



TANZANIA REVENUE AUTHORITY

TRA/CE/C/P20/08/2037

22nd March, 2012,

Managing Director,
Off Route Technologies (T) Limited,
P.O.BOX 13811,
DAR ES SALAAM

**RE: DUTY /VAT EXMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO.042169 OF 10.02.2012.
TIN: 109-110-027.**

We are writing in response to your letter Ref.ORT/TIC/01/12 dated, 3rd March, 2012, supported by the letter Ref.TICC/PP.10/042169/6 of 08th March, 2012 from Tanzania Investment Centre regarding the captioned subject.

We hereby approve and confirm a **single page of items** herein referred as capital/deemed capital goods for facilitation of your project with certificate of incentives mentioned above.

The approved goods will be assessable at 0% Import Duty and VAT relief under the 3rd Schedule to the VAT Act, Cap.148; upon completion of form VAT 224 duly approved by the Commissioner for Domestic Revenue for local purchases and Commissioner for Customs and Excise for importations.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Said Athumani', is written over a horizontal line.

Said Athumani

For: COMMISSIONER FOR CUSTOMS AND EXCISE.

NK/

C.C: Commissioner for Domestic Revenue

C.C: Manager- TRA Mbeya,

✓ C.C: Executive Director,
Tanzania Investment Centre,
DSM.

**ISO 9001:2008 Certified
CUSTOMS & EXCISE DEPARTMENT**

Sokoine Drive, P.O. Box 9053, Dar es Salaam, Tanzania

Tel: 255-22-2117765 or 255-22-2127783/4/6/8 Fax: 255-22-2138878/2135193

**LIST OF MACHINES AND TRUCKS IN RESPECT OF
OFF ROUTE TECHNOLOGIES (T) LTD**

NO.	NAMES OF MACHINES/TRUCKS	UNITS (Pcs)
1	Bell B40D dumptrucks	6
2	13m trailers containing a coal was plant	7
3	Truck with cranes	2
4	King trailers for the above	2
5	Casagrande C6 drill rig	1
6	Coal bagging plants	3
7	Weigh bridges	2
8	Water truck	1
9	Tractor	1
10	Nooteboom trailer	1
11	Truck (6x4 tractor units)	2
12	Truck (4x4 fuel bowsers)	2
13	Truck (4x4 personnel carriers)	2
14	Truck (flatback)	2
15	Bulldozers and ripper	2
16	Bulldozer	1
17	Excavators	3
18	Wheeled loaders	4
19	Wheeled loader	1
20	Crane	1
21	Skidsteers	2
24	Grader	1



MINUTE SHEET

Dokezo
No.

1.0

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\$ 2.825 M

(b) Legal entity has been incorporated under certificate

No. 73720 of 17/11/2009

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

Submitted for signature.



N. A. Senzia
DIF
1st February, 2012

2.0

EXD ✓

In response to the TIC letter of registration dated 1st February 2012

the project has submitted the required documents namely: -

(a) Company Board Resolution.

(b) Reference letter/Financing from Private Bank of London & England

(c) Lease Agreement as witness of land.

With the above submission EXD is requested to sign Certificate of Incentives No. 042169 herein attached.

14/02/2012



DIF

MINUTE SHEET

Dokezo
No.

EXD

Certificate of incentives has been amended as
per folio 14 and is hereby submitted for
your signature

6/05/2015

APPROVED BY EXD

Sign: 

Date: 06/05/15


DIR



00221828

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

THIS CERTIFICATE REPLACE/
EXTENDS THE PREVIOUS ONE NO. 060931 ISSUED ON 24/3/2014
042169 AMENDMENT ON SECTION 10&11
HAVE BEEN EFFECTED

This is to certify that

OFF ROUTE TECHNOLOGIES (T) LTD

of address P.O. BOX 13811

DAR ES SALAAM

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

OFF ROUTE TECHNOLOGIES (T) LTD

Which is located at NGANA, KYELA

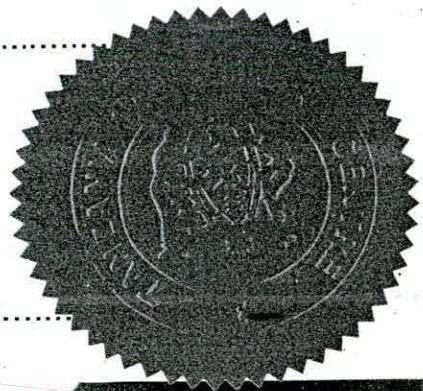
MBEYA

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 6TH MAY 2015



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

Shareholders	Nationality	Shareholding (%)
Mary Elisabeth Brown	United Kingdom	80
Daudi Nelbert Mboma	Tanzanian	20

2. Proposed Activities : To establish a facility to process, purify coal prior distribution to consumers

3. Sector: Manufacturing Subsector Coal Refining Plant

4. Investment cost: Foreign - Local USD 2.825m. Total USD 2.825m.

5. Project Financing:

Equity	<u>USD 0.442m.</u>	Loans	<u>USD 2.4m.</u>	Total	<u>USD 2,825m.</u>
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6. Source, terms and conditions of loan.....

7. Assets to be invested:

Capital items:	Foreign	Local	Total
	<u>-</u>	<u>USD 2.825m.</u>	<u>USD 2.825m.</u>

8. Technology Agreement None

9. Date of TIC Registration: 1st February 2012

10. Implementation period February 2012 - January 2016

11. Operative date February 2016

12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
 - (i) Applicable Import Duty And VAT as per Customs Tariff Act, 1976. & VAT Act, 1997
 - (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
None

Signed 
Executive Director

Unclaimed refund beyond 10 years will be forfeited



TANZANIA INVESTMENT CENTRE

Shaaban Robert Street, P.O. Box 938, Dar Es Salaam, Tel. +255 22 2116328-31, Fax: +255 22 2118253

RECEIPT REC019500

No. 013062

Received from : OFF ROUTE TECHNOLOGIES (T) LTD

Address P.O BOX 13811 DAR ES SALAAM

Received the sum of (In words): TWO MILLION AND ZERO CENTS ONLY

Being payment in respect of: CERTIFICATE OF INCENTIVES

Amount: TZS 2,000,000.00

Cash / Cheque No: D/Deposit 04:05

Date: 04-May-2015

For Executive Director
Tanzania Invest. Centre
Dar es Salaam

Receiving Officer

Aug '11

53980

OFF ROUTE TECHNOLOGIES LIMITED

P.O.BOX 13811, TEL: +255 222124948, FAX: 255 22 2124947, E-MAIL: simon@topdogltd.co.uk

DAR ES SALAAM.

28-04-2015.

REF: NO: ORT/TIC002/2015

EXECUTIVE DIRECTOR

TANZANIA INVESTMENT CENTRE,

P.O.BOX 938,

DAR ES SALAAM.

REF: REQUEST FOR NEW TIC CERTIFICATE

Refer the captioned above.

The company under un-avoidable circumstances lost the previous **TIC certificate No: 042169**. We are request to renew the TIC certificate but we need to surrender the previous one that we unintentionally lost.

We are therefore herby asking your good office to allow us to renew our TIC certificate for our investments" operational requirements.

Hereby attached are **Police Loss Report with ref No: STK/RB/5368/2015** dated **03 March, 2015** and **NIPASHE news paper Loss advertisement with ref No: ISSN 0856-5414. No: 0578445** dated **10 April, 2015**.

We stand hopping for an effective support from your good office.

Yours faithfully,



ADINANI KAJUNA

/ OFF ROUTE TECHNOLOGIES (T) LIMITED.

Page 2

UNITED STATES DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D. C. 20535

JAMHURI YA MUUNGANO WA TANZANIA
WIZARA YA MAMBO YA NDANI YA NCHI
JESHI LA POLISI TANZANIA.



OFISI YA,
MKUU WA POLISI
WILAYA YA UKONGA
S.L.P 9140,
DAR-ES-SALAAM,
TAREHE 01/04/15...

KWA: YEYOTE ANAYEHUSIKA.

YAH: TAARIFA YA KUPOTELEWA.

Ndugu ADINANI KAJUNA/ORT LTD ametoa
taarifa hapa Kituo cha Polisi Stakishari kuwa mnamo 03/03/15.
huko maeneo ya UPANCA aligundua
kupotelewa 1) CERTIFICATE OF INCENTIVES YA KAMPU
NI YA OFF ROUTE TECHNOLOGIES (T) LTD. ILIYOKO
GHANA KYELA, NAMBA 042169.
2) CERTIFICATE OF REGISTRATION FOR VALUE
ADDED TAX (VAT) IMETOLEWA NA TRA
KAWA KAMPUNI YA OFF ROUTE TECHNOLOGIES
(T) LIMITED.

kwa barua hii naambatanisha kwako STK/RB/5368/2015. namba ya
stakabadhi ya Serikali 5969685 ili umsaidie kulingana
na taratibu zilizopo.


MKUU WA POLISI (W) UKONGA
ILALA - DAR ES SALAAM
MKUU WA POLISI
WILAYA YA UKONGA

VYETI VIMEPOTEA

Kampuni ya **OFF ROUTE TECHNOLOGIES LIMITED**, inatangaza kupotelewa na cheti cha **CERTIFICATE OF INCENTIVES**, chenye Namba 042169, pamoja na **CERTIFICATE OF REGISTRATION FOR VALUE ADDED TAX (VAT)**.

TAARIFA YA POLISI:
STK/RB/5368/2015.

112335101

STIC/15328/15 TANZANIA



00218454

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No:042169.....

This is to certify that

.....
OFF ROUTE TECHNOLOGIES (T) LTD
.....

of address P.O. BOX 13811

..... DAR ES SALAAM

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

..... OFF ROUTE TECHNOLOGIES (T) LTD

Which is located at NGANA, KYELA

..... MBEYA

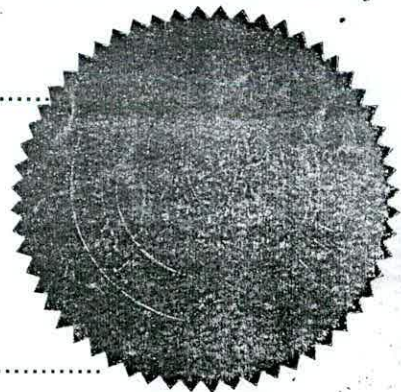
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

.....


Ag. Executive Director

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

Dated 10TH FEBRUARY, 2012



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 (%)
<u>Mary Elisabeth Brown</u>	<u>United Kingdom</u>	<u>80</u>
<u>Daudi Nelbert Mboma</u>	<u>Tanzanian</u>	<u>20</u>
.....
.....

2. Proposed Activities To establish a facility to process, purify coal prior distribution to consumers

3. Sector: Manufacturing Subsector Coal Refining Plant

4. Investment cost: Foreign USD 0m. Local USD 2.825m. Total USD 2.825m.

5. Project Financing:

Equity.....	Loans.....	Total.....
<u>USD 0.442m.</u>	<u>USD 2.4m.</u>	<u>USD 2.842m.</u>

6. Source, terms and conditions of loan NONE

7. Assets to be invested:

	Foreign	Local	Total
Capital items:			
	<u>USD 0m.</u>	<u>USD 2.825m.</u>	<u>USD 2.825m.</u>

8. Technology Agreement none

9. Date of TIC Registration: 1st February, 2012

10. Implementation period February, 2012 - January, 2015

11. Operative date February, 2015

12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
 - (i) Applicable Import Duty And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997
 - (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

None

Signed 
Ag. Executive T

PROJECT FOR EXTENSION OF IMPLEMENTATION PERIOD

19

Name of the Project:
OFF ROUTE TECHNOLOGIES (T) LTD.

Project Description: Certificate No.: **042169**

To establish a facility to process, purify coal prior distribution to consumers.

Approval Date:
1st February 2012

Implementation Period Expiry:

February 2012 – January 2015



Number of Previous Extensions:
NIL

Reasons for this Extension:

To complete the project as it was planned in the business plan

Recommendations:

It is recommended that one year extension period be granted to the company to enable full implementation of the project

Decision:

13

OFF ROUTE TECHNOLOGIES (T) LTD

P.O.BOX 13811DAR ES SALAAM

EXECUTIVE DIRECTOR,
TANZANIA INVESTMENT CENTRE
P.O. Box 938,
DAR ES SALAAM.

REF: SUBMISSION OF THE PROGRESS REPORT FOR OFF ROUTE TECHNOLOGIES (T) LTD

Reference is made to the above heading.

M/S Off Route Technologies (T) LTD is a TIC registered company with certificate of incentives No. 042169. We would like to apply for extension of our certificate of incentives which is expiring on February 2015.

We would to submit our progress report and pictures of our project.

We thank you in advance and hope our request we be dealt accordingly.

Sincerely Yours,


Mary Elisabeth Brown
Managing Director



PROGRESS REPORT

To: TANZANIA INVESTMENT CENTRE

Date: 05th Feb 2016

**Subject: IMPLEMENTATION PROGRESS REPORT OF MS
OFF ROUTE TECHNOLOGIES (T) LTD FOR THE
PERIOD ENDING 31st JANUARY 2014.**

1. Planned Activities:-

Some of the activities expected to take place include the following:-

- Applying for Exemption second phase
- Procuring of other truck
- Expand the project operation site.
- Employing of New staffs.

2. Achievement made on the project:-

- Exemption has been applied but not utilized.
- The supplier of new trucks has identified and we are in process of procuring other vehicles.
- Employment of new staff will be done soon after procuring new vehicles

3. **Project Financial Expenditure todate:**

	USD
Land	140,000.00
Plant	2,100,000.00
Motor vehicles	60,000.00
Furniture and fittings	12,000.00
Working Capital	60,000.00
Grand Total	2,370,000.00

4. **Project Financing:**

The project is financed by Equity \$ 2,000,000.00 and Bank Loan \$ 370,000.00

5. **Problems and Solution**

There was rising of Inflation which was handled by prompt loan approvals from lending banks.

6. **Future Plans**

- Finish the last phase of the project.
- Recruitment of more staffs
- Open the project

7. **Recommendations and Comments**

Ms Off route Technologies (T) Limited is submitting a progress report as per TIC recommendations on letter of Approvals

Submitted by:

Ms. Off Route Technologies Limited.

MANAGING DIRECTOR.

Encl: Pics









TICC/PP.10/042169/12

13/10/2014

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: DUTY/VAT REMISSIONS ON THE CAPITAL/DEEMED
CAPITAL GOODS OF CERTIFICATE OF INCENTIVES NO.
042169**

M/S Off Route Technology (T) Limited is a TIC registered company with certificate of incentives **No. 042169** which is valid up to **January 2015**

The company has been registered with objectives of establishing a facility to process and purify coal.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty and VAT remissions approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE


N.A. Senzia

FOR: EXECUTIVE DIRECTOR

The

11

OFF ROUTE TECHNOLOGIES LIMITED

P.O.BOX 13811, TEL: +255 222124948, FAX: 255 22 2124947, E-MAIL: simon@topdogltd.co.uk
DAR ES SALAAM.

09/10/2014

COMMISSIONER OF CUSTOMS & EXCISE,
TANZANIA REVENUE AUTHORITY,
P.O.BOX 9053,
DAR ES SALAAM.

Received -
09/10/2014
M
TRAFFIC



UFS.

EXECUTIVE DIRECTOR,
TANZANIA INVESTMENT CENTER,
P.O.BOX 938
DAR ES SALAAM

RE: DUTY & VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS FOR CERTIFICATE OF INCENTIVES NO 042169

We are TIC approved project with certificate of incentive no 042169
With is valid up to January 2015
The company has been registered with objectives of gold processing.
Attached herewith please find a list of capital/ Deemed capital Goods
for Duty/VAT exemption approved.

Yours truly,

Alfred Kashasha

Managing Director





00218454

Handwritten signature and date: 9/10/2014
Stamp: Fori Executive Director Tanzania Investment Centre

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042169

This is to certify that

OFF ROUTE TECHNOLOGIES (T) LTD

of address P.O. BOX 13811

DAR ES SALAAM

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

OFF ROUTE TECHNOLOGIES (T) LTD

Which is located at NGANA, KYELA

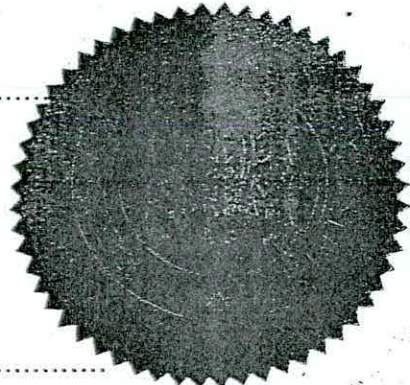
MBEYA

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

Ag. Executive Director

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

Dated 10TH FEBRUARY, 2012



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 (%)
Mary Elisabeth Brown	United Kingdom	80
Daudi Nelbert Mboma	Tanzanian	20
2. Proposed Activities: To establish a facility to process, purify coal prior distribution to consumers
3. Sector: Manufacturing Subsector: Coal Refining Plant
4. Investment cost: Foreign USD 0m. Local USD 2.825m. Total USD 2.825m.
5. Project Financing:
Equity: USD 0.442m. Loans: USD 2.4m. Total: USD 2.842m.
6. Source, terms and conditions of loan: None
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	USD 0m.	USD 2.825m.	USD 2.825m.
8. Technology Agreement: none
9. Date of TIC Registration: 1st February, 2012
10. Implementation period: February, 2012 - January, 2015
11. Operative date: February, 2015
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
(i) Applicable Import Duty: And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997
(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: None

Signed 
Ag. Executive Director

CTIN:

0666048



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION

FOR

TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

THIS IS TO CERTIFY THAT

OFF-ROUTE TECHNOLOGIES (T) LIMITED

has been registered with the Tanzania Revenue Authority and assigned the Taxpayer Identification Number

109-110-027

with effect from

01-12-2009



JOANNES N. A. MALLY

OFF ROUTE TECHNOLOGIES COMPANY LTD P.O. BOX 13811, DAR ES SALAAM TANZANIA

Detailed list of equipment for plant selection

NO.	ITEM NAME	TIN NUMBER	ITEM GROUP	QUANTITY	EXEMPTION REFERENCE NO.
1	ROLLS LAYFLAT HOSE	109-110-027	PLANT PARTS	03PC	
2	BENFORD TEREX TV1200	109-110-027	MACHINE	01PC	
3	BELLE 100XT DIESEL DRIVEN SITE MIXER	109-110-027	MACHINE	01PC	
4	TOYOTA LAND CRUISER	109-110-027	VEHICLE	01PC	
5	DIESEL ENGINE FOR MIXER	109-110-027	MACHINE	01 PC	
6	ROAD CONES	109-110-027	SAFETY KIT	25 PC	
7	HONDA WB20XT WATER TRANFER PUMP	109-110-027	MACHINE	01 PC	
8	PACK OF ASSORTED HYDRAULIC AND AIR HOSES	109-110-027	PLANT PARTS	01 PC	
9	PIECES OF STEEL 8' X 8" WEIGH BRIDGE	109-110-027	WEIGH BRIDGE	08PCS	
10	PORTAPAC	109-110-027	MACHINE	01 PC	
12	SEDDON ATKINSON PRESSURE PLATE	109-110-027	TRUCK PARTS	01 PC	



13	EXTEC BEARINGS	109-110-027	PLANT PARTS	01 PCS	
14	EXTEC EN1320 OUTER FILTER	109-110-027	PLANT PARTS	02 PCS	
15	EXTEC INNER FILTER DEUTZ SAFETY ELEMENT	109-110-027	PLANT PARTS	01 PCS	
16	EXTEC HF4000 HYDRAULIC AIR TANK BREATHER	109-110-027	PLANT PARTS	02 PC	
17	EXTEC ENDLESS BELT CB155500800CH	109-110-027	PLANT PARTS	01 PC	
18	EXTEC BT6515180 INSERT	109-110-027	PLANT PARTS	04 PC	
19	EXTEC BT8501 COUPLING	109-110-027	PLANT PARTS	08 PCS	
20	EXTEC SPC V BELT	109-110-027	PLANT PARTS	12 PC	
21	EXTEC PIXB126 BELT	109-110-027	PLANT PARTS	08 PC	
22	EXTEC B14217 BELT	109-110-027	PLANT PARTS	08PC	
23	EXTEC BELT CLIPS 100 PER BUCKET	109-110-027	PLANT PARTS	01PC	
24	EXTEC BELT CLIP TOOL	109-110-027	PLANT PARTS	01PC	
25	EXTEC BELT CLIP WRENCH	109-110-027	PLANT PARTS	01PC	
26	EXTEC 15.9 MTR x 1800MM 3115/3 C15 CLIPPED ENDLESS BELT	109-110-027	PLANT PARTS	01PC	
27	EXTEC E7 TOP DECKS 35 MM	109-110-027	PLANT PARTS	04PC	
28	EXTEC 8X5X5MM P/WIRE	109-110-027	PLANT PARTS	03PC	



29	EXTEC SM01 CAPPING RUBBER	109-110-027	PLANT PARTS	01PC	
30	CLARKE SUBMERSIBLE PUMP	109-110-027	PLANT PARTS	02PC	
31	BATTERY CHARGER 12-24 V BOOST START	109-110-027	PLANT PARTS	01PC	
32	WELDING SET	109-110-027	PLANT PARTS	02PC	
33	BEDFORD TYRES ON RIMS	109-110-027	TRUCK PARTS	06PC	
34	ROLL OF WIRE	109-110-027	PLANT PARTS	01PC	
35	GAS BOTTLE TROLLEY	109-110-027	PLANT PARTS	01PC	
36	ASSORTED HOSES	109-110-027	PLANT PARTS	01PC	
77	MIXED NUTS AND BOLTS	109-110-027	PLANT PARTS	01KIT	
38	FIRE EXTINGUISHER	109-110-027	SAFETY KIT	06PC	
39	ELECTRIC FUEL PUMPS WITH METERS	109-110-027	PLANT PARTS	02PC	
40	110V GENERATOR	109-110-027	MACHINE	01PC	
41	STRETCHER	109-110-027	SAFETY KIT	01PC	
42	ROLLS OF PLASTIC FENCING 4KG X 50M	109-110-027	PLANT PARTS	05PC	
43	ROPE ROLL	109-110-027	PLANT PARTS	01 ROLL	
44	GREASE GUNS	109-110-027	PARTS	02PC	
45	LIFEBOUY	109-110-027	SAFETY KIT	01KIT	
46	5 GALLON GERRY CANS	109-110-027	EQUIPMENT	02PC	



47	GEAR UNIT AND CHAIN	109-110-027	PLANT PARTS	01PC	
48	WELDER	109-110-027	MACHINE	01PC	
49	ASSORTED METER SHEETING	109-110-027	PLANT PARTS	01PC	
50	PACK OF PLASTIC SHEETING	109-110-027	EQUIPMENT	01PC	
51	PALLET OF ASSORTED FILTERS	109-110-027	PLANT PARTS	01PC	
52	BAGS OF MAGNETITE	109-110-027	EQUIPMENT	04PC	
53	PALLET OF RIPPER TIPS / TEETH	109-110-027	PARTS	01PC	



TICC/PP.10/042169/10

26/02/2014

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: DUTY/VAT REMISSIONS ON THE CAPITAL/DEEMED
CAPITAL GOODS OF CERTIFICATE OF INCENTIVES NO.
042169**

M/S Off Route Technology (T) Limited is a TIC registered company with certificate of incentives **No. 042169** which is valid up to **January 2015**

The company has been registered with objectives of establishing a facility to process, purify coal.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty and VAT remissions approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE

// *N.A. Senzia*

N.A. Senzia

FOR: EXECUTIVE DIRECTOR

TTC

9

**OFF ROUTE TECHNOLOGIES (T) LTD.
P.O. BOX 13811 DAR ES SALAAM**

24/02/2014.

**COMMISSIONER FOR CUSTOMS,
P.O. BOX 9053,
DAR ES SALAAM.**



Received on
24/2/2014

Mr
TTC

**UFS;
EXECUTIVE DIRECTOR – TIC,
P.O. BOX 938,
DAR ES SALAAM.**

**REF: DUTY/VAT EXEMPTION ON CAPITAL/DEEMLY CAPITAL GOODS
(ADDITIONAL LIST).**

The captioned above is referred. We **OFF ROUTE TECHNOLOGIES LIMITED** would like to ask your good office for Duty/VAT Exemption on our here with attached list of goods.

We are extending our project as we find it is necessary for us to import various goods. Herein after are the attachments of the list of equipment we are adding for enlargement of our investment and necessary official documents for our company.

We hope that our request will be positively responded.

Yours Faithfully,

Adinani Kajuna – (For) OFF ROUTE TECHNOLOGIES LIMITED.



Number of True Copies
of the Original
Specimens
Date: 24/2/2014



00218454

For: Executive Director THE UNITED REPUBLIC OF TANZANIA
Tanzania Investment Centre

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042169

This is to certify that

OFF ROUTE TECHNOLOGIES (T) LTD

of address P.O. BOX 13811

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation~~ ~~expansion~~
~~or~~ ~~extension~~ of the enterprise known as

OFF ROUTE TECHNOLOGIES (T) LTD

Which is located at NGANA, KYELA

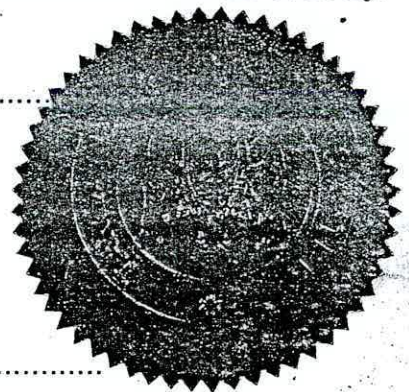
MBEYA

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

.....
Ag. Executive Director

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

Dated 10TH FEBRUARY, 2012



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

Shareholders	Nationality	Shareholding (%)
<u>Mary Elisabeth Brown</u>	<u>United Kingdom</u>	<u>80</u>
<u>Daudi Nelbert Mboma</u>	<u>Tanzanian</u>	<u>20</u>
.....
.....

2. Proposed Activities: To establish a facility to process, purify coal prior distribution to consumers

3. Sector: Manufacturing Subsector: Coal Refining Plant

4. Investment cost: Foreign USD 0m. Local USD 2.825m. Total USD 2.825m.

5. Project Financing:

Equity.....	<u>USD 0.442m.</u>	Loans.....	<u>USD 2.4m.</u>	Total.....	<u>USD 2.842m.</u>
-------------	--------------------	------------	------------------	------------	--------------------

6. Source, terms and conditions of loan: none

7. Assets to be invested:

Capital items:	Foreign	Local	Total
	<u>USD 0m.</u>	<u>USD 2.825m.</u>	<u>USD 2.825m.</u>

8. Technology Agreement: none

9. Date of TIC Registration: 1st February, 2012

10. Implementation period: February, 2012 - January, 2015

11. Operative date: February, 2015

12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
 - (i) Applicable Import Duty And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997
 - (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: None

Signed 
 Ag. Executive Director

CTIN.:

0666048



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION

FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

THIS IS TO CERTIFY THAT

OFF-ROUTE TECHNOLOGIES (T) LIMITED

has been registered with the Tanzania Revenue Authority and assigned the Taxpayer

Identification Number

109-110-027

with effect from

01-12-2009



JOANNES N. A. MALLY



TANZANIA REVENUE AUTHORITY

TRA/CE/C/P20/08/2037

22nd March, 2012,

Managing Director,
Off Route Technologies (T) Limited,
P.O.BOX 13811,
DAR ES SALAAM

**RE: DUTY /VAT EXMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO.042169 OF 10.02.2012.
TIN: 109-110-027.**

We are writing in response to your letter Ref.ORT/TIC/01/12 dated, 3rd March, 2012, supported by the letter Ref.TICC/PP.10/042169/6 of 08th March, 2012 from Tanzania Investment Centre regarding the captioned subject.

We hereby approve and confirm a **single page of items** herein referred as capital/deemed capital goods for facilitation of your project with certificate of incentives mentioned above.

The approved goods will be assessable at 0% Import Duty and VAT relief under the 3rd Schedule to the VAT Act, Cap.148; upon completion of form VAT 224 duly approved by the Commissioner for Domestic Revenue for local purchases and Commissioner for Customs and Excise for importations.

Sincerely yours,

Said Athumani

For: COMMISSIONER FOR CUSTOMS AND EXCISE.

NK/
C.C: Commissioner for Domestic Revenue
C.C: Manager- TRA Mbeya,
C.C: Executive Director,
Tanzania Investment Centre,
DSM.

ISO 9001:2008 Certified

CUSTOMS & EXCISE DEPARTMENT

Sokoine Drive, P.O. Box 9053, Dar es Salaam, Tanzania

Tel: 255-22-2117765 or 255-22-2127783/4/6/8 Fax: 255-22-2138878/2135193

575 CG

**LIST OF MACHINES AND TRUCKS IN RESPECT OF
OFF ROUTE TECHNOLOGIES (T) LTD**

NO.	NAMES OF MACHINES/TRUCKS	UNITS (Pcs)
1	Bell B40D dumptrucks	6
2	13m trailers containing a coal was plant	7
3	Truck with cranes	2
4	King trailers for the above	2
5	Casagrande C6 drill rig	1
6	Coal bagging plants	3
7	Weigh bridges	2
8	Water truck	1
9	Tractor	1
10	Nooteboom trailer	1
11	Truck (6x4 tractor units)	2
12	Truck (4x4 fuel bowsers)	2
13	Truck (4x4 personnel carriers)	2
14	Truck (flatback)	2
15	Bulldozers and ripper	2
16	Bulldozer	1
17	Excavators	3
18	Wheeled loaders	4
19	Wheeled loader	1
20	Crane	1
21	Skidsteers	2
24	Grader	1





TANZANIA REVENUE AUTHORITY

TRA/CE/C/P.20/08/3285

09th July, 2013

✓ Managing Director,
Off Route Technologies (T) Ltd,
F.O.BOX 13811,
DAR ES SALAAM.

**RE: DUTY /VAT EXMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO.042169 OF 10.02.2012
TIN: 109-110-027**

We are writing in response to your letter dated 24th June, 2013 as supported by the letter TICC/PP.10/042169 of 03rd July, 2013, from Tanzania Investment Centre, regarding the captioned subject.

We hereby approve and confirm additional items as per a single page list herewith attached as capital/deemed capital goods for establishment and facilitation of your project with certificate of incentives mentioned above.

The approved goods will be assessable at 0% Import Duty and VAT removal. Please complete VAT form 224 and submit for approval to the Commissioner for Domestic Revenue for local purchases and Commissioner for Customs and Excise for importations.

Sincerely yours,

Godfrey Kitundu

For: COMMISSIONER FOR CUSTOMS AND EXCISE.

NK/

C.C: Manager Tax Exemption,
C.C: Manager- TRA Mbeya,
C.C: Executive Director,
Tanzania Investment Centre,
DSM.

ISO 9001 : 2008 Certified

CUSTOMS & EXCISE DEPARTMENT

Sokoine Drive, P.O. Box 9053, Dar es Salaam, Tanzania

Tel: +255-22-2117765, or 255-22-2127783/4/6/8 Fax: +255 22 2138878/2135193

OFF ROUTE TECHNOLOGIES COMPANY LTD P.O. BOX 13811, DAR ES SALAAM TANZANIA

Detailed list of equipment for plant selection

No.	ITEM NAME	UNIT MEASUREMENT	TIN NUMBER	ITEM GROUP	QUANTITY	EXEMPTION REFERENCE NO.
1	SEDDON ATKINSON	25,000 KGS	109-110-027	VEHICLE	10 PC	
2	FRUEHOF TRAILER	39,000 KGS	109-110-027	VEHICLE	10 PC	
3	TOYOTA LANDCRUISER	4X4 TOYOTA LANDCRUISER	109-110-027	VEHICLE	05 PC	
4	GENERATORS	50KVA	109-110-027	EQUIPMENT	03 PCS	
5	SURE WASHER	PRESSURE WASHER	109-110-027	EQUIPMENT	01 PC	

TANZANIA REVENUE AUTHORITY
 CUSTOMS AND TRADE FACILITATION UNIT
 09 JUL 2013
Approved

OFF ROUTE TECHNOLOGIES (T) LIMITED
 P.O. Box 13811
 DAR ES SALAAM TANZANIA

OFF ROUTE TECHNOLOGIES COMPANY LTD P.O. BOX 13811, DAR ES SALAAM TANZANIA

Detailed list of equipment for plant selection

NO.	ITEM NAME	UNIT MEASUREMENT	TIN NUMBER	ITEM GROUP	QUANTITY	EXEMPTION REFERENCE NO.
1.	BELL B40D	28,850KGS	109-110-027	DUMP TRUCK	03PC	



TIC

PROGRESS REPORT

ON

COAL PROCESSING AND PURIFICATION PROJECT

PREPARED BY

OFF ROUTE TECHNOLOGIES (T) LTD

P. O. BOX 13811

DAR ES SALAAM

SUBMITTED TO:

TANZANIA INVESTMENT CENTRE

February, 2014

Project Name: OFF ROUTE TECHNOLOGIES (T) LTD

Location: Ngana Kyela – MBEYA

Contacts: Tel: 0755173377

Contact person: Simon Brown position: Managing director

The shareholders of the project are

Mery Elizabeth Brown UK 80%

Daudi Nelbert Mboma Tz 20%

Planned activities:

The project was registered by TIC in the year 2012 for the objective of establishing a facility to process and purify coal prior to distribution to customers.

Future plans

Currently the project has procured 3 dumper truck and is expecting to use them expand the project operations at site; it is in the process to clear the arrival of those trucks from South Africa. Also there will be procurement of motor vehicles in the near future. This in general will increase the number of project's Tanzanian employees and its output quantity.

Recommendations

- The project recommends the role of TIC in investments facilitation be maintained as it has been vital to our project establishment and operations.
- The project invites TIC to visit its site for physical evaluation and advice on development.

Following please see the photos of the project plant and equipments.

















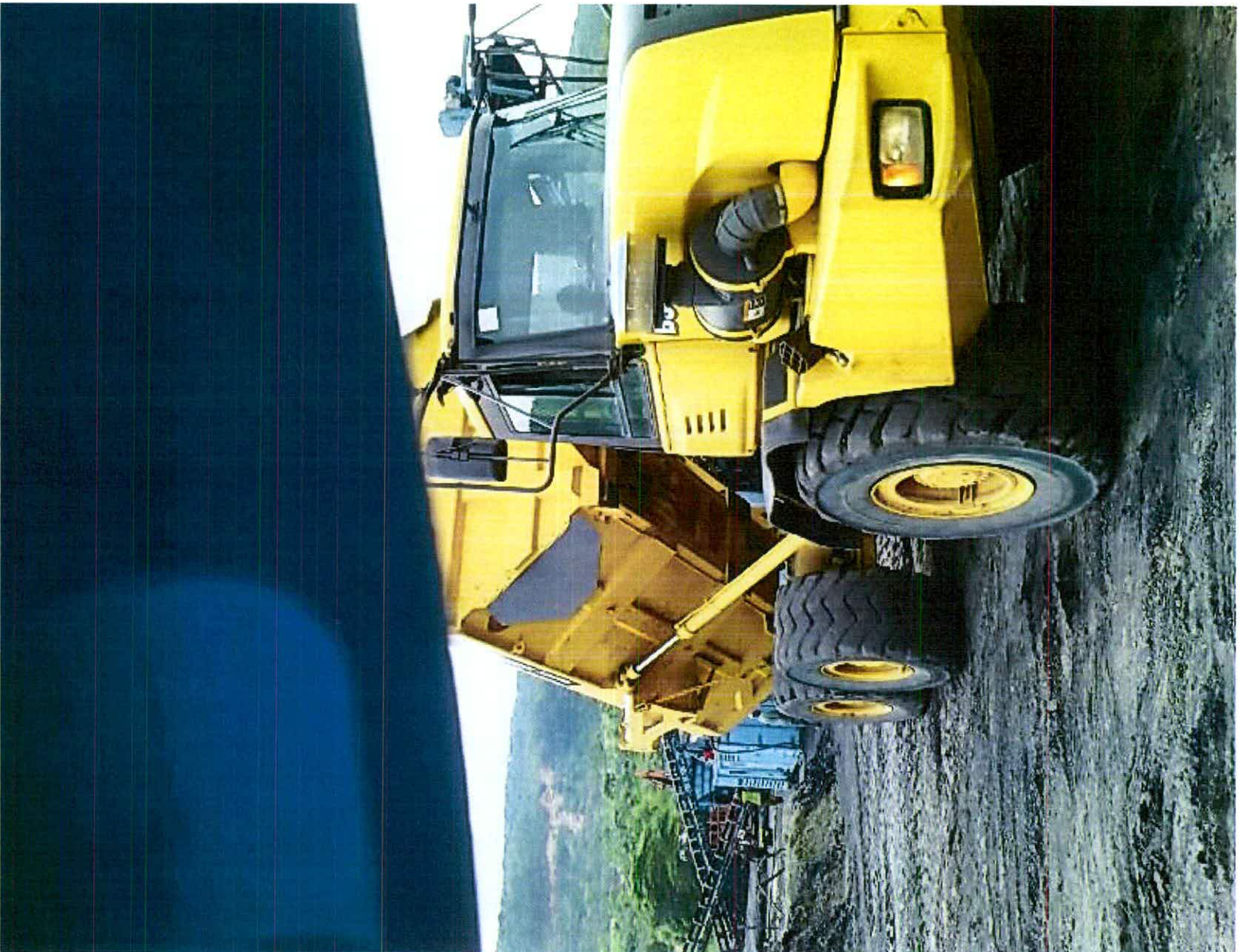




























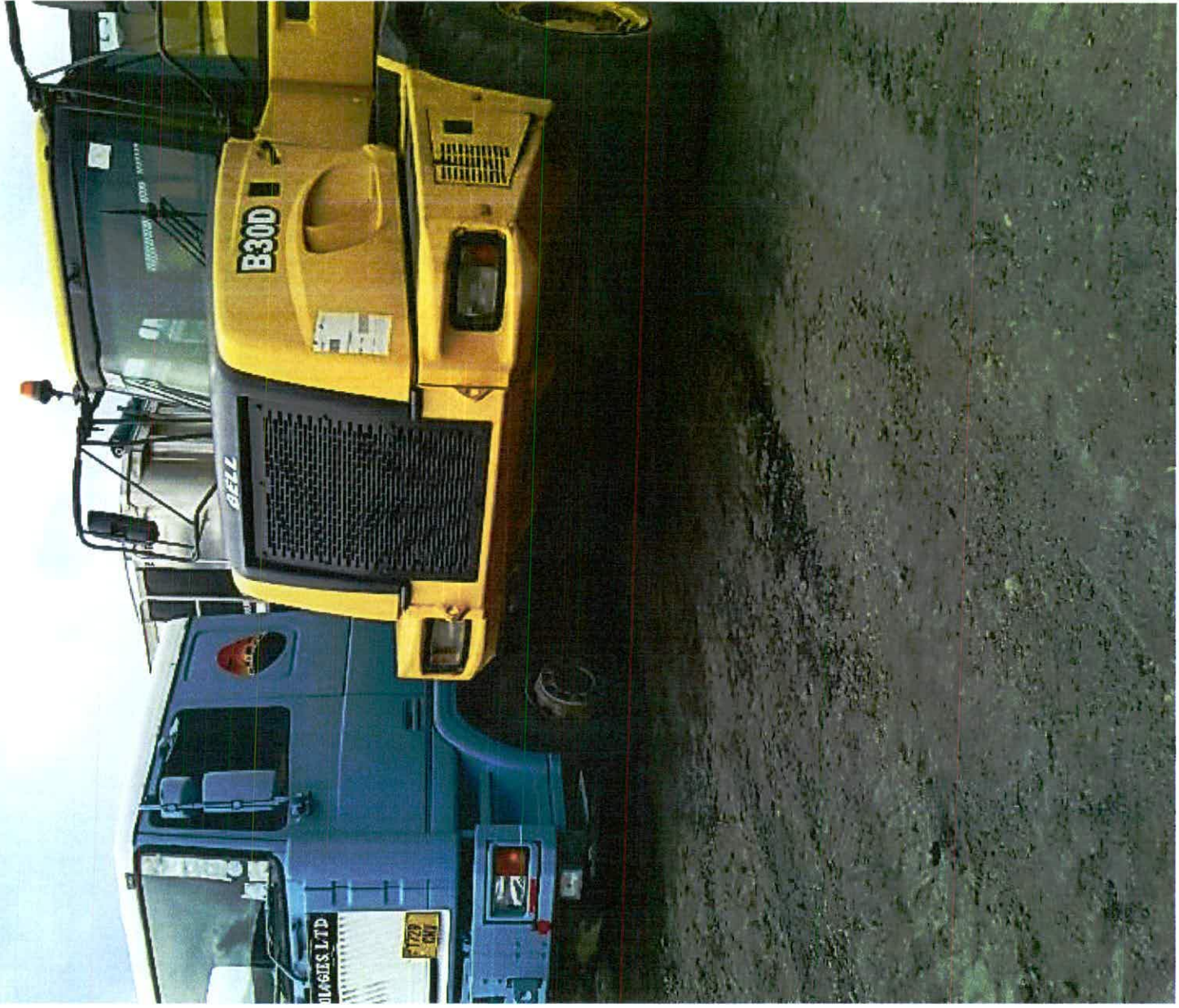








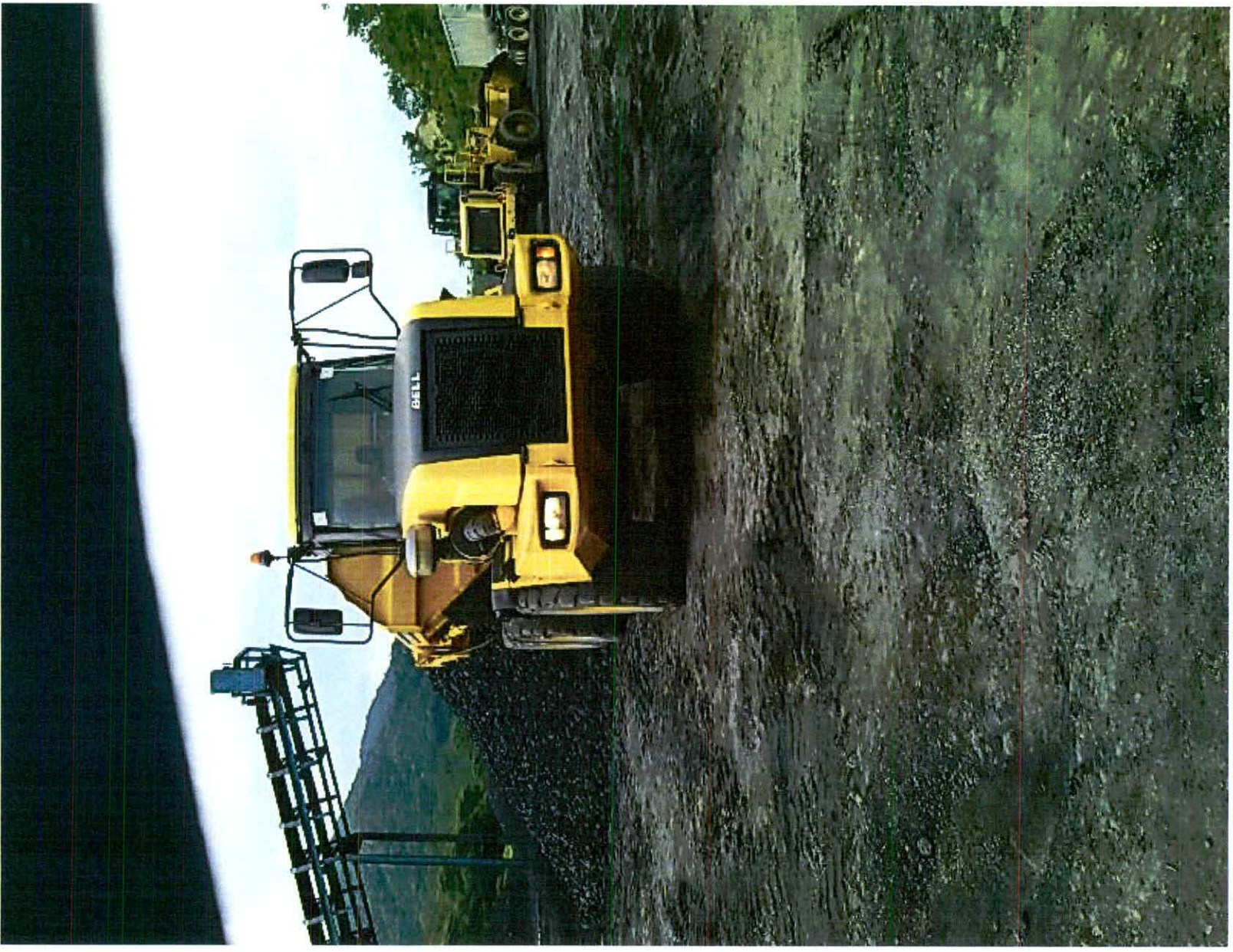
















TICC/PP.10/042169/8

03/07/2013

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: ~~DUTY~~/VAT REMISSIONS ON CAPITAL/ DEEMED CAPITAL
GOODS – CERTIFICATE OF INCENTIVES No: 042169**

M/S Off Route Technologies (T) Limited is a TIC registered company with certificate of incentives **No. 042169** which is valid up to **January 2015**

The company has been registered with objectives of establishing a facility to process and purify coal.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty/ VAT remissions approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE



N.A. Senzia

FOR: EXECUTIVE DIRECTOR



00218454

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042169

This is to certify that

.....
OFF ROUTE TECHNOLOGIES (T) LTD
.....

.....
of address P.O. BOX 13811
.....

.....
DAR ES SALAAM
.....

.....
*has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation~~ ~~expansion~~
~~activity~~ of the enterprise known as*

.....
OFF ROUTE TECHNOLOGIES (T) LTD
.....

.....
Which is located at NGANA, KYELA
.....

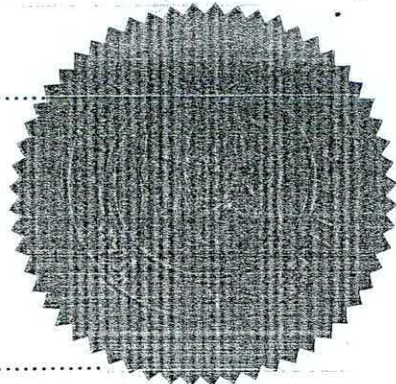
.....
MBEYA
.....

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

.....
Ag. Executive Director

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

.....
Dated 10TH FEBRUARY, 2012



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:—

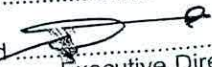
1. Shareholders

	Nationality	Shareholding (%)
Mary Elisabeth Brown	United Kingdom	80
Daudi Nelbert Mboma	Tanzanian	20

2. Proposed Activities To establish a facility to process, purify coal prior distribution to consumers
3. Sector: Manufacturing Subsector Coal Refining Plant
4. Investment cost: Foreign USD 0m. Local USD 2.825m. Total USD 2.825m.
5. Project Financing: Equity USD 0.442m. Loans USD 2.4m. Total USD 2.842m.
6. Source, terms and conditions of loan none

7. Assets to be invested:

	Foreign	Local	Total
Capital items:			
	<u>USD 0m.</u>	<u>USD 2.825m.</u>	<u>USD 2.825m.</u>
8. Technology Agreement none
9. Date of TIC Registration: 1st February, 2012
10. Implementation period February, 2012 – January, 2015
11. Operative date February, 2015
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
 - (i) Applicable Import Duty And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997
 - (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.
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 - (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 None

Signed 
Ag. Executive Director

CTIN: 0686048



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION

FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

THIS IS TO CERTIFY THAT

OFF ROUTE TECHNOLOGIES (T) LIMITED

has been registered with the Tanzania Revenue Authority and assigned the Taxpayer Identification Number

109-110-027

with effect from 01-12-2009

JOANNES N. A. MALLY

TANZANIA



Certificate of Incorporation

Section 15

No 73720

I HEREBY CERTIFY THAT

OFF ROUTE TECHNOLOGIES (T) 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 19TH day of NOVEMBER

TWO THOUSAND AND NINE



[Signature]
Asst. Registrar of Companies

OFF ROUTE TECHNOLOGIES COMPANY LTD P.O. BOX 13811, DAR ES SALAAM TANZANIA

Detailed list of equipment for gold plant selection

NO	ITEM NAME	UNIT MEASUREMENT	TIN NUMBER	ITEM GROUP	ITEM PRICE	QUANTITY	EXEMPTION REFERENCE NO
1	SEDDON ATKINSON	25,000 KGS	109-110-027	TRACTOR UNIT		01Pc	
2	FRUEHOF TRAILER	39000 KG	109-110-027	TIPPER TRAILER		01Pc	
3	TOYOTA LANDCRUISER	4 X 4 TOYOTA LANDCRUISER	109-110-027	LANDCRUISER		01Pc	
4	GENEARTORS	50KVA	109-110-027	GENERATORS		03Pcs	
5	PRESSURE WASHER	PRESSURE WASHER	109-110-027	PRESSURE WASHER		01Pc	



6

TICC/PP.10/042169/6

08/03/2012

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: DUTY/ VAT REMISSIONS ON CAPITAL/ DEEMED CAPITAL
GOODS – CERTIFICATE OF INCENTIVES No: 042169**

M/S Off Route Technologies (T) Limited is a TIC registered company with certificate of incentives **No. 042169** which is valid up to **January 2015**

The company has been registered with objectives of establishing a facility to process and purify coal.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty/ VAT remissions approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE



Revocatus Arbogast

FOR: EXECUTIVE DIRECTOR

TIC

OFF ROUTE TECHNOLOGIES (TANZANIA) LIMITED
PO BOX 13811, 20 OCEAN ROAD
DAR ES SALAAM
TANZANIA

5

Our ref : ORT/TIC/01/12

3 March 2012

Commissioner for Customs & Excise
PO Box 9053
Dar es Salaam

UFS

Executive Director TIC
PO Box 938
Dar es Salaam

Dear Sirs



Duty/VAT Exemption

Refer to your instructions on the above subject.

We request your good office to confer upon waive of custom duties on clearing the 51 units which we expect to ship in three phases depending upon shipping lines availability. We anticipate the first phase will be ready for shipment in approximately 14 days from the date of this letter.

In this respect please find attached copies of list of machines and trucks for your further action.

We thank you for your usual co-operation.

Yours faithfully
Off Route Technologies (Tanzania) Limited

M B Brown

Managing Director



Registration No 73720



TANZANIA REVENUE AUTHORITY

Certificate of Registration for Value Added Tax (VAT)

(ISSUED UNDER SECTION 20 OF THE VALUE ADDED TAX ACT NO. 24 OF 1997)

**THIS IS TO CERTIFY THAT
OFF ROUTE TECHNOLOGIES (T) LIMITED**

WHOSE TAXPAYER IDENTIFICATION NUMBER (TIN) IS

109-110-027

HAS BEEN REGISTERED FOR VALUE ADDED TAX (VAT)

AND ASSIGNED VAT REGISTRATION NUMBER (VRN)

40-011219-C

**FOR BUSINESS LOCATED AT OCEAN ROAD 20
DAR ES SALAAM**

WITH EFFECT FROM 20 February 2012

GIVEN UNDER MY HAND

THIS 17th DAY OF February 2012

**P. N. Kassera
COMMISSIONER FOR VAT**



**Certified true copy of
the original document!**



NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF

REQUIREMENTS OF THIS CERTIFICATE

- 1. The taxable person must show his VAT registration number in any return, tax invoices issued, notice of appeal, or other document used for the purpose of the VAT Act.**
- 2. This certificate should be displayed in a conspicuous position at the principal place of business.**

**LIST OF MACHINES AND TRUCKS IN RESPECT OF
OFF ROUTE TECHNOLOGIES (T) LTD**

NO.	NAMES OF MACHINES/TRUCKS	UNITS (Pcs)
1	Bell B40D dumptrucks	6
2	13m trailers containing a coal was plant	7
3	Truck with cranes	2
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6	Coal bagging plants	3
7	Weigh bridges	2
8	Water truck	1
9	Tractor	1
10	Nooteboom trailer	1
11	Truck (6x4 tractor units)	2
12	Truck (4x4 fuel bowsers)	2
13	Truck (4x4 personnel carriers)	2
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19	Wheeled loader	1
20	Crane	1
21	Skidsteers	2
24	Grader	1





00218454

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042169

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OFF ROUTE TECHNOLOGIES (T) LTD

of address P.O. BOX 13811

DAR ES SALAAM

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

OFF ROUTE TECHNOLOGIES (T) LTD

Which is located at NGANA, KYELA

MBEYA

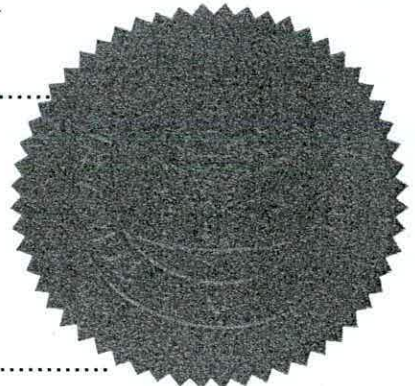
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.



Ag. Executive Director

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

Dated 10TH FEBRUARY, 2012



LEASE AGREEMENT

THIS LEASE AGREEMENT is made on ^{27th} day of September 2011

BETWEEN

Josam Raphael Mlaki, a male, natural person of P. O Box 35661 Dar es Salaam (hereinafter referred to as **"The lessor"**) which expression shall where the context so admits include its successors, assignees and agents of one part.

AND

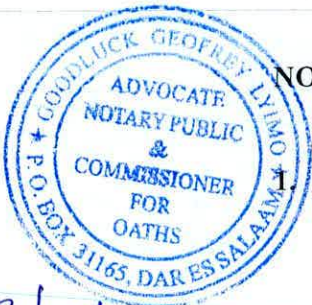
OFF ROUTE TECHNOLOGIES (T) LIMITED a limited liability Company of P.O. Box 13811, Dar es Salaam (hereinafter referred to as **"The lessee"** which expression shall where the context so admits include its successors, assignees and agents) of the other part.

WHERE AS

- A. the **Lessor** is the lawful owner of the premises comprise in the landed property known as a Plot No 24 Ngana, Kyela District comprising a total area of 23 squaremetres (m²) (hereinafter referred to as **"the Demised Premises"**)
- B. The Lessor has agreed to leased the demised premises to the **lessee** to hold and enjoy the same for **commercial purposes** on terms and conditions hereinafter appearing.

NOW THEREFORE THIS AGREEMENT WITNETH as follows:

The Lessor hereby demises unto the Lessee **All THAT** demised premises **TOGETHER WITH** the right of access **TO HOLD** unto the Leasee for a term of fiveyears commencing on the 1st November 2011 up to and including 30th October 2016 at a monthly rent of Tanzania Shillings **Three Hundred Thousand.**



13/02/12
[Signature]
Certified true copy of
the original document

Only (Tshs 300,000/=) only payable yearly in advance, (hereinafter referred to as "the Rent") to be furnished in the manner and style as hereunder:

- (i) The whole rent shall be paid in a single instalment annually in advance and the first instalment shall be paid in full by the **Lessee** to the **Lessor** within seven days of the date of signing this agreement without default.
 - (ii) That pursuant to sub paragraph (i) above the **Lessee** shall, pay to the **Lessor** the rent hereby agreed upon in a manner hereby appointed by either cash or cheque.
2. The Lessor hereby agrees to let the Lessee carry out necessary modifications, alterations, partitions, additions and whatever changes the Lessee may desire and deem fit to suit its purpose and operations to the Demised Premises during the Lease period, **PROVIDED ALWAYS**, that at the expiration of lease period all modifications, alterations, partitions, additions and whatever changes shall remain the property of Lessor upon fulfilling the terms and conditions of compensation hereinafter expressed.
 3. The Lessor hereby agrees that if he desires to sell the unexpired term of the right of occupancy of the Demised Premises, the Lessee shall be offered the first right to purchase the Demised Premises. **PROVIDED ALWAYS THAT** in case the Lessee has been offered an opportunity to exercise its first right to purchase and, has failed to purchase the Demised Premises, the Lessor may sale the Demised Premises to a third party and the tenancy hereby created shall be determined.
 4. The Lessor hereby agrees that if the tenancy hereby created shall be determined for any reasons whatever at the instance of the Lessor, including, sale of the Demised Premises to a third party, the Lessee shall be entitled to compensation as hereunder:
 - (i) Rent paid in advance for the unexpired term of Lease.

- (ii) Costs of modification, alterations, partitions and additions incurred by Lessee by The time the leases is determined.
- (iii) Any addition sums that shall be determined by the parties to be just compensation.
- 5. At any such time not later than three months before this lease expires, the Lessee may serve a notice to the Lessor signifying its lease its intention to renew The lease term at the time of expiry of this lease if it so wishes .
- 6. If the Lessee is desirous of taking a new lease of the Demised Premises after the Expiration of the term hereby granted and of such his desire gives to Lessor notice in writing not less than three months before the expiration of the said term then the Lessor shall at or before the expiration of the term hereby granted, grant to the Lessee a new lease of the Demised Premises for a further term of two years to commence from and after the expiration of the term hereby granted at the same Rent or at a Rent to be agreed between the parties hereto not less than three months before the expiration of the said term .

7. THE LESSEE HEREBY COVENANTS with the LESSOR:

- (i) To pay all rates ,taxes and other charges for the use of water, electricity and telephone in respect of the demised premises during the said term ;
Payable in respect of the demised property.
- (ii) At all times to keep the interior of the demised premises and appurtenances Thereof including doors, windows and other fixtures, fittings, electrical wires and fittings, water drains and other pipes and sanitary water apparatus herein, panting and decorations thereof in good repair and fair condition.
- (iii) To permit the Lessor and his agents and other persons authorized in writing By the Lessor to enter the demised premises at all reasonable time during day Time with prior consent, such consent not to be

unreasonably withheld, for the purposes of viewing the demised premises and undertaking any repairs necessary under the covenants hereinbefore or hereinafter contained.

- (iv) Not to do anything that will invalidate the policy of insurance against fire or that which may increase the premium in respect of the demised premises and to pay to the **Lessor** sums paid by way of insurance premium, and any expenses incurred by the **Lessor** due to the **Lessee's** breach of this covenant.
- (v) Not to assign, sublet or part with the possession of the demised premises hereby demised without the written consent and permission of the **Lessor**.
- (vi) Not to use the demised premises in a way which would create nuisance or any damage to the public neighbours.
- (vii) On the expiration of the lease term to deliver up the demised premises to the **Lessor** with all keys, locks and fasteners in good repair and condition, reasonable wear and tear excepted.

8. THE LESSOR COVENANTS WITH THE LESSEE AS FOLLOWS:

- (i) To keep the exterior and main structure of the demised premises in good repair and on receipt of notice from the **Lessee** remedy the faults.
- (ii) To pay all the site rates, land rents and other imposition during the said term.
- (iii) To give vacant possession of the Demised Premises to **Lessee**, free of any kind of occupation.
- (iv) The **Lessee** paying the rent hereby agrees upon observing and performing the covenants and stipulations herein on the part of the

Lessee contained shall peacefully hold and enjoy the demised premises during the term created without interruption by the **Lessor**.

9. **PROVIDED ALWAYS** and it is hereby agreed as follows;

- (i) That the tenancy hereby created shall be determinable at the option of either party by giving the other party a three months' notice in writing. Such notice shall be served through registered mail at the respective party's address at the head of this Agreement.
- (ii) That if the **Lessor** gives notice in writing to the **Lessee** as above, without reasonable cause and where the **Lessee** has not breached any of the covenants in this lease agreement, the **Lessor** shall pay the **Lessee**, compensation as detailed in clause 4 hereinabove.

10. That any demand for payment or notice requiring to be made upon or given to the **Lessee** shall be sufficiently made or given if sent by the **Lessor** or his agents through the post by registered letter addressed to the **Lessee** at the demised premises, and that notice requiring to be given to the **Lessor** shall be sufficiently given if sent by the **Lessee** through the post by registered mail addressed to the **Lessor** at his postal address above, **AND** that any demand or notice sent by post in either case shall be assumed to have been delivered in the usual course of post.


11. The rent agreed upon may be revised after the expiry of the lease term.

12. This lease shall be governed and construed in accordance with the laws of United Republic of Tanzania.

IN WITNESS WHEREOF the parties herein have hereto signed this deed on the day, month, year and the manner as hereinafter appearing.

SIGNED AND DELIVERED at Dar es Salaam by the said HEBRON B. MILITARY being the lawful Attorney and duly authorized representative of Josam Raphael Mlaki who is known to me personally/identified to me by..... the latter being personally known to me in my presence this 27th day of September 2011.


LESSOR

Name: S. AMBWE M. SPITAMBA
Signature: [Signature]
Qualification: ADVOCATE


SIGNED AND DELIVERED at Dar es Salaam by the said Peter Londo being the lawful Attorney and duly authorized representative of Off Route Technologies (T) Limited who is known to me personally/identified to me by..... the latter being personally known to me in my presence this 27th day of September 2011.

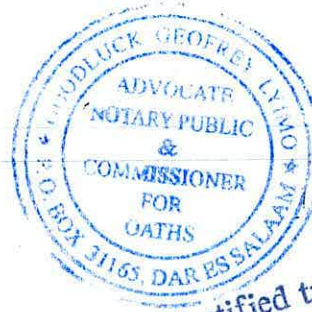

LESSEE

Name: S. AMBWE M. SPITAMBA
Signature: [Signature]
Qualification: ADVOCATE


DRAWN BY:

HALLMARK ATTORNEYS,
20 OCEAN ROAD,
P.O. BOX 13811,
DAR ESALAAM





18/02/11
[Signature]

Certified true copy of
the original document

LEASE AGREEMENT

THIS LEASE AGREEMENT made this 27th day of September 2011

BETWEEN

Josam Raphael Mlaki a male natural person of P.O BOX 35661. Dar es Salaam (Hereinater called-“the Lessor ”)which expression shall where the context so admits include his/her successors, assignees and agents of the one part.

AND

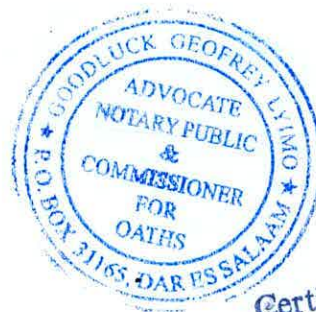
Off Route Technologies (T) Limited a limited liability Company of P.O. BOX 13811, Dar es Salaam (here after called “the Lessee ” which expression shall where the context so admits include its successors, assignees and agents), of the other part .

WHEREAS

- A. The Lessor is the lawful owner of the premises comprise in the landed property Known as Plot No. 22 Block U, Soweto Industrial Area , Mbeya Municipality comprising a total area ofSquare metres (hereafter referred to as “ the Demised Premises ”)
- B. The Lessor has agreed to leased the demised premises to the lessee to hold and Enjoy the same for commercial purposes on terms and conditions hereinafter appearing.

NOW THIS AGREEMENT WITNESSETH as follows :

- 1. The Lessor hereby demises unto the Lessee All THAT demised premises TOGETHER WITH the right of access TO HOLD unto the Lessee for a term Of one year commencing on the 1st November 2011 upto and including 30th October 2012 at a monthly rent of Tanzania Shilling Three Hundred Thousand.



13/02/12
Glyimo

Certified true copy of the original document

Only (Tshs 300,000/=) only payable yearly in advance, (hereinafter referred to as "the Rent") to be furnished in the manner and style as hereunder:

- (i) The whole rent shall be paid in a single instalment annually in advance and the first instalment shall be paid in full by the **Lessee** to the **Lessor** within seven days of the date of signing this agreement without default.
- (ii) That pursuant to sub paragraph (i) above the **Lessee** shall, pay to the **Lessor** the rent hereby agreed upon in a manner hereby appointed by either cash or cheque.

2. The Lessor hereby agrees to let the Lessee carry out necessary modifications, alterations, partitions, additions and whatever changes the Lessee may desire and deem fit to suit its purpose and operations to the Demised Premises during the Lease period, **PROVIDED ALWAYS**, that at the expiration of lease period all modifications, alterations, partitions, additions and whatever changes shall remain the property of Lessor upon fulfilling the terms and conditions of compensation hereinafter expressed.

3. The Lessor hereby agrees that if he desires to sell the unexpired term of the right of occupancy of the Demised Premises, the Lessee shall be offered the first right to purchase the Demised Premises. **PROVIDED ALWAYS THAT** in case the Lessee has been offered an opportunity to exercise its first right to purchase and, has failed to purchase the Demised Premises, the Lessor may sale the Demised Premises to a third party and the tenancy hereby created shall be determined.

4. The Lessor hereby agrees that if the tenancy hereby created shall be determined for any reasons whatever at the instance of the Lessor, including, sale of the Demised Premises to a third party, the Lessee shall be entitled to compensation as hereunder:

- (i) Rent paid in advance for the unexpired term of Lease.

- (ii) Costs of modification, alterations, partitions and additions incurred by Lessee by The time the leases is determined.
- (iii) Any addition sums that shall be determined by the parties to be just compensation.
- 5. At any such time not later than three months before this lease expires, the Lessee may serve a notice to the Lessor signifying its lease its intention to renew The lease term at the time of expiry of this lease if it so wishes .
- 6. If the Lessee is desirous of taking a new lease of the Demised Premises after the Expiration of the term hereby granted and of such his desire gives to Lessor notice in writing not less than three months before the expiration of the said term then the Lessor shall at or before the expiration of the term hereby granted, grant to the Lessee a new lease of the Demised Premises for a further term of two years to commence from and after the expiration of the term hereby granted at the same Rent or at a Rent to be agreed between the parties hereto not less than three months before the expiration of the said term .

7. THE LESSEE HEREBY COVENANTS with the LESSOR:

- (i) To pay all rates ,taxes and other charges for the use of water, electricity and telephone in respect of the demised premises during the said term ;
Payable in respect of the demised property.
- (ii) At all times to keep the interior of the demised premises and appurtenances Thereof including doors, windows and other fixtures, fittings, electrical wires and fittings, water drains and other pipes and sanitary water apparatus herein, panting and decorations thereof in good repair and fair condition.
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unreasonably withheld, for the purposes of viewing the demised premises and undertaking any repairs necessary under the covenants hereinbefore or hereinafter contained.

- (iv) Not to do anything that will invalidate the policy of insurance against fire or that which may increase the premium in respect of the demised premises and to pay to the **Lessor** sums paid by way of insurance premium, and any expenses incurred by the **Lessor** due to the **Lessee's** breach of this covenant.
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- (vii) On the expiration of the lease term to deliver up the demised premises to the **Lessor** with all keys, locks and fasteners in good repair and condition, reasonable wear and tear excepted.

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- (i) To keep the exterior and main structure of the demised premises in good repair and on receipt of notice from the **Lessee** remedy the faults.
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- (iii) To give vacant possession of the Demised Premises to **Lessee**, free of any kind of occupation.
- (iv) The **Lessee** paying the rent hereby agrees upon observing and performing the covenants and stipulations herein on the part of the



TANZANIA INVESTMENT CENTRE

Shaaban Robert Street, P.O. Box 938, Dar Es Salaam, Tel. +255 22 2116328-31, Fax: +255 22 2118253

RECEIPT REC006084

No. 000833

Received from : OFF ROUTE TECHNOLOGIES (T) LTD

Address P.O. Box 13811 MBEYA

Received the sum of (In words): SEVEN HUNDRED FIFTY AND ZERO CENTS ONLY



Being payment in respect of : CERTIFICATE OF INCENTIVES

Amount : USD 750.00

Cash / Cheque No: D/Deposit 06/02

Date : 06-Feb-2012

BUisso

Receiving Officer

100

100

100

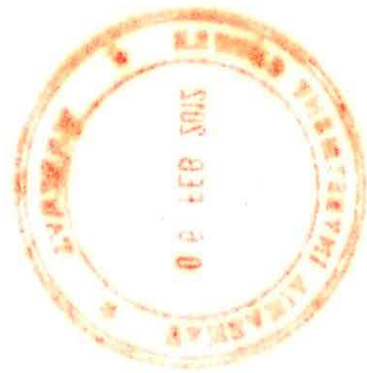
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TIC Evaluation Report

Name of the Company
Off Route Technologies (T) Ltd.

Post Box	Ngana, Kyela	COI Number	73720	Contact	Mr. Mary Elisabeth Brown
Post Office	13811	COI Date	19/11/2009	Designation	Managing Director
Region	Mbeya	Application F. No	09746	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0755 173 377
		Sub Sector	Coal Refining Plant	Fax	0
		File No	042169	E-Mail Address	Simon@Topdogltd.Co.Uk

Project Location		Investment Finance Plan in Millions USD											
Block	Ngana	<table border="1"> <thead> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> </thead> <tbody> <tr> <td>0</td> <td>0.442</td> <td>2.4</td> <td>0</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0	0.442	2.4	0			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
0	0.442		2.4	0									
Street	Ngana												
District	Kyela												
Region	Mbeya												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.15
Mary Elisabeth Brown	United Kingdom	80	Plant	2.5
Daudi Nelbert Mboma	Tanzanian	20	Vehicles	0.08
			Furniture & Fittings	0.015
			Pre-expenses	0
			Others	0
			Working Capital	0.08
			Total	2.825

Employment	17	Evaluated By	,wf officer2
Locality	xxxxx	Drawn By	wf registry2
Project Turn Over		Project Type	Mixed(Local & Foreign)

Description

To establish a facility to process, purify coal prior distribution to Consumers

Recommendations

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

Decision

Approved
~~_____~~
 Ag EXT
 31/01/12

OFF ROUTE TECHNOLOGIES (T) LIMITED

①

P.O Box 13811

Dar es Salaam

16th January 2012

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

Dear Sir/Madam,

We would like to introduce our Company that has been registered in Tanzania in 2009 with registration **No. 73720** based in Kyela Mbeya. The company is jointly owned by Local Tanzanian and Foreign National

Our company has proposed an establishment of a facility in **Ngana Kyela Mbeya** to refine raw Coal for distribution to final consumers.

Therefore we would like to register our project with the Tanzania Investment Centre in order to take advantage of the benefits under the scheme.

Please find enclosed the following:

1. TIC Application form signed by a Commissioner of Oaths
2. Receipt of Application fee.
3. Memorandum and Articles of Association.
4. Copy of Certificate of Incorporation.
5. Copy of Lease agreement for the project location/offices.
6. Board Resolution.
7. Feasibility Report

We hope that you will be able to review our application favorably and grant us the T.I.C. Certificate.

Sincerely,


Mary Elisabeth Brown
Managing Director



OFF ROUTE TECHNOLOGIES (T) LIMITED

P.O Box 13811

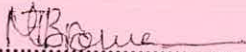
Dar es Salaam

EXTRACT OF MINUTES OF EXTRAORDINARY BOARD MEETING HELD AT THE
COMPANY'S REGISTERED OFFICE IN KYELA MBEYA ON 3rd December 2011, AT 12.00 PM

"SPECIAL RESOLUTION"

Among other issues related to a project to process raw coal (refining), It was resolved that the company apply for TIC certificate of incentive as per Tanzania Investment Act 1997 so that the project can enjoy various incentives as granted by the law

There being no other business to transact, the meeting was officially closed at 14.00AM


.....

Chairman


.....

Secretary

Date.....

4/12/2011

OFF ROUTE TECHNOLOGIES (T) LIMITED

P.O Box 13811

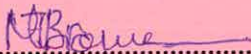
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Chairman



Secretary

Date.....

4/12/2011

TANZANIA



Certificate of Incorporation

Section 15

No 73720

I HEREBY CERTIFY THAT

OFF ROUTE TECHNOLOGIES (T) 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 19TH day of NOVEMBER

TWO THOUSAND AND NINE



[Handwritten signature]

Asst. Registrar of Companies



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 Mary Elisabeth Brown
(director/directors/agent of Off Route Technologies (T) Ltd
(name of business enterprise) apply for registration of OFF ROUTE TECHNOLOGIES (T)
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 Ngana Kyela Mbeya

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 Ngana Kyela Mbeya
4. The Principal Officers of the Company are Mary E. Brown
Daudi N. Mboma
5. Auditors of the Company are
6. The authorized share capital of the Company is Tshs./US\$ Five hundred
Million Tshs (500,000,000/-)

7. The intended capital investment of the Company in terms of Section 2(2) of the Act

is ~~Tsh~~/US\$ 2,825,000

8. The month and day of the financial year end is December 31st

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 ~~Tsh~~/US\$

100.00 Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, Mary Elisabeth Brown of Post Office Number 13811

Dar es Salaam do solemnly and sincerely declare that I am a director/duly

authorized agent of Off. Route Technologies (T) Ltd

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

Declared at Dar es Salaam }

The 16 day of January, 2012 }

Applicant

Before me:

X
.....
Commissioner for Oaths



APPLICATION SUMMARY

Company Name: OFF ROUTE TECHNOLOGIES (T) LIMITED

Certificate of Incorporation Number: 73720 Status:

Certificate of Incorporation Date: 19/11/2009

Post Box: 13811

Town: DAR-ES-SALAAM

Sector: Manufacturing Sub-Sector: Coal refining plant

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity 442,000 Local Equity Foreign Loan 2,383,000 Local Loan

Project Objectives: To establish a facility to process/refine/purify Coal prior distribution to consumers

Capacity:

Employment: Foreign: 5 Local: 12 Total: 17

Implementation Period: January 2012 - December 2014

Project Location

Site/Plot/Block No.: Ngana

Street: Ngana District: Kyela Region: Mbeya (Attach sketch map showing project location)

Table with 3 columns: Shareholders, Nationality, %

Empty table rows for additional shareholders

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

Land/Building	150,000
Plant	2,500,000
Vehicles	80,000
Furniture & Fittings	15,000
Pre-expenses	
Others	
Working Capital	80,000
TOTAL	2,825,000

Contact Details:

Name: Mary Elisabeth Brown Title: M.D

mobile Telephone: 0755 173377 Fax:

Email: simon@topdog.ltd.co.uk

Payments to be made payable to:

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

TUNAMBA

MBOGA

PTO IRINGA

A KIRI A

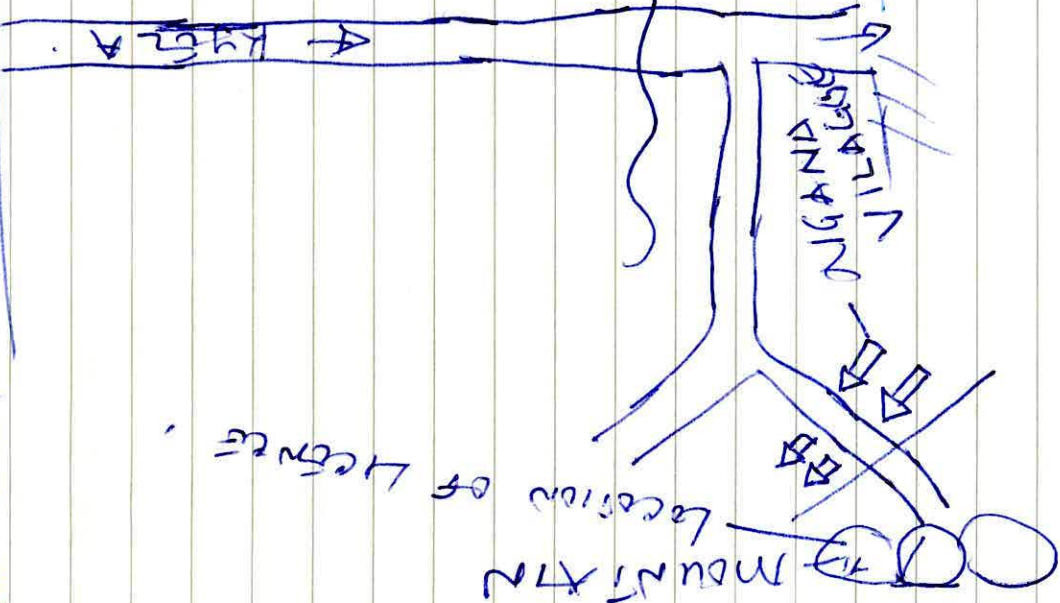
SONGWE RIVER

BOARDEO KASUMULO
MAZANI

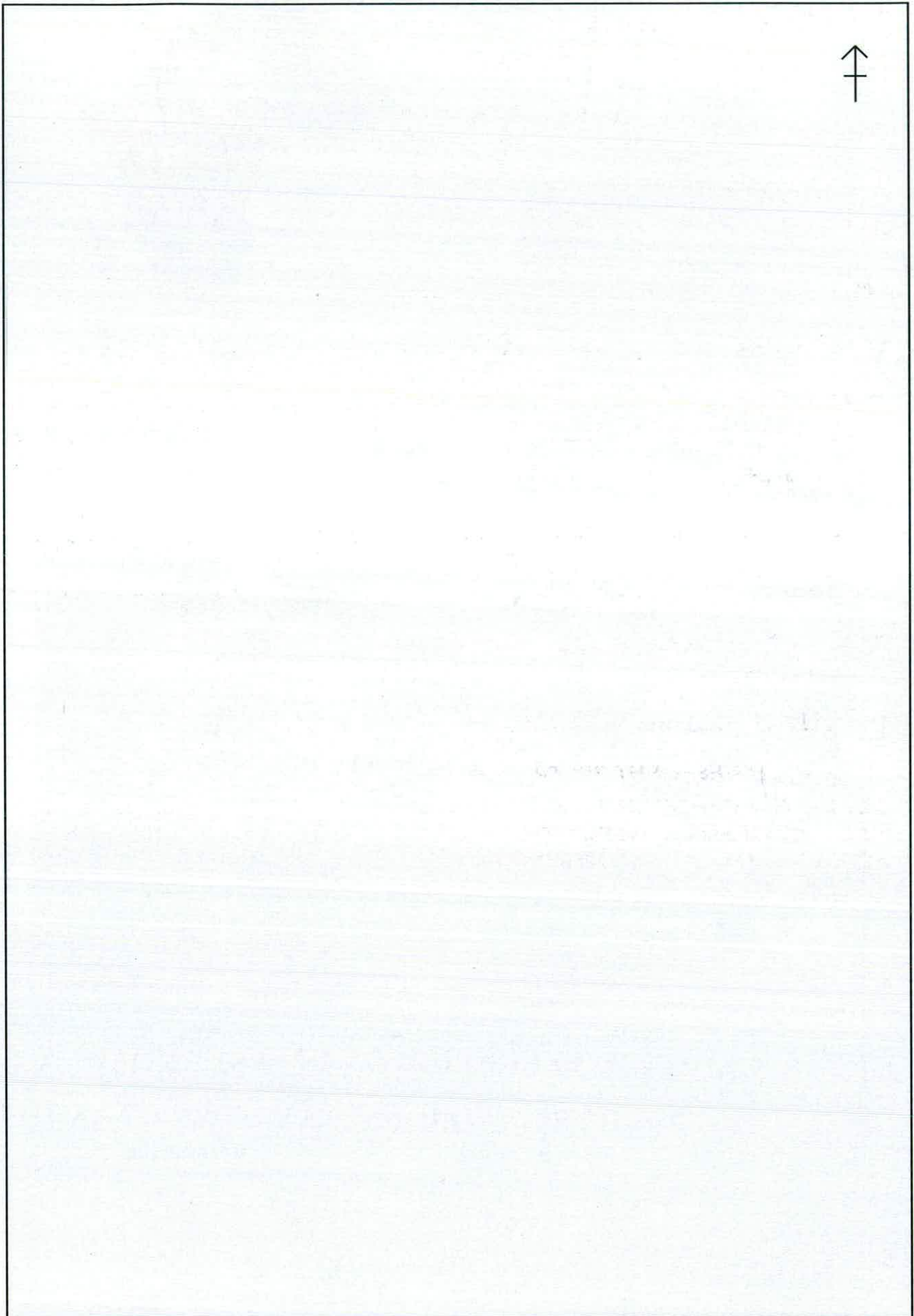
NGANDA

MOUNTAIN

LOCATION OF LENCE



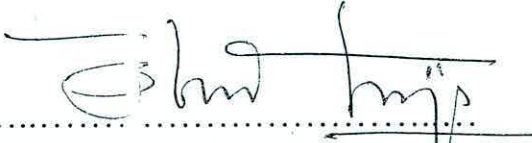
SKETCH MAP SHOWING PROJECT LOCATION



**CERTIFICATE OF AMALGAMATION OF PRIMARY MINING
LICENCES NO. CA/SWZ/000002**

I, Zonal Mines Officer South Western Zone hereby certified that I have this day amalgamated the Primary Mining Licences Nos. 000077SWZ, 000078SWZ, 000079SWZ, 000080SWZ and 000081SWZ respectively held by M/S. **WALTER BUXTON CHIPETA** of **P.O. Box 13811, DAR ES SALAAM** pursuant to Regulation 12 (3) of the Mining (Mineral Rights) Regulations, 2010. The licences are situated at **NGANA** area in **KYELA** District.

IN WITNESS WHEREOF this amalgamation is made
this.....15th..... day of November.....2011


.....
John Isandiko Shija
ZONAL MINES OFFICER
SOUTH WESTERN ZONE

ACKNOWLEDGMENT AND RECORDING IN THE CENTRAL REGISTER THE TRANSFER OF PROSPECTING LICENCE

I, The Commissioner for Minerals pursuant to Section 106(1) of the Mining Act, No. 14 of 2010 hereby confirm recording in the Central Register the transfer Prospecting Licence No. 7072/2011 from **ASHKENAZI MHANDO, BAKARI KAINDA** and **HAMAD RASHID MOHAMED** to **OFF ROUTE TECHNOLOGIES (T) LIMITED**.

The foregoing transfer has been duly recorded on terms and conditions contained in the above Prospecting Licence.

IN WITNESS WHEREOF this transfer of Prospecting Licence has been duly recorded

this 6th day of July 2011.



Dr. Dalaly P. Kafumu
COMMISSIONER FOR MINERALS

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF ENERGY AND MINERALS

PROSPECTING LICENCE NO. PL 7072/2011

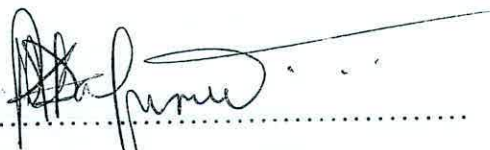
GRANTED PURSUANT TO
SECTION 32 OF THE MINING ACT, 2010

WHEREAS M/S **Ashkenazi Mhando, Bakari Kainda and Hamad Rashid Mohamed** of **P.O Box 200035 Dar es Salaam**, - 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 **Ashkenazi Mhando, Bakari Kainda and Hamad Rashid Mohamed** (hereinafter called the Licensee) a **Prospecting Licence - Energy Minerals**, to prospect for **Coal**, at **Ngana** area in **Kyela** 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 ^{29th} day of ^{APRIL} 2011



.....
Dr. Dalaly P. Kafumu
COMMISSIONER FOR MINERALS

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.

A handwritten signature in black ink, consisting of several loops and a horizontal stroke at the end, located in the bottom right corner of the page.

INITIAL PERIOD

From Date	To Date	Prep. Fee and Rent	ERV Number	Date	Signature of CM
29-4-2011	28-4-2012	000.200.00 Rent 446.00	39337443	29-4-2011	

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

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

COMMISSIONER FOR MINERALS

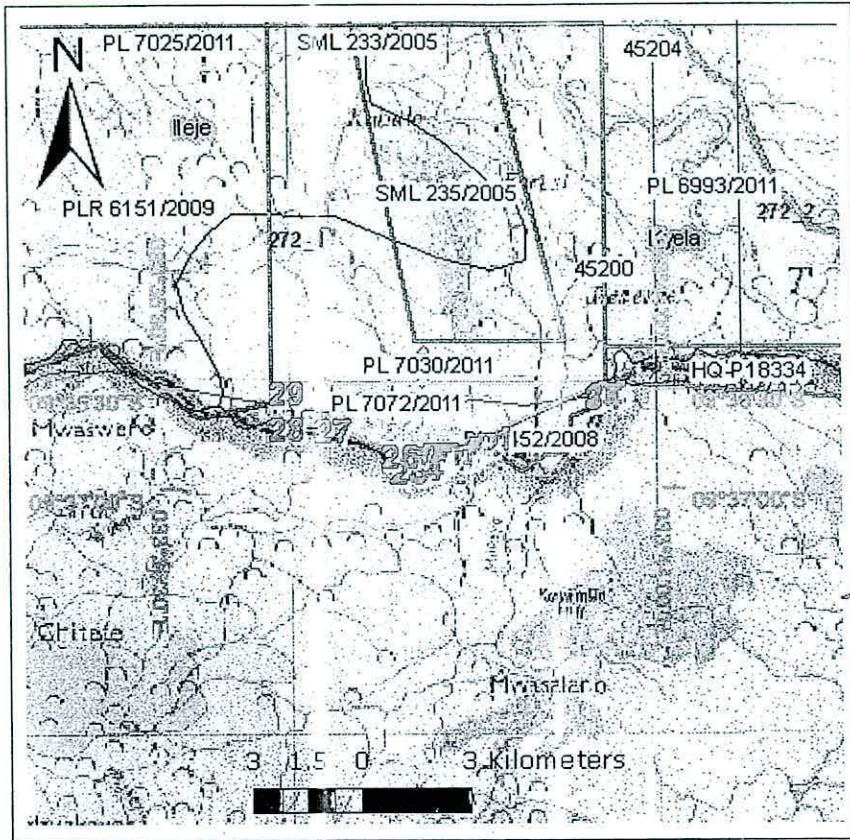
From Date	To Date	Annual Rent	ERV Number	Date	Signature of CM

ANNEX A

DESCRIPTION OF THE LICENCE AREA

Subject to Section 95 of the Mining Act, 2010 the Licence is at **Ngana** area in **Kyela** District, QDS 272/1 defined by lines of latitude and longitude having the following corner coordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 09 deg. 36 min. 06.82 sec.	33 deg. 41 min. 23.90 sec.
2	- 09 deg. 36 min. 12.00 sec.	33 deg. 41 min. 12.00 sec.
3	- 09 deg. 36 min. 13.86 sec.	33 deg. 41 min. 04.40 sec.
4	- 09 deg. 36 min. 11.73 sec.	33 deg. 41 min. 00.91 sec.
5	- 09 deg. 36 min. 14.86 sec.	33 deg. 40 min. 58.04 sec.
6	- 09 deg. 36 min. 17.76 sec.	33 deg. 40 min. 56.20 sec.
7	- 09 deg. 36 min. 22.05 sec.	33 deg. 40 min. 55.18 sec.
8	- 09 deg. 36 min. 23.30 sec.	33 deg. 40 min. 43.67 sec.
9	- 09 deg. 36 min. 22.08 sec.	33 deg. 40 min. 42.33 sec.
10	- 09 deg. 36 min. 21.50 sec.	33 deg. 40 min. 39.20 sec.
11	- 09 deg. 36 min. 21.86 sec.	33 deg. 40 min. 37.22 sec.
12	- 09 deg. 36 min. 22.16 sec.	33 deg. 40 min. 35.46 sec.
13	- 09 deg. 36 min. 24.56 sec.	33 deg. 40 min. 32.04 sec.
14	- 09 deg. 36 min. 25.15 sec.	33 deg. 40 min. 26.61 sec.
15	- 09 deg. 36 min. 20.09 sec.	33 deg. 40 min. 20.27 sec.
16	- 09 deg. 36 min. 21.58 sec.	33 deg. 40 min. 13.03 sec.
17	- 09 deg. 36 min. 25.44 sec.	33 deg. 40 min. 12.51 sec.
18	- 09 deg. 36 min. 25.37 sec.	33 deg. 40 min. 12.42 sec.
19	- 09 deg. 36 min. 23.93 sec.	33 deg. 40 min. 11.79 sec.
20	- 09 deg. 36 min. 24.36 sec.	33 deg. 40 min. 09.29 sec.
21	- 09 deg. 36 min. 26.45 sec.	33 deg. 40 min. 07.86 sec.
22	- 09 deg. 36 min. 29.35 sec.	33 deg. 40 min. 07.06 sec.
23	- 09 deg. 36 min. 32.87 sec.	33 deg. 40 min. 06.28 sec.
24	- 09 deg. 36 min. 33.77 sec.	33 deg. 40 min. 04.69 sec.
25	- 09 deg. 36 min. 36.49 sec.	33 deg. 39 min. 48.65 sec.
26	- 09 deg. 36 min. 23.38 sec.	33 deg. 39 min. 42.89 sec.
27	- 09 deg. 35 min. 59.27 sec.	33 deg. 38 min. 41.92 sec.
28	- 09 deg. 35 min. 57.51 sec.	33 deg. 38 min. 00.00 sec.
29	- 09 deg. 35 min. 25.00 sec.	33 deg. 38 min. 00.00 sec.
30	- 09 deg. 35 min. 25.00 sec.	33 deg. 42 min. 51.54 sec.
31	- 09 deg. 35 min. 25.04 sec.	33 deg. 42 min. 51.17 sec.
32	- 09 deg. 35 min. 25.31 sec.	33 deg. 42 min. 46.80 sec.
33	- 09 deg. 35 min. 27.43 sec.	33 deg. 42 min. 43.51 sec.
34	- 09 deg. 35 min. 29.92 sec.	33 deg. 42 min. 44.12 sec.



Legend	
Licensed boundary	
Licence Code	PL 7072/2011
District	Kyela
Direction	

An area of approximately 11.13 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.



**OFF ROUTE
TECHNOLOGIES (T)
LIMITED**

**PROPOSED ESTABLISHMENT OF
COAL REFINERY FACILITY AT
NGANA KYELA**

DRAWN BY Mary Elisabeth Brown, President and CEO

December 2011

Executive Summary

Off Route Technologies Ltd plans to produce, process and sell types and grades of finished coal for energy purposes to public and private customers in the East Africa Region, concentrating on the area around Industrial areas. In just six months of operation after establishment of the processing facility, we plan to operate at a profit, recording \$250,000 in sales and selling almost 49,000 tons of finished coal products.

Our goal for the first year of operation is to penetrate the finished coal market, with its high profitability and limited competition. By adding a coal cleaning plant, and meeting our minimum goals of 45,500 tons of finished coal, we plan to sell over 191,000 tons of finished coal products to municipalities, contractors and end-users, with sales of over \$2,696,000 and net profits of \$854,000.

We anticipate a significant success in penetrating the local market by offering superior products and customer service.

Our keys to continued success are:

1. Expanding into the finished coal requirement market.
2. Establishing and maintaining working relationships with major institutional users.
3. Exploiting the coming void in finished coal supplies to establish a market niche.
4. Developing a net profit margin above 30%.
5. Effectively communicating to our existing and potential customers, through targeted efforts, our position as a differentiated provider of the highest-quality finished coal and finished coal products.

1.1 Objectives

The objectives of Ngana Kyela Finished coal produced by Off Route Technologies Ltd for the first year:

FINISHED COAL

Establish strategic working relationships with the major finished coal users in the Mbeya area especially the Mbeya Cement factory

Develop initial sales of 45.5K tons of finished coal, resulting in first-year sales of \$1,638,000.

Increase Sales over a three-year period to 77K tons per year.

Continue to develop strategic working relationships with the 10-15 major institutional users.

Hit target finished coal sales levels of 145.5K tons of both road base and screened rock, resulting in finished coal sales of \$1,064,000.

Continue to exploit the weaknesses inherent in the major area competitors to increase our presence in the local market area.

1.2 Mission

Off Route Technologies Ngana Kyela Finished coal, will serve municipalities, Energy companies, and cement manufacturing and individual users by providing superior-quality products manufactured to the highest standards at competitive prices.

Our principals will create a model of valuing relationships with their customers. We communicate our commitment to quality and customer appreciation through outstanding product quality, personal service and efficient delivery. Our commitment to our customers is reflected through honest and responsible business practices.

1.3 Keys to Success

The keys to success for Ngana Kyela Finished coal,

Establishing and maintaining working relationships and contractual agreements with municipality and business sector clients.

Increasing our facility to maximum production within the next three years.

Continuing our position as a customer-service-oriented company with competitive pricing.

Increasing our profit margins and decreasing our production costs.

Developing a presence in the finished coal market with area users.

Company Summary

Off Route technologies, producers of Ngana Kyela Finished coal will produce numerous types of finished coal products from base rock. These products are 3/4" and 3" ABC, 3/8", 1/2", 3/4" 1-11/2" screened and washed rock, 1"-3" cobble, and 4"-6" cobble. In addition, we provide, pre-washed sand, fill dirt, topsoil, bedding materials and crusher fines, along with various sizes of boulders. These products are sold to municipalities, business entities and end users in the East Africa Region, with a concentration around Industrial areas.

The pit site has been the location of Ngana Kyela, a locally owned finished coal pit

2.1 Company Ownership

Off route Technologies Ngana Kyela Finished coal, is incorporated as a limited Corporation under the laws of Tanzania, and Tanzania laws shall govern and take precedence.

Two classes of stock shares have been issued as follows:

1000 Class "A" Stock Shares - Voting Rights Only - No Dividend Rights

Mary Brown – 2,000 Shares

Daudi N Mboma - 500 Shares

1000 Class "B" Stock Shares - Dividend Shares Only - No Voting Rights

Mary Brown – 2,000 Shares

Daudi N Mboma - 500 Shares

Not Issued - 100 Shares

Net profits are distributed in the form of dividends on a basis which shall be determined from time to time. Corporate officers are as follows:

Mary Brown: president, treasurer, chief executive officer and chief financial officer. Mary Brown designs and directs the overall corporate strategy.

Daudi N Mboma: vice president, secretary, chief operating officer and chief financial officer. Daudi N Mboma directs the day-to-day operations of the corporation.

At the end of each year, a meeting of the directors decides the management responsibilities for the following year.

2.2 Company History

Ngana Kyela Finished coal, Inc. was formed in November , 2009. The principals of the corporation are as follows:

Mary Brown, Bayfield, Tanzania - Owner of an excavating, landscaping, trucking and road grading business, Mary has extensive experience in all phases of finished coal and rock hauling, production and industry practices. Mary oversees operations of the corporation, and additionally, is a major consumer of plant products. She also will be a consumer of finished coal products.

Daudi N Mboma, Industrial areas - Educated in natural resources management, and with extensive customer-service experience, Mr. Daudi focuses on developing public accounts and day-to-day operations.

In June, 2009 the corporation entered into a five-year agreement with M/S Walter Buxton Chipeta a locally-owned coal pit, giving the mineral rights for a five-year period, renewable for additional five-year periods.

With no advertising, marketing or crushing operations, the pit is planned to be selling approximately 24,000 tons of finished coal per year. In addition, options were obtained on a number of other parcels suitable for finished coal pits.

The corporation will invest approximately \$700,000 in crushing and production equipment, and began operations in July 2012 In the five months of operation in year 2000, sales of 47,000 tons of material will recorded, with an average of 9,000 tons per month.

Our goal of penetrating the local market and taking advantage of the niche available will be met, with a number of the major area industrialists to be utilizing our products. Our customer service policies have met with near universal praise and acceptance. We are developing a reputation as an honest, customer-service oriented company with superior products.

We anticipate substantial inroads into the institutional market, receiving finished coal awards from municipalities, state and institutional entities. We plan an operating profit for year 2012 despite an unanticipated additional \$40,000 in equipment maintenance costs. We are poised to make more major inroads in the local market, with the spring and summer season for higher-profit screened rock fast approaching.

2.3 Company Locations and Facilities

Our pit is located in Ngana Kyela District, Mbeya region , the hub of the southwest Tanzania Region and one of the major city Country. The finished coal pit has a primary

and secondary crusher, generator, a number of loaders and excavators, and an electronic scale.

Our scale is located approximately 1/4 mile from the highway - the shortest distance of any pit in the area. The pit has a reserve of approximately 6,000,000 tons, by far the most in the area. There are approximately 60 acres, a 150 sq. ft. scale house, tool trailer and pit office. We are planning to add an additional 980 sq. ft. office this Spring.

Our corporate office is in Dar es Salaam, Tanzania

Products and Services

Ngana Kyela Finished coal deals exclusively in providing finished coal and finished coal-related products, including but not limited to the following:

- 3/4" ABC
- 3" ABC
- 3/8" screened and washed rock
- 1/2" screened and washed rock
- 3/4" screened and washed rock
- 1-1 1/2" screened and washed rock
- 1"-3" cobble
- 4"-6" cobble
- Pre-washed sand
- Fill dirt
- Topsoil
- Bedding materials
- Crusher fines
- Boulders--various sizes

The company provides consulting and products. Customers can either provide their own trucks for products, or the company will deliver for a fee. Our standard average delivery fee is \$65.00, with maximum related expenses of \$40.00. The only product costs will be associated with production. Company trucks deliver 416% of the loads in year 2000. Trucking was subcontracted to independent trucking companies, including Mary Brown Trucking and Excavation. In addition, we plan to provide SX grade finished coal.

3.1 Product and Service Description

Royalty Costs are \$2.00/Ton. Manufacturing Costs are budgeted at \$1.15/ton (a high figure). Starred items have no manufacturing costs.

Finished coal	Roads and driveways, \$20.90/ton	Used by everyone
3" ABC - 3/4" ABC	Base material for roads, driveways and site fill	Used by everyone
3/8" Screened and Washed Rock (Pea Finished coal)	Driveway and walkway topping, winter snow maintenance	Used by everyone
1/2" Screened and Washed Rock	Finished coal base	Used by everyone
3/4" Screened and Washed Rock	Driveways, walkways, pipe bedding, french drains	Used by everyone
1-1 1/2" Screened and Washed Rock	French drains and driveways	Used by everyone
1"-3" Cobble	Decoration and fill	Used by everyone
4"-6" Cobble	Decoration and large fill	Preferred by landscaping contractors
Pre-Washed Sand*	Pipe bedding, fill, horse arenas	Used by everyone
Fill Dirt*		Used by everyone
Topsoil*	Landscaping	
Bedding Material*		
Boulders* various sizes	Landscaping - wall Energy	

3.2 Competitive Comparison

Within our niche we have one significant competitor, Hongda International and Tancoal energy Ltd, which are both multi-national corporations headquartered in China and Australia respectively. While these are both well-run companies, the local perception is that the money they earn goes directly overseas to their headquarters, as

opposed to reinvesting their profits in the local economy. In addition, many of their policies are set at the corporate level, resulting in less customer-service orientation than is the norm for this region. A number of general contractors have started to utilize our products because of our ownership and policies.

The way we compete is on the fact that we offer a larger selection of products, superior quality, and better customer service in terms of information on our product line.

3.3 Sales Literature

This year we will be producing a company catalog, which would include finished coal products for targeted customers.

3.4 Fulfillment

We produce almost all of our product line at our site, with effectively no need to outsource any materials.

3.5 Technology

The technology for the production of finished coal, finished coal-related products and finished coal is well established. We have developed effective and revolutionary marketing techniques for: convenient and time-saving loading of client trucks, and saving our institutional customers substantial amounts on their trucking expenses.

3.6 Future Products and Services

Our major addition this year will be finished coal, of which there is only one area producer at present. A number of contractors have expressed interest in using our finished coal.

Our long-range plan includes the opening of a second pit, in order to compete with producers in the more remote county areas.

Market Analysis Summary

Finished coal products are required for energy production. There are a significant number of industries which need to be supplied by cheap source of energy each year. There is at present only one area source for finished coal. The high prices charged are a reflection of their monopoly. Thus, there is a significant niche to be filled.

Also, the previously-described "window of opportunity" and the vulnerability of competitors to a customer-oriented operation are significant. The average end-user is more concerned with customer service than with price.

4.1 Market Segmentation

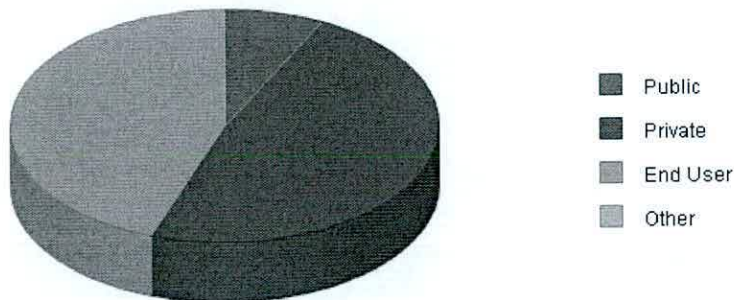
The major customer groups for Ngana Kyela Finished coal are:

Municipalities, Schools and State Agencies. There are 12 municipalities in the immediate area who are using, or have needs for, our products and are in our target market. They are able to utilize our products and the quantities we could manufacture. As of this date, five are using us as one of their sources.

Larger Energy Companies. Many of the larger Energy companies bid on state, county, city and large private Energy projects, We have bid on their finished coal products and received 12 awards in the past six months. We plan to bid on their finished coal needs as well this year.

Energy and Private Companies. The area is filled with smaller contractors who either purchase concrete, finished coal and finished coal products directly, or arrange for them for a fee. Many of the smaller contractors are not compensated to a significant degree, and have been eager to utilize a company such as ours.

Market Analysis (Pie)



Market Analysis

		2012	2013	2014	2015	2016	
Potential Customers Growth							CAGR
Public	15%	10	12	14	16	18	15.83%
Private	15%	65	75	86	99	114	15.08%
End User	20%	60	72	86	103	124	19.90%
Other	0%	0	0	0	0	0	0.00%
Total	17.35%	135	159	186	218	256	17.35%

4.2 Target Market Segment Strategy

The population of the East Africa has increased dramatically in the last 10 years and is still increasing, creating a greater demand for energy requirements. A large percentage of this increase is attributed to both retirees, and those with substantial incomes who have purchased a second home. Many people belonging to these groups have come from areas where good customer service is expected, and had been unhappy with the quality of customer service available before we began operations.

4.2.1 Market Needs

We understand that our target market needs more than just finished coal and finished coal products. This need has grown out of increased population growth, the influx of a segmented customer base with significant disposable income, and the lack of change of our competitors to increased customer service requirements.

4.2.2 Market Trends

The market for finished coal, finished coal and finished coal-related products has grown at a steady rate for the past seven years, and shows no signs of abating. There are trends toward both more institutional and private road development and more private end-user interest in quality and customer service.

4.2.3 Market Growth

According to the three major suppliers in the region, as well as the La Plata Area Chamber of Commerce, the market in Energy products has grown at 12% per year for the past three years, and is projected to increase. More important is the increased need for road-related products. With an almost 45% population increase in the county in the last 10 years, it is estimated that over 35% of existing county roads will require maintenance in the next four years. In addition, the extensive winters in the region are particularly difficult on finished coal roads. After two mild winters, this winter of normal snow will result in an increase in road maintenance.

4.3 Service Business Analysis

The last decade has shown a consolidation of suppliers by nationwide corporations. In numerous instances, these companies have policies which are set on a national level and are not "user-friendly" or responsive to the particular needs of this region.

The area finished coal market has but one producer at present, with predictable non-competitive pricing and customer service policies.

4.3.1 Competition and Buying Patterns

The Ngana Kyela area is a region where "Word-of-Mouth" endorsements are unusually important. Most private end-user customers seem to choose their provider based on quick delivery, friendliness and customer service. Business and Energy-related users choose based on the establishment of a mutually beneficial and trustworthy relationship.

4.3.2 Main Competitors

Hongda international and Tancoal Energy Limited

Strengths - long-term relationships, 30 years in business, long-term employees, decent quality.

Weaknesses - product, price and credit flexibility, foreign ownership, product reserves, travel and loading time, monopolistic practices in regards to finished coal.

4.3.3 Business Participants

The main sales volume in this area is now concentrated in the following companies:

Finished coal: Tancoal energy limited

Strategy and Implementation Summary

Ngana Kyela Finished coal, strategy is as follows:

- i. Add an finished coal plant as quickly as possible to penetrate the finished coal market.
- ii. Continue to expand finished coal sales.
- iii. Continue our uniquely designed service for those customers with their own delivery trucks.
- iv. Continue the establishment of long-term, mutually-beneficial relationships with commercial accounts.
- v. Continue our revolutionary program to cut delivery costs for municipalities and industry end-users.
- vi. Aggressively market our "Consumer-Oriented" focus.

We intend to maximize product sales through aggressive marketing, penetrate the finished coal market, and increase our targeted marketing efforts.

5.1 Strategy Pyramid

Our main strategy at Ngana Kyela Finished coal is to position ourselves at the top of the quality scale, featuring our combination of fine quality products and the best customer service in the region.

We are committed to communicating our "Quality" position to the market. Programs are mainly those listed in the Milestones Table, including the continued acquisition of public-sector accounts.

5.2 Value Proposition

We offer our target customer, who cares about personal service, as well as product quality, a vendor who acts as a strategic ally, with the highest quality finished coal and finished coal products at a premium price that reflects the value of reassurance that systems will work.

5.3 Marketing Strategy

The marketing strategy is the core of the main strategy, and is multi-faceted:

Penetrate the finished coal market.

Emphasize personal service and support.

Foster a long-term relationship business.

Focus on the public-sector, major contractor and high-end homeowner as key target markets.

Induce more companies to utilize our revolutionary delivery and loading strategies.

5.3.1 Pricing Strategy

With regard to products carried by our competitors, our pricing strategy will be to either match their prices, or to be marginally lower. We expect that our superior service will be a major factor.

5.4 Competitive Edge

Our competitive edge is our quality product, location, emphasis on customer service, and our long-term availability of products.

5.5 Sales Strategy

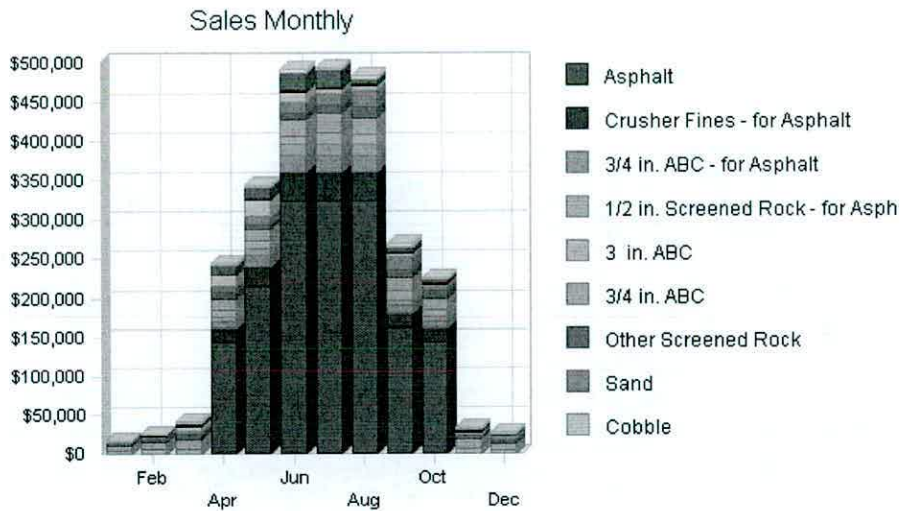
We need to sell our company, not just the products. We have to sell our service and support.

The Yearly Total Sales chart summarizes our ambitious sales forecast. We expect sales to increase from \$250,000 from the first production year year to approximately \$2.7 million in the second year. The marketing strategy is the core of the main strategy, and is multi-faceted.

5.5.1 Sales Forecast

Sales forecasts are based on the following information:

1. The acquisition of an finished coal plant, in place by April, 2012.
2. A minimum 45.5K ton finished coal sales in year one.
3. Our finished coal sales total reflects 45.5K tons "sold" to our finished coal plant.



Sales Forecast

	2012	2013	2014
Unit Sales			
Finished coal	45,500	61,000	77,000
Crusher Fines - for Finished coal	18,200	24,400	30,800
3/4 in. ABC - for Finished coal	18,200	24,400	30,800
1/2 in. Screened Rock - for Finished coal	9,100	12,200	15,400
3 in. ABC	23,800	25,000	26,500
3/4 in. ABC	31,200	33,000	35,000
Other Screened Rock	10,000	11,000	12,500

Sand	10,500	12,500	15,000
Cobble	6,100	6,500	7,000
Boulders	2,100	2,300	2,500
Topsoil	6,500	7,000	7,500
Other Dirt Products	10,000	11,000	12,000
Total Unit Sales	191,200	230,300	272,000
Unit Prices	2001	2002	2003
Finished coal	\$36.00	\$38.00	\$40.00
Crusher Fines - for Finished coal	\$10.50	\$11.25	\$12.00
3/4 in. ABC - for Finished coal	\$5.50	\$5.75	\$6.00
1/2 in. Screened Rock - for Finished coal	\$8.00	\$8.40	\$8.75
3 in. ABC	\$4.50	\$4.65	\$4.90
3/4 in. ABC	\$5.50	\$5.75	\$5.90
Other Screened Rock	\$9.00	\$9.50	\$10.00
Sand	\$10.00	\$11.00	\$12.00

Cobble	\$13.00	\$14.00	\$15.00
Boulders	\$9.00	\$9.50	\$10.00
Topsoil	\$15.00	\$15.50	\$16.00
Other Dirt Products	\$2.50	\$2.65	\$2.80
Sales			
Finished coal	\$1,638,000	\$2,318,000	\$3,080,000
Crusher Fines - for Finished coal	\$191,100	\$274,500	\$369,600
3/4 in. ABC - for Finished coal	\$100,100	\$140,300	\$184,800
1/2 in. Screened Rock - for Finished coal	\$72,800	\$102,480	\$134,750
3 in. ABC	\$107,100	\$116,250	\$129,850
3/4 in. ABC	\$171,600	\$189,750	\$206,500
Other Screened Rock	\$90,000	\$104,500	\$125,000
Sand	\$105,000	\$137,500	\$180,000
Cobble	\$79,300	\$91,000	\$105,000
Boulders	\$18,900	\$21,850	\$25,000

Topsoil	\$97,500	\$108,500	\$120,000
Other Dirt Products	\$25,000	\$29,150	\$33,600
Total Sales	\$2,696,400	\$3,633,780	\$4,694,100

Direct Unit Costs	2001	2002	2003
Finished coal	\$0.00	\$0.00	\$0.00
Crusher Fines - for Finished coal	\$5.50	\$5.50	\$5.50
3/4 in. ABC - for Finished coal	\$10.50	\$10.50	\$10.50
1/2 in. Screened Rock - for Finished coal	\$8.00	\$8.00	\$8.00
3 in. ABC	\$0.00	\$0.00	\$0.00
3/4 in. ABC	\$0.00	\$0.00	\$0.00
Other Screened Rock	\$0.00	\$0.00	\$0.00
Sand	\$0.00	\$0.00	\$0.00
Cobble	\$0.00	\$0.00	\$0.00
Boulders	\$0.00	\$0.00	\$0.00
Topsoil	\$0.00	\$0.00	\$0.00

Other Dirt Products	\$0.00	\$0.00	\$0.00
Direct Cost of Sales			
Finished coal	\$0	\$0	\$0
Crusher Fines - for Finished coal	\$100,100	\$134,200	\$169,400
3/4 in. ABC - for Finished coal	\$191,100	\$256,200	\$323,400
1/2 in. Screened Rock - for Finished coal	\$72,800	\$97,600	\$123,200
3 in. ABC	\$0	\$0	\$0
3/4 in. ABC	\$0	\$0	\$0
Other Screened Rock	\$0	\$0	\$0
Sand	\$0	\$0	\$0
Cobble	\$0	\$0	\$0
Boulders	\$0	\$0	\$0
Topsoil	\$0	\$0	\$0
Other Dirt Products	\$0	\$0	\$0
Subtotal Direct Cost of Sales	\$364,000	\$488,000	\$616,000

5.6 Milestones

The accompanying table lists important program milestones, with dates and managers in charge, and budgets for each. The milestone schedule indicates our emphasis on planning for implementation.

Milestones

Milestone	Start Date	End Date	Budget	Manager	Department
Finished coal Plant	1/1/2012	4/1/2012		Mary B	Admin.
State Finished coal Awards	1/1/2012	5/1/2012		Mazur	Admin.
County Finished coal Awards	1/1/2012	6/1/2012		Daudi	S & M
Add Five Major Contractors to Customers	1/1/2012	7/1/2012		Mary B	Admin.
Reputation and Name Recognition	1/1/2012	12/31/2012		Mazur	Admin.

Management Summary

Our management philosophy is based on responsibility and mutual respect. At present, including our trucking and excavating personnel, we number 11. We expect to grow to 17 with the addition of the finished coal plant, and to 20 by next year.

6.1 Organizational Structure

The team includes 11 employees, under our president. Our main management divisions are sales and marketing, production, delivery, and administration. Service is handled by all divisions, with direction from administration.

6.2 Management Team

Mary Brown, Bayfield, Tanzania - President, owner of an excavating, landscaping, trucking and road grading business, Mr. Mary B has extensive experience in all phases of finished coal and rock hauling, production and industry practices. Mr. Mary B oversees operations of the corporation, and additionally, is a major consumer of plant products. He also will be a consumer of finished coal products.

Daudi N Mboma, Industrial areas - Vice-president, sales and marketing, educated in natural resources management, and with extensive customer-service experience, Mr. Daudi focuses on developing public accounts.

Gary Small, Mancos, Tanzania - Production, Mr. Small has many years of crusher and finished coal-related experience.

Baylin Berg, Ngana Kyela Tanzania - Delivery, Mr. Berg has been instrumental in developing a revolutionary delivery plan to save money for our customers, as well as increase revenues for our trucking division.

Bill Mazur, Industrial areas - Administration, Bill is responsible for the day-to-day company operation, as well as coordinating all the departments.

6.3 Personnel Plan

The following table shows the Personnel Plan for Ngana Kyela Finished coal.

Personnel Plan

	2012	2013	2014
Production Personnel			
Production Manager	\$26,300	\$27,500	\$28,800
Crusher 1	\$24,000	\$25,000	\$26,000
Crusher 2	\$21,600	\$22,000	\$22,500
Crusher 3	\$21,600	\$22,000	\$22,500
Finished coal 1	\$12,600	\$17,000	\$18,000
Finished coal 2	\$12,600	\$17,000	\$18,000
Finished coal 3	\$9,000	\$17,000	\$18,000
Finished coal Loader	\$12,600	\$22,700	\$24,000
Loader	\$21,600	\$22,700	\$24,000
Subtotal	\$161,900	\$192,900	\$201,800
Sales and Marketing Personnel			
Sales/Marketing 1	\$21,000	\$23,000	\$25,000

Other	\$0	\$0	\$0
Subtotal	\$21,000	\$23,000	\$25,000

General and Administrative Personnel

Administrator	\$28,000	\$32,000	\$37,000
Other	\$0	\$0	\$0
Subtotal	\$28,000	\$32,000	\$37,000

Other Personnel

Name or title	\$0	\$0	\$0
Other	\$0	\$0	\$0
Subtotal	\$0	\$0	\$0
Total People	9	12	15
Total Payroll	\$210,900	\$247,900	\$263,800

Financial Plan

The most important element in the financial plan is the critical need for improving several of the key factors that impact cash flow:

Project Financing Pattern

Foreign Equity US\$	Local equity US\$	Foreign Loan US\$	Local Loan US\$	Total US\$
\$442,000		\$2,383,000		\$ 2,825,000

Project Investment Breakdown

	Capital Item	Amount USD
1	Land and Buildings	150,000
2	Plant and Equipments	2,500,000
3	Motor Vehicles	80,000
4	Furniture and fittings	15,000
5	Pre Operational expenses	
6	Working Capital	80,000
	Total Investment	2,825,000

We plan to finance our growth through a combination of long-term debt and cash flow. Purchase of the new finished coal plant and related equipment will require debt financing.

Additional technology and equipment will be financed with cash flow.

Inventory turnover is not a critical element to ensure profitability.

7.1 Important Assumptions

The financial plan depends on important assumptions, most of which are shown in the following table. The key underlying assumptions are:

We assume a slow-growth economy, without major recession.

We assume, of course, that there are no unforeseen changes in technology to make products immediately obsolete.

We assume access to equity capital and financing sufficient to maintain our financial plan as shown in the tables.

General Assumptions

	2012	2013	2014
Plan Month	1	2	3
Current Interest Rate	13.00%	13.00%	13.00%
Long-term Interest Rate	10.00%	10.00%	10.00%
Tax Rate	30.00%	30.00%	30.00%
Other	0	0	0

7.2 Key Financial Indicators

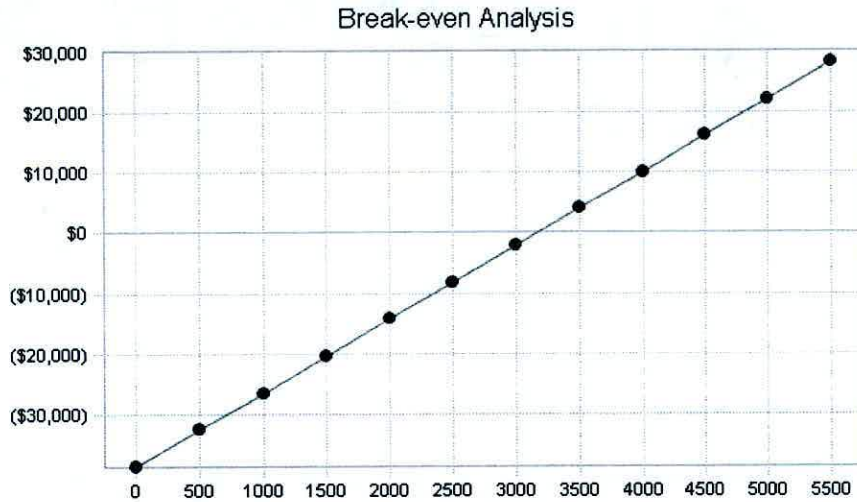
The most important factor to Ngana Kyela Finished coal anticipated growth is the procurement of necessary financing for our finished coal plant. The following chart shows projected changes in key financial indicators:

- Sales
- Gross Margin
- Operating Expenses

- Collection Days
- Inventory Turnover

7.3 Break-even Analysis

The following table and chart describe our estimated monthly break-even point. Based on our estimated sales and expenses, our monthly break-even point is shown below.



Break-even Analysis

Monthly Units Break-even 3,170

Monthly Revenue Break-even \$44,704

Assumptions:

Average Per-Unit Revenue \$14.10

Average Per-Unit Variable Cost

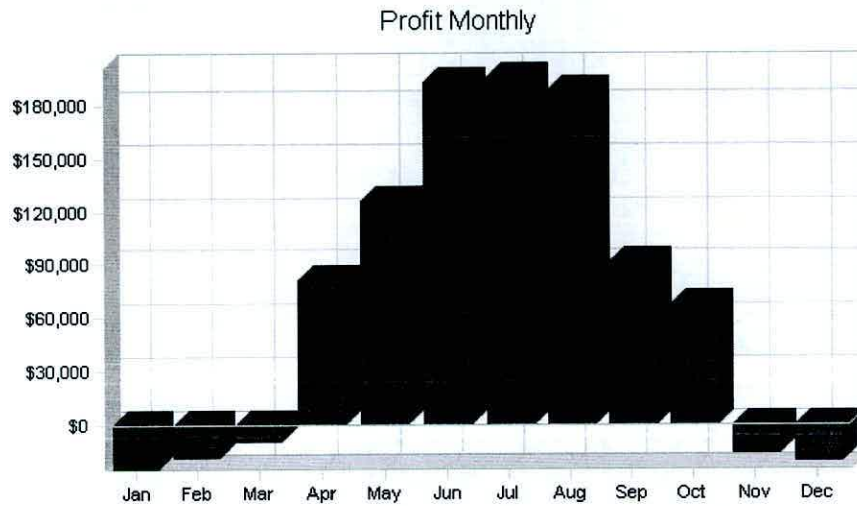
\$1.90

Estimated Monthly Fixed Cost

\$38,670

7.4 Projected Profit and Loss

We expect to close year 2001 with excellent sales and very respectable profits.



Pro Forma Profit and Loss

	2012	2013	2014
Sales	\$2,696,400	\$3,633,780	\$4,694,100
Direct Cost of Sales	\$364,000	\$488,000	\$616,000
Production Payroll	\$161,900	\$192,900	\$201,800
Finished coal Plant Maintenance	\$226,590	\$303,780	\$383,460
Finished coal By-Product Additives	\$273,000	\$36,600	\$46,200
Other	\$0	\$0	\$0
Total Cost of Sales	\$1,025,490	\$1,021,280	\$1,247,460
Gross Margin	\$1,670,910	\$2,612,500	\$3,446,640
Gross Margin %	61.97%	71.89%	73.42%
Operating Expenses			
Sales and Marketing Expenses			
Sales and Marketing Payroll	\$21,000	\$23,000	\$25,000

Advertising/Promotion	\$6,000	\$6,600	\$7,200
Travel	\$1,200	\$1,500	\$1,800
Miscellaneous	\$2,400	\$3,000	\$3,600
Total Sales and Marketing Expenses	\$30,600	\$34,100	\$37,600
Sales and Marketing %	1.13%	0.94%	0.80%

General and Administrative Expenses

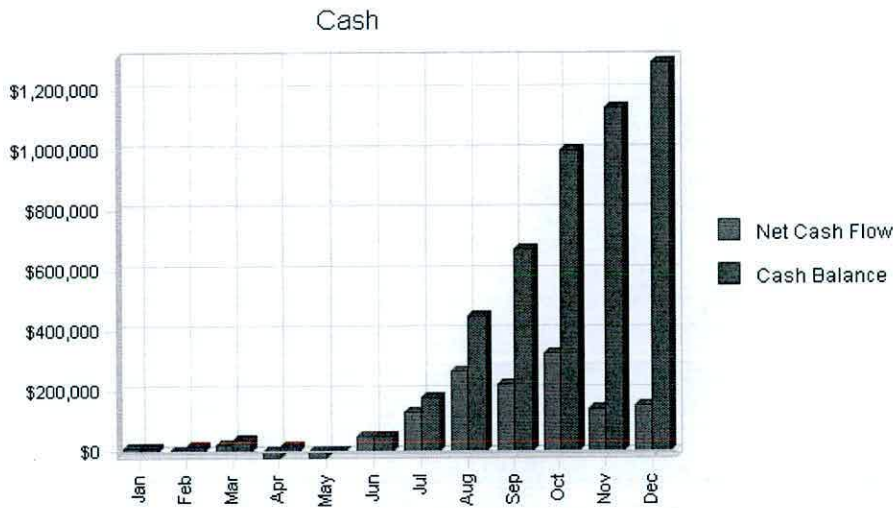
General and Administrative Payroll	\$28,000	\$32,000	\$37,000
Sales and Marketing and Other Expenses	\$0	\$0	\$0
Depreciation	\$18,000	\$24,000	\$30,000
Leased Equipment	\$124,800	\$145,000	\$145,000
Equipment Expense	\$18,000	\$21,000	\$25,000
Equipment Fuel	\$21,600	\$33,500	\$48,000
Utilities	\$9,000	\$12,000	\$15,000
Insurance	\$21,600	\$24,000	\$30,000
Office Expense	\$4,800	\$6,000	\$6,500

Miscellaneous	\$36,000	\$42,000	\$48,000
Pit Lease	\$120,000	\$150,000	\$180,000
Payroll Taxes	\$31,635	\$37,185	\$39,570
Other General and Administrative Expenses	\$0	\$0	\$0
Total General and Administrative Expenses	\$433,435	\$526,685	\$604,070
General and Administrative %	16.07%	14.49%	12.87%
Other Expenses:			
Other Payroll	\$0	\$0	\$0
Consultants	\$0	\$0	\$0
Contract/Consultants	\$0	\$0	\$0
Total Other Expenses	\$0	\$0	\$0
Other %	0.00%	0.00%	0.00%
Total Operating Expenses	\$464,035	\$560,785	\$641,670
Profit Before Interest and Taxes	\$1,206,875	\$2,051,715	\$2,804,970

EBITDA	\$1,224,875	\$2,075,715	\$2,834,970
Interest Expense	\$68,669	\$61,994	\$58,394
Taxes Incurred	\$284,552	\$497,430	\$686,644
Net Profit	\$853,655	\$1,492,291	\$2,059,932
Net Profit/Sales	31.66%	41.07%	43.88%

7.5 Projected Cash Flow

The cash flow depends on assumptions for inventory turnover, payment days, and accounts receivable management. Our projected 60-day collection days is critical, and it is also reasonable. We need \$110,000 in new financing (current borrowing and additional investment) in March to get through a cash flow dip as we build up for mid-year sales.



Pro Forma Cash Flow

	2012	2013	2014
Cash Received			
Cash from Operations			
Cash Sales	\$134,820	\$181,689	\$234,705
Cash from Receivables	\$2,589,881	\$3,432,952	\$4,437,746
Subtotal Cash from Operations	\$2,724,701	\$3,614,641	\$4,672,451
Additional Cash Received			
Sales Tax, VAT, HST/GST Received	\$0	\$0	\$0
New Current Borrowing	\$60,000	\$0	\$0
New Other Liabilities (interest-free)	\$0	\$0	\$0
New Long-term Liabilities	\$0	\$0	\$0
Sales of Other Current Assets	\$0	\$0	\$0
Sales of Long-term Assets	\$0	\$0	\$0
New Investment Received	\$50,000	\$0	\$0

Subtotal Cash Received	\$2,834,701	\$3,614,641	\$4,672,451
Expenditures	2001	2002	2003
Expenditures from Operations			
Cash Spending	\$210,900	\$247,900	\$263,800
Bill Payments	\$1,238,771	\$1,545,801	\$2,301,964
Subtotal Spent on Operations	\$1,449,671	\$1,793,701	\$2,565,764
Additional Cash Spent			
Sales Tax, VAT, HST/GST Paid Out	\$0	\$0	\$0
Principal Repayment of Current Borrowing	\$60,000	\$0	\$0
Other Liabilities Principal Repayment	\$0	\$0	\$0
Long-term Liabilities Principal Repayment	\$36,000	\$36,000	\$36,000
Purchase Other Current Assets	\$0	\$0	\$0
Purchase Long-term Assets	\$0	\$0	\$0
Dividends	\$0	\$0	\$0

Subtotal Cash Spent	\$1,545,671	\$1,829,701	\$2,601,764
Net Cash Flow	\$1,289,031	\$1,784,941	\$2,070,688
Cash Balance	\$1,290,410	\$3,075,351	\$5,146,039

7.6 Projected Balance Sheet

The Projected Balance Sheet is quite positive. We do not project any real trouble meeting our debt obligations--as long as we can achieve our specific objectives.

Pro Forma Balance Sheet

	2012	2013	2014
Assets			
Current Assets			
Cash	\$1,290,410	\$3,075,351	\$5,146,039
Accounts Receivable	\$55,052	\$74,191	\$95,840
Inventory	\$293,640	\$75,636	\$95,475
Other Current Assets	\$0	\$0	\$0
Total Current Assets	\$1,639,102	\$3,225,178	\$5,337,353
Long-term Assets			

Long-term Assets	\$1,056,350	\$1,056,350	\$1,056,350
Accumulated Depreciation	\$18,000	\$42,000	\$72,000
Total Long-term Assets	\$1,038,350	\$1,014,350	\$984,350
Total Assets	\$2,677,452	\$4,239,528	\$6,321,703
Liabilities and Capital	2001	2002	2003
Current Liabilities			
Accounts Payable	\$29,963	\$135,747	\$193,990
Current Borrowing	\$0	\$0	\$0
Other Current Liabilities	\$10,835	\$10,835	\$10,835
Subtotal Current Liabilities	\$40,798	\$146,582	\$204,825
Long-term Liabilities	\$637,936	\$601,936	\$565,936
Total Liabilities	\$678,734	\$748,518	\$770,761
Paid-in Capital	\$1,134,896	\$1,134,896	\$1,134,896
Retained Earnings	\$10,168	\$863,823	\$2,356,114

Earnings	\$853,655	\$1,492,291	\$2,059,932
Total Capital	\$1,998,719	\$3,491,010	\$5,550,942
Total Liabilities and Capital	\$2,677,452	\$4,239,528	\$6,321,703
Net Worth	\$1,998,719	\$3,491,010	\$5,550,942

7.7 Business Ratios

The table follows with our main business ratios. We do intend to improve gross margin and collection days. Industry profile ratios based on the Standard Industrial Classification (SIC) code 1442, Energy Sand and Finished coal, are shown for comparison.

Ratio Analysis

	2012	2013	2014	Industry Profile
Sales Growth	978.28%	34.76%	29.18%	11.10%
Percent of Total Assets				
Accounts Receivable	2.06%	1.75%	1.52%	14.30%
Inventory	10.97%	1.78%	1.51%	6.70%
Other Current Assets	0.00%	0.00%	0.00%	32.60%

Total Current Assets	61.22%	76.07%	84.43%	53.60%
Long-term Assets	38.78%	23.93%	15.57%	46.40%
Total Assets	100.00%	100.00%	100.00%	100.00%
Current Liabilities	1.52%	3.46%	3.24%	31.90%
Long-term Liabilities	23.83%	14.20%	8.95%	26.20%
Total Liabilities	25.35%	17.66%	12.19%	58.10%
Net Worth	74.65%	82.34%	87.81%	41.90%
Percent of Sales				
Sales	100.00%	100.00%	100.00%	100.00%
Gross Margin	61.97%	71.89%	73.42%	39.10%
Selling, General & Administrative Expenses	30.36%	30.94%	29.69%	19.60%
Advertising Expenses	0.22%	0.18%	0.15%	0.10%
Profit Before Interest and Taxes	44.76%	56.46%	59.76%	3.70%

Main Ratios

Current	40.18	22.00	26.06	1.68
Quick	32.98	21.49	25.59	1.22
Total Debt to Total Assets	25.35%	17.66%	12.19%	58.10%
Pre-tax Return on Net Worth	56.95%	57.00%	49.48%	3.70%
Pre-tax Return on Assets	42.51%	46.93%	43.45%	8.80%
Additional Ratios	2001	2002	2003	
Net Profit Margin	31.66%	41.07%	43.88%	n.a
Return on Equity	42.71%	42.75%	37.11%	n.a
Activity Ratios				
Accounts Receivable Turnover	46.53	46.53	46.53	n.a
Collection Days	60	7	7	n.a
Inventory Turnover	0.77	2.64	7.20	n.a
Accounts Payable Turnover	41.71	12.17	12.17	n.a
Payment Days	28	18	25	n.a
Total Asset Turnover	1.01	0.86	0.74	n.a

Debt Ratios

Debt to Net Worth	0.34	0.21	0.14	n.a
Current Liab. to Liab.	0.06	0.20	0.27	n.a

Liquidity Ratios

Net Working Capital	\$1,598,305	\$3,078,596	\$5,132,528	n.a
Interest Coverage	17.58	33.10	48.04	n.a

Additional Ratios

Assets to Sales	0.99	1.17	1.35	n.a
Current Debt/Total Assets	2%	3%	3%	n.a
Acid Test	31.63	20.98	25.12	n.a
Sales/Net Worth	1.35	1.04	0.85	n.a
Dividend Payout	0.00	0.00	0.00	n.a

OFF ROUTE TECHNOLOGIES (T) LIMITED

**Environmental and Social Impact Assessment for
the Proposed Coal Engineering Project at Matuli
Ridge, Kyela District, Mbeya Region, Tanzania**

PROJECT BRIEF

Submitted to:

The National Environmental Management Council (NEMC)
Regent Estate, Plot No. 29/30
P.O. Box 63154, Dar Es Salaam

Submitted by:

Dr. William J. S. Mwegoha (Reg. No. NEMC/EIA 0100)
P.O. Box 35131
Dar Es Salaam, Tanzania

On Behalf of:

Off Route Technologies (T) Limited
P.O. Box 13811,
Dar Es Salaam, Tanzania

Table of Content

1.0	Background Information	Error! Bookmark not defined.
1.1	Nature of the Project.....	Error! Bookmark not defined.
2.0	Location of the Project.....	Error! Bookmark not defined.
3.0	Justification of the Project.....	Error! Bookmark not defined.
4.0	Project Activities	Error! Bookmark not defined.
4.1	Resources Mobilization Phase	Error! Bookmark not defined.
4.2	Plant Construction Phase	Error! Bookmark not defined.
4.3	Operational and Maintenance Phase	Error! Bookmark not defined.
5.0	Materials, Resources and Equipment to be used	Error! Bookmark not defined.
6.0	Waste Generation and Management.....	Error! Bookmark not defined.
7.0	Potential Impacts and Mitigation Measures	Error! Bookmark not defined.
8.0	Conclusion.....	Error! Bookmark not defined.

2.0 Location of the Project

The proposed project area (Matuli Ridge) is part of the Songwe – Kiwira Coalfield which lies within the East African Rift system in south – western Tanzania, approximately 30 km west of the Northern end of Lake Nyasa and about 1000 km west-south-west of Dar Es Salaam. The coalfield takes its name from the Songwe and Kiwira rivers which flow through the area draining southwards and eastwards into Lake Nyasa.

Administratively, Matuli ridge is situated in Ngana Ward, Kyela District, Mbeya, Tanzania. It is about 15 km travel distance from Tukuyu – Kyela main road. It is very close to the points that mark the national boarder between Tanzania and Malawi. The project area is located at Latitudes between 09°36'06.82" and 09°35'29.92" South and Longitude between 33°41'23.90" and 33°42'44.12" East respectively. Figure 2.1 and plates 2.1 below highlight the Mbeya Region wherein the project area is located and sections of Matuli ridge respectively. The plot for the proposed project is owned by Off Route Technologies (T) Limited. The proposed project will occupy an effective area of 10.0 km² out of 11.1 km² owned by the company.



Figure 2.1: Map of Tanzania highlighting Mbeya Region wherein the project area is located

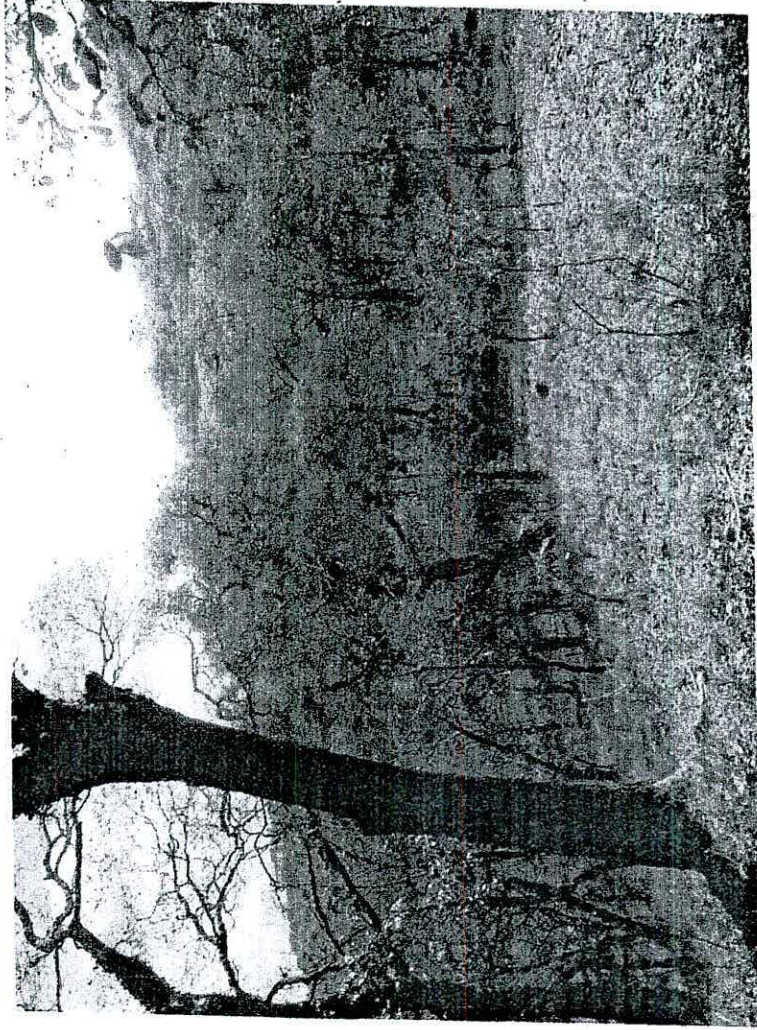
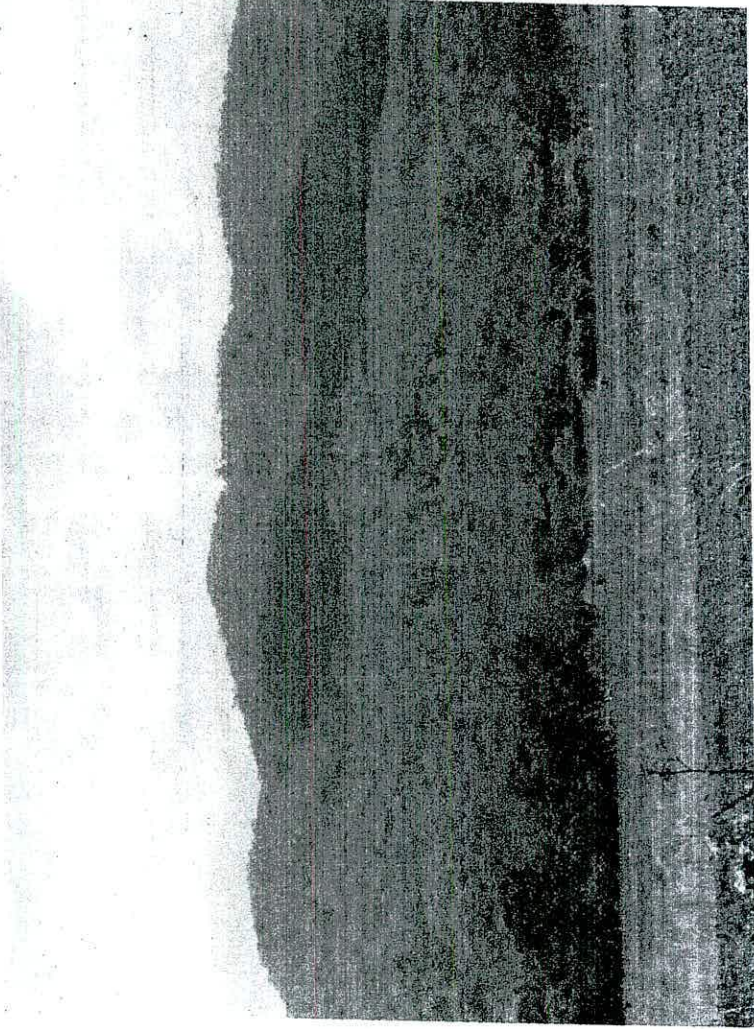


Plate 2.1: Sections of Matuli Ridge in Kyela, Mbeya

3.0 Justification of the Project

By mining the coal based at Matuli ridge in the Songwe – Kiwira Coalfield, Kyela, the project will provide the country with a vital new source of sustainable energy, complement Mbeya economy which is currently predominated by seasonal agriculture, increase Government earnings and revenues, increase exports, and accelerate the pace of industrial development throughout the country. The project will also play a significant role in changing the social and cultural interaction and economic wellbeing of the majority of Tanzanians especially in Mbeya region thereby providing them with employment, hence poverty reduction.

4.0 Project Activities

The projects objectives will be realized in three phases; Resources Mobilization Phase, Construction Phase and the Operation and Maintenance Phase. Each phase is characterized by its activities as briefly described in the clauses below.

4.1 Resources Mobilization Phase

- Land acquisition for the mining work
- Property valuation
- Relocation and compensation arrangements
- Mobilization of the workforce – identify staff, contractors, suppliers and employ security
- Land clearance for setting the mining plant and establishing workshops, site offices, store buildings and plant yards
- Establishment of campsite for workers who will be coming far from the project site and for storage of materials and working equipment
- Development/improvement of access road to the mining site
- Transportation of equipment and machinery

4.2 Plant Construction Phase

- Earth works – excavation of land for housing, plant structures and access routes
- Extraction and delivery of construction materials
- Construction of housing, plant structures and access routes
- Establishment of water storage and wastewater treatment facilities
- Installation of electricity and communication services

4.3 Operational and Maintenance Phase

- Delivery of working equipment and machinery
- Extraction of coal from the ground
- Capacity building for the workforce
- Overburden preparation and excavation by ripping, drilling and blasting
- Coal winning and treatment; this involves crushing, picking of obvious foreign materials and screening, with recycling of oversize materials. It also involves on-site laboratory analysis of coal quality.
- Spoil dumping; this is dumping of waste materials resulting from coal extraction process

5.0 Materials, Resources and Equipment to be used

The project intends to use a number of materials and resources to successfully attain its objectives. Different phases of the project will need different types of materials and resources, and some of the materials will be extracted and others supplied. Below is a list of materials, resources and equipment that are expected to be used:

- Aggregates to be extracted for construction works
- Sand to be extracted for construction works
- Hard stones to be extracted for construction works
- Cement to be supplied for construction works
- Water to be extracted for construction, coal preparation process, consumption and washing related activities. Water will be extracted from locally available sources preferably Songwe river which is close to the project area
- Timbers to be extracted from locally available tree parks and supplied from local vendors for construction works.
- Steel to be supplied as reinforcement materials during construction works
- Electricity to supply power for the various activities of the project
- Fuel, grease, chemicals and oils to be supplied for running the machinery and vehicle, for coal treatment and onsite laboratory analysis
- Unskilled laborers to be mobilized from local communities in Kyela district
- Skilled laborers (drivers, field supervisors, plant operators, etc.) to be employed from Mbeya and other regions of Tanzania
- Experts (engineers, scientists, sociologists, economists, etc.) to be employed from various areas of Tanzania and abroad
- Financial resources for capital investment, operations and maintenance
- Bulldozers, loaders, excavators, trucks, graders, drill rigs, ancillary equipment (i.e. water bowsers, etc.), generators and crushers to be used as equipment for construction works, coal mining and plant operations

6.0 Waste Generation and Management

The project through its workforce (people) and daily operational activities is expected to generate various types of wastes in different quantities. The wastes can be categorized into two waste streams; solid and liquid wastes.

Solid wastes shall include garbage (as a result of preparation and serving of food), rubbish (which includes papers, cardboards, woods, tree leaves and branches, tires, bottles, metals, plastic materials, drums, containers, packaging materials and yard trimmings), overburden materials (mainly top soils), medical wastes from first aid facilities and coal washery rejects (i.e. rocks, coal fines and pyritic materials).

Liquid wastes shall include sewage (from offices, accommodation, kitchen and sanitary facilities), coal maintenance wastes (which include oils, fuels, grease and chemicals), leachate from coal stockpiles, stormwater runoff and water treatment sludges.

As far as management of wastes is concerned, solid waste generated by daily operations at the site will be collected using on-site bins before being disposed safely and appropriately. Pollutant traps will be incorporated into the drainage design, thereby minimizing contaminants entering waterways. Stockpiles of coal will be maintained on specially designed compacted areas, with water sprayers used to control dust generation.

Liquid wastes on the other hand will be treated using appropriate wastewater treatment facilities to better meet the environmental standard requirements. Fuels, chemicals, and oils will be stored in appropriate vessels of required capacities to ensure that potential leakages and spills are contained. Leachate and runoff generated through dust suppression measures will be directed to the settling pond, which will limit the migration of contaminants off-site. Once contaminants have settled in the pond, the sludge will be removed from the pond and disposed off-site safely and appropriately. Drainage lines will be installed to direct site runoff to the on-site wastewater treatment facilities. The site will be fenced on all sides and access will be controlled through gates with guard posts.

		Stockpiles of coal will be maintained on specially designed compacted areas, with water sprayers used to control dust generation.
9	Generation of wastewater	Fuels, chemicals, and oils will be stored in appropriate vessels of required capacities to ensure that potential leakages and spills are contained and finally treated and disposed off safely. Leachate and runoff generated through dust suppression measures will be directed to the settling pond for complete treatment.
10	Surface water and soil pollution	This will be addressed by isolating construction works especially concrete works from watercourses. Similarly, concrete handling equipment will be washed down in an area isolated from the watercourses. Also, all services and/or re-fuelling of equipment will be restricted at the yards. Equipment reaching near the riverbanks will be well serviced to ensure that there is no oil leakage. And, construction materials will be borrowed from raised hillocks rather than downstream close to water sources
11	Health risks including HIV/AIDS	Educational and awareness promotion during plant establishment and operation will be carried out to prevent further spread of HIV/AIDS as a result of interactions during project activities
12	Occupational health and safety risks	Signs will be installed throughout the project area particularly in the working areas to enhance safe movements. Similarly, workers will be provided with recommended protective gears such as gumboots, gloves, noise masks, helmets, goggles, overall jumpers and the like, to prevent them from likely health and safety risks.
13	Potential child labour	Measures to mitigate this potential impact include involvement of local authorities in the recruitment of especially labourers and other supportive staff. The bottom line will be get employees/labourers aged above 18 years.

7.0 Potential Impacts and Mitigation Measures

No.	Potential Impacts	Mitigation Measure
1	Land take and land ownership issues	Proper land acquisition procedures will be followed
2	Creation of employment	Employment creation will be enhanced by ensuring unskilled labourers is dominated by local people
3	Loss of vegetation	This will be mitigated by avoidance of unnecessary removal of the vegetation and replacement of removed vegetation by original species after project completion
4	Land/soil degradation	Whenever possible existing borrow pits will be used. Fertile top soils will be stock piled to be used to cover borrow pits after restoration for vegetation growth. Borrow pits and stone quarries will be rehabilitated by backfilling with top soils and revegetating with original tree species. Land will be landscaped
5	Production noise and vibrations	Machinery and equipment will be maintained and properly fitted with exhaust mufflers during operations
6	Pollution of ambient air from dust	This will be mitigated by sprinkling water on the access road, to the construction material borrow sites and on the coal processing plant. Also, machinery will be switched off when not in use and workers will be provided with, and ensured to use, dust masks
7	Deterioration of visual and scenic quality	Remains of construction materials and other unwanted materials will be collected in a specific area/facility and safely disposed off.
8	Generation of solid wastes	Solid waste generated by daily operations at the site will be collected using appropriate on-site bins and safely disposed off at the appropriate area.

8.0 Conclusion

Though the project promises significant benefits from socio economic point of view, its direct implementation is likely to affect the environment and all its components over the proposed area. Detailed ESIA study is therefore of great importance to compiling the baseline environment, identify critical impacts in more details and recommend the comprehensive mitigation measures along with the appropriate monitoring plan for effective implementation of the mitigation measures.



1

THE COMPANIES ACT

(NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

OFF ROUTE TECHNOLOGIES (T) LIMITED

INCORPORATED THIS DAY OF 2009

DRAWN (GRATIS) BY:

TJM LAW OFFICES
ADVOCATES
P. O. BOX 10198
DAR-ES-SALAAM
TANZANIA

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No:

I HEREBY CERTIFY THAT

OFF ROUTE TECHNOLOGIES (T) LIMITED

Is this day incorporated under the Companies Act (No.12 OF 2002)
and that the Company is limited.
Given under my hand at Dar-es-Salaam this day of
..... Two Thousands and Nine.

Registrar of Companies

TANZANIA
Stamp Duty Shs. 5000
PAID ON AIR MAIL
Receipt No. 3575 18/11/09
Stamp Duty Office

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

TANZANIA
Stamp Duty Shs. 2500
Receipt No. 3575 18/11/09
ASST. REGISTRAR OF COMPANIES

OF

OFF ROUTE TECHNOLOGIES (T) LIMITED

- 1.0 The name of the company **"OFF ROUTE TECHNOLOGIES (T) LIMITED"**
- 2.0 The Registered office of the Company will be situated in Tanzania.
- 3.0 The objects for which the Company is established are:-
 - 3.1 To carry on the business of importation, distribution and hiring of all kind of earth moving and heavy equipments, heavy trucks and industrial plants.
 - 3.2 To carry on and invest in the business of minerals and gemstone exploration, acquisition, extraction and export.
 - 3.3 To carry on the business of supply of all kinds of mining equipments and accessories.
 - 3.4 To invest the money of the Company not immediately required in such manner other than share of this Company upon such security as may be determined from time to time, and to hold, sell or otherwise deal with such investments.
 - 3.5 To amalgamate, enter into partnership or into any arrangements for sharing profits, union of interest, cooperation, joint venture or reciprocal concessions for limiting, completion with any person or company carrying on or engage in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable for being conducted so as directly or indirectly to benefit the Company.



- 3.6 To engage in and carry on the business of catering at work places including factories, offices, shops, wharths, airports, runways; for hotel, motel, bar, lodging, guest house, road houses, restaurants, holiday camps, tavern safari lodges, beer house owners and keepers and any other similar trade and generally to facilitate catering services for parties, conferences at schools, hospitