certificate of Incorporation Date: 23rd January 2007

Post Box: 80079

Town: DAR ES SALAMU

Sector: MINING

Sub-Sector: PROCESSING

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
5,061,162		7,591,743	

Project Objectives: To establish a mining processing facilities

Capacity:

Employment: Foreign: 5 Local: 120 Total: 125

Implementation Period: 3 YRS

Project Location

Site/Plot/Block No.: UWOKA MINING PROJECT

Street: UWOKA District: URAMBO Region: DAR ES SALAMU

Shareholders	Nationality	%
DAVID KALEMUIK	CANADIAN	45
HEIDI KALEMUIK	CANADIAN	45
AHMED MAKOMA	TANZANIAN	10

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ 12,652,905
8. The month and day of the financial year end is 31st December

Note: *failure to provide all the required information will result in the return of the application by the Centre.*

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./US\$ 100\$ Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, AHMED MACHOMA of Post Office Number 80079

do solemnly and sincerely declare that I am a director/~~agent~~ authorized agent of GEO CAN RESOURCES

AND that all the requirements of the Tanzania Investment Act, 1997 in respect of matters precedent to the registration of the business enterprise under the Act and incidental thereto have been complied with, AND I make this solemn declaration conscientiously believing the same to be true.

Declared at Dar es Salaam }
 The 31st day of Jan } 2009

Ahmed Machoma
 Applicant

Before me:

M. Machoma
 Commissioner for Oaths



UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT

(No. 26 of 1997)

APPLICATION FOR REGISTRATION

(Made under Regulation 42)

To: The Executive Director
Tanzania Investment Centre
P. O. Box 938
DAR ES SALAAM
Tanzania

1. I/We Ahmed MAGOMA
(director/directors/agent of GEO CAN RESOURCES
(name of business enterprise) apply for registration of GEO CAN RESOURCES
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.

2. The registered office of the company will be situated at MWENJE MLALAKUWA
PLOT. NO: 713

Copies of the following documents are attached to this application:

- (i) The Memorandum and Articles of Association/or partnership agreement
- (ii) Certificate of Incorporation/Registration
- (iii) A copy of the Project Profile or Feasibility Study showing the implementation period, programme of implementation and operative date
- (iv) Evidence of financing and evidence of land ownership for the project

3. The Head Office of the Company will be situated at DAR ES SALAAM

4. The Principal Officers of the Company are HEIDI KALEMIK,
DAVID BOTTER KALEMIK, MR AHMED MAGOMA

5. Auditors of the Company are TANSCOTT
BOX 34595 DAR ES SALAAM

6. The authorized share capital of the Company is Tshs./US\$ 12,000,000,000



TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

CERTIFICATE OF INCENTIVES

(Tanzania Investment Act 1997, Section 17 and 18,
and the Investment Regulations:
Regulation 42, Government Notice No. 318A of 2002)

Tanzania Investment Centre
9A & B Shaaban Robert Street
P. O. Box 938
DAR ES SALAAM
Tel. 022 2116328
Fax. 022 2118253
e-mail: information@tic.co.tz
Website: www.tic.co.tz

(Please fill the form in duplicate)

2

GEO CAN RESOURCES COMPANY LIMITED



FEASIBILITY STUDY FOR ESTABLISHMENT OF GOLD PROCESSING PROJECT AT UYOWA IN URAMBO DISTRICT – TABORA REGION

PREPARED FOR:

GEO CAN RESOURCES
COMPANY LIMITED
P.O.BOX 80079
DAR ES SALAAM
TANZANIA
EAST AFRICA

MARCH, 2009

GEO CAN RESOURCES COMPANY LIMITED

FEASIBILITY STUDY FOR ESTABLISHMENT OF GOLD PROCESSING PROJECT AT UYOWA IN URAMBO DISTRICT – TABORA REGION

PREPARED FOR:

**GEO CAN RESOURCES
COMPANY LIMITED
P.O.BOX 80079
DAR ES SALAAM
TANZANIA
EAST AFRICA**

MARCH, 2009

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PROJECT SUMMARY

1. INTRODUCTION

The economic restructuring programs implemented in Tanzania over the past decades are now showing positive results and the country is now experiencing an increased inflow of investors.

With the revival of the Tanzania economy, privatization and improved investment climate, foreign direct investments flow in Tanzania is now increasing faster. Together with a record GDP growth rates of 6.7% in 2006 and 7.1 in 2007, Tanzania ranked 3rd as an investment destination in non-oil producing African countries in 2006, up from the 4th in 2005, with a record FDI flow of US\$ 377.00 million.

Through this many investors are directing efforts towards growth sectors leading by mining, telecommunication, finance, services, property and tourism.

This report contains details of proposal by Ms. GEO CAN RESOURCES COMPANY LIMITED to expand its Gold processing through gold processing project at Uyowa Gold Project.

Uwoya Gold Processing project is in west central Tanzania, south of the Lake Victoria Greenstone Belt, in the Urambo District, Tabora Region.

The Uyowa property consist of four prospecting licenses and covers an area of 480 square kilometers.

The properties in application and their areas are:

License Number	Areas (sq km)
AP 4452	102.7
HQ-p 16177	66.3
HQ 16298	136.6
HQ-P 16174	98.7
Total	404.3 (sq km)

Topography

Topographically, the property consist of a series of low hills and intervening grass covered valleys. Vegetation is primarily grass and thorn bush. The climate at Uyowa is tropically humid with alternating wet and dry seasons. The rainy season usually start in November and extends to May with a short interruption towards the end of December. Maximum rainfall occurs in March and April; daytime temperatures in the dry season vary from 22 to 32 degrees Celsius. Climatic conditions are not expected to unduly hinder exploration programs in the area.

The intention of this report is to continue develop the gold mining project in Uwoya mining area for excavating mine dumps and land sites for extracting goldferous minerals and transportation of the tailing an alluvial deposits for processing the tailing and alluvial deposits and delivery of final concentrate to WGL. Also this project will deal with mine, load and remove tailing, fine

kimberlite and gravels and transport for stockpiling and processing.

In Uyowa means of transports is over unimproved roads through the villages of Mhunze and Busingwa. It can cover to four hours trip which require four – wheel drive vehicles during the wet season. The nearest airport with regularly scheduled flights is in Kahama. Supplies and services are also available at Kahama.

This report is also prepared for submission to the Tanzania Investment Center for certificate of incentives for GEO CAN RESOURCES COMPANY LIMITED.

The GEO CAN RESOURCES COMPANY LIMITED scheme will entail development of a yard at Uwoya mining area entailing construction of additional warehouse, extension of the office block to provide additional office space and accommodation for key executives construction of a wall to encompass the entire sites and landscaping. For the time being GEO CAN operation office is located at Plot No. 713 at Mwenge Mlalakuwa area in Kinondoni Municipal – Dar es Salaam City.

The project will also entail acquisition of earth moving equipments, loaders and heavy duty tractors. The project will also entail acquisition of Gold processing plant, crusher, screens and accessories.

Through this effect, this proposal is presented requesting for an investment of Tshs. 12.6 billion approximately (US\$ 9.7 million) by

way of equity and long term loan towards the establishment of facilities for extracting goldferous minerals.

2. SUMMARY

Promoters and Shareholders

GEO CAN RESOURCES COMPANY LIMITED is a well establishment limited liability company incorporated in Tanzania vide certificate of incorporation No. 59007 dated 23rd January, 2007. The company registered for carrying the business of Mineral Processing, warehousing, plant hire and general trading in Tanzania.

Operating from the main office in Plot No.713 Mwenge Mlalakuwa Dar es Salaam; the company is jointly owned by the following shareholders with their experience:

1. Heidi Kalenuik - President Foreigner

Heidi Kalenuik has an extensive background in the precious mineral industry with several years of experience in Africa. Owning and operating cutting works, taking gold from rough to polished precious stones and finally into the marketplace. Extensive experience in travel through Africa to develop business relations and manage African business interests. Trading of Africa precious stones and gold with European and Asian entities. Three years administrative experience, working with over 150 private and public companies in British

Columbia, Canada. The company ranged from start up to fortune 500 including a number of resources companies.

2. Dr. Roger Newell – Senior Geologist Foreigner

Dr. Rogers Newell PhD in 1980's while at Newmont Mining he recognized the need to redevelop Nevada's Carlin Trend, having the best gold deposits in the world outside of South Africa also responsible for Capital Gold Corp.'s property acquisitions and development of the El Chante Gold Mine in Mexico. Prior joining GEO CAN RESOURCES COMPANY LIMITED.

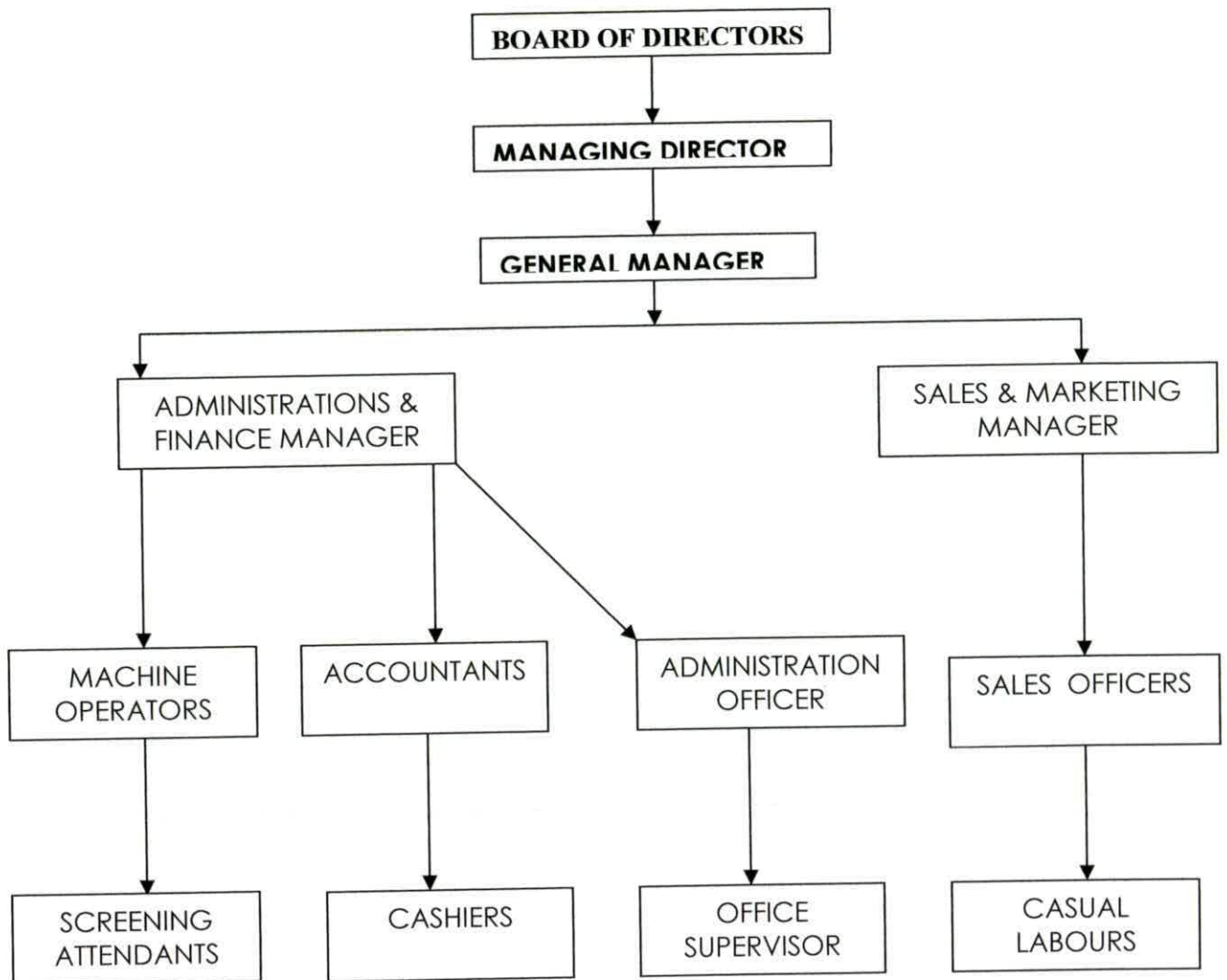
3. Mr. Ahmed Magoma - Tanzanian hold B.S. Geo from the University of Dar es Salaam on 1992.

Mr. Ahmed Magoma has been with Geo Can Resources Company Limited since it's inception. He is a Senior geologist of 15 years experienced encompasses project that have been grassroots right through to mining production always focused on gold exploration and processing. His experience has included working with Tanex, a subsidiary of DeBeers and other South African Companies as a field geologist. Also working with Ministry of energy and Minerals in Tanzania for a time to study the techniques of small -scale miners to enhance their production. His extensive experience in field geology enables him to work with major gold mining company Barrick and Randgold as a project geologist. Prior joining Geo Can Resources Company Limited. Mr. A.Magoma was senior project geologist at Tanzanite Africa.

2.1 MANPOWER REQUIREMENTS AND ORGANIZATION STRUCTURE

The project plans to have management team consist of the Board of Directors, General Manager, Sales and Marketing Manager, Administration Finance Manager.

ORGANIZATION STRUCTURE



3. CAPITAL INVESTMENT

The total capital outlay for the project is estimated at Tshs. 12.6 billion summarised as follows:

ITEM DESCRIPTION	Tshs'000	Local	Foreign	Total
Land & Buildings		383,900	0	383,900
Equipment & Tools		334,563	10,765,921	11,100,484
Furniture & Fittings		0	31,200	3,200
Motor Vehicles		286,861	0	286,861
Sub Total		1,005,323	10,797,121	11,802,444
Pre Operating Expenses		850,461	0	850,461
Total Capital Investment		1,855,785	10,797,121	12,652,905

PROJECT FUNDING

It is planned to finance the project through equity as well as a long term loan.

The funding plan is summarised as follows:

	Tshs'000	Local	Foreign	Total
Equity		742,314	4,318,848	5,061,162
Loan		1,113,471	6,478,272	7,591,743
Total Financing		1,855,785	10,797,121	12,652,905

The term loan is expected to have a maturity of five years with two years grace period. Assumed terms and conditions for the term loan related to standard terms offered by locally based financial institutions. A conservative interest rate of 12% per annum has been applied in the evaluation the underlying factor being the foreign exchange earning potential of the project.

COLLATERAL

The proposed investment will create new fixed assets about Tshs. 11.8 billion. These assets will constitute the main collateral. On completion of the project, GEO CAN RESOURCES COMPANY LIMITED assets would constitute well above 100% of the assumed loan and security cover would develop from 145% during first year to approximately 334% times at the end of the fourth year.

4.0 BASIC ASSUMPTIONS

Basic assumptions underlying the financial and economic evaluation of the project are summarised as follows:

- ✓ Currency used US\$
- ✓ Period of Evaluation 5 years
- ✓ Inflationary effect has not been taken into consideration
- ✓ The company holds a valid license for mining and screening 70 carats of gold per day and fixed charge of \$ 150/carat.
- ✓ Capacity utilization will grow from 80% during the first year to 100% by the third year.
- ✓ Depreciation of the assets of the company will be done on a straight line method

4.1 PROJECTED PROFIT AND LOSS ACCOUNTS

Based on above assumptions, GEO CAN RESOURCES COMPANY LIMITED will realize a total turnover of about Tshs. 3.9 billion during the first year rising to Tshs. 4.9 billion from the third year onwards.

The company will realize a pre tax profit of Tshs. 282 million (7%) at the end of the first year of operation rising steadily as the loan is rapid in subsequent years to Tshs. 1.899 billion (40%) by the fifth year. Revenue will accumulate steadily over the period under review to Tshs. 6.02 billion. Profit generated by the project will therefore assure sustainable dividends.

4.2 PROJECTED CASHFLOW

Cashflow projected indicate that GEO CAN RESOURCES COMPANY LIMITED will be able to repay the proposed loan within the four year period and meet all other financial commitments as scheduled. Net cash balance will accumulate to Tshs. 6.08 billion over the initial period of five years. Cashflow projections confirm that the period project is highly commercially attractive.

4.3 PROJECTED BALANCE SHEET

The liabilities of the company will be covered adequately by net fixed assets over the period under review. Similarly, the contribution of the operations of the project to the company's net worth will reach about Tshs. 11.15 billion over the period under review.

4.4 FINANCIAL AND OTHER RETURNS

Based on the conservation assumption outlined above, the project will yield an internal rate of return of about 20.1%. As a key factor in projected viability assessment, the rate of return is considered attractive since it is above the assumed loan interest rate of 12.5% which is also the prevailing cost of capital.

4.5 SENSITIVITY ANALYSIS

While the project profitability is influenced by numerous factors, it has been necessary to gauge the viability of the proposal on possible changes in operating expenses and screening charges. Results of sensitivity analysis on the project's internal of return are outlined below:

	Base IRR	Change By 10%
Increase in Operating Expenses	20.1%	16.8%
Decrease in Screening Charges	2001%	15.8%

The above results indicate that the profitability of the project is more sensitive to changes in screening charges than operating expenses. Change in screening charges will have a marked impact on the viability of the project than a comparable charges in operating expenses.

4.6 SECURITY ANALYSIS

Apart from the Shareholder's ability to guarantee the investment, the proposed security for borrowed funds would include a first charge on the immovable assets of the company. If net fixed assets are taken as security for the proposed loan, the security cover develops from 1.45 during the first year to 3.4 times as the end of the fourth year.

5. CONCLUSION AND RECOMMENDATION

Analysis of the ability of the GEO CAN RESOURCES COMPANY LIMITED project proves the proposal is financially viable and commercially attractive.

From the national points of view, the timely implementation of the project will lead to following economic benefits.

- ❖ The project will contribute towards the recovery of gold from tailings
- ❖ GEO CAN RESOURCES COMPANY LIMITED will provide indirect and direct employment
- ❖ The government will earn sustainable revenue form the operation of the project in the form of tax.

The project is promoted by strong sponsors with the ability to manage all the activities efficiently. The short implementation period combined with the envisaged financial returns makes the proposal highly attractive and ideal for supporting. This project recommends timely implementation of the project.

GEO CAN RESOURCES COMPANY LIMITED

LOAN / CREDIT SERVICING SCHEDULE						Tshs'000	
	Year 1	Year 2	Year 3	Year 4	Year 5		
Opening Balance	7,591,743	7,591,743	5,693,807	3,795,872	1,897,936		
Interest (12% /annum)	911,009	911,009	683,257	455,505	227,752		
Repayments	0	1,897,936	1,897,936	1,897,936	1,897,936		
Closing Balance	7,591,743	5,693,807	3,795,872	1,897,936	0		
DEPRECIATION SCHEDULE							
		Rate	Year 1	Year 2	Year 3	Year 4	Year 5
LAND & BUILDINGS	383,900	4.00%	15,356	15,356	15,356	15,356	15,356
EQUIPMENT & TOOLS	11,100,484	12.50%	1,387,560	1,387,560	1,387,560	1,387,560	1,387,560
FURNITURE & FITTINGS	31,200	12.50%	3,900	3,900	3,900	3,900	3,900
MOTOR VEHICLES	286,861	25.00%	71,715	71,715	71,715	71,715	71,715
PRE OPERATIONAL COSTS	850,461	20.00%	170,092	170,092	170,092	170,092	170,092
TOTAL	12,652,905		1,648,624	1,648,624	1,648,624	1,648,624	1,648,624
ACCUMULATED DEPRECIATION			1,648,624	3,297,248	4,945,872	6,594,496	8,243,120
RVENUE FORECAST							
							Tshs'000
		Monthly	Year 1	Year 2	Year 3	Year 4	Year 5
Capacity Utilization			80%	90%	100%	100%	100%
Screening Charges							
(\$150/carat 70 carat /day)	10,500	\$315,000	3,931,200	4,422,600	4,914,000	4,914,000	4,914,000
TOTAL SALES REVENUE			3,931,200	4,422,600	4,914,000	4,914,000	4,914,000

GOLD PROCESSING AT UWOYA URAMBO DISTRICT IN TABORA REGION

GEO CAN RESOURCES COMPANY LIMITED

COST OF SALES							Tshs'000
		Year 1	Year 2	Year 3	Year 4	Year 5	
		80%	90%	100%	100%	100%	
Spares, Repair and Maintenance							
(% of Fixed Assets)	2.50%	295,061	295,061	295,061	295,061	295,061	295,061
Electricity and Water (Tshs 600,000/month)	600	7,200	7,200	7,200	7,200	7,200	7,200
Oil, Fuel, Lubes & Consumable (9,500/Month)	24,700	296,400	296,400	296,400	296,400	296,400	296,400
Miscellaneous 10%	10%	59,866	59,866	59,866	59,866	59,866	59,866
TOTAL COST OF SALES		658,527	598,661	598,661	598,661	598,661	598,661
SALES AND ADMINISTRATION EXPENSES							Tshs'000
	/month	Year 1	Year 2	Year 3	Year 4	Year 5	
General Office Expenses	5,000	60,000	60,000	60,000	60,000	60,000	60,000
Insurance (1.5% Assets)	14,753	-	177,037	177,037	177,037	177,037	177,037
Office Transport	1,500	18,000	18,000	18,000	18,000	18,000	18,000
Travelling	5,000	60,000	60,000	60,000	60,000	60,000	60,000
Printing & Stationery	500	6,000	6,000	6,000	6,000	6,000	6,000
Postage & Communication	1,500	18,000	18,000	18,000	18,000	18,000	18,000
Medical & Staff Welfare	500	6,000	6,000	6,000	6,000	6,000	6,000
Vehicle Running Expenses	3,000	36,000	36,000	36,000	36,000	36,000	36,000
Audit & Secretarial Services	500	6,000	6,000	6,000	6,000	6,000	6,000
License & Fees	500	6,000	6,000	6,000	6,000	6,000	6,000
Miscellaneous 2.5%	819	9,826	9,826	9,826	9,826	9,826	9,826
TOTAL SALES AND ADMINISTRATION EXPENSES	33,572	225,826	402,863	402,863	402,863	402,863	402,863
SALARIES & WAGES							Tshs'000
	/month	Year 1	Year 2	Year 3	Year 4	Year 5	
Project Manager	1,750	21,000	21,000	21,000	21,000	21,000	21,000
Assistant Manager	1,000	12,000	12,000	12,000	12,000	12,000	12,000
Secretary	250	3,000	3,000	3,000	3,000	3,000	3,000
Five Screening Attendants	150	9,000	9,000	9,000	9,000	9,000	9,000
Ten Drivers/Machine Operators	150	18,000	18,000	18,000	18,000	18,000	18,000
Sixteen Security Guards	80	15,360	15,360	15,360	15,360	15,360	15,360
Social Welfare & Benefits 305		31,608	31,608	31,608	31,608	31,608	31,608
TOTAL SALARIES & WAGES		136,968	136,968	136,968	136,968	136,968	136,968

GOLD PROCESSING AT UWOYA URAMBO DISTRICT IN TABORA REGION

GEO CAN RESOURCES COMPANY LIMITED

WORKING CAPITAL SCHEDULE								Tshs'000
			Days	Year 1	Year 2	Year 3	Year 4	Year 5
STOCKS								
Spare Parts, Lubes & Consumable			60	59,280	59,280	59,280	59,280	59,280
				59,280	59,280	59,280	59,280	59,280
DEBTORS								
One Month Income			30	327,600	368,550	409,500	409,500	409,500
SUB TOTAL				386,880	427,830	468,780	468,780	468,780
CREDITORS								
Variable Costs			30	54,126	49,205	49,205	49,205	49,205
Sales & Admin. Exp.			30	18,561	33,112	33,112	33,112	33,112
Salaries & Wages			30	11,258	11,258	11,258	11,258	11,258
				83,944	93,575	93,575	93,575	93,575
NET WORKING CAPITAL				302,936	334,255	375,205	375,205	375,205
INCREASE IN WORKING CAPITAL				302,936	31,320	40,950	-	-

GOLD PROCESSING AT UWOYA URAMBO DISTRICT IN TABORA REGION

GEO CAN RESOURCES COMPANY LIMITED

PROJECTED PROFIT & LOSS ACCOUNTS	Tshs'000				
	Year 1	Year 2	Year 3	Year 4	Year 5
Capacity Utilization	80%	90%	100%	100%	100%
SALES REVENUE	3,931,200	4,422,600	4,914,000	4,914,000	4,914,000
COST OF SALES	658,527	598,661	598,661	598,661	598,661
GROSS PROFIT	3,272,673	3,823,939	4,315,339	4,315,339	4,315,339
OPERATING EXPENSES					
Sales & Admin. Expenses	225,826	402,863	402,863	402,863	402,863
Salaries & Wages	136,968	136,968	136,968	136,968	136,968
	362,794	539,831	539,831	539,831	539,831
OPERATING PROFIT	2,909,879	3,284,108	3,775,508	3,775,508	3,775,508
FINANCIAL & CAPITAL CHARGES					
Interest	911,009	911,009	683,257	455,505	227,752
Bank Charges	68,161	-	-	-	-
Depreciation	1,648,624	1,648,624	1,648,624	1,648,624	1,648,624
	2,627,794	2,559,633	2,331,881	2,104,128	1,876,376
PROFIT BEFORE TAX	282,085	724,475	1,443,628	1,671,380	1,899,132
	7%	16%	29%	34%	39%
Investment Allowance	-12,934,991	-12,210,515	-10,766,888	-9,095,508	-7,196,376
Profit for Taxation					
Taxation 30%					
PROFIT AFTER TAX	282,085	724,475	1,443,628	1,671,380	1,899,132
PROFIT BEFORE TAX	0	282,085	1,006,561	2,450,188	4,121,568
PROFIT FOR APPROPRIATION	282,85	1,006,561	2,450,188	4,121,568	6,020,700
APPROPRIATION ACCOUNT					
Dividends Rate	0%	0%	0%	0%	0%
Amount	0	0	-	-	-
Revenue Reserves	282,085	1,006,561	2,450,188	4,121,568	6,020,700
TOTAL	282,085	1,006,561	2,450,188	4,121,568	6,020,700

GOLD PROCESSING AT UWOYA URAMBO DISTRICT IN TABORA REGION

GEO CAN RESOURCES COMPANY LIMITED

PROJECTED CASHFLOWS						Tshs'000
	Inv.Per	Year 1	Year 2	Year 3	Year 4	Year 5
CAPITAL INFLOWS						
Share Capital	5,061,162	75,734				
Loans	7,591,743					
	12,652,905	75,734				
OPERATIONAL INFLOWS						
Pre Tax Profit		282,085	724,475	1,443,628	1,671,380	1,899,132
Depreciation		1,648,624	1,648,624	1,648,624	1,648,624	1,648,624
	0	1,930,709	2,373,099	3,092,251	3,320,004	3,547,756
TOTAL INFLOWS	12,652,905	2,006,443	2,373,099	3,092,251	3,320,004	3,547,756
CAPITAL OUTFLOWS						
Investments	12,652,905					
Re - Investment					286,861	
Loan Repayment		0	1,897,936	1,897,936	1,897,936	1,897,936
	12,652,905	0	1,897,936	1,897,936	2,184,796	1,897,936
OPERATIONAL OUTFLOWS						
Dividends		0	0	-	-	-
Taxation			0	-	-	-
Change in Working Capital		302,936	31,320	40,950	-	-
	0	302,936	31,320	40,950	-	-
TOTAL OUTFLOWS	12,652,905	302,936	1,929,255	1,938,886	2,184,796	1,897,936
NET CASHFLOWS	0	1,703,507	443,844	1,153,366	1,135,207	1,649,820
OPENING BALANCE	0	0	1,703,507	2,147,351	3,300,717	4,435,924
CLOSING BALANCE	0	1,703,507	2,147,351	3,300,717	4,435,924	6,085,744

GOLD PROCESSING AT UWOYA URAMBO DISTRICT IN TABORA REGION

GEO CAN RESOURCES COMPANY LIMITED

PROJECTED BALANCE SHEETS					Tshs'000
	Year 1	Year 2	Year 3	Year 4	Year 5
FIXED ASSETS	12,652,905	12,652,905	12,652,905	12,939,766	12,939,766
Accumulated Depreciation	1,648,624	3,297,248	4,945,872	6,594,495	8,243,119
NET FIXED ASSETS	11,004,282	9,355,658	7,707,034	6,345,271	4,696,647
CURRENT ASSETS					
Creditors	83,944	93,575	93,575	93,575	93,575
Taxation	0	0	-	-	-
Dividends	0	0	-	-	-
	83,944	93,575	93,575	93,575	93,575
NET CURRENT ASSETS	2,006,443	2,481,606	3,675,922	4,811,129	6,460,949
TOTAL NET ASSETS	13,010,725	11,837,264	11,382,956	11,156,400	11,157,596
REPRESENTED BY:					
Share Capital	5,136,896	5,136,896	5,136,896	5,136,896	5,136,896
Revenue Reserves	282,085	1,006,561	2,450,188	4,121,568	6,020,700
NETWORTH	5,418,981	6,143,457	7,587,084	9,258,464	11,157,596
Loans	7,591,743	5,693,807	3,795,872	1,897,936	-
TOTAL LIABILITIES	13,010,725	11,837,264	11,382,956	11,156,400	11,157,596

GOLD PROCESSING AT UWOYA URAMBO DISTRICT IN TABORA REGION

GEO CAN RESOURCES COMPANY LIMITED

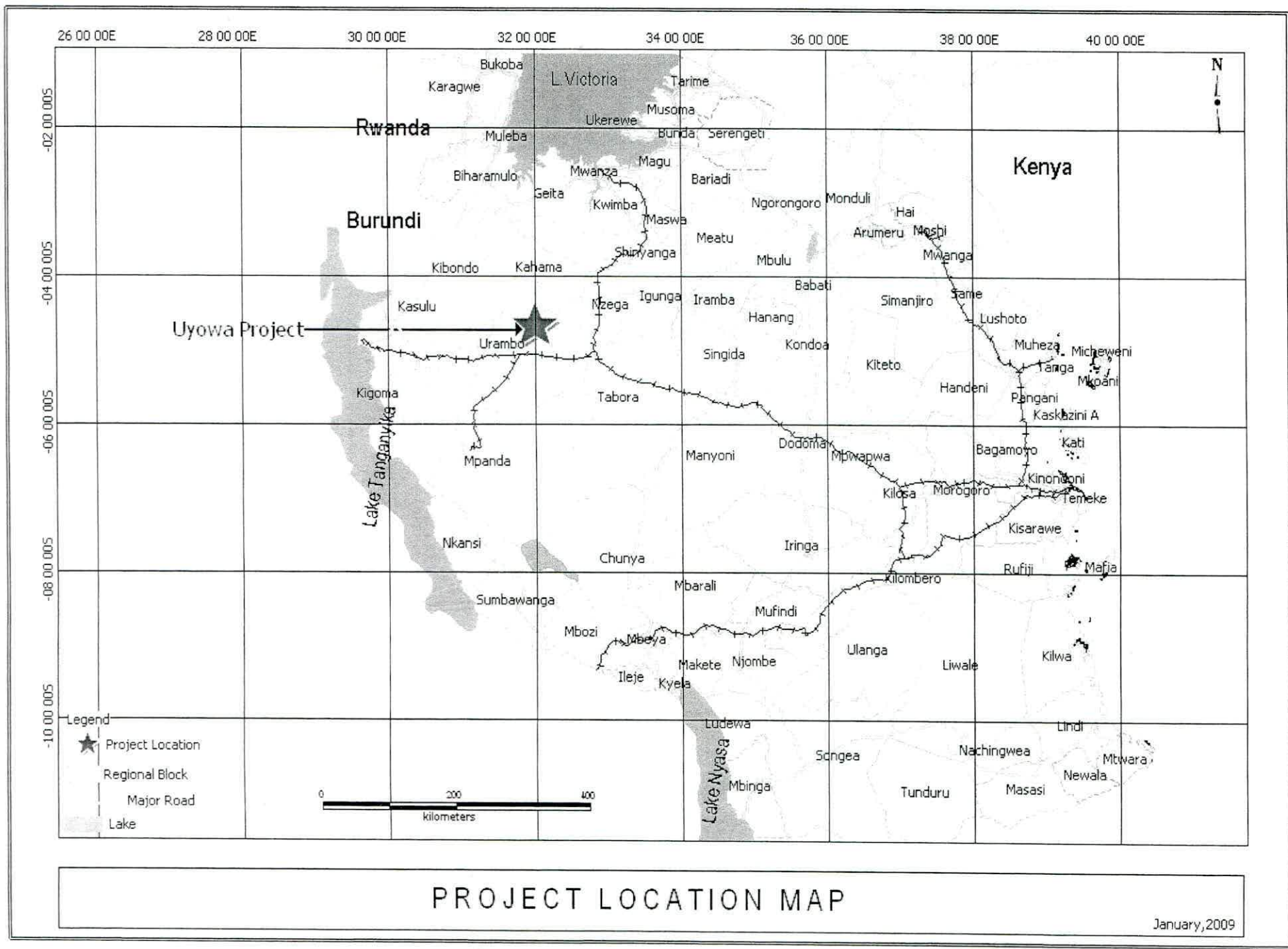
DISCOUNTED CASHFLOW						Tshs'000
	Inv. Per	Year 1	Year 2	Year 3	Year 4	Year 5
INFLOWS						
Profit Before Interest		2,909,879	3,284,108	3,775,508	3,775,508	3,775,508
Residual Value of Assets						5,071,852
		2,909,879	3,284,108	3,775,508	3,775,508	8,847,360
OUTFLOW						
Investments	11,802,444					
Re-Investments					286,861	
Taxation		0	-	-	-	-
Change in Working Capital		302,936	31,320	40,950	-	-
	11,802,444	302,936	31,320	40,950	286,861	-
NET CASHFLOW (Undiscounted)	-11,802,444	2,606,943	3,252,789	3,734,558	3,488,648	8,847,360
Internal Rate of Return	20.10%					

GOLD PROCESSING AT UWOYA URAMBO DISTRICT IN TABORA REGION

GEO CAN RESOURCES COMPANY LIMITED

CAPITAL INVESTMENT				Tshs.'000	US\$ Equiv.
	1.3	Local	Foreign	Total	
LAND & BUILDINGS					
Development and Utilities		50,000		50,000	\$38,462
Warehouse		260,000		260,000	\$200,000
Fencing		39,000		39,000	\$30,000
Total		349,000	0	349,000	268,462
Fluction & Contigencies	10%	34,900		34,900	\$26,846
TOTAL LAND & CIVIL WORKS		383,900	0	383,900	\$295,308
EQUIPMENT & TOOLS					
Earth moving equipments and underearth equipments	\$3,969,200		5,159,960	5,159,960	\$3,969,200
Gold Processing Plant, Crushers, Screens and Accessories	\$4,207,100		5,469,230	5,469,230	\$4,207,100
Freight & Insurance 2.5%	\$105,178		136,731	136,731	\$105,178
Total c.i.f DSM	\$8,281,478		10,765,921	10,765,921	\$8,281,478
Clearing and Port Charges	2.50%	269,148		269,148	\$207,037
Transport to Uyowa		35,000		35,000	\$26,923
Miscellaneous 10%	10.00%	30,415		30,415	\$23,396
TOTAL PLANT & EQUIPMENT		334,563	10,765,921	11,100,484	\$8,538,834
FURNITURE & FETTINGS					
Offie Furniture & Fittings	\$12,000		15,600	15,600	\$12,000
Compputerization & Telecommunication	\$12,000		15,600	15,600	\$12,000
TOTAL FURNITURE & FITTINGS	\$24,000		31,200	31,200	\$24,000
MOTOR VEHICLES					
18 Heavy Trucks	\$169,200	219,960		219,960	\$169,200
8 4WD Pick ups	\$46,080	59,904		59,904	\$46,080
Insurance & Registration 2.55		6,997		6,997	\$5,382
TOTAL MOTOR VEHICLES		286,861	0	286,861	\$220,662
SUB TOTAL		1,005,323	10,797,121	11,802,444	\$9,078,803
PRE OPERATIONAL COSTS					
Project Development Expenses		65,000		65,000	\$50,000
Pre Operational Interest (6months)		708,147		708,147	\$544,728
Miscellaneous 10%		77,315		77,315	\$59,473
TOTAL PRE OPERATIONAL EXPENSES		850,461	0	850,461	\$654,201
TOTAL CAPITAL INVESTMENT		1,855,785	10,797,121	12,652,905	\$9,733,004
FINANCING PLAN					
Share Capital	40%	742,314	4,318,848	5,061,162	\$3,893,202
Loan	60%	1,113,471	6,478,272	7,591,743	\$5,839,803
TOTAL FINANCING	100%	1,855,785	10,797,121	12,652,905	\$9,733,004

GOLD PROCESSING AT UYOWA URAMBO DISTRICT IN TABORA REGION



PROJECT LOCATION MAP

January, 2009

JAMHURI YA MUUNGANO WA TANZANIA
THE UNITED REPUBLIC OF TANZANIA
STAKABADHI YA SERIKALI

37886242

1

EXCHEQUER RECEIPT

NIMEPOKEA KWA
Received from

GEO CAN RESOURCES
Executive Director

Shs.			Cts.		
USD	---	---	USD	---	---

JUMLA YA SHILINGI (Kwa maneno)
The sum of Shillings (Words)

US DOLLAR SEVEN HUNDRED FIFTY ONLY
NA SENTI
And Cents

CERTIFICATE OF INCENTIVES

KWA MALIPO YA
In respect of

CHEQUE NO 100281 OF 04/05/2009

KITUO - Station

KWA FEDHA TASLIMU/HUNDI
NAMBA By Cash/Cheque No.

CHEO - Title
Ace O'SBUNE 2009

Ben.

SAHIHI YA MPOKEAJI - Receiving Officer's
Signature

041648



TICC/PP.10/041645/4

27 April 2009

Managing Director,
Geo Can Resources Co. Ltd,
P.O. Box 80079,
DAR ES SALAAM

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE
ESTABLISHMENT OF MINERAL PROCESSING FACILITIES**

We wish to acknowledge receipt of your project proposal to establish and operate mineral processing facilities as presented in the TIC P.A. 1 Form No. 07662 and Feasibility Study with a projected investment of USD 12.65 m.

We have studied your project proposal and are pleased to inform you that your investment proposal is now officially registered and therefore your project will be granted a CERTIFICATE OF INCENTIVES, given under authority conferred upon TIC under Part III, Section 17 (1-8) of the Tanzania Investment Act, 1997. In order to enable TIC prepare your Certificate of Incentives you will be required to submit the following:

- Certified document showing evidence of Land ownership for the location of the project.
- Current Company shareholding position from BRELA.

You will also be required to submit to the Centre a Progress Report on the implementation of the project after every six months for our information and review. Guidelines for the preparation of the report are contained in annexure 2 also attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Please also note that a facilitation fee equivalent to US\$ 750.00 is payable at the ruling exchange rate before your Certificate of Incentives is prepared. Please make deposit direct to the bank as per bank details below:

*Tanzania Investment Centre
Standard Chartered Bank (T) Ltd
US Dollar A/C 8702006002000
T.Shs A/C 0102006002000*

TICC/PP.10/041645/4

27 April 2009

We wish you every success in the implementation of the project.

Yours sincerely,
Tanzania Investment Centre



B. D. Chonjo
For: Executive Director

Copy to: Permanent Secretary,
Ministry of Finance and Economic Affairs,
P. O. Box 9111,
DAR ES SALAAM

Permanent Secretary,
Ministry of Industry, Trade and Marketing,
P.O. Box 9503,
DAR ES SALAAM

Commissioner General,
Tanzania Revenue Authority,
P. O. Box 11491,
DAR ES SALAAM



3

Name of the Company
Geo Can Resources Co. Ltd.

Post Box	Uwoya Plot No.108	COI Number	59007	Contact	Mr. Ahmed Magoma
Post Office	80079, Dar Es Salaam	COI Date	23/01/2007	Designation	Director
Region	Tabora	Application F. No	07662	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0
		Sub Sector	Mineral Processing	Fax	0784 749 087
		File No	041645	E-Mail Address	amagoma@gmail.com

Project Location		Investment Finance Plan in Millions USD			
Plot/Block	Plot. No. 108	Foreign Equity	Local Equity	Foreign Loan	Local Loan
Street	Uwoya				
District	Urambo				
Region	Tabora				
		5.059	0	7.591	0

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.383
Ahmed Magoma	Tanzanian	10	Plant	11.1
Heidi Kalenuik	Canadian	45	Vehicles	0.286
David Kelenuik	Canadian	45	Furniture & Fittings	0.031
			Pre-expenses	0.85
			Others	0
			Working Capital	0
			Total	12.65

Employment	125	Evaluated By	Sospeter Ndelema Dome
Capacity	xxxx	Drawn By	Sarah Registry
Project Turn Over			

Description
 To establish and operate mineral processing facilities

Recommendations
 Be approved subject to providing evidence as required by section 17 of Tanzania Investment Act, 1997

Decision

Approved - Sarah Registry
 22/4