THE UNITED REPUBLIC OF TANZANIA

PRIME MINISTER'S OFFICE
TANZANIA INVESTMENT CENTRE

FILE BEGINS | ENDS | PART

FILE TITLE

CONFIDENTIAL

FILE NUMBER
TICC
PP.10
042437

INDEX HEADINGS

FILE NUMBER TICC PART PP.10/042437

Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M	Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M	Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M
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Ag Exo	M.		9/4/13											

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Exo	M		9/4/13											
F	F.4	DD	9/5/13											
	f4	6	9/5/13											
EXD	M2		22/5/13											

FINIX INTERNATIONAL LIMITED

MINUTE SHEET

Dokezo No.

Ag: 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$ 2.05 M.....

(b) Legal entity has been incorporated under certificate

No. ..65689..... of..20/05/2008..

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. Senzia
DIF
9th May, 2013

EXD

In response to the TIC letter of registration dated ....9th May 2013

The project has submitted the required documents namely:-

(a) Company Board Resolution

(b) Reference letter/Financing from...BARclays Bank LTD

(c) ...Lease Agreement as Evidence of Land.

With the above submission EXD is requested to sign Certificate of Incentives No. 042437.. herein attached.

22/05/2013

DIF

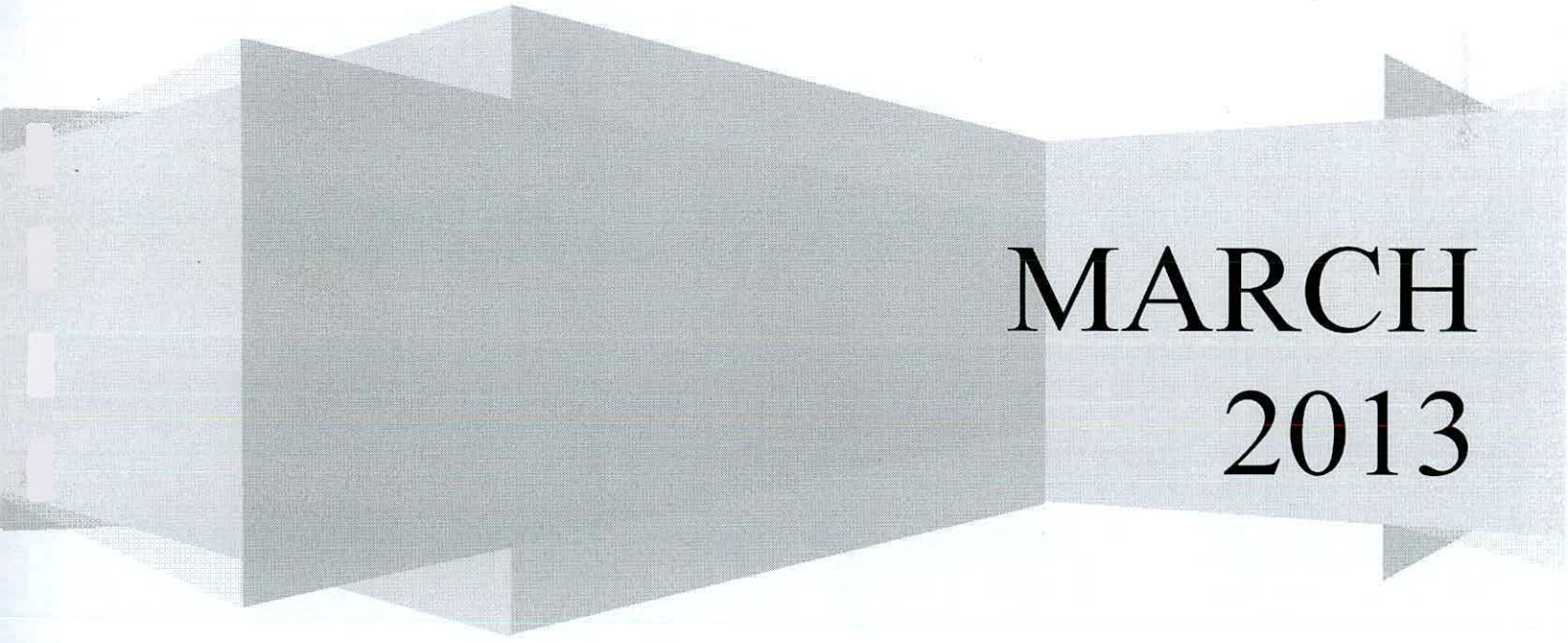
MINUTE SHEET

Dokezo
No.

FINIX INTERNATIONAL COMPANY LIMITED

PROJECT FOR MINERAL PROCESSING

Prepared by Finix Management



MARCH
2013

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1.0 INTRODUCTION

1.1 FOREWORD

This Project Feasibility Study Report sets out proposals by M/S FInix International (T) Company Limited of setting up a lapidary and facilities for processing gold in Mwanza.

1.2 OBJECTIVES OF THE STUDY

The purpose of this Feasibility Study is to work out the technical and commercial details and the financial viability for the establishment of the above mentioned project.

1.2.1 COMPANY HISTORY

Finix International was formed in 2008, and has been active in Tanzania since then. The company was originally involved in the trading of gold, but evolved to a company exclusively involved in gold exploration in 2009, when they acquired their first Prospecting Lease in 2009 (PL5701/2009). It acquired a second lease (PL7983/2012) in 2012. Both these properties have been thoroughly investigated.

Currently the company has a joint venture agreement with a Tanzanian businessman to conduct exploration activities on a third PL (8205/2012). Geological mapping and geophysics have been completed on this property. Further mapping and drilling is planned.

1.3 PROJECT PROMOTERS

The following sponsors are promoting the proposed facilities. Directors (shareholders) are namely:

Name	Nationality	% Shareholding
Phoenix International Group	Qatari	65%
Mr. Rajabu Bakari Khatib	Tanzanian	25%
Mr. Raja Hanna	Italian	10%

The current shareholders of the company have a wealth of experience in similar projects and are keen to exploit such experience to make this project a success.

2.0 EXECUTIVE SUMMARY

2.1 INTRODUCTION

A lapidary is an artist or artisan who forms stone, mineral, gemstones, and other suitably durable materials into decorative items such as engraved gems, including cameos, or cabochons, and faceted designs. Hard stone carving is the term in art history for the objects produced and the craft. Diamond cutters are generally *not* referred to as lapidaries, due to the specialized techniques which are required to work diamond. Gem cutter typically refers to diamond cutters or producers of faceted jewels in modern contexts, but artists' producing engraved gems, jade carvings and the like in older historical contexts.

Apart from figurative carving, there are three broad categories of lapidary arts. These are the procedures of tumbling, cabochon cutting, and faceting. The distinction is somewhat loose, and leaves a broad range within the term cabochon.

Most lapidary work is done using motorized equipment and resin or metal bonded diamond tooling in successively decreasing particle sizes until a polish is achieved. Often, the final polish will use a different medium, such as tin oxide, glasitite or cerium (IV) oxide. Older techniques, still popular with hobbyists, used bonded grinding wheels of silicon carbide, with only using a diamond tipped saw. Diamond cutting, because of the extreme hardness of diamonds, cannot be done with silicon carbide, and requires the use of diamond tools. There are also many other forms of lapidary, not just cutting and polishing stones and gemstones. These include: casting, faceting, carving, jewellery, mosaics.

Comminution is the breaking up of ore to make gold available for treatment. Conventionally, this process occurs in multi-stage crushing and milling circuits. Modern technology is based on large mills fed directly with run-of-mine material.

Gold ores can typically be classified into:

- Refractory ores, where the gold is locked within a sulphide mineral and not readily available for recovery by the cyanidation process; or
- Free milling, where the gold is readily available for recovery by the cyanidation process.

Refractory ore treatment is done after fine grinding, where the sulphide materials are floated away from the barren gangue material to produce a high-grade sulphide concentrate. The sulphide concentrate is oxidised by either roasting or bacterial oxidation (BIOX). The oxidation process oxidises the sulphide minerals liberating the gold particles making them amenable to recovery by the cyanidation process.

Free milling and oxidised refractory ores are processed for gold recovery by agitator leaching the ore in an alkaline cyanide leach solution followed generally by adsorption of the gold cyanide complex onto activated carbon-in-pulp (CIP).

The alternative process is the heap-leach process. Generally considered applicable to only high-tonnage, low-grade ore deposits. Here, the run-of-mine ore is crushed and placed on the leach pad. Low strength alkaline cyanide solution is applied, generally as a drip, to the top of the heap for periods of up to three months. The dissolved gold bearing solution is collected from the base of the heap and transferred to the carbon-in-solution (CIS) columns where the gold cyanide complex is adsorbed onto activated carbon. The stripped solution is recycled back to the top of the heaps.

Gold adsorbed onto activated carbon is recovered by a process of re-dissolving the gold from the activated carbon (elution), followed by precipitation in electro-winning cells and subsequent smelting of that precipitate into doré bars that are shipped to the gold refineries.

The retreatment of tailing stockpile from previous decades' operations is also practiced. The old tailings are mined by water sluicing followed by agitator leaching in alkaline cyanide solution and recovery of dissolved gold onto activated carbon.

The major by-products produced during gold processing are:

- Silver, which is associated with gold in ratios ranging from 0.1:1 to 200:1 silver to gold;
- Sulphuric acid which is produced by scrubbing the gases generated from the roasting plants; and
- Uranium which is recovered in a process which involves initial acid leaching followed by recovery of the leached uranium onto resin and subsequent stripping with ammonium hydroxide and precipitation of crude yellow cake.

The tailings from the process operations are stored in designated Tailings Storage Facilities designed to enhance water recovery and prevent contaminant seepage into the environment. The doré bars, are transported to a refinery for further refining, to as close to pure gold as possible – good delivery status. This gives the assurance that the bar contains the quantity and purity of gold as stamped on the bar.

Founders of Finix International (T) Limited have enjoyed a proud history and the future looks even brighter for the proposed project. The following are reasons why one should select the company's products

- Strong Foundations:

A strict code of professionalism, quality and service will place the company at the top of other lapidaries and gold processors, and its reputation will be steadily extended through the obvious satisfaction of customers.

- Strong On Quality:

The company will manufacture quality jewellery and process gold. Its range of products will be of superb quality. The factory will maintain high quality standards certified to universally recognized criteria.

2.2 LOCATION

The plant will be located within Geita Region at Rwamgaza area. It is expected that production will be carried out in company owned premises and sponsors are considering construction of own factory buildings upon completion of process for land acquisition.

2.3 MANPOWER REQUIREMENTS

The whole project will comprise of a total permanent work force of about 26 people and several other on temporary basis. Initially there will be a few technical expatriates who will give training to the local staff. Maximum employment will be given to the local work force. The factory will be organized into three major areas namely:

Production

Marketing

Finance and administration

2.4 IMPLEMENTATION

The project is planned to undergo two phases:

Phase I: Major activities to be involved include registration of the project and approvals by the Tanzania Investment Centre (TIC), and mobilization of funds from Sponsors and construction of factory buildings.

Phase II: Will involve identification of appropriate Lapidary and gold processing technology, sourcing of machinery and equipment, staff recruitment and training of core personnel. Manufacturing operations will commence during this phase.

2.5 PROJECT ECONOMICS

2.5.1 CAPITAL INVESTMENT REQUIREMENTS

COST STRUCTURE	
PARTICULAR	AMOUNT USD
Land and Buildings	900,000
Plant, Machinery & Equipment	500,000
Motor Vehicles	400,000
Furniture & Fittings	20,000
Pre expenses	100,000
Others	20,000
Working Capital	150,000
TOTAL	2,090,000

*US$ 1 = Tshs 1,600

2.5.2 EXPENDITURE ON BASIC MATERIALS AND PROFITABILITY

The major expenditure item is the purchase of various materials used in lapidary and gold processing including raw gold. Project revenue will accrue from sale of jewellery and processed gold. Based on projected revenue at sustainable levels of production the project is quite profitable.

2.6 RECOMMENDATIONS

The study shows the establishment of lapidary and gold processing facilities is both technically and financially a feasible undertaking. Furthermore, it will create local employment for the national benefit. In view of the findings, the project is recommended for implementation.

3 .0 MANUFACTURING SECTOR IN TANZANIA

3.1 INTRODUCTION

Although an underdeveloped sector in Tanzania, manufacturing is nevertheless an important contributor to the country's GDP. But the burdens it struggles under are substantial. Hampered by the variability of the agricultural sector on which it is based, Tanzania's industries must also contend with high costs of production, low labour productivity, high interest rates and increased competition arising out of the policy of trade liberalization.

In this context, the sector is characterized by a narrow industrial base dominated by agro-industries, limited diversification, reliance on imported inputs of raw materials and intermediates, relatively underdeveloped industry linkages, prevalent use of obsolete technologies and production that is mainly focused on the domestic market. Government recognizes that significant transformation of the sector is vital. In order to achieve this, it is necessary to promote and stimulate a change process which will make the sector exhibit a diversified structure of production; undertake processing of more of the natural resources with which Tanzania is endowed; and become export-oriented.

Taking into account the above factors, Government's goals for the industrial sector in the medium term are to optimize the exploitation of domestic natural resources; to strengthen backward and forward linkages within the manufacturing sector and between the sector and rest of the economy; to ensure that industries are competitive in the domestic and international markets; to raise levels of technological capabilities; to create new employment opportunities; to absorb the rapidly growing labour force; to strengthen the SME sector and put emphasis on sub regional collaboration and south-south cooperation.

3.2 IMPORTANCE OF THE SECTOR AND PERFORMANCE

In terms of importance, the manufacturing sector, though not strong as it should be, continues to play a respectable role in the economy, contributing to 18.9% of export earnings and 8.6% to GDP - but this is still short of the planned target of 15% by 2020.

In the country's Development Vision-2025, it is projected that the contribution of the industrial sector to the economy will reach 25% like the semi-industrialized countries of South East Asia.

Tanzania's most important industries include agro food processing, beverages, oil refining, and cement. Other industries include the production of textiles, apparel, tobacco products, glass, paints, plastics, chemicals and pharmaceuticals, and the processing of metals and wood products.

The sector provides employment for an estimated workforce of over 100,000 people. Growth rate of the sector decelerated from 9.9 percent in 2008 to 8.0 percent in 2009. This trend was due to the effects of the global economic meltdown.

3.3 EXPORT DEVELOPMENT

The export market for manufactured goods comprises cotton yarn, manufactured coffee, manufactured tobacco, sisal products, plastics, textiles and apparel and iron steel.

During 2009, the export value of manufactured goods decline from US$ 662.3 million recorded in 2008 to US$ 497.6 million. The decline is partly attributable to the drop in demand for the manufactured products in the neighboring countries following the global financial crisis.

3.4 MAJOR PRODUCTION AND INDUSTRIAL UNITS

3.4.1 Food, Beverages and Tobacco

The food manufacturing in Tanzania include manufacturing of dairy products, canning and preserving of fruits and vegetables, canning fish and similar foods, manufacture of animal and vegetable oils, grain milling, baking, sugar and confectionery as well as prepared animal feeds. The beverages include the distilling and blending of spirits; manufacture of wines, cider and beer; production of soft drinks and carbonated waters and the bottling of natural spring and minerals waters. The tobacco subsector comprises manufacturing of cigarettes, tobacco and other tobacco production.

3.4.2. Textiles, Clothing, Leather and Footwear

Activities undertaken in this category include spinning, weaving and finishing of textiles as well as garments, knitting and the manufacture of carpets, rugs, cordage, rope and twines. The leather and footwear subsector include tanneries; leather finishing and manufacturing of products from leather such as luggage, handbags and purposes.

3.4.3 Wood products activities Accounted in the subsector

Includes sawmills, planning and other wood mills manufacturing goods. Also

Included is the manufacturing of wooden containers, cane products and wooden products.

3.4.4 Paper and Paper Products

This comprises the manufacturing of pulp, paper, paperboard, fiberboards, light packaging, heavy packaging, stationery and other paper products.

3.4.5 Chemicals, Petroleum, Rubber and Plastics

The chemical subsector comprises the manufacture of basic industrial chemicals, fertilizers, pesticides, plastic materials and products, medicinal and pharmaceuticals, soap, detergents, perfumes and other cosmetics, paints and other chemical products. While the petroleum subsector comprise of petroleum refineries, fuel oils, lubricating oils and manufacture of asphalt materials.

Rubber products produced in the country include tyres and tubes conveyors and fan belts, rubber mats, groves, pipes and tanks, plastic sheets, kitchenware, furniture and footwear.

3.4.6 *Non-metallic Mineral Products*

This includes manufacture of pottery, china and earthenware, glass and glassware products, bricks, tiles, cement, concrete, gypsum and plaster products.

Boosted by robust growth in construction, Tanzania's cement industry has grown rapidly over the years, with three cement producers and a combined production capacity of 1.9 million tonnes per year.

3.4.7 Basic Metal Products

This comprises rolling mills and foundries to produce products such as slabs, bars, sheets, plates, strips, tubes, pipes and rods.

3.4.8 Fabricated Metals, Machinery and Equipment

These include manufacture of cutlery, hand tools and general hardware, furniture and fixtures, doors, metal staircases and window frames. Others are electrical motors transformers, electrical control devices and switchboard apparatus as well as radios and transport equipment, mainly bicycles and animal and auto-pulled carts.

3.4.9 Other Manufacturing Industries

This covers products such as jewels and related articles, furniture manufacture, measuring and controlling equipment and optical goods. Production in this category has experienced an average growth of over 12 percent over the last decade.

3.5 NOTABLE PERFORMANCE OF SOME LOCAL INDUSTRIES

The goods whose production skyrocketed include Konyagi, which increased by 151.9 %, from 4,049,000 litres in 2008, up to 10,201,000 litres in 2009. Production of pyrethrum agro-chemicals also increased from 73 tonnes in 2008, up to 266 tonnes, equivalent to 264.4 % increase.

Production of wheat flour increased from 287,925 tonnes in 2008 to 368,885 tonnes in 2009, representing 28.1 % increase. Production of Chibuku brew also increased sharply from 10,235 litres in 2008, up to 16,141 tonnes in 2009, equivalent to 57.7 % increase.

Likewise, production of iron sheets ballooned to 50,664 tonnes in 2009, from 31,743 tonnes in 2008, equivalent to 59.6 % increase.

Production of batteries also increased to 78 million batteries in 2009, from 53 million batteries in 2008, representing 47.2 % increase.

Moreover, production of cement increased from 1,756 tonnes in 2008 up to 1,941 tonnes in 2009. This was caused by high demand of the commodity as consumption of cement skyrocketed from 1,940,845 tonnes in 2008 to 2,399,458 tonnes in 2009, equivalent to 58.5% increase.

However production of aluminum declined from 105 tonnes in 2008 to 58 tonnes in 2009, registering a 44.8 % decrease. Production of garments also declined from 7,783,000 square metres in 2008 to 7,913,000 square metres in 2009, a 34.9 % decrease.

Other goods whose production declined during the period under review include logs (16.6%), biscuits and spaghetti (1.5%), beers (2 %), cigarettes (4.4%) and iron (13%).

3.6 INVESTMENT OPPORTUNITIES

The priority sectors for investment include the following export-oriented manufacturing operations: Textile and garments; leather processing and leather products; lapidary, including gold, diamonds and gemstones; agro processing; fish processing; wood and wood products; electrical and electronic appliances; and ICT industries.

3.7 POLICIES AND REGULATORY FRAMEWORK

The future discourse for industrial development in Tanzania is elaborated in the Sustainable Industrial Development Policy - SIDP". The main purpose of SIDP is to et out a path for industrializing Tanzania so that by the turn of the first quarter of the 21st Century it becomes a semi industrialized country.

In its approach SIDP embraces the principles of a market-led economy and competitiveness. It points out plainly that industry would only prosper in the hands of increased private sector participation both in decision making and implementation.

The government in this aspect has vowed to increasingly provide an environment which is welcoming, attractive, and stable and that can encourage private sector investment.

The private sector in its part should take all necessary initiatives to respond and manage challenges of globalization. Firms are challenged to pursue firm strategies which are geared towards building the necessary capabilities to enable them compete in the world market.

3.8 INDUSTRIAL SUPPORT ORGANISATIONS

The government has established several institutions to render support services to the industrial sector. Among them are: The National Development Corporation (NDC), the Small Industries Development Organization (SIDO), the Centre for Agricultural Mechanization and Rural Technology (CARMATEC), the Export Processing Zones Authority (EPZA), the Tanzania Industrial Research Development Organization (TIRDO), the Tanzania Engineering and Manufacturing Design Organization (TEMDO) and Tanzania Bureau of Standards (TBS).

3.9 CHALLENGES FACING THE MANUFACTURING SECTOR

- Poor technology;
- Insufficient industries/ factories;
- Unreliable market for the final processed goods;
- High cost of power, unreliability of power and underdeveloped infrastructure;
- Unreliable availability of raw materials;
- Small number of trained manpower.

3.10 CONCLUSION

The manufacturing sector holds the key to Tanzania's economic growth given the desire to diversify from agriculture and tourism to other sectors. Although the sector's contribution to the national economy has not significantly improved lately, there is every reason to believe that with proper policies and investment incentives in place, manufacturing sector is a growth area.

4.0 MINERAL PROCESSING

Mineral processing has as objective to prepare the ore for the extraction of the valuable minerals (metallic ores) but also produces commercial final products of non-metallic ores. Apart from regulating the size particle, it is a process treating to separate the valuable minerals from the no useful mineral so that can be produced a rich product called concentrate which has most of the valuable minerals. The importance of mineral processing is very important nowadays due to the lack of mineral deposits of high grade and easy treatment. So, treating a low grade ore is many times a challenge. A mineral deposit is mined if the ore is found in a large enough deposit to be extracted economically, usually in an underground or open pit mine. Mineral processing separates minerals and gangue (undesirable minerals). Key steps in mineral processing are comminution and separation.

The comminution processes involve crushing and grinding and are highly capital intensive and contribute the most to total operating costs at ore processing plants. They are also sometimes inefficient at converting energy into work as particle size is reduced. As a result the ancient art of comminution can spark heated debates among specialists over how best to break the mechanical bonds that lock useful minerals to a host rock so that valuable minerals can be exposed to recovery systems. The progress on this has been slow since the time of the stamp mills.

To recover and concentrate valuable minerals, the final product from the size reduction step is sent to the concentration section which separates that product into two product products: valuable mineral (concentrate), and gangue (tailings). The main concentration processes are flotation, electric and magnetic systems, and gravimetric methods. When the concentrate is obtained, there are two possible routes for its treatment which depends of the ore treated. Thus, polymetallic ores usually produce a copper, lead or zinc concentrate which are sent to the smelter for the final treatment. But, the situation can be different in the treatment of precious metals because many times the concentrate is treated at the same mill by combined operations of pyrometallurgy, hydrometallurgy, and electrometallurgy.

An aspect very important in the two decades is related to the advances in process control which has been responsible for the most significant recent increases in mill

productivity. Combined with computer based control systems, on stream analysis has revolutionized mill operations, cutting operation costs and more importantly, increasing recoveries, grades, and throughputs. Thus, an operator does not have to work blind and pit his skills against the whims of the ore. So without considering the type of ore or process treatment employed, a fundamental achievement obtained is the called control policy. Then, it is clear that the control system has to maintain the best metallurgical efficiency although many times, there is a dilemma between quality and throughput, this relationship trends to change from mill to mill.

Consequently, mineral processing is a complex art that most time is influenced by the nature of the ore and the devices implanted in the plant.

4.1 HISTORY

Before the advent of heavy machinery the raw ore was broken up using hammers wielded by hand, a process called "spalling". Before long, mechanical means were found to achieve this. For instance, stamp mills were used in Samarkand as early as 973. They were also in use in medieval Persia. By the 11th century, stamp mills were in widespread use throughout the medieval Islamic world, from Islamic Spain and North Africa in the west to Central Asia in the east. A later example was the Cornish stamps, consisting of a series of iron hammers mounted in a vertical frame, raised by cams on the shaft of a waterwheel and falling on to the ore under gravity.

The simplest method of separating ore from gangue consists of the picking out the individual crystals of each. This is a very tedious process, particularly when the individual particles are small. Another comparatively simple method relies on the various minerals having different densities, causing them to collect in different places: metallic minerals (being heavier) will drop out of suspension more quickly than lighter ones, which will be carried further by a stream of water. The process of panning and sifting for gold uses both of these methods. Various devices known as 'buddles' were used to take advantage of this property. Later, more advanced machines were used such as the Frue vanner, invented in 1874.

Other equipment used historically includes the hutch, a trough used with some ore-dressing machines and the keeve, a large tub used for differential settlement.

4.2 UNIT OPERATIONS

Mineral processing can involve four general types of unit operation: *comminution* – particle size reduction; *sizing* – separation of particle sizes by screening or classification; *concentration* by taking advantage of physical and surface chemical properties; and *dewatering* – solid/liquid separation. In all of these processes, the most important considerations are the economics of the processes and this is dictated by the grade and recovery of the final product. To do this, the mineralogy of the ore needs to be considered as this dictates the amount of liberation required and the processes that can occur. The smaller the particles processes, the greater the theoretical grade and recovery of the final product, but this however is difficult to do with fine particles as they prevent certain concentration processes from occurring.

4.2.1 Comminution

Comminution is particle size reduction of materials. Comminution may be carried out on either dry materials or slurries. Crushing and grinding are the two primary comminution processes. Crushing is normally carried out on "run-of-mine"ore, while grinding (normally carried out after crushing) may be conducted on dry or slurried material.

4.2.2 Sizing

Sizing is the general term for separation of particles according to their size.

The simplest sizing process is screening, or passing the particles to be sized through a screen or number of screens. Screening equipment can include grizzlies,bar screens,wedge wire screens,banna screens, multi deck screens, vibratory screed, fine screens, flip flop screens and wire mesh screens. Screens can be static (typically the case for very coarse material), or they can incorporate mechanisms to shake or vibrate the screen. Some considerations in this process includes the screen material, the aperature size, shape and orientation, the amount of near sized particles, the addition of water, the amplitude and frequency of the vibrations, the angle of inclination, the presence of harmful materials, like steel and wood, and the size distribution of the particles.

Classification refers to sizing operations that exploit the differences in settling velocities exhibited by particles of different size. Classification equipment may include ore sorters, gas cyclones, hydrocyclones, rotating trommels, rake classifiers or fluidized classifiers.

An important factor in both comminution and sizing operations is the determination of the particle size distribution of the materials being processed, commonly referred to as particle size analysis. Many techniques for analyzing particle size are used, and the techniques include both off-line analyses which require that a sample of the material be taken for analysis and on-line techniques that allow for analysis of the material as it flows through the process.

4.2.3 Concentration

There are a number of ways to increase the concentration of the wanted minerals: in any particular case the method chosen will depend on the relative physical and surface chemical properties of the mineral and the gangue.

- Gravity concentration

Historically the earliest method used, particles can be classified based on their specific gravity. Air is the main fluid medium used for the process. Gravity concentration processes include:

- Heavy media or dense media separation (these include, baths, drums and dense medium cyclones)
- Shaking tables
- Spiral separators
- Batac jigs
- Centrifugal bowl concentrators
- Jig concentrators are continuous processing gravity concentration devices using a pulsating fluidized bed.
- Multi gravity separators
- Inline pressure Jigs
- Reichert Cones

These processes can be classified as either dense medium separation or gravity separation. The difference between the two that gravity separation does not use a dense medium to operate, only water or air. Dense medium separation can be performed with a variety of mediums. These include organic liquids, aqueous solutions,

suspensions in water and suspensions in air. Of these, most industrial processes use suspensions in water. The organic liquids are not used due to their toxicity and difficulties in handling. The aqueous solution as a dense medium is used in coal processing in the form of a belknap wash and the suspension in air is used in water-deficient areas, like china, where sand is used to separate coal from the gangue minerals. The dense medium separation is also classified as absolute gravity separation as the sinks and the floats travel in different directions. The gravity separation is also called relative gravity separation as they separate particles due to their differences in the magnitude of the particle response to a driving force.

These processes can also be classified into multi-G and single G processes. The difference is the magnitude of the driving force for the separation. Multi-G processes allow the separation of fine particles to occur and these particles can be in the range of 10 to 50 micrometres. The single G processes are only capable of processing particles that are greater than 80 micrometres in diameter.

Of the gravity separation processes, the spiral concentrators are one of the most economical due to their simplicity and use of space. They operate by flowing film separation and can either use wash water or be wash water-less. The wash water spirals separate particles more easily but can have issues with entrainment of gangue with the concentrate produced.

Froth flotation cells are used to concentrate copper and nickel sulfide minerals,

- Froth flotation

Froth flotation is an important concentration process. This process can be used to separate any two different particles and operated by the surface chemistry of the particles. In flotation, bubbles are introduced into a pulp and the bubbles rise through the pulp. In the process, hydrophobic particles become bound to the surface of the bubbles. The driving force for this attachment is the change in the surface free energy when the attachment occurs. These bubbles rise through the slurry and are collected from the surface. To enable these particles to attach, careful consideration of the chemistry of the pulp needs to be made. These considerations include the pH, Eh and the presence of flotation reagents. The pH is important as it changes the charge of

the particles surface and the Eh affects the chemisorption of collectors on the surface of the particles.

The addition of flotation reagents also effects the operation of these processes. The most important chemical that is added is the collector which binds to the surface of the particles as it is a surfactant. The main considerations in this chemical are the nature of the head group and the size of the hydrocarbon chain. The hydrocarbon tail needs to be short to maximize the selectivity of the desired mineral and the head group dictates which minerals it attaches to.

The frothers are another important chemical addition to the pulp at it enables stable bubbles to be formed. This is important as if the bubble coalesce, minerals fall off their surface. The bubbles however should not be too stable as this prevents easy transportation and dewatering of the concentrate formed. The mechanism of these frothers is not completely known and further research into their mechanisms is being performed.

Depressants and activators are used to selectively separate one mineral from another. Depressants inhibit the flotation of one mineral or minerals while activators enable the flotation of others. Examples of these include CN^-, used to depress all sulfides but galena and this depressant is believed to operate by changing the solubility of chemisorbed and physisorbed collectors on sulfides. An example of an activator is Cu^{2+} ions, used for the flotation of sphalerite.

There are a number of cells able to be used for the flotation of minerals. These include flotation columns and mechanical flotation cells. The flotation columns are used for finer minerals and they typically have a higher grade and lower recovery of minerals than mechanical flotation cells. The cells in use at the moment can exceed 300 m^3. This is done as they are cheaper per unit volume than smaller cells, but they are not able to be controlled as easily as smaller cells.

This process was invented in the 19th century in Australia. It was used to recover a sphalerite concentrate from tailings, produced using gravity concentration. Further improvements have come from Australia in the form of the Jameson cell. This operated by the use of a plunging jet that generates fine bubbles. These fine bubbles have a higher kinetic energy and as such they can be used for the flotation of fine grained minerals, such as those produces by the Ismail.

- Electrostatic separation

There are two main types of electrostatic separators. These work in similar ways, but the forces applied to the particles are different and these forces are gravity and electrostatic attraction. The two types are electrodynamic separators (or high tension rollers) or electrostatic separators. In high tension rollers, particles are charged by a corona discharge. This charges the particles that subsequently travel on a drum. The conducting particles lose their charge to the drum and are removed from the drum with centripetal acceleration. Electrostatic plate separators work by passing a stream of particles past a charged anode. The conductors loose electrons to the plate and are pulled away from the other particles due to the induced attraction to the anode. These separators are used for particles between 75 and 250 micrometres and for efficient separation to occur, the particles need to be dry, have a close size distribution and uniform in shape. Of these considerations, one of the most important is the water content of the particles. This is important as a layer of moisture on the particles will render the non-conductors as conductors as the layer of the water is conductive.

Electrostatic plate separators are usually used for streams that have small conductors and coarse non-conductors. The high tension rollers are usually used for streams that have coarse conductors and fine non-conductors.

These separators are commonly used for separating mineral sands. In such plants, zircon, rutile and ilmenite are separated from the silica gangue. In this plant, the separation is performed in a number of stages with roughers, cleaners, scavengers and recleaners.

- Magnetic separation

Minerals such as ilmenite and magnetite are naturally magnetic, and so can be separated from non-magnetic particles using strong magnets. There are a number of different processes that can be used. These include HGMS, HIMS and LIMS. The HIMS and HGMS are differentiated as the HGMS separators are a batch process while the HIMS are a continuous process. These two processes are typically used for paramagnetic particles while the LIMS are used for ferromagnetic particles. The main considerations that need to be taken account when processing an ore is the size distribution, the presence of tramp metal and the liberation of the particles being separated.

This process operates by moving particles in a magnetic field. The force experienced in the magnetic field is given by the equation f=m/k.H.dh/dx. with k=magnetic susceptibility, H-magnetic field strength, and dh/dx being the magnetic field gradient. As seen in this equation, the separation can be driven in two ways, either through a gradient in a magnetic field or the strength of a magnetic field. The different driving forces are used in the different concentrators. These can be either with water or without. Like the spirals, wash water aids in the separation of the particles while increases the entrainment of the gangue in the concentrate.

4.2.4 Dewatering

Dewatering is an important process in mineral processing. The purpose of dewatering is to remove water contained in particles. This is done for a number of reasons, specifically, to enable ore handling and concentrates to be transported easily, allow further processing to occur and to dispose of the gangue. The water removed from dewatering can be recycled through a mineral processing plant. The main processes that are used in dewatering include dewatering screens, sedimentation, filtering, and thermal drying. These processes increase in difficulty and cost as the particle size decreases.

Dewatering screens operate by passing particles over a screen. The particles pass over the screen while the water passes through the apertures in the screen. This process is only viable for coarse ores that have a close size distribution as the apertures can allow small particles to pass though and are not able to be produced for small particles.

Sedimentation operates by passing water into a large thickener or clarifier. In these devices, the particles settle out of the slurry under the effects of gravity or centripetal forces. These are limited by the surface chemistry of the particles and the size of the particles. To aid in the sedimentation process, floculants and coagulants are added to reduce the repulsive forces between the particles. This repulsive force is due to the double layer formed on the surface of the particles. The floculants work by binding multiple particles together while the coagulants work by reducing the thickness of the charged layer on the outside of the particle.

Thermal drying is usually used for fine particles and to remove low water content in the particles. Some common processes include rotary dryers, fluidised beds, spray driers, hearth dryers and rotary tray dryers. This process is usually expensive to operate due to the heating requirements of the dryers.

4.2.5 Other processes

Many mechanical plants also incorporate hydrometallurgical or pyrometallurgical processes as part of an extractive metallurgical operation. Geometallurgy is a branch of extractive metallurgy that combines mineral processing with the geologic sciences. A number of auxiliary materials handling operations are also considered a branch of mineral processing such as storage, conveying, sampling, weighing, slurry transport, and pneumatic transport.

5.0 MINING SECTOR ANG GOVERNING POLICY

Mining sector contributes about 2.3 per cent of the GDP, which is projected to account 10 per cent in 2025 as stated in the Development Vision 2025. It is one of the leading components in generating foreign exchange earnings within the non-traditional exports. Further is has great potentials for employment opportunities and spearheading for both the forward and backward linkage of the Tanzania's economy.

5.1 MINERAL RESOURCES ENDOWMENTS

Tanzania has a great pot entail particularly for gold, base metals, diamonds, ferrous minerals and a wide variety of gemstones, some of, which are unique such as tanzanite. Coal, uranium, and various industrial minerals such as soda, kaolin, tin, gypsum, phosphate and dimension stones are available at attractive economic rates. The following are minerals that have attracted most interest in the recent years:

- Gold found in greenstone belts located in the east and southern of Lake Victoria, and rock formation in southern and south-western of the country;
- Base metals found in a belt running from Kagera through Kigoma to Mbeya, Ruvuma and Mtwara regions, and,
- Gemstones, which are found in eastern and western belts running from Kenya border in the northern part to Mozambique in the south and Mbeya and Rukwa regions.
- Gold and diamonds has always been the mainstay of the country's mineral production. Brief explanation is provided below for easy reference.

Diamonds:

Tanzania has been a significant diamond producer for several decades, with the bulk of production coming from the Williamson Diamonds Mine at Mwadui where commercial production began in 1925. Over 300 kimberlites are known in Tanzania of which, 20% are diamondiferous. Some 600 dipolar magnetic anomalies with similar geophysical characteristics to known kimberlite pipes have been recorded during

recent geophysical surveys. Also of relevance are the psuedo-kimberlites or para-kimberlites along the young craters where diamonds have been discovered.

Alluvial diamonds have been recorded but a large deposit of economic exploitation has not yet been found. Locating shallow buried superficial deposits using airborne infrared surveys may prove useful.

Gold:

Gold offers one of the best areas for investment. The current perceived opportunities range from former mines in the Archaean Greenstone belts around Lake Victoria, Proterozoic rocks and conceptual grass root plays in Karoo and younger rocks.

Gold exploration has grown rapidly during the 1990's using modern technology and refined models. Investigation has mainly been focused on the greenstone belts around Lake Victoria with particular attention on the shear hosted gold mineralization associated with banded iron formations (BIF), tufts and volcano-sedimentary exhalatives.

Several "world class" gold deposits have already been discovered in the Lake Victoria Goldfields and are at different stages of development. These deposits have reached various stages of development.

Gold targets have also been revealed in the Proterozoic rocks in the Southwest of Tanzania. In this case, gold is associated with BIF, and in gneisses and granites in shear zones.

Base Metals and Platinum Group Minerals (PGM):

Geologically, both the Archaean and the Protozoic rocks are prospective for base metals and PGM.

Recent exploration in North West Tanzania has revealed extensive nickel-cobalt-copper mineralization associated with ultramafic rocks of Karagwe-Ankolean System. Sutton Resources is evaluating the resources where diamond drilling has outlined contained resources of 500,000 t nickel, 75,000 t copper and 45,000 t cobalt, so far.

In addition, chromium and platium group metals (PGM) have been recorded. Substantial deposits of nickel enriched laterite with cobalt have been delineated over the ultramafics in the Kagera region. There is also an indication of stratiform copper-silver-uranium type mineralization in Shinyanga region.

Ferrous Metals:

Numerous iron ore bodies have been identified in the Proterozoic rocks. Titaniferous magnetic bodies associated with anorthositic gabbro occur at Liganga SW Tanzania and is in close proximity (80 kin) to the coal resources of Ketewaka-Mchuchuma. Shallow drilling established a resource of 45 million tonnes grading 52 percent Fe. The Titanium resources are also known in beach sands along the coast.

Tin-Tungsten:

Tin and Tungsten have been produced from both lode, alluvial and eluvial deposits from the Karagwe Tinfields in the extreme Northwest of Tanzania. Mineralization is associated with the Late Proterozoic Karagwe-Ankolean System.

Gemstones:

Tanzania is endowed with various species of colored gemstones including the beautiful Tanzanite (blue zoisite) occurring in the Proterozoic metamorphic rocks of the Usagaran and Ubendian Systems.

Tanzanite is mined at Mererani from weathered rock, sometimes in association with bands, which are also of commercial value. Other gemstones mined in the country include ruby, rhodolite, sapphire, emerald, amethyst, chrysoprase, peridot and tormaline. Recently, a major alluvial occurrence was discovered in the southern region of Ruvuma, Mtwara and Lindi. Varieties include chrysoberyl, spinels, sapphire, garnets, zircons and diamonds.

Official gemstone exports were approximately US$10 million in 1996 majority of which were exported uncut. Great potential exists in the establishment of lapidary and jewelry manufacturing industry.

Carbonates:

Well over 20 carbonates associated with Mesozoic-Cainozoic volcanics have been identified in the country which could prove to be useful source of rare earth elements, niobium and phosphates.

Coal:

Coal resources similar in quality to the Gondwana coals of southern Africa occur in the Ruhuhu and Songwe-Kiwira basins in the Southwest Tanzania. A total of about 1 .5 billion tonnes in reserves have so far been identified.

The country's only coal mine at Kiwira has an average annual output of 35,000 tonnes - all of which is consumed mostly locally for power generation.

Industrial Minerals:

Limestone and dolomite-good resources of high purity occur in the white marble deposit of the Morogoro Region. Potential for dimension stone and refractory grade limestone is therefore excellent.

A variety of clays - bentonite, kaolin and fullers earth - in size-able deposits have been identified and are only scantily exploited. The Pugu kaolin deposit located some 30 kms West of Dar es Salaam has a great potential for development.

Evaporates and saline deposits of economic significance are associated with the rift valley lakes. Investigations of the Soda ash deposits at Lake Natron revealed a potential recovery of over one million tonnes a year. Currently, salt production stands at 105,000 tonnes per annum.

Graphite occurs in high-grade gneisses mainly ion the Usagaran system. Sufficient reserve have been identified at Merelani, northern Tanzania, for a 40 year operation at a mining rate of 15,000 tonnes per year of high grade flake graphite of 97-98% purity. The mine will also producer Tanzanite, which occur in association with graphite.

Phosphate deposits have been exploited at Minjingu in Arusha Region at around 48,000 tonnes per year in order to support fertiliser manufacturing. Following the closure of the fertiliser plant in Tanga, current production is mainly used for direct application.

5.2 MINERAL SECTOR POLICY

The Mineral Policy of Tanzania, 1997 stresses on private sector led mineral development while the major roles of the government are regulating, promoting and facilitating. The public roles consist of the inter alia:

- Policy formulation to accommodate the overall and sectoral government policy framework.
- Advising on legislation, regulation and fiscal matters related to the sector.
- Revenue collection through royalties, annual rents, prospecting rights and licenses.
- Monitoring of mining activities.
- Collection and maintenance of geo-technical data for promotional purposes.
- Provision of extension services to small scale miners.

- Administration and inspection of mining activities, and
- Carrying out research on minerals.

The mineral policy objectives are:

- to stimulate exploration and mining activities;
- to regulate and improve artisanal mining;
- to ensure that wealth generated from mining support sustainable economic and social development; to minimize or eliminate adverse social and environmental impact of mining activities
- to promote and facilitate mineral and mineral based products' marketing arrangements;
- to alleviate poverty especially for artisan and small scale miners;
- to promote and develop Tanzania as the gemstone centre of Africa

5.3 MINERAL SECTOR LEGAL AND REGULATORY

Salient features of the Mining Act 1998 are as follows:

i. right to trade in mineral rights;
ii. simplification and consolidation of past statutes on mining and mineral trading;
iii. improved security of tenure through removal of most past ministerial discretionary powers and introducing a mining advisory committee responsible of advising the Minister on decisions to make;
iv. Enhanced clarity and transparency;
v. Fair, streamlined and non-discriminatory licensing procedure, and,
vi. Environmental management.

The mining Act of Tanzania is aimed to deter information hoarding on new discoveries, freezing of exploration acreage for speculative purposes, transfer pricing and tax evasion.

The fiscal incentives provided to exploration and mining activities includes the following among others:

- Exemption of import duty and Value Added tax (VAT) on equipment and essential materials up to the anniversary of start of production, thereafter 5 per cent seal applies;

- Depreciation allowances of 100 per cent;
- Repatriation of capital of capital and profit directly related to mining, and,
- Non-mandatory government participation.

5.4 MINERAL SECTOR REFORM

As any sector of the economy in Tanzania, mining has been tuned to economic reforms and restructuring undertaken by the government from the mid 1980s to the 1990's which have marked a clear shift in favour of private sector development and market-oriented economic management. With this effect the government has commenced on setting up constructive partnerships to promote private sector enthusiasm and accelerate economic growth. With these changes therefore, the roles of the government has been redefined from that of owning the and operating the mines to that of providing a clear policy guidelines, stimulating private investment and providing support for investors. The reform is in line with the Mineral Policy of Tanzania 1997, Mineral Act 1998, and Fiscal Package 1998.

6.0 PRODUCTION PROCESS AND TECHNOLOGY

6.1 BASIC PROCESS

6.1.1 Lapidary

Lapidary may be executed through three broad categories of lapidary arts. These are the procedures of tumbling, cabochon cutting, and faceting. The distinction is somewhat loose, and leaves a broad range within the term cabochon.

Most lapidary work is done using motorized equipment and resin or metal bonded diamond tooling in successively decreasing particle sizes until a polish is achieved. Often, the final polish will use a different medium, such as tin oxide, glasitite or cerium (IV) oxide. Older techniques, still popular with hobbyists, used bonded grinding wheels of silicon carbide, with only using a diamond tipped saw. Diamond cutting, because of the extreme hardness of diamonds, cannot be done with silicon carbide, and requires the use of diamond tools.

6.1.2 Gold Processing

Throughout the centuries, gold has been recovered from its ores in many ways. These range from the rocker or long tom of the California Forty-Niner and the noisy stamp mill of the 19th century to modern methods of leaching with cyanide.

Any method of treating gold ores must take advantage of the natural characteristics of the metal. Cyanide solution, unlike most other liquids, is able to dissolve gold, and thus, is used in the processing of gold ore. When in solution (and in the presence of oxygen), cyanide slowly attacks fine particles of gold and ultimately dissolves them. It is strange, but fortunate (because cyanide is extremely toxic), that a weak cyanide solution attacks the gold particles faster than a strong solution.

For the cyanide to attack the gold particles, it is necessary that the gold first be liberated from the worthless gangue rock which surrounds it because cyanide will not attack or dissolve most other minerals.

Overall, the cyanide process is very efficient. A gold ore containing less than one gram of gold per ton can, in some cases (and depending on the gold price), be profitably treated. A modern cyanide mill recovers or extracts 95% to 98% of the gold in the ore.

In a cyanide mill, lime and cyanide are added to the ore pulp in the grinding circuit. The lime has several functions: it protects the cyanide from being destroyed by naturally occurring chemicals called cyanicides and improves the settlement rate of the pulp in the thickening stage.

Cyanidation (the actual dissolution of the gold) begins in the grinding step. Cyanide and lime solutions are introduced here, where newly liberated gold particles are constantly being polished by the grinding action and the solutions are heated by the friction. Depending on the ore and fineness of grind, from 30% to 70% of the gold may be dissolved during the grinding process.

Additional time is required to place the balance of the liberated gold into solution. This is done by pumping the gold-bearing pulp to a number of mixing tanks, known as agitators. Here the pulp is aerated either mechanically or by compressed air, or by a combination of both, for a predetermined period of time. This varies anywhere from 24 to 48 hours.

The 1980s saw a rapid expansion in gold production from low-grade oxide deposits around the world. That expansion could not have occurred without the development of a new, low-cost method of recovering the gold. That process is called heap leaching.

Heap leaching avoids most of the above steps, and does not even require that a mill be built, making it a very low-cost method of processing ore. Here, broken ore is heaped onto a thick polyethylene sheet, called a liner, and then dilute cyanide solution is sprinkled on top of the heap. As the solution trickles down through the ore, the gold is dissolved. Before the heap is constructed, the polyethylene liner is laid down in such a way that the cyanide solution will drain to a central point. From here the gold-laden solution is channeled into a man-made pond.

One downside of heap leaching is lower recovery — just 65% to 85% of the gold in the ore ends up in the gold bars a heap-leach mine produces

6.2 QUALITY CONTROL SYSTEM

Quality will be the nucleus of the enterprise and the company will make sure that it is not compromised at any cost. It expects to incorporate a strict quality management system, which will be responsible for keeping the entire business proceeding under a strict vigil. The products will undergo strict quality check at each level. A variety of measures will be taken to ensure that the finished products meet specifications based on international standards.

6.3 ENVIRONMENT PROTECTION

With a conscious mind, the company expects to undertake eco-friendly manufacturing processes and make sure that less effluent and smoke are released. It will take the following three concerns seriously as defined by some of the well-known regulatory bodies.

- Reduction in hazardous environmental release
- Recycling of waste products
- Use of environmentally preferable products

For this, it will source some of the latest and high performing machines for our factory.

7.0 MACHINERY EQUIPMENT AND CIVIL WORKS

7.1 MACHINERY & EQUIPMENT

The company will acquire proper machinery and equipment for lapidary and gold processing. The technology to be used will be modern to ensure that products of highest quality are produced. The company is already negotiating with suppliers of required machinery and equipment for supply of the same once all necessary preparations are completed.

7.2 PLANT LOCATION AND CIVIL WORKS

7.2.1 SITE AND LOCATION

The factory will be located within Mwanza City at Capri point area, plot 7,block W. This location takes into consideration such important factors like availability of reliable power and security.

- PRODUCTION BUILDING REQUIRED

The built up area required for production will be medium sized taking into consideration the kind of operations to be undertaken.

- OFFICE BUILDING

An office block to accommodate the administrative and clerical staff will also be required.

7.3 UTILITY SERVICES

7.3.1 WATER

The premises will be provided reliable supply of water. This is due to the fact that there is connection to the city water supply network and also due to water storage facilities to be installed within the premises.

7.3.2 ELECTRICITY

The Tanzania Electric Supply Company Ltd. (TANESCO) has no problem in providing the required amount of electricity from the national grid.

8.0 PRODUCTION INPUT REQUIREMENTS AND AVAILABILITY

8.1 INPUTS

As explained earlier, the major expenditure item will be purchase of various materials used in lapidary and gold processing operations including raw gold.

8.2 UTILITIES

8.2.1 WATER

We have explained that water will be supplied to the premises from the main pipeline.

8.2.2 POWER

As said earlier in this report, the source of energy for the proposed project will be electric power.

A standby power generator has also been budgeted for to avoid inconveniences caused by frequent power cuts by TANESCO.

9.0 MANPOWER AND PLANT ORGANIZATION

The proposed project will have three independent departments, namely:

- Production
- Sales and Marketing
- Administration and Finance

9.1 ORGANIZATION

The Board of Directors of M/s Finix International (T) Limited shall manage the project at policy level. The top most people in the day to day running of the company will be the Managing Director. Under the Managing Director's office will be the three Departments mentioned above. Each will be under a Manager and will comprise a number of Sections each headed by a Section Head as follows.

9.1.1 PRODUCTION DEPARTMENT

Sections:

- Operations
- Maintenance

9.1.2 SALES AND MARKETING DEPARTMENT

Sections:

- Research & Promotion
- Sales

9.1.3 ADMINISTRATION AND FINANCE DEPARTMENT

Sections:

- Human Resources & Administration
- Finance & Accounts

Each Department will be manned by a number of personnel with varying education levels and work experiences.

The management team of M/s Finix International (T) Limited will comprise the Managing Director, Production Manager, Finance & Administration Manager and Sales & Marketing Manager.

9.2 RESPONSIBILITIES

Responsibilities will be as follows:

9.2.1 PRODUCTION DEPARTMENT

The Manager will be responsible for lapidary and gold processing operations, and planning and overseeing daily manufacturing activities being carried out. He will further be responsible for repair and maintenance of company assets and research and development activities. The Department will comprise Sections, namely:

- The Production Section which will be responsible for overseeing manufacturing operations. An expatriate will be employed to train the local technicians in this aspect of operations.
- Maintenance Section which will manage plant and machinery maintenance

9.2.2 FINANCE AND ADMINISTRATION DEPARTMENT

An Administration and Finance Manager will head the Department. He will be responsible for the administration of the company as well as overseeing the financial aspects of the company. An Accountant will manage the finance function while a Human Resources Section Head will oversee company human resource issues. The following important units will be under the Department.

- The personnel and administration unit which will be responsible for the general administrative matters of the company as well as personnel issues.
- The finance unit, which will be responsible for financial issues. It will also be responsible for the proper maintenance of books of accounts and financial planning.
- The purchasing unit which will be responsible for the purchase of raw materials, spare parts and equipment. This section will also be responsible for the receipt, storage and issue of purchased materials.

9.2.3 SALES AND MARKETING DEPARTMENT

This Department will be headed by the Sales and Marketing Manager who will be responsible for the development of a sustainable sales and distribution network. This will involve developing distribution network and recruitment and training of qualified and well motivated marketing and sales personnel.

There will be two Section Heads under the Department. One Section will be responsible for Research & Promotion and another will handle Sales function.

9.3 MANPOWER REQUIREMENT

The permanent manpower requirement for running the proposed factory is 26, with the breakdown mentioned as shown in attached schedules. Several other employees will be contracted on temporary basis.

9.4 SOURCE OF MANPOWER AND WAGE BILL

Manpower for proposed project will be employed from local sources, except for a few expatriates who would basically be engaged in the training of local staff. The workers will be given on-the-job training to familiarize them with the proposed machinery and equipment. After the initial 2 years, depending on the results of the training, local counter parts will replace the expatriates.

10.0 INVESTMENT AND FINANCING

10.1 ASSUMPTIONS

The financial projections to determine the viability of the project by M/s Finix International Company Limited are based on the following key assumptions:

- Installation of lapidary and gold processing facilities will start immediately. Thereafter lapidary operations and processing of gold will commence.
- The company market will be local initially with expectation of acquisition of export market in the near future
- Financial calculations are based on current market prices and costs are assumed constant throughout the operating period under review on the assumption that if operation costs change, selling prices will change proportionally to preserve the profit margins.
- The project has adopted the currency exchange rate of United States Dollar 1 = Tanzania Shillings 1,600/= as prevailing during March 2013.

10.2 SUMMARY OF CAPITAL COSTS

On completion of project implementation, the total investment will reach to US$ 2.09 million as shown in attached schedules.

10.3 BUILDING AND CIVIL WORKS COSTS

The main civil works required will be construction of factory buildings, partitioning, electrification, etc. . The estimated cost is US$ 900,000

10.4 PLANT MACHINERY AND EQUIPMENT COSTS

The main plant and machinery for the envisaged project will be for lapidary and gold processing operations. Other supporting equipment, tools, accessories, etc. will be required as explained earlier

The total investment on machinery and equipment is based on a quotation received from major suppliers for main production machinery and amount to US$ 500,000 approximately.

10.5 MOTOR VEHICLES

For company work, the promoters intend to procure various vehicles at total cost of US$ 400,000.

10.6 PRE-PRODUCTION CAPITAL EXPENDITURES

These include project development cost for feasibility study and start-up expenses. A budget of US$ 100,000 is considered adequate for this item

10.7 INITIAL WORKING CAPITAL

Initial net working capital requirement at maximum for the proposed project works out at about US$ 150,000. This is mainly for the procurement of initial stocks of raw materials. Rest of the requirement of the working capital will be raised from commercial banks as and when the need arises. This will fluctuate as per stocks in hand.

10.8 FINANCING PATTERN

It is anticipated that the owner's equity only will be used to cover the project's capital costs. The financing of the project will be as shown in attached financial projections

11.0 INANCIAL ANALYSIS

11.1 INCOME AND EXPENDITURE

11.1.1 INCOME

The proposed project by M/s Finix International Limited expects to earn its income through revenue generated from lapidary and gold processing operations to be undertaken. During the fifth year of operation, the total sales are expected to stand at US$ 2,795,664

11.1.2 EXPENDITURE

Some project costs during the first five years have been summarized in attached schedules.

11.2 NET INCOME STATEMENT HIGHLIGHTS

The project's annual after tax net income during the fifth year of production is estimated to reach US$ 293,911 as presented in the Income Statement of the financial statements appendix.

11.3 CASH FLOW HIGHLIGHTS

This is shown in the financial statements. The project has a positive end of the year cash flow from year 1 of operation to the 5th year as shown hereunder.

1st Year	435,640.00
2nd Year	870,602.00
3rd Year	1,325,507.00
4th Year	1,800,973.00
5th Year	2,296,610.00

11.4 BALANCE SHEET

The projected Balance Sheet of the projected is shown in the financial statements under same heading. Net worth of the project increases from US$ 2,314,728 in the first year of operation to US$ 3,384,686 in the 5th year.

1st Year	2,314,728. 00
2nd Year	2,556,041. 00
3rd Year	2,814,526. 00
4th Year	3,090,776.00
5th Year	3,384,686. 00

12.0 ECONOMIC ANALYSIS:

12.1 ASSUMPTIONS AND CONSIDERATIONS

The basic assumptions underlying economic benefits and costs are:

12.1.1 Taxes on capital costs have not been considered.

12.1.2 Conversion factors have been used to determine economic costs and benefits.

12.1.3 Economic life of the project is assumed to be 5 years.

12.2 ECONOMIC BENEFITS OF THE PROJECT

The successful operation of the Project will contribute significant economic benefits to Tanzania. In summary the benefits which will be realized are as follows:-

- This project will boost investment in manufacturing sector which is important for the economy, contributing to research and other skills development. It will provide vital support to the manufacturing sector.
- Employment opportunities for at least 26 permanent staff when the project is fully operational.
- The direct income for the workers, combined with other social benefits that the Management of M/s Finix International Limited will provide, will help in overall efforts of alleviation of poverty in the Region.
- Provision of a market for goods and services demanded by expanded tax base to the Treasury and local Government authorities and generation of substantial income to the Government.

13.0 RECOMMENDATIONS

The project is technically feasible, financially and economically viable and environmental friendly. A fast implementation of the project is highly recommended to avoid cost overruns and for the project to be able to realize the benefits outlined above; especially at this juncture when the Government is making effort to boost investment in various sectors in the economy.

In view of the above it is further strongly recommended that the project be approved by Tanzania Investment Centre and be granted the TIC Certificate of Incentives with its associated privileges and benefits as provided for under Tanzania Investment Act, 1997 to facilitate smooth implementation.

FINIX INTERNATIONAL COMPANY LIMITED						
PROJECTED INCOME & EXPENDITURE STATEMENT						
		YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Sales Revenue		2,300,000	2,415,000	2,535,750	2,662,538	2,795,664
Cost of Sales		874,000	917,700	963,585	1,011,764	1,062,352
Gross Profit		1,426,000	1,497,300	1,572,165	1,650,773	1,733,312
Operating Expenses:						
Administrative Expenses:		276,000	289,800	304,290	319,505	335,480
Motor Vehicle running expenses		266,800	280,140	294,147	308,854	324,297
Salaries and wages		129,600	136,080	142,884	150,028	157,530
Pension contribution		12,960	13,608	14,288	15,003	15,753
Depreciation		182,000	182,000	182,000	182,000	182,000
Marketing Costs		115,000	120,750	126,788	133,127	139,783
Interest Expense		-	-	-	-	-
Utility costs		69,000	75,900	83,490	91,839	101,023
Insurance		39,800	39,800	39,800	39,800	39,800
Communication		13,800	14,490	15,215	15,975	17,774
Total Expenses		1,104,960	1,152,568	1,202,901	1,256,131	1,313,439
Profit before Tax		321,040	344,732	369,264	394,642	419,872
Tax (30%)		96,312	103,420	110,779	118,393	125,962
Profit After Tax		224,728	241,312	258,485	276,250	293,911

FINIX INTERNATIONAL COMPANY LIMITED						
PROJECTED BALANCE SHEET						
		YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Fixed Assets						
Long-term Assets		1,820,000	1,638,000	1,456,000	1,274,000	1,092,000
Depreciation		182,000	182,000	182,000	182,000	182,000
Total Long-term Assets		1,638,000	1,456,000	1,274,000	1,092,000	910,000
Current Assets						
Cash		435,640	870,602	1,325,507	1,800,973	2,296,610
Accounts Receivable		2,843,267	2,874,142	2,901,569	2,925,490	2,946,149
Stock		663,360	740,880	819,077	897,986	977,638
Total Current Assets		3,942,267	4,485,624	5,046,153	5,624,449	6,220,398
Total Assets		5,580,267	5,941,624	6,320,153	6,716,449	7,130,398
Current Liabilities						
Accounts Payable		2,150,619	2,267,167	2,383,542	2,499,733	2,615,724
Other Current Liabilities		69,920	73,416	77,087	80,941	84,988
Subtotal Current Liabilities		2,220,539	2,340,583	2,460,628	2,580,675	2,700,712
Long-term Liabilities						
Long-term Liabilities		1,045,000	1,045,000	1,045,000	1,045,000	1,045,000
Total Liabilities		3,265,539	3,385,583	3,505,628	3,625,675	3,745,712
Net Assets		2,314,728	2,556,041	2,814,526	3,090,776	3,384,686
Capital and Reserves						
Owners Contribution		2,090,000	2,090,000	2,090,000	2,090,000	2,090,000
Retained Earnings		224,728	466,041	724,526	1,000,776	1,294,686
Total Capital		2,314,728	2,556,041	2,814,526	3,090,776	3,384,686

FINIX INTERNATIONAL COMPANY LIMITED						
PROJECTED CASHFLOW						
		YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
CASHFLOW FROM OPERATIONS:						
Cash Sales		1,840,000	1,932,000	2,028,600	2,130,030	2,236,532
VAT Receipt		460,000	483,000	507,150	532,508	559,133
Subtotal Cash Received		2,300,000	2,415,000	2,535,750	2,662,538	2,795,664
Expenditures from Operations:						
Purchases		786,600	825,930	867,227	910,588	956,117
Additional Cash Spent		922,960	970,568	1,020,901	1,074,131	1,131,439
VAT payments		174,800	183,540	192,717	202,353	212,470
Interest Expense		-	-	-	-	-
Subtotal Cash payment		1,884,360	1,980,038	2,080,845	2,187,072	2,300,027
CASH FROM OPERATIONS		415,640	434,962	454,905	475,466	495,637
CASH FLOW FROM INVESTMENTS:						
Purchase of Assets		- 1,820,000				
Working capital		- 250,000				
CASH FLOW FROM INVESTMENTS:		- 2,070,000	-	-	-	-
CASH FLOW FROM FINANCING:						
Owners Equity Contribution		2,090,000				
Bank loan		-				
CASH FLOW FROM FINANCING		2,090,000	-	-	-	-
NET CASHFLOW FOR PERIOD		435,640	434,962	454,905	475,466	495,637
CASHFLOW AT START OF YEAR		-	435,640	870,602	1,325,507	1,800,973
CASHFLOW AT THE END OF YEAR		435,640	870,602	1,325,507	1,800,973	2,296,610

FINIX INTERNATIONAL COMPANY LIMITED						
SCHEDULES AND GRAPHS						
	SCHEDULE 1					
	REVENUE PROJECTION					
		YEARS				
	PRODUCTS	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
	Processed Gold	1,550,000	1,627,500	1,708,875	1,794,319	1,884,035
	Other	750,000	787,500	826,875	868,219	911,630
		2,300,000	2,415,000	2,535,750	2,662,538	2,795,664

SCHEDULE 2

	OTHER OPERATING COSTS					
		YEARS				
	OTHER OPERATING COST	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
	Motor vehicle running expenses	266,800	280,140	294,147	308,854	324,297
	Salaries and wages	129,600	136,080	142,884	150,028	157,530
	Pension contribution	12,960	13,608	14,288	15,003	15,753
	Depreciation	182,000	182,000	182,000	182,000	182,000
	Administrative expenses	276,000	289,800	304,290	319,505	335,480
	Marketing Costs	115,000	120,750	126,788	133,127	139,783
	Interest Expense	0	0	0	0	0
	Utility costs	69,000	75,900	83,490	91,839	101,023
	Insurance	39,800	39,800	39,800	39,800	39,800
	Communication	13,800	14,490	15,215	15,975	16,774
	Total costs	1,104,960	1,152,568	1,202,901	1,256,131	1,312,439

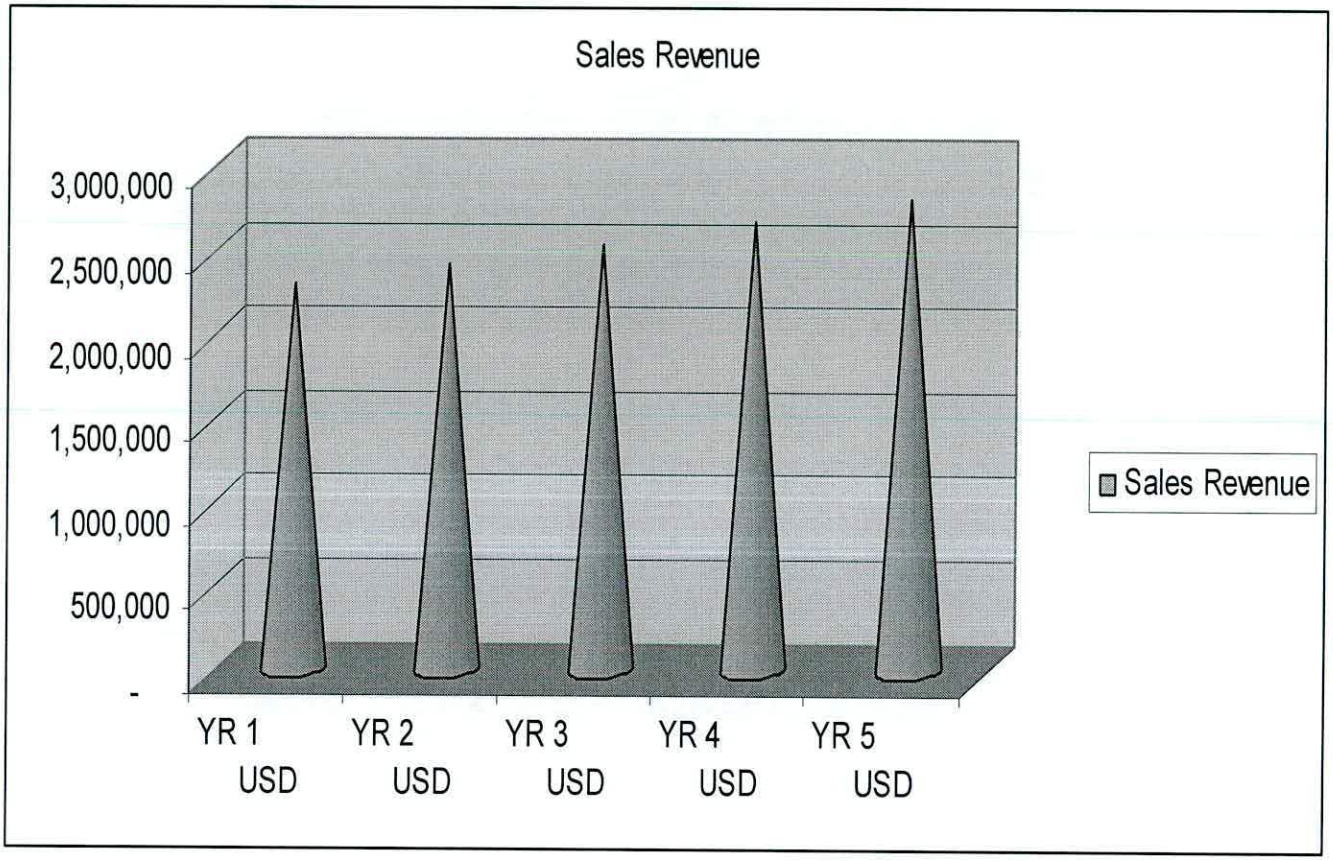
	SCHEDULE 3		
	COST STRUCTURE		
	PARTICULAR		AMOUNT USD
	Land and Buildings		900,000
	Plant, Machinery & Equipment		500,000
	Motor Vehicles		400,000
	Furniture & Fittings		20,000
	Pre expenses		100,000
	Others		20,000
	Working Capital		150,000
	TOTAL		2,090,000

SCHEDULE 4

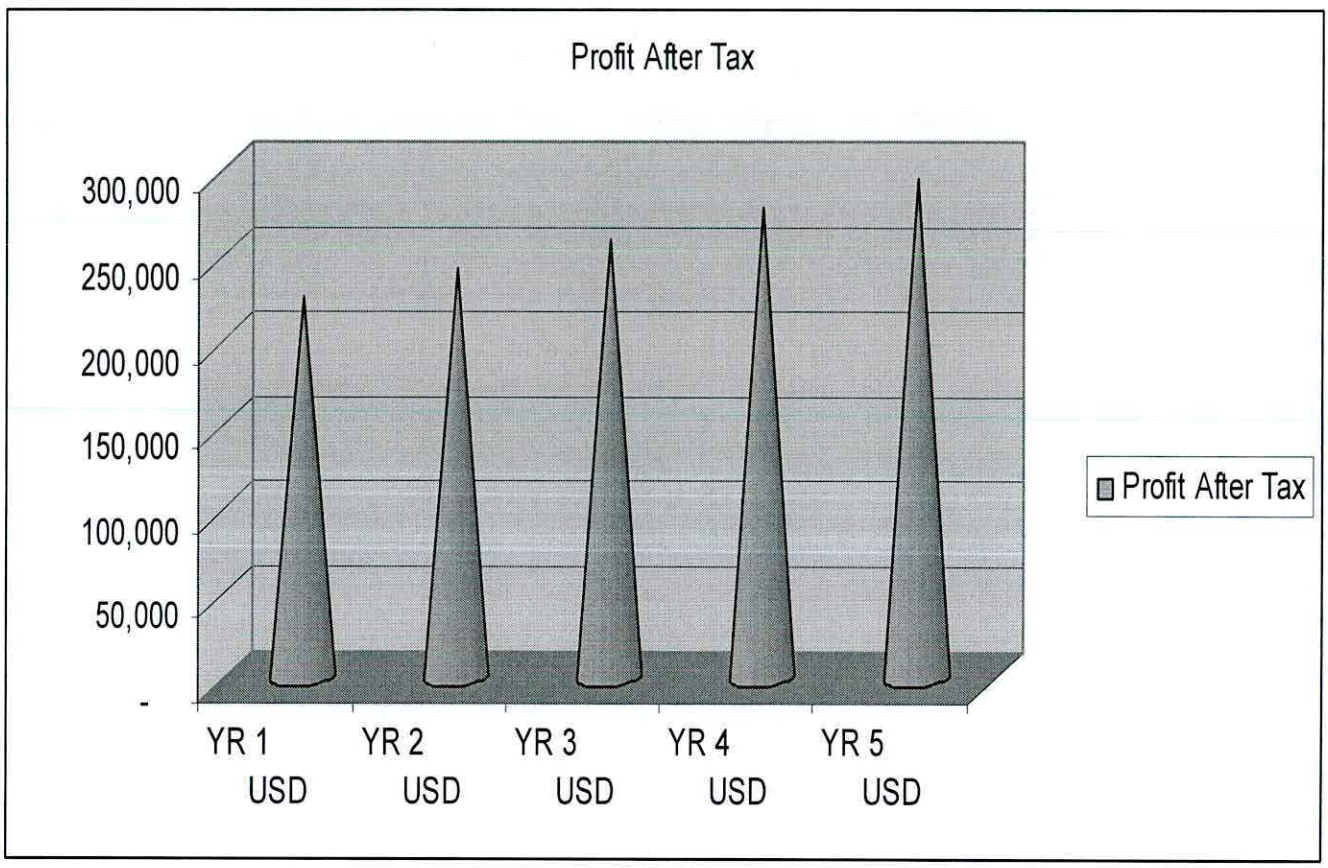
	FIXED ASSETS SCHEDULE					
	NAME OF ASSETS	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
	Land and Buildings	900,000	810,000	720,000	630,000	540,000
	Plant & Machinery	500,000	450,000	400,000	350,000	300,000
	Motor Vehicles	400,000	360,000	320,000	280,000	240,000
	Furniture & Fixtures	20,000	18,000	16,000	14,000	12,000
	TOTAL	1,820,000	1,638,000	1,456,000	1,274,000	1,092,000
	DEPRECIATION	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
	Land and Buildings	90,000	90,000	90,000	90,000	90,000
	Plant & Machinery	50,000	50,000	50,000	50,000	50,000
	Motor Vehicles	40,000	40,000	40,000	40,000	40,000
	Furniture & Fixtures	2,000	2,000	2,000	2,000	2,000
	ANNUAL DEPRECIATION	182,000	182,000	182,000	182,000	182,000
	CLOSING FIXED ASSETS	1,638,000	1,456,000	1,274,000	1,092,000	910,000

	SCHEDULE 5					
	SALARIES & WAGES					
NO	DEPARTMENTS/DESIGNATION		NO.	SALARY PER MONTH	SUBTOTAL MONTHLY SALARY	ANNUAL GROSS SALARY
1	Managing Director		1	1200	1200	14,400
2	Finance and Administration Manager		1	1000	1000	12,000
3	Production Manager		1	1000	1000	12,000
4	Sales and Marketing Manager		1	1000	1000	12,000
5	Marketing Officer		1	600	600	7,200
6	Accountants		1	600	600	7,200
7	Machine Operators		3	500	1500	18,000
8	Technicians		2	500	1000	12,000
8	Secretary		1	300	300	3,600
9	Drivers		6	300	1800	21,600
10	Casual Labourers		4	100	400	4,800
11	Security Guards		2	100	200	2,400
12	Office Assistant		2	100	200	2,400
	TOTAL USD $		26	7,300	10,800	129,600

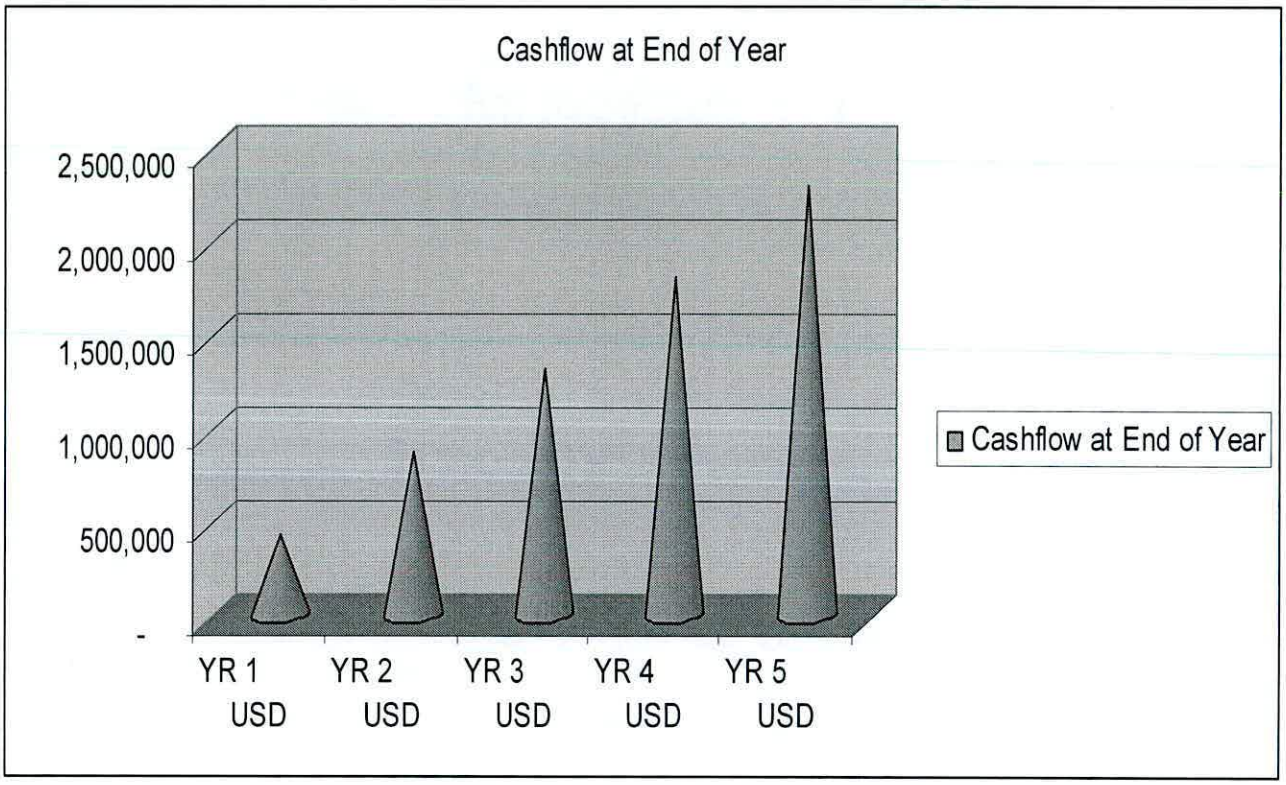
REVENUE PROJECTION					
	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Sales Revenue	2,300,000	2,415,000	2,535,750	2,662,538	2,795,664



PROFIT PROJECTION					
	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Profit After Tax	224,728	241,312	258,485	276,250	293,911



CASH FLOW PROJECTION					
	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Cashflow at End of Year	435,640	870,602	1,325,507	1,800,973	2,296,610



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

FINIX INTERNATIONAL LIMITED

Incorporated this *day of* *2008*

SHABANI DAUDI SHIRIMA
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER FOR OATHS
P.O. BOX 7639-MWANZA

Certified True Copy of the original
15th April 2013

Drawn by:
Raja Hanna,
(Subscriber)
P.O. Box 856,
Mwanza.

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No:

I HEREBY CERTIFY THAT

FINIX INTERNATIONAL 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 ..... day of ..... two thousand and eight.

Asst. Registrar of Companies

THE COMPANIES ACT

(ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FINIX INTERNATIONAL LIMITED

1. The name of the Company is Finix International Limited

2. The registered office of the Company will be situated in United Republic of Tanzania.

3. The objects for which the company is formed are:

   (a) To carry on the business of mineral and gemstone prospectors, metal exploration, processing, diamond and gemstone buyers, cutters, sorters, polishers, sellers and exporters of minerals and all types of mineral products including but not limited to gold, diamond, tanzanite, silver, platinum, palladium, rhodium, ruby, zinc, iron, aluminium, copper, lead, gypsum, and minerals of all other kinds and descriptions for both local and export market for trading purposes.

   (b) To construct, erect and maintain for business, either by the company itself or jointly with other parties, precious metals refinery facilities, and to carry on business of refining all sorts of precious metals upon refinery works, buildings, all other works, facilities, or erections of any description whatsoever, either upon the lands acquired by the company or upon other lands acquired by lease or otherwise, and generally to deal directly with such business related to business of refinery or jointly with other parties or indirectly by way of hire of services to third parties or through appointed commission agents or by lease and/or sale of refinery equipment/facilities, parts, services or technology to the general public.

(c) To establish and acquire, own and operate training centres and facilities for conducting mineral processing technology in general and in particular diamond, gold and gemstones identification, cutting, sorting and polishing, and related training activities.

(d) To purchase or otherwise acquire, explore, develop and work claims or mines, drill and sink shafts or wells and raise, pump, dig and quarry for gold, silver, mineral ores, diamonds, gemstones and precious stones, oil, petroleum, natural gas, coal, earth and other substances and generally to carry on business of mining and dealers in minerals of whatever description.

(e) To purchase, take on lease, option or licence, exchange or otherwise acquire in any part of the country, prospecting rights and contracts, leases, options, minerals properties, grants, concessions, charters, privileges, licences or authorities of and over mines, land and mineral or other properties either absolutely or conditionally.

(f) To search, prospect for, examine, explore, excavate, quarry and dredge gold, diamonds, ores and substances form the earth and to extract, reduce, wash, crush, refine, treat, smelt, amalgamate, manipulate or otherwise treat gold, ores, metals, minerals, emeralds and other precious and semi precious stones or other valuable substances therefrom, or prepare, render and make them fit for market.

(g) To engage in the business of gold assaying, mineral processing, dealers in gemstones, jewellers, goldsmiths, buyers of all kind of minerals and dealers in the same; Sellers and dealers in mining equipment, drilling machines, spares for all mining machinery and processing machines; engage in the business of mining planning, to deal in computer services for mineral scanning, and other activities using advanced technology in mineral prospecting and exploration; To offer or deal in electronic equipment needed in mining prospecting; To give advise as consultants in the field of mineral prospecting, to establish office, help other companies in the management of their activities especially those dealing with minerals and metals of any description.

(h) To carry on the business of electro-platters, gold and silver plates, cutlery, bronzes, articles of virtue, objects of art and such other articles and goods as the company may consider capable of being conveniently dealt with in relation to its business and to manufacture and to establish factories for manufacturing goods for the above.

(i) To build, own and manage commercial centres, apartments, hotels, lodgings, restaurants, leisure and entertainment centres, showrooms, warehousing facilities, and to develop and manage buildings and civil works structures of all kinds and descriptions as a company and or enter into joint venture partnership or any arrangement for sharing profits in carrying on such business.

(j) To carry on the business of tour operators, tourist agents, car hire, reservations, photographic safaris, camping, hunting safaris, travel agents, road and marine transporters, self and chauffer-driven cabs.

(k) To carry on business as real estate developers and managers, civil engineering contractors, building agents, mining support services, owners and operators of day care centres, nursery schools, primary schools, secondary schools, high schools and colleges of all kinds and descriptions.

(l) To carry on business as transporters of timber, road haulage specialists, container operators, freight chatterers and general cargo dealers as well as conducting the business of clearing and forwarding agents, distributors, sales agents and dealers in heavy trucks, buses, lorries, tractors, caterpillars, cranes and all sorts of transportation equipment and appliances.

(m) To carry on the business of bulk petroleum products stores, suppliers of petroleum and oil products; to build, own and operate petrol stations, motor vehicles service stations and garages as well as to own land, oil wells, refineries, mines, mining and drilling rights and concessions, minerals, ores and attendant rights.

(n) To carry on the business of manufacturers, designers, repairers, importers and exporters, buyers, sellers, hirers, renters, agents and representatives for manufacturers of computer hardware and software units and systems of all types and descriptions.

(o) To carry on business as manufacturers, importers, exporters, wholesale and retail dealers of all types of building materials, galvanizing of all types of steel and iron, locks and keys, furniture makers, industrial and agricultural tools and equipment makers, electrical repairers, agents, dealers, retailers and wholesalers of textile and hardware merchants, all types of electrical and electronic equipment, machineries, all types of petroleum products, rubber products, farming and agricultural products.

(p) To carry on business as manufacturers, importers, exporters, wholesale and retail dealers of all types of steel, iron, aluminium, copper, including all types of household utensils and general containers, iron bars, screws, guttering, wire nails, expanded metals, wire drawing, barbed wire, weld mesh, pipes and fittings, tubular pipes, welding rods, and all kinds of metallurgical products.

(q) To undertake and operate agricultural projects including livestock, dairy farms and crop farming in small and large scale holdings and to engage in agro processing business for all types of agricultural products, manufacturing, drying, processing and packaging of fruits, vegetables, spices, herbs, dairy, poultry, meat, fish, pharmaceuticals, snacks, confectionaries, beverages, syrups, soups, juices, powders, edibloils, breweries, bakeries, chemicals, drinks and food.

(r) To acquire land for agricultural use and other investments purposes, establish and operate cotton ginneries and oil milling projects, and deal in irrigation by using water pumps and use of all machineries, tools and equipment, agricultural implements, accessories and devices of all descriptions to enhance the objects of the company.

(s) To carry on the business of satellite cables, television network and offices of cable wire lines, repairing and television network, T.V. broadcast and Internet, sales and services of electronic items.

(t) To carry on the business of production and distribution of audiovisual materials, television and radio programmes; fiction, documentary and information films, videos and cinemas and engage in training, support and consultancy services to the film and television industry as a whole; and to manage and promote the business of media including but not limited to radio and television broadcasting, professional advertisement and act as advertisement and publicity agents of all kinds and descriptions.

(u) To carry on business as owner and manager of radio stations and television networks and programmes thereto related in the United Republic of Tanzania and elsewhere.

(v) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café, computer programming, photocopying (sales and repairs, faxing, note counting machines, stationeries, websites, telecommunication equipment, telephones, cellular phones, TV transmission equipment, and all types of computer networks and related activities.

(w) To carry on the business of commercial banking, micro financing, bureau de change operations, and deal in travellers cheques, credit card, smart cards, bank drafts and all commercial instruments of payments, and to make use of venture capital investment strategies for rural investment drives where capital and management skills will be invested in order to obtain returns prior to selling the business to the rural entrepreneurs.

(x) To carry on the business of manufacturers, principals or manufacturers' representatives, importers, exporters, buyers and sellers of industrial and agricultural machineries and spares, automobile spares, engines, iron bars, steel ware, hardboards, road construction materials and other related products and building materials; and engage in the manufacturing, assembling, repairing and distribution of electrical appliances of all kinds and descriptions.

(y) To carry on the business of electricity generation and production of electric power by solar energy and other energy sources to facilitate information communication technology (ICT) in rural centres and enhance the use of ICT by rural communities.

(z) To establish, acquire, own and operate training centres and facilities for conducting computer and related training activities for remuneration, such activities including but not limited to the designing and conducting of general and customer-tailored courses in computer systems installations, computer software operations, operations, installations and operation of network systems of all types and descriptions

(aa) To carry on the business of processing and bottling of pure drinking water; manufacturing aerated and mineral waters, cordials, syrups, beverages, ice and ice creams, juices and to establish in Tanzania and in any part of East Africa shops, refreshment rooms, depots and distribution network for the sale of the said products either in wholesale or retail.

(bb) To establish and carry on the business of motor vehicle and motor cycles assembling and reconditioning workshop and for that purpose import motor vehicles and motor cycles in completely knocked down form (CKD), fabrication of motor vehicle parts, manufacture of spare parts, industrial machinery spares, heavy duty equipment, reclaiming and reconditioning of any type of spare part.

(cc) To carry on business as importers and exporters as sales agents and dealers in all kinds, makes and descriptions of motor vehicles including but not limited to saloon cars, four wheel drive vehicles, pick

ups, heavy duty trucks, buses, lorries, tractors, caterpillars, cranes and all sorts of transportation equipment, transporters, road haulage specialists, container operators, freight chatterers and general cargo dealers as well as conducting the business of clearing and forwarding agents, and for that purpose acquire or lease bonded warehouses.

(dd) To carry on the business of importation, assembling, installation, marketing, training, repairing, supervising and managing payphones of all kinds and descriptions and establish support centres in particular.

(ee) To carry on business as importers, dealers, sellers, distributors and suppliers of telephones, cellular phones office equipment and similar electronic products; and parts for telephone, cellular phone, office equipment and similar electronic products, and to carry out repairs and services for such products.

(ff) To carry on the business of or art printers, colour printers, copper plate printers, lithographic printers, offset printers, photographers, artists, designers, and draughtsman and as roll-form and automatic printers, cheque printers, trade printers and of printers generally and graphics and silk screen of all types of newspaper, magazine, periodical and journal proprietors, press agents, news agents, journalists, literacy, dramatic and music critics.

(gg) To manufacture, build, buy, sell and deal in goods, wares, tools and merchandise of every nature, kind and description whatsoever.

(hh) To develop the resources and turn to account the lands, buildings and rights for the time being of the company in such manner as the company may think fit and may divide the land of the company into smallholdings.

(ii) To carry on any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(jj) To acquire and undertake the whole, or any part of the business property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company.

(kk) To apply for, purchase or otherwise acquire, any patents brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to an invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired.

(ll) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engage in any business or transaction which this company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.

(mm) To guarantee the repayment of money by and the contracts of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(nn) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or indirectly to benefit this company.

(oo) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such Government or authority, any rights, privileges and concessions which the company may think it is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(pp) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit this company.

(qq) To invest the money of the company not immediately required in such manner as may from time to time be determined.

(rr) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having

dealings with the company, or contracts by any persons, firms or companies.

(ss) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the mortgaging Company property or issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.

(tt) To amalgamate with any other company having objects altogether or in part similar to those of the company.

(uu) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.

(vv) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(ww) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.

(xx) To obtain any provisions order, Ordinance or Act of Parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.

(yy) To distribute any of the property of the company among the members in specie.

(zz) Pursue as a matter of priority investments that are geared to exporting or the generation of foreign currency along with investments that have activities within Tanzania, and pursue establishing an investment presence in East African Countries and other African countries as a basis for global growth with Tanzania being the home base of the company.

(aaa) To do all or any of the above things in any part of the world and as principals, managing agents, agents, contractors, trustees, or

otherwise, and by or through trustees, managing agents, or otherwise, and either alone or in conjunction with others.

(bbb) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and wherever formed, incorporated, domiciled or resident.

"Person" shall include any company as well as any other legal or natural person,

"Securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation,

"And" and "or" shall mean "and/or" where the context so permits,

"Other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible.

The objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraph defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share capital of the company is Tshs 500,000,000/= (Shillings Five Hundred Million) divided into 100 (one hundred) shares of Tshs 5,000,000/= (five million) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names:

S/No:	Name, Postal Address and Occupation of Subscribers	Number of Shares Taken by Each Subscriber	Signature and Seal/Rubber Stamp of Subscribers
1.	Phoenix International Group P.O. Box 23752 Doha QATAR	65	PHOENIX INTERNATIONAL GROUP CONTRACTING CO. DOHA
2.	Mr. Raja Hanna (Business man) Plot No. 104 Capri Point P.O. Box 856 Mwanza TANZANIA	10	
3.	Mr. Rajab Bakari Khatib (Business man) Plot No. 26 Block D Isamilo P.O. Box 856 Mwanza TANZANIA	25	

Dated this 14th day of May 2008.

WITNESS to the above Signatures:-

Name Constantine Nkulalemwa

Signature .....

Postal Address: 6148 Mwanza

Qualification: Advocate

ADVOCATE NOTARY PUBLIC & COMMISSIONER FOR OATHS P.O. BOX 6485 MWANZA

MEMBERS

2. The number of members with which the company proposes to be registered is two but the directors may from time to time register and increase the number of members.

3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership and shall be members of the company-

GENERAL MEETINGS

4. 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 notice 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 holds its first annual general meeting within eighteen moths 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.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. 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, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

   Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it 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 representation not less than ninety - five percent of the total voting rights at that meeting of all the members.

8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. 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; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.

11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their member to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

13. 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 members to be a chairman of the meeting.

14. 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. 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.

15. 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 demand:-

    a. by the chairman; or

    b. by at least (two) members present in person or by proxy; or

    c. by any member or members present in person or by proxy and representing not less than one - tenth of the total voting rights of all the members having the right to vote at the meeting.

    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 the effect in the book containing the minutes of 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.
    The demand for a poll may, before the poll is taken, be withdrawn

16. Except as provided in article 18, if a poll is duly demand 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 demand.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other

question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.

19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.

21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

25. 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 less than 48 hours before the time for holding the meeting of adjourned meeting at which the per son named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.

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26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

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

DIRECTORS

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

32. 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 shall also be paid all traveling, 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.

BORROWING POWERS

33. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all

35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

36. All cheques, promissory notes, 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 they case may be, in such manner as the directors shall from time to time by resolution determine,

37. 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 committees of the directors;
    c. of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the directors:-

    a. Without the consent of the company in general meeting holds any other office of profit under the company; or
    b. Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
    c. Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
    d. Becomes of unsound mind; or
    e. Resigns his office by notice in writing to the company; or
    f. Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

    A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

39. The company may be ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

40. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold

office only until the next following annual general meeting, and shall then be eligible for re - election.

41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a 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 at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.

44. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.

45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.

46. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, 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.

47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles

regulating the proceedings of directors so far as they are capable of applying.

48. All act done by a meeting of the directors or of a committee of directors or by a 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 that any of them were disqualified from holding office, or hand vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

49. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

50. 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.

51. A provisions of the Act or these articles requiring or authorizing 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

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall 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.

53. 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 to which the receipt and expenditure takes place;
    b. all sales and purchase of goods by the company; and
    c. the assets and liabilities of the company.

Property 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.

54. The books of account shall be kept at the registered officer 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.

55. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directories or by ordinary resolution of the company.

56. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

57. In accordance with section 164 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 directors' report and the auditors 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 regulation 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 debentures.

AUDIT

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

59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy - two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given to him shall be entitled to have notices given to him at that

address, but otherwise no such member shall be entitled to receive any notice from the company.

S/No:	Name, Postal Address and Occupation of Subscribers	Number of Shares Taken by Each Subscriber	Signature and Seal/Rubber Stamp of Subscribers
1.	Phoenix International Group P.O. Box 23752 Doha QATAR	65	PHOENIX INTERNATIONAL GROUP CONTRACTING
2.	Mr. Raja Hanna (Business man) Plot No. 104 Capri Point P.O. Box 856 Mwanza TANZANIA	10	
3.	Mr. Rajab Bakari Khatib (Business man) Plot No. 26 Block D Isamilo P.O. Box 856 Mwanza TANZANIA	25	

Dated this 14th day of May 2008.

WITNESS to the above Signatures:-

Name Constantine Mutalemwa

Signature .....

Postal Address: 6485 Mwanza

Qualification: Advocate

CONSTANTINE MUTALEMWA ADVOCATE & COMMISSIONER FOR OATHS P.O. BOX 6485 MWANZA

(3)

TICC/PP.10/042437/3 9th May, 2013

Managing Director,
Finix International Ltd.,
P.O. Box 856,
MWANZA

RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE ESTABLISHMENT OF PROJECT FOR GOLD PROCESSING, POLISHING AND CUTTING

We wish to acknowledge receipt of your project proposal to establish project for gold processing, polishing and cutting as presented in the TIC P.A. 1 Form No. 11002 and Feasibility Study with a projected investment of USD 2.09m.

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:-

- Bank Reference for equity funding or a letter from Bank/Financial Institution that a loan is granted or is under consideration as required by Section 17(3) (f) of Tanzania Investment Act,1997.
- Certified document showing evidence of Land ownership for the location of the project.

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 annexture 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$ 1000.00 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:-

TICC/PP.10/042437/3 9th May, 2013

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

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,
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

TIC Evaluation Report

Name of the Company

Finix International Ltd.

Post Box	Bukombe, Nasa And Ngasamo Plot No. 8205 & Plot No. 7983/2012	COI Number	65689	Contact	Mr. Rajabu Bakari Khatib
Post Office	856	COI Date	20/05/2008	Designation	Director
Region	Mwanza & Geita	Application F. No	11002	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0772 94 97 27
		Sub Sector	Gold Processing	Fax	0
		File No	042437	E-Mail Address	0

Project Location	
Plot/Block	Plot No. 8205 & Plot No. 7983/2012
Street	Bukombe & Nasa and Ngasamo
District	Magu
Region	Mwanza

Investment Finance Plan in Millions USD

Foreign Equity	Local Equity	Foreign Loan	Local Loan
1.267	0	0.823	0

Shareholders Detail		
Name	Nationality	(%)
Rajab Bakari Khatibu	Tanzanian	25
Raja Hanna	Italian	10
Phoenix International Group	Qatari	65

Investment Breakdown (USD Million)	
Land/Building	0.9
Plant	0.5
Vehicles	0.4
Furniture & Fittings	0.02
Pre-expenses	0.1
Others	0.02
Working Capital	0.15
Total	2.09

Employment	92	Evaluated By	,wf officer4
Capacity	230,500 grams of gold pa.	Drawn By	wf registy2
Project Turn Over		Project Type	Foreign

Description

To establish project for gold processing,polishing and cutting

Recomendations

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

Decision Approved as recommended

Burungi:
Ag. ED
7/5

FINIX INTERNATIONAL LIMITED

Date: 10th April 2013

Ref. No: FIL/TIC/2013/1

TANZANIA INVESTMENT CENTRE
23 APR 2013
DAR ES SALAAM

TANZANIA INVESTMENT CENTRE
RECEIVED
16 APR 2013
MWANZA
ZONAL OFFICE
TANZANIA

Executive Director
Tanzania Investment Centre
P.O. Box 938
Dar es Salaam

RE: APPLICATION FOR TIC CERTIFICATE OF INCENTIVES:

We are currently developing facilities for gold processing under Tailing Technology and polish cutting them at Rwamgaza – Bukombe district in Geita and at Nasa and Ngasamo areas in Magu District under the primary Licence numbers 8205/2012, 7983/2012 respectively.

It is against the above background that we hereby submit our application for TIC Certificate of Incentives to facilitate smooth implementation of the project.

Attached herewith please find the following basic documents for ease of reference and approval:

1. Two copies of Application for TIC Certificate of Incentives form
2. Certified true copy of Certificate of Incorporation.(2 copies)
3. Certified copy of Company Memorandum and Articles of Association. (2 copies)
4. Two copies of project Feasibility Study Report
5. Evidence of Land ownership for project location, Prospecting Licence No. **PL 8205/2012** in **Bukombe District**. AND Prospecting Licence No. **PL 7983/2012** at **Nasa** and **Ngasamo** area in Magu District.
6. Joint Venture Agreement in respect of the site in Bukombe District between FINIX INTERNATIONAL LIMITED and ***Mr. Manyama. M. Makweba*** – the holder of the Primary Mining Licence.
7. A Letter of Reference from the Bank.
8. Company Board Resolution to register the project with TIC
9. Overall covering letter.

Thanking you for your kind cooperation.

Yours sincerely,
FINIX INTERNATIONAL (T) LIMITED

FINIX INTERNATIONAL LTD
P. O. BOX 856 MWANZA-TANZANIA

Rajab Bakari Khatib
DIRECTOR.

PO.BOX 856, Mwanza – Tanzania, Tel: + 255 282542108

Form PA 1 Serial No. 8992 TIC N 11002

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)

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~~ RAJABU BAKARI KHATIB

(diretor/~~directors~~/~~agent~~ of FINIX INTERNATIONAL LIMITED

(name of business enterprise) apply for registration of FINIX INTERNATIONAL LTD

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 BLOCK W, PLOT 71, CAPRI POINT AREA, NYAMAGANA DISTRICT - MWANZA.

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 .....

4. The Principal Officers of the Company are (1) PHOENIX INTERNATIONAL GROUP,
(2) MR. RAJA HANNA.
(3) MR. RAJAB BAKARI KHATIB

5. Auditors of the Company are TO BE APPOINTED LATER.

6. The authorized share capital of the Company is Tshs./~~US$~~ 500,000,000/=
(SHILLINGS FIVE HUNDRED MILLION) DIVIDED INTO 100 (ONE HUNDRED) SHARES OF TSHS. 5,000,000/= FIVE MILLION EACH.

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is ~~Tshs.~~/US$ 2,090,000/=

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, RAJABU BAKARI KHATIB of Post Office Number 856 MWANZA do solemnly and sincerely declare that I am a director/~~duly authorized agent~~ of FINIX INTERNATIONAL LIMITED.

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~~ MWANZA

The 10th day of March 20.13.

Applicant

FINIX INTERNATIONAL LTD P.O. BOX 856 MWANZA-TANZANIA

Before me:

SHABANI DAUDI SHIRIMA ADVOCATE NOTARY PUBLIC & COMMISSIONER FOR OATHS P.O. BOX 7639-MWANZA

Commissioner for Oaths

Attach only where applicable, otherwise indicate "N/A"

APPLICATION SUMMARY

Company Name: FINIX INTERNATIONAL LIMITED

Certificate of Incorporation Number: 65689 Status: NEW

Certificate of Incorporation Date: 20th May 2008.

Post Box: 856

Town: MWANZA.

Sector: MANUFACTURING **Sub-Sector**: GOLD PROCESSING.

Investment Financing Plan in Million US$/~~Tshs.~~

Foreign Equity	Local Equity	Foreign Loan	Local Loan
$ 1,267,000/=		$ 823,000/=	

Project Objectives: TO ESTABLISH AND OPERATE A FACILITIES FOR PROCESSING, MINERALS, POLISHING AND CUTTING GOLD FOR EXPORT.

Capacity: 230,500 GRAMS OF GOLD PER YEAR.

Employment: Foreign: 5 Local: 87 Total: 92

Implementation Period: 4 YEARS

Project Location

Site/Plot/Block No.: PLN° 8205 & PL 7983/2012 BUKOMBE & NASA and NGASAMO

Street: ..... District: MAGU & BUKOMBE Region: MWANZA & GEITA

(Attach sketch map showing project location)

Shareholders	Nationality	%
PHOENIX INTERNATIONAL GROUP	Qatari	65%
MR. RAJA HANNA	ITALIAN	10%
MR. RAJAB BAKARI KHATIB	TANZANIAN	25%

Investment Breakdown **US$/~~Tshs.M~~**

Land/Building	900,000/=
Plant	500,000/=
Vehicles	400,000/=
Furniture & Fittings	20,000/=
Pre-expenses	100,000/=
Others	20,000/=
Working Capital	150,000/=
TOTAL	2,090,000/=

Contact Details:

Name: RAJABU BAKARI KHATIB Title: DIRECTOR

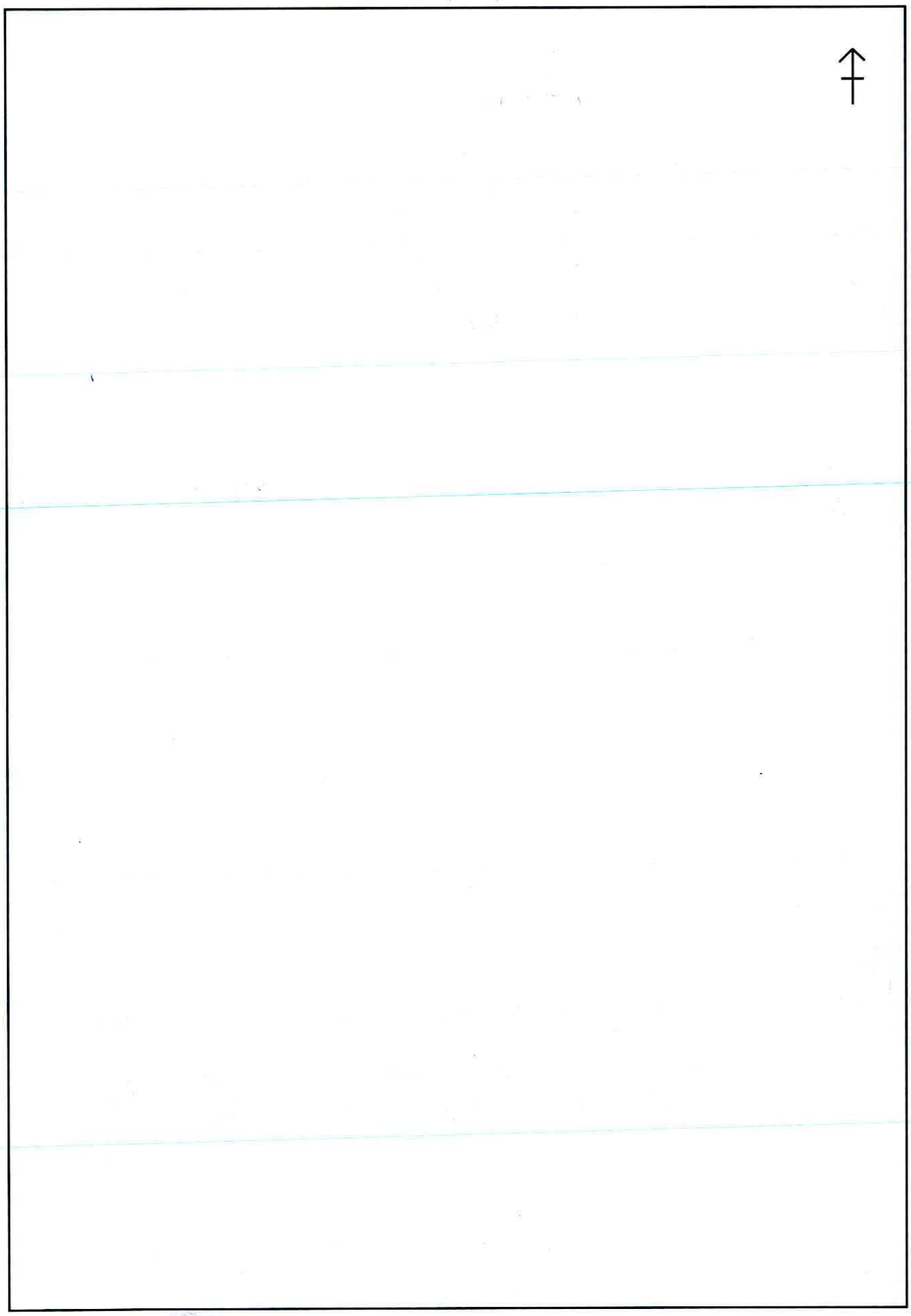
Telephone: +255 772949727 Fax: .....

Email: dhanafinix@gmail.com

Payments to be made payable to:

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

SKETCH MAP SHOWING PROJECT LOCATION

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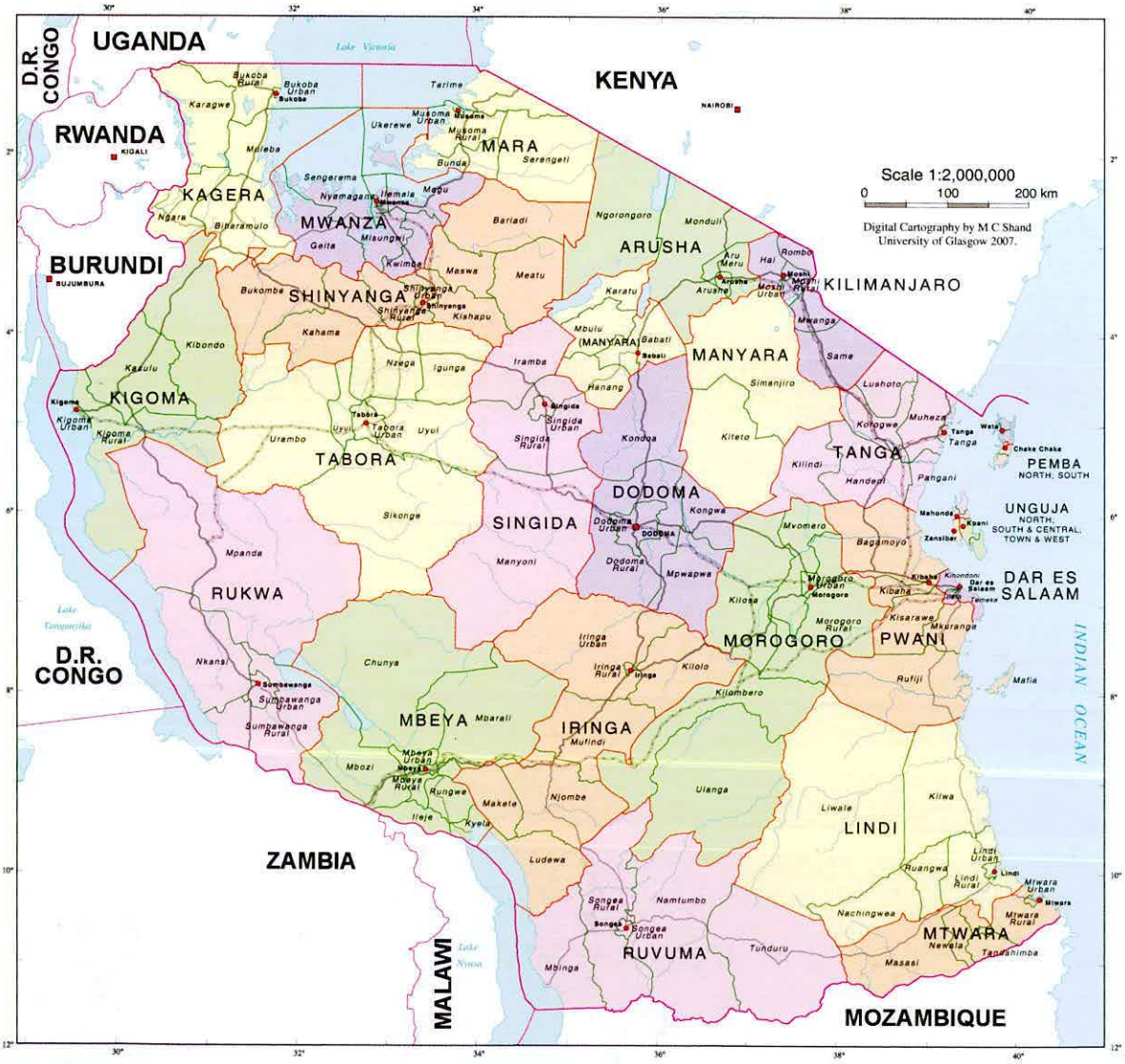
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UNGUJA
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SINGIDA
DAR ES SALAAM
MOROGORO
PWANI
IRINGA
MBEYA
LINDI
MTWARA
RUVUMA

TANZANIA

Certificate of Incorporation

Section 15

No **65689**

I HEREBY CERTIFY THAT

FINIX INTERNATIONAL 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 **20TH** day of **MAY**

TWO THOUSAND AND EIGHT

SHABANI DAUDI SHIRIMA
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER FOR OATHS
P.O. Box 7639-MWANZA

Certified True Copy of the original

Asst. Registrar of Companies

15th April 2013

/SK

FINIX INTERNATIONAL LIMITED

Date: 10th April 2013

Ref. No: FILL/TIC/2013/02

EXTRACT FROM THE MINUTES OF THE BOARD OF DIRECTORS MEETING OF FINIX INTERNATIONAL LIMITED HELD AT THE OFFICE COMPANY – CAPRI POINT ON 21st DAY OF MARCH 2013.

Present

1. ALI KHALIFA ABDULLA AL-ATTIYA - Chairman/Director
2. PHILIP VAN DER MERWE - Company Secretary
3. RAJABU BAKARI KHATIB – Director /Member.

At its meeting on 21/10/2012 at around 12.10 hrs, the Board of Directors of FINIX INTERNATIONAL LIMITED resolved to apply for the Certificate of Incentive from TIC to facilitate implementation of establish and operate facilities for Gold processing and enter into Joint Venture Agreement with holder of PML Number 8205/2012 at Rwamgaza area in Bukombe District.

The Board resolved further that:

- This Certificate shall be used only for the purpose of the stated project and not otherwise.
- ***Mr. Rajabu Bakari Khatib***, Director and Shareholder in assistance of Mr. Philip Van Der Merwe – Company Secretary and Country manager of this company be and is hereby authorized, directed and empowered to execute for and on behalf of this company and its name any and all documents required in connection with this application.

The meeting was closed by the Chairman at around 13.25pm hours.

....

Chairman **Secretary.**

PO.BOX 856, Mwanza – Tanzania, Tel: + 255 282542108

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF ENERGY AND MINERALS

PROSPECTING LICENCE NO. PL 8205/2012

GRANTED PURSUANT TO SECTION 32 OF THE MINING ACT, 2010

WHEREAS **M/S Manyama Maotora Makweba** of **P. O. Box 833, Dodoma-Tanzania** has fulfilled the conditions for grant of Prospecting Licence pursuant to Section 31 of the Mining Act, 2010;

I, Commissioner for Minerals, subject to the provisions of the Mining Act, 2010 and of the regulations thereunder now in force, or which may come into force during the continuance of this Licence, or any renewal thereof and pursuant to the powers conferred upon me under Section 32 of the Mining Act, 2010 hereby grant to M/S **Manyama Maotora Makweba** (hereinafter called the Licensee) a **Prospecting Licence - Metallic Minerals,** to prospect for **Gold** in **Bukombe** District, over an area described in Annex A (hereinafter called the Licence Area), conferring on the Licensee the right to carry on such prospecting operations, abide to Annex B and Annex C and execute such other works as are necessary for that purpose.

This Licence, unless sooner cancelled, suspended or surrendered pursuant to the provisions of the Mining Act, 2010, shall be valid for a period of **forty eight (48)** months, effective from the date of grant.

Granted this 03rd day of September 2012

.....

Eng. Ally B. Samaje
COMMISSIONER FOR MINERALS

SHABANI DAUDI SHIRIMA
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER FOR OATHS
P.O. BOX 7639 MWANZA

Certified True Copy of the Original
15th April 2013

INITIAL PERIOD

From Date	To Date	Prep. Fee and Rent	ERV Number	Date	Signature of CM
3-9-2012	2-9-2013	USD 200.00	47048627	7/8/2012	Ag. COMMISSIONER FOR MINERA
3.9.2012	2.9.2013	USD 2901.00	47052923	19.9.2012	Ag. COMMISSIONER FOR MIN

FIRST RENEWAL

I HEREBY CONSENT TO THE FIRST RENEWAL OF PROSPECTING LICENCE NO. ..... of M/S .....of P. O. Box ..... for Licence Area described in Annex 'A' and conditions prescribed in Annex 'B' and Annex 'C' for a period of.....months effective from the .....day of.....year.....

.....

Ag. COMMISSIONER FOR MINERALS

From Date	To Date	Annual Rent	ERV Number	Date	Signature of CM

SECOND RENEWAL

I HEREBY CONSENT TO THE SECOND RENEWAL OF PROSPECTING LICENCE NO. ..... of M/S .....of P.O. Box ..... for Licence Area described in Annex 'A' and conditions prescribed in Annex 'B' for a period of.....months effective from the .....day of.....year.....

.....

Ag. COMMISSIONER FOR MINERALS

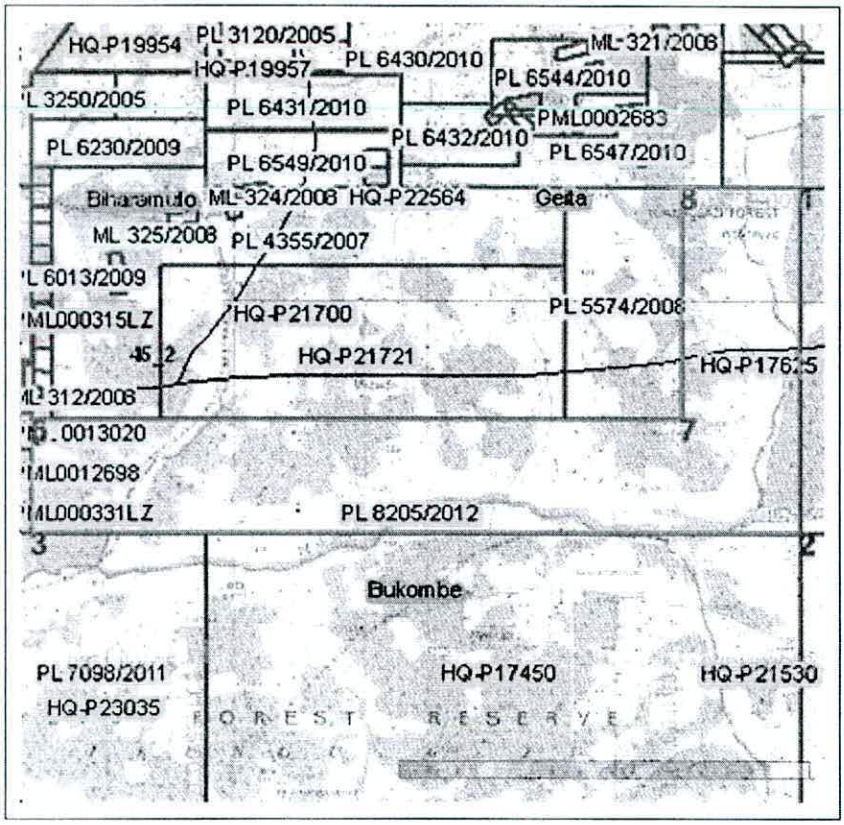
From Date	To Date	Annual Rent	ERV Number	Date	Signature of CM

ANNEX A

DESCRIPTION OF THE LICENCE AREA

Subject to Section 95 of the Mining Act, 2010 the Licence is in **Bukombe** District, QDS **45/2** defined by lines of latitude and longitude having the following corner coordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 03 deg. 09 min. 00.00 sec.	32 deg. 00 min. 00.00 sec.
2	- 03 deg. 12 min. 00.00 sec.	32 deg. 00 min. 00.00 sec.
3	- 03 deg. 12 min. 00.00 sec.	31 deg. 53 min. 30.00 sec.
4	- 03 deg. 11 min. 02.06 sec.	31 deg. 53 min. 30.00 sec.
5	- 03 deg. 11 min. 02.06 sec.	31 deg. 53 min. 30.07 sec.
6	- 03 deg. 11 min. 00.00 sec.	31 deg. 53 min. 30.05 sec.
7	- 03 deg. 11 min. 00.00 sec.	31 deg. 59 min. 00.00 sec.
8	- 03 deg. 09 min. 00.00 sec.	31 deg. 59 min. 00.00 sec.



Legend	
Licensed boundary	
Licence Code	PL 8205/2012
District	Bukombe
Direction	

An area of approximately **29.01** Square Kilometres.

ANNEX B

EMPLOYMENT AND TRAINING, PROCUREMENT PLAN OF GOODS AND SERVICES

1. The Licensee shall employ Tanzanian personnel with appropriate qualifications to the maximum extent practicable consistent with efficient operations.

2. Subject to Clause 1, the Licensee shall not be restricted in employment, selection, assignment or discharge of its personnel provided, however, that the employment and discharge or disciplining of personnel shall be carried in accordance with the generally applicable laws and regulations of the United Republic of Tanzania.

3. Subject to Clause 1 and to the requirement of any law relating to immigration, the Licensee and its sub-contractor(s) may bring into Tanzania such expatriate personnel as in the Licensee's judgement, required to carry out mineral prospecting operations efficiently and successfully and the Government shall expeditiously provide the necessary work permits and other approvals required for the employment of such expatriate.

4. The Licensee shall be abided by the procurement plan of goods and services available in the United Republic of Tanzania.

ANNEX C

PROSPECTING PROGRAMME AND FINANCIAL EXPENDITURE ESTIMATE.

Subject to Section 30 of the Mining Act 2010 and Regulation 8 of the Mining (Mineral Rights) Regulations 2010 , the Licensee shall expend on prospecting operations in respect of the licence granted as per submitted prospecting programme and financial expenditure estimates approved by the Licensing Authority.

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF ENERGY AND MINERALS

PROSPECTING LICENCE NO. PL 7983/2012

GRANTED PURSUANT TO SECTION 32 OF THE MINING ACT, 2010

WHEREAS **M/S Finix International Limited** of **P.O. Box 856, Mwanza - Tanzania** has fulfilled the conditions for grant of Prospecting Licence pursuant to Section 31 of the Mining Act, 2010;

I, Commissioner for Minerals, subject to the provisions of the Mining Act, 2010 and of the regulations thereunder now in force, or which may come into force during the continuance of this Licence, or any renewal thereof and pursuant to the powers conferred upon me under Section 32 of the Mining Act, 2010 hereby grant to **M/S Finix International Limited** (hereinafter called the Licensee) a **Prospecting Licence - Metallic Minerals,** to prospect for **Gold** at **Nasa** and **Ngasamo** area in **Magu** District, over an area described in Annex A (hereinafter called the Licence Area), conferring on the Licensee the right to carry on such prospecting operations, abide to Annex B and Annex C and execute such other works as are necessary for that purpose.

This Licence, unless sooner cancelled, suspended or surrendered pursuant to the provisions of the Mining Act, 2010, shall be valid for a period of **forty eight (48)** months, effective from the date of grant.

Granted this 24th day of JUNE 2012

.....

Eng. Ally B. Samaje
Ag. COMMISSIONER FOR MINERALS

SHABANI DAUDI SHIRIMA
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER
FOR OATHS
P.O. BOX 7639 MWANZA

Certified True Copy of the Original
15th April 2013

INITIAL PERIOD

From Date	To Date	Prep. Fee and Rent	ERV Number	Date	Signature of CM
4-6-2012	3-6-2013	200·00	46283767	08-5-2012	
4·6·2012	3·6·2013	934·00	46287306	22·6·2012	

FIRST RENEWAL

I HEREBY CONSENT TO THE FIRST RENEWAL OF PROSPECTING LICENCE NO. ..... of M/S .....of P. O. Box ..... for Licence Area described in Annex 'A' and conditions prescribed in Annex 'B' and Annex 'C' for a period of.....months effective from the .....day of.....year.....

.....

Ag. COMMISSIONER FOR MINERALS

From Date	To Date	Annual Rent	ERV Number	Date	Signature of CM

SECOND RENEWAL

I HEREBY CONSENT TO THE SECOND RENEWAL OF PROSPECTING LICENCE NO. ..... of M/S .....of P.O. Box ..... for Licence Area described in Annex 'A' and conditions prescribed in Annex 'B' for a period of.....months effective from the .....day of.....year.....

.....

Ag. COMMISSIONER FOR MINERALS

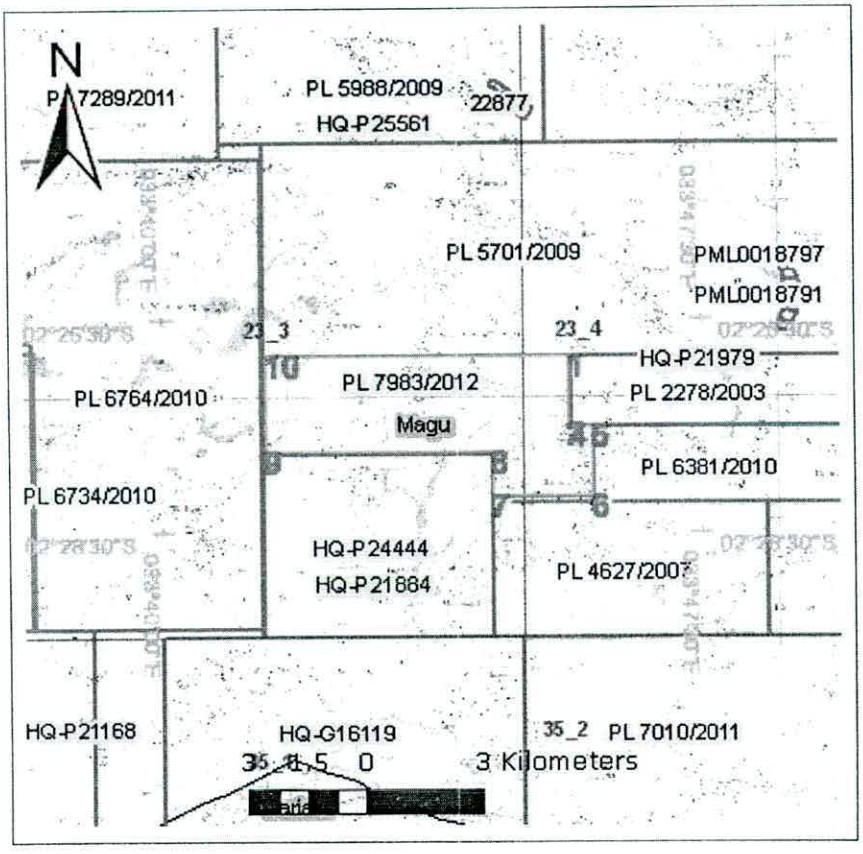
From Date	To Date	Annual Rent	ERV Number	Date	Signature of CM

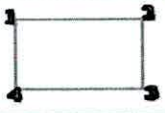
ANNEX A

DESCRIPTION OF THE LICENCE AREA

Subject to Section 95 of the Mining Act, 2010 the Licence is at **Nasa** and **Ngasamo** area in **Magu** District, QDS **23/3** and **23/4** defined by lines of latitude and longitude having the following corner coordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 02 deg. 26 min. 00.00 sec.	33 deg. 45 min. 40.00 sec.
2	- 02 deg. 26 min. 59.00 sec.	33 deg. 45 min. 40.00 sec.
3	- 02 deg. 26 min. 59.00 sec.	33 deg. 45 min. 41.00 sec.
4	- 02 deg. 27 min. 00.00 sec.	33 deg. 45 min. 41.00 sec.
5	- 02 deg. 27 min. 00.00 sec.	33 deg. 46 min. 00.00 sec.
6	- 02 deg. 28 min. 00.00 sec.	33 deg. 46 min. 00.00 sec.
7	- 02 deg. 28 min. 00.00 sec.	33 deg. 44 min. 35.00 sec.
8	- 02 deg. 27 min. 23.00 sec.	33 deg. 44 min. 35.00 sec.
9	- 02 deg. 27 min. 23.00 sec.	33 deg. 41 min. 27.00 sec.
10	- 02 deg. 26 min. 00.00 sec.	33 deg. 41 min. 27.00 sec.



Legend	
Licensed boundary	
Licence Code	PL 7983/2012
District	Magu
Direction	

An area of approximately **23.33** Square Kilometres.

ANNEX B

EMPLOYMENT AND TRAINING, PROCUREMENT PLAN OF GOODS AND SERVICES

1. The Licensee shall employ Tanzanian personnel with appropriate qualifications to the maximum extent practicable consistent with efficient operations.

2. Subject to Clause 1, the Licensee shall not be restricted in employment, selection, assignment or discharge of its personnel provided, however, that the employment and discharge or disciplining of personnel shall be carried in accordance with the generally applicable laws and regulations of the United Republic of Tanzania.

3. Subject to Clause 1 and to the requirement of any law relating to immigration, the Licensee and its sub-contractor(s) may bring into Tanzania such expatriate personnel as in the Licensee's judgement, required to carry out mineral prospecting operations efficiently and successfully and the Government shall expeditiously provide the necessary work permits and other approvals required for the employment of such expatriate.

4. The Licensee shall be abided by the procurement plan of goods and services available in the United Republic of Tanzania.

ANNEX C

PROSPECTING PROGRAMME AND FINANCIAL EXPENDITURE ESTIMATE.

Subject to Section 30 of the Mining Act 2010 and Regulation 8 of the Mining (Mineral Rights) Regulations 2010 , the Licensee shall expend on prospecting operations in respect of the licence granted as per submitted prospecting programme and financial expenditure estimates approved by the Licensing Authority.

JOINT VENTURE AGREEMENT

FINIX INTERNATIONAL LIMITED (hereinafter called "FINIX) of P O Box 856, Mwanza, Tanzania and **MR MANYAMA.M.MAKWEBA** (hereinafter called "MAKWEBA") of P O Box 833, Dodoma, Tanzania wish to enter a joint venture to explore land which is delineated under prospecting lease HQ- P19042 Rwamagaza South.

a) MR. MAKWEBA has been awarded some exploration land by the government tender.

b) MR. MAKWEBA has agreed to carry out the said exploration jointly with Finix.

c) The parties wish to establish a joint venture to promote their interests in the field so as to enable them to develop the business more effectively and to take advantage of opportunities arising in the field in area mentioned above.

d) The parties believe that the joint venture will be in their mutual best interests. They recognize that the various arrangements regarding their existing interests will need careful review but each will endeavour in good faith to agree the detailed terms of the joint venture, on the basis of the principles set out in this agreement, and to take all other necessary actions in order to successfully accomplish the aims of the joint venture.

LOCATION OF THE OFFICE OF THE JOINT VENTURE

1) The headquarters of the joint venture will be based at the office of Finix in Mwanza, Tanzania.

2) The activities of the joint venture will be to carry out prospecting of the land delineated under prospecting licence No. HQ –P19042 Rwamagaza which has the following coordinates:-

A: 31^0 59'00" E, 3^0 09' 00"S
B: 32^0 00' 00" E, 3^0 09' 00"S
C: 32^0 00' 00" E, 3^0 12'00"S
D: 31^0 53' 30" E, $3^0$12'00"S
E:31^0 53' 30" E,30 11'00"S
F: 31^0 59'00" E, 3^0 11, 00" S

Further activities of the joint venture will be to carry out exploration and mining on the land.

INTERESTS TO BE VESTED IN THE VENTURE COMPANY

3) The parties will contribute to the joint venture all their relevant interests. These relevant interests includes the following interests.

SHABANI DAUDI SHIRIMA
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER FOR OATHS
P.O. BOX 7639-MWANZA

Certified True Copy of the Original

15th April 2013

RESPONSIBILITIES OF FINIX

1. Finix will pay USD 3,000/- (US Dollar: Three Thousand Only) to the Government for the land.
2. Finix will pay USD 200/- (US Dollar Two Hundred only) being licence application fees.
3. Finix will pay the annual rental for the PL Licence.
4. Finix will pay Mr. Makweba USD 5000/- (US Dollar: Five Thousand Only) per annum and this payment will only happen when the original PL Licence will be in possession of Finix.
5. Finix will take possession of the original prospecting lease licence document after this agreement has been executed by the parties.
6. Finix will take care of all exploration costs. These costs will include but not limited to fees for clearing bush and payment to local government officials.

4) By paying monies mentioned in the proceeding paragraph, Finix will get 90% shares in the prospecting licence. And in the event the prospecting licence is acquired by the government, Finix will get 90% of the compensation and Makweba will get 10%.

5) Overall management and supervision of the joint venture shall be the responsibility of Finix.

6) (1) Certain key decision affecting the joint venture such as sale of prospecting lease shall be reserved for mutual agreement between the Finix and Makweba but Finix shall have the first right of refusal.

(2) Mr. Makweba will receive quarterly progress reports from Finix and will also receive a copy of the raw data at the end of every year of exploration activities.

JOINT VENTURE AGREEMENT

7) Makweba shall take the responsibility of informing the Ministry of Energy and Minerals of this agreement. He will also hand in quarterly reports and deal with legal and any other issues that may arise from time to time.

SALE OF THE PROPERTY

8) Should the prospecting licence be sold to a third party, Finix will receive 90% of the sale value.

THIRD PARTY APPROVALS

9) The parties will use all reasonable efforts to identify and obtain as soon as possible any third party consents or approvals which may be required, including:-

1. Consents of relevant regulatory authorities;

2. Any tax clearances reasonably required by either party in relation to the joint venture.

CONFIDENTIALITY AND ANNOUNCEMENTS

10) Each of the parties shall keep confidential and shall not disclose to any other person, nor use for any purpose except the purpose of the joint venture, any information obtained from the other party as a result of negotiating, entering into or implementing the joint venture other than information which:

    1. Is required to be disclosed by operation of law or any stock exchange regulations or any binding judgment or order, or any requirement of a competent authority

    2. Is reasonably required to be disclosed in confidence to a party's professional advisers for use in connection with the joint venture and/or matters contemplated herein.

    3. Is or becomes within the public domain (otherwise than through the default of the recipient party).

11) No public announcement or press release in connection with the subject matter of this joint venture agreement shall be made or issued by or on behalf of either party without the prior written approval of the other, except such as may be required by law or by any governmental authority.

TERMINATION

12) This agreement may be terminated by either party for a good reason by giving a six months notice of his intention to do so, provided such notice will not affect the rights of either party which may have accrued before the notice of termination.

13) Should the agreement be terminated by MAKWEBA, he will be responsible to compensate Finix with the exploration and associated costs incurred. These costs will be determined by an independent third party that is acceptable to both MAKWEBA and FINIX.

ARBITRATION

14) In case of any dispute touching this joint venture agreement, any party so affected may refer the dispute to arbitration according to the Arbitration Act of Tanzania and the award given by the arbitrator shall be final and binding to the parties.

DURATION OF THE JOINT VENTURE

15) This joint venture agreement shall be valid for 3 years but in case of any significant exploration success, may be extended for another period at the discretion of Finix to carry on such exploration activities. On expiry of the JV agreement, if not extended, the ownership of the Prospecting Lease will revert back to MAKWEBA.

GOVERNING LAW

16) This joint venture agreement shall be governed by Tanzania Law.

PROCEDURE

17) Following signature of this joint venture agreement, the parties will proceed as rapidly as possible to implement what has been agreed in this agreement.

.....
Signed for and on behalf of Finix International Ltd

.....
Signed by Mr. Manyama .M. Makweba

Name: BAKARI RAJABU . K

Authorized Signatory

Date: 11 - 6 - 2012

Signatures Witnessed by

Name: ALEX BANTURAKI

Postal Address: Box 3077 Mwanza

Qualification: ADVOCATE

Name: MANYAMA M. MAKWEBA

Authorized Signatory

Date: 11 JUNE 2012

Name: ALEX BANTURAKI

Postal Address: Box 3077 Mwanza

Qualification: ADVOCATE

STAMP DUTY PAID
SMS 130136=
RECEIPT 0088091
OF 21/6/2012
REGIONAL REVENUE OFFICER VAT

TANZANIA

Land Form 51

I Certify that this is the True Copy of the Original
Sign. ...
GEOFREY KANGE
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER FOR OATHS
P.O Box 11311 MWANZA

CERTIFICATE OF OCCUPANCY

(Issued under Section 9 of the Land ordinance

Date of Issue: 11-04-97

Title Number: 10961

Land office Number: 84344

Land: PLOT No. 96 Block 'W' CAPRI-POINT-MWANZA MUNICIPALITY.

TITLE No. 10961
REGISTERED
Land Form 32
11-04-97
at 8.00 A.M.
Asst. Registrar of Titles

L.O. No. 84341

L.D. No. MWZ/7375
Stamp Duty 50/=
96121
of 2-5-86
Assistant Registrar of Titles

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF OCCUPANCY

(Section 9 of the Land Ordinance)

The 14th day of March One thousand nine hundred and ninety-seven

TITLE No. 10961

591 CKT/LD

THIS IS TO CERTIFY that ISHWAR GOPALJI CHUDASAMA OF P.O. BOX ~~891~~ MWANZA LAND OFFICER

(hereinafter called "the Occupier") is entitled to a Right of Occupancy (hereinafter called "the Right") in and over the Land described in the Schedule hereto (hereinafter called "the Land") ~~as joint tenants/as tenants in common in equal shares~~ for a term of thirty three years from the first day of April One thousand nine hundred and eighty six according to the true intent and meaning of the Land Ordinance and subject to the provisions thereof and to any regulations made thereunder and to any enactment in substitution therefor or amendment thereof and to the following special conditions:—

1. The Occupier having paid rent up to the thirtieth day of June, 1986, shall thereafter pay rent of shillings one thousand five hundred and twenty (Shs. 1,520/=) a year in advance on the first day of July in every year of the term without any deduction PROVIDED that the rent may be revised by the Minister for the time being responsible for Lands (hereinafter called "the Minister") on the first day of July in each of the years 1996, 2006 and 2016 or within three years thereafter in each case.

2. The Occupier shall:—
   (i) Erect on the land buildings (hereinafter called "the buildings") in permanent materials designed for use in accordance with the conditions of the Right and which conform to the building line (if any) decided by the Mwanza Municipal Council (hereinafter called "the Authority");
   (ii) By the thirtieth day of September 1986, submit to the Authority such plans for the buildings (including block plans showing the position of the buildings) and such drawings, elevations and specifications of them as will satisfy the Authority and as are in accordance with the building condition in sub-paragraph (i) above which said plans and specifications shall be submitted in triplicate;
   (iii) Within six months from the date of notification by the Authority of approval of the plans and specificatios referred to in sub-paragraph (ii) above begin building on the land in accordance with such plans and specifications;
   (iv) Complete the buildings according to the plans and specifications so that they are ready for use and occupation by the thirty first day of March 1989;
   (v) At all times during the term after the thirty first day of March 1989, have on the land buildings as approved by the Authority and maintain them in good order and repair to the satisfaction of the Commissioner for Lands (hereinafter called "the Commissioner");

TANGANYIKA
Stamp Duty 50/=
96121 2-5-86

(vi) Not erect or commence to erect on the land any building except in accordance with building plans and specifications which shall have been first approved by the Authority as hereinbefore provided;

(vii) Be responsible for the protection of all beacons on the land throughout the term of the Right. Missing beacons will have to be re-established at any time at the Occupier's expenses as assessed by the Commissioner for Surveys and Mapping.

Approval of plans of any building by the Authority shall not imply that the construction of such a building will satisfy the Occupier's obligation under the conditions of the Right and shall not imply waiver of modification of any condition in the Right.

3.—(i) The Occupier shall not subdivide the land or assign, sublet or otherwise dispose of or deal with the whole or any part of it or of any building on it without the previous written consent of the Commissioner PROVIDED that after condition 2(iv) has been complied with by the Occupier the consent of the Commissioner shall not be necessary:—

to a single sub-letting of the whole of the land where the sub-lease contains conditions sufficient to ensure compliance with the conditions of the Right;

to a sub-letting of the whole of the land or of the whole or any part of any building on it, where the sub-lease contains conditions sufficient to ensure compliance with the conditions of the Right.

(ii) Occupation or use of the whole or any part of the land of buildings on it by any person other than the Occupier or his employees agents contractors or members of the household shall be deemed a dealing with the land or buildings.

4. Except as hereinbefore provided the Commissioner shall have an absolute discretion to give or withhold consent under condition 3(i). Any dealing or agreement (other than a mortgage or charge) entered into before compliance with condition 2(iv) will not receive consent except in special circumstances of which the Commissioner shall be the sole judge.

5. The Occupier shall pay to the Minister on demand made by the Commissioner on his behalf:—

(i) any further fees or stamp duties which may be descovered to be payable by the Occupier in connection with the Right;

(ii) an amount equal to any contribution in lieu of rates which may be payable by Government for the land during the term of the Right;

(iii) such sum as the Commissioner shall assess as a proper share payable for the land of the cost of making up the road or improvement of same upon which the land fronts, abuts or adjoins, whether such demand is made before during or after such making or improvement thereof. This condition does not oblige the Government to make or improve roads.—

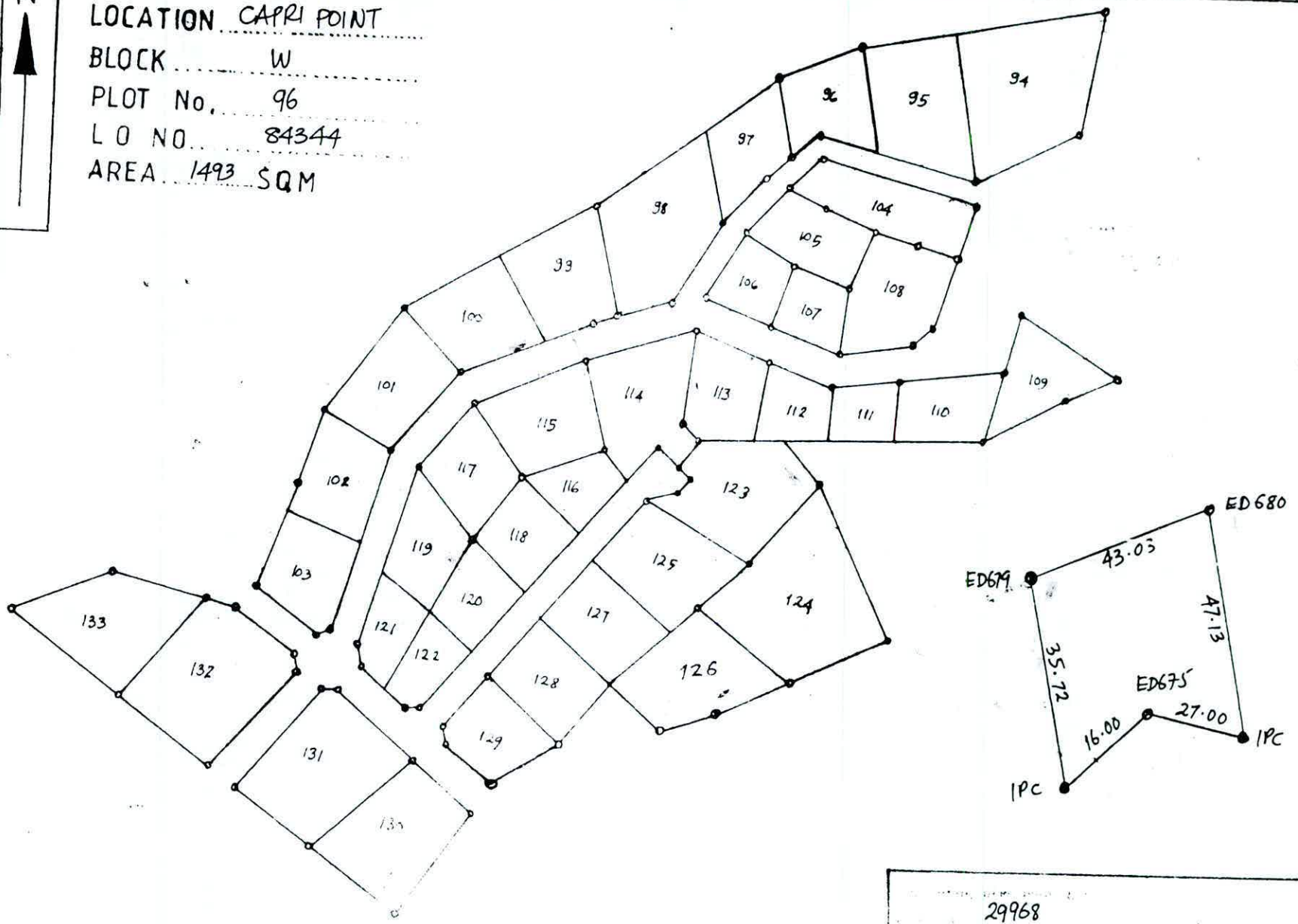
6. Only one main building together with the usual and the necessary out-buildings shall be built on the land and the same shall be used for Residential purposes only; Use Group 'A' use classes (a) and (c) as defined in the Town and Country Planning (Use Classes) Regulations, 1960.

7. The President may revoke the Right for good cause and in public interest.

[MWANZA MUNICIPALITY]

N

LOCATION CAPRI POINT
BLOCK W
PLOT No. 96
L O NO. 84344
AREA 1493 SQM



29968

5/3/97

The issue of this Grant does not guarantee the admission of title by the Government

SCHEDULE

ALL that land known as Plot No. 96 Block 'W' Capri-Point - Mwanza Municipality containing one thousand four hundred ninety three (1,493) ~~square feet~~ square metres shown for identification only edged on the plan attached to this Certificate and defined on the registered survey plan numbered 29968 deposited at the Office of the Commissioner for Surveys and Mapping at Dar es Salaam.

GIVEN under my hand and seal and by Order of the Minister the day and year first above written.

COMMISSIONER FOR LANDS

G P Dsm

I, the within named ISHWAR GOPALJI CHUDASAMA hereby accept the terms and conditions contained in the foregoing Certificate of Occupancy.

SIGNED and DELIVERED by the said ISHWAR GOPALJI CHUDASAMA who is known to me personally/~~identified to me by the latter being known to me personally~~ in my presence this 5th day of March 1997.

Chudasama

Witness'
Signature: .....
Postal Address: P.O Box 793
MWANZA
Qualification: LAND OFFICER

I Certify that this is the True Copy of the Original
Sign 20/03/2013

GEOFREY KANGE
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER FOR OATHS
P.O Box 1310 MWANZA

00219905

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042437

This is to certify that

FINIX INTERNATIONAL LIMITED

of address P.O. BOX 356

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, rehabilitation/expansion/acquisition of the enterprise known as

FINIX INTERNATIONAL LIMITED

Which is located at PLOT NO. 96 BLOCK W, APRI-POINT

MWANZA

Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam

Dated 22ND MAY 2013

This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1.	Shareholders	Nationality	Shareholding (%)
	Rajab Bakari Khatibu	Tanzanian	25
	Raja Hanna	Italian	10
	Phoenix International Group	Qatari	65

2. Proposed Activities : To establish project for gold processing, polishing and cutting

3. Sector: Manufacturing Subsector Gold Processing

4. Investment cost: Foreign USD 2.09m. Local – Total USD 2.09m.

5. Project Financing: Equity USD 1.267m. Loans – Total USD 2.09m.

6. Source, terms and conditions of loan

7. Assets to be invested:

Capital items:	Foreign	Local	Total
	USD 2.09m.	–	USD 2.09m.

8. Technology Agreement None

9. Date of TIC Registration: 9th May 2013

10. Implementation period May 2013 - April 2016

11. Operative date May 2016

12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 7

(i) Applicable Import Duty And VAT as per Customs Tariff Act,1976 & VAT Act,199

(ii) Applicable with-holding Tax As per Income Tax Act,2004 (as amended)

(iii) Eligibility of Capital Allowances As per Income Tax act,2004 (as amended)

13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.

14. Conditions attached to this Certificate of Incentives

(i) Date of Commencement of investment has to be notified to the Centre.

(ii) Certificate not to be transferred, assigned or amended

(iii) Failure to commence implementation within two years invalidates Certificate

(iv) Failure to operate investment must be notified to the Centre

(v) Changes in shareholding, project activities and level of invested capital must be notified to the centre

15. Additional conditions attached to Certificate

Finished goods are not allowed under this Certificate

Signed .....

Executive Direct

(4)

02 MAY 2013

JAMHURI YA MUUNGANO WA TANZANIA
THE UNITED REPUBLIC OF TANZANIA

TFN. 614 (Rev. 8.94)

STAKABADHI YA SERIKALI
EXCHEQUER RECEIPT

37896732 1

NIMEPOKEA KWA
Received from FINIX INTERNATIONAL LTD

KIASI *Amount*

Shs	USD	Cts.
	1000	

JUMLA YA SHILINGI (Kwa maneno)
The sum of Shillings (Words) ONE THOUSAND US DOLLAR ONLY.

NA SENTI
And Cents

KWA MALIPO YA
In respect of CERTIFICATE OF INCENTIVES

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

SAHIHI YA MPOKEAJI—*Receiving Officer's Signature*

OFISI—*Office* IFPO

TAREHE—*Date* 02-05-2013

KITUO—*Station* TIC-MZA

ASANTE

BARCLAYS

Barclays Bank Tanzania Limited
Barclays House, Ohio Street
P.O.Box 5137
Dar es Salaam
Tanzania
Tel: +255 22 2129381/ 2129758
Fax: + 255 22 2129750

THE MANAGER,
TANZANIA INVESTMENT CENTRE,
MWANZA BRANCH,
TANZANIA.

05th April 2013

RE: FINIX INTERNATIONAL LIMITED.

At the express request from our esteemed customer, we confirm that the above named maintains the following accounts with Barclays Bank Tanzania Mwanza City Branch.

TSZ (TANZANIA SHILLING) current account 016-4000281 and USD current account 016-8000812,

The accounts were opened in July 2008 and have been operated to our entire Satisfaction.

Do not hesitate to contact the undersigned for more clarifications.

.....
Devotha Mutakyahwa
Relationship Manager
Mwanza Branch

Directors: Dr. Ramadhani Dau* (Chairman), Kihara Maina** (Managing Director), Murtaza Nasser* Elizabeth Willilo* (Company Secretary),
Adnan Malik****Aazar Khwaja**** [* Tanzanian, ** Kenyan, **** Pakistani]

LEASE AGREEMENT

I Certify that this is the True Copy of the Original
Sign.

GEOFREY KANGE ADVOCATE NOTARY PUBLIC & COMMISSIONER FOR OATHS P.O. Box 11311 MWANZA

THIS AGREEMENT is made this 19th day of May 2012,

BETWEEN

ISHWAR GOPALJI CHUDASAMA of P.O. Box 591, MWANZA, Tanzania. (hereinafter referred to as "The LESSOR") of the one part.

AND

M/S FINIX INTERNATIONAL LTD, P.O. Box 856 MWANZA , Tanzania. (hereinafter referred to as "The LESSEE") of the other part.

1. DEFINITIONS

In this Agreement unless the context otherwise requires the following expressions shall have the following meanings:

"Property'

The property of the LESSOR is situated at **Capri – Point Area Plot No. '96' Block "W", Mwanza – Tanzania.**

"Access ways"

Such roads paths entrance halls corridors lifts staircases landing and other means of access in or upon the Property the use of which is necessary for obtaining access to and access from the Premises as the LESSOR may from time to time reasonably specify within 24 hours to the LESSEE.

The above premises is Permitted to use for the Office and Residential Purpose only.

.../ 2

RECITALS

WHEREAS the LESSOR is the lawful owner of the property above mentioned.

AND WHEREAS the LESSOR is desirous of leasing the aforementioned property to the LESSEE and where the LESSEE has agreed to lease the same from the LESSOR subject to the conditions appearing hereunder.

2. NOW THIS AGREEMENT WITNESS AS FOLLOWS:

(A) The lessee agrees to pay to the Lessor as follows:

1.1 In consideration of the rent and lessee's covenants hereinafter reserved and contained, the lessor hereby decide to the lessee the premises for the term of **one year** with effect from **1st JUNE 2012** to **31ST MAY 2013** with an option for renewal and paying thereof during the said term hereby reserved the monthly rent of **USD 650/= (Six hundred and fifty U.S Dollars only).**
10% withholding tax on lessee's account.

1.2 Lessee shall pay in advance for one year **USD 7800/=** (Seven thousand eight hundred U.S.Dollars only), by cheque no: 100171 of Barclays bank of dated 19.05.2012

1.3 To bear, pay and discharge all charges for water consumed on the demised premises. At a fair proportion for the houses, which are connected to common water meter, electricity as per separate meter bill and for all telephone charges in respect of telephone call, if any, located in the demised premises.

1.4 To bear, pay and discharge sewerage charges attributable to the demised premises.

(B) The Tenant agrees:

1. To keep the interior of the demised and the appurtenances thereof including doors, windows and other fixtures and fittings, electricity wires and waste water drain and other pipes, sanitary, painting decorations and hard furniture's thereof in good conditions throughout the said term.

.../ 3

II. Not to erect any building or structure upon the demised premises nor make or suffer to be made any alteration of modification to the demised premises (Provided always, that, the tenant shall, subject to the prior consent of the Landlord which consent shall not be unreasonably withheld, having been obtained be permitted to erect or install such alterations or improvements.

III. To permit the Landlord or his agent at all reasonable times of the day upon not less than twenty four (24) hours previous written notice to enter upon the demised premises for the purpose of carrying out inspection, repairs and / or completion or of finishing work therein.

IV. Not to use the demised premises or any part thereof for any illegal or immoral purposes.

V. Not to share or bring upon the demised any articles of specially combustible, inflammable or dangerous natures and comply with all requirements of fire precautions related to the demised premises.

VI. Not to assign or sublet the demised or any parts thereof without the Landlord written consent.

VII. To yield up the demised premises to the Landlord at the expiration of the lease in good and substantial repair and condition.

VIII. To pay to the Landlord and make good every loss and any damage whatsoever incurred or substain by the Landlord as a consequence of every breach or non observance of the Tenant's covenants herein contained and indemnify the Landlord from and against all action, claims, liability, cost expenses thereby arising.

3. CONDITIONS PRECEDENT

That the LESSEE hereby covenants to use the property and hand the same back to the LESSOR at the expiration of this lease agreement in a good and tenantable condition. In case of any breakages or damages of the property including water tapes, windows, doors all types of furniture's and all locks, etc the

.../ 4

II. Not to erect any building or structure upon the demised premises nor make or suffer to be made any alteration of modification to the demised premises (Provided always, that, the tenant shall, subject to the prior consent of the Landlord which consent shall not be unreasonably withheld, having been obtained be permitted to erect or install such alterations or improvements.

III. To permit the Landlord or his agent at all reasonable times of the day upon not less than twenty four (24) hours previous written notice to enter upon the demised premises for the purpose of carrying out inspection, repairs and / or completion or of finishing work therein.

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V. Not to share or bring upon the demised any articles of specially combustible, inflammable or dangerous natures and comply with all requirements of fire precautions related to the demised premises.

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VIII. To pay to the Landlord and make good every loss and any damage whatsoever incurred or substain by the Landlord as a consequence of every breach or non observance of the Tenant's covenants herein contained and indemnify the Landlord from and against all action, claims, liability, cost expenses thereby arising.

3. CONDITIONS PRECEDENT

That the LESSEE hereby covenants to use the property and hand the same back to the LESSOR at the expiration of this lease agreement in a good and tenantable condition. In case of any breakages or damages of the property including water tapes, windows, doors all types of furniture's and all locks, etc the

.../ 4

LESSEE will be liable to make repair all the breakages and damages at his own cost.

4. THE LANDLORD HEREBY COVENANTS with the tenant that the tenant having occupying the said demised premises and observing and performing the demised premises during the said term without any interruption by the Landlord.

5. PROVIDED ALWAYS AND IT IS HEREBY DECLARED AS FOLLOWS:

(i) If and whenever during the said term the said rent hereby reserved or made payable or any part thereof be in areas or unpaid for one month after becoming payable or if and whenever there shall be any breach or non performance or non observance there shall be the Tenant it shall be lawful for the landlord at any time thereafter not with standing the waiver of any previous right or re-enter into and upon the demised premises and there upon the said term shall cease and determine but without prejudice to any right or remedies which shall have occurred to the landlord against the Tenant in respect of any antecedent breach of any of the covenant here in contained.

In WITNESS where of the parties here to have executed these present on the day the year manner herein after appearing.

Signed and Delivered at Mwanza by the said ISHWAR GOPALJI CHUDASAMA who has been Identified to me by.....Mr. Rajab.....
The latter being known to me personally
This .....19th.....day of.....May.....2012

ISHWAR G. CHUDASAMA

Before me:-

CONSTANTINE MUTALEMWA ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS P.O. Box 6485 MWANZA

.....
Commissioner for Oath

SEALED and DELIVERED by the said
RAJAB.B.KHATIB on behalf of M/S.FINIX
INTERNATIONAL LIMITED who is known/
~~identified to me by~~ .....
..... the latter being known
to me personally This.....15th.....day of.....May.....2012

.....

Before me:-

CONSTANTINE MUTALEMWA
ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS
P.O. Box 6485-MWANZA

.....

Commissioner for Oath

I Certify that this is a True Copy of the Original
Signature
20/05/2013.

GEOFREY KANGE
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER FOR OATHS
P. O. Box [illegible]


KADI YA MPIGA KURA

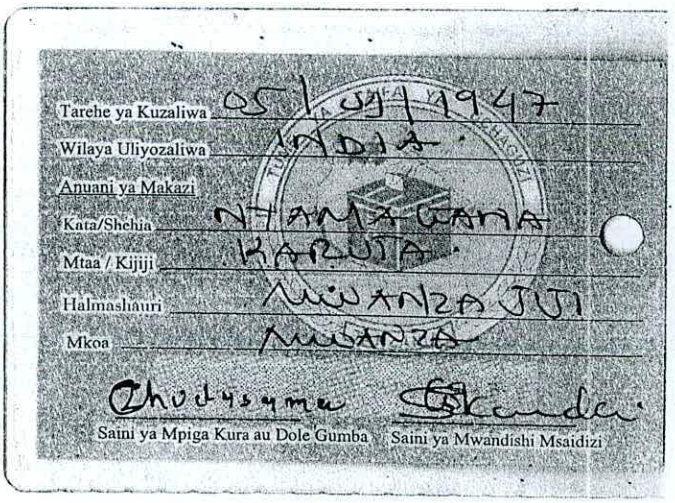
Namba ya Mpiga Kura *48836550*

Jina Kamili ISHWAR GOPALSI CHUDASAMA

Mume. ✓ Mke.

Kituo cha Kuandikishwa MAUASILI

Tarehe 23.12.2009


Tarehe ya Kuzaliwa 05/04/1947

Wilaya Uliyozaliwa INDIA

Anuani ya Makazi

Kata/Shehia NYAMAGANA

Mtaa / Kijiji KARUTA

Halmashauri MWANZA JIJI

Mkoa MWANZA

Chudasama

Saini ya Mpiga Kura au Dole Gumba

Saini ya Mwandishi Msaidizi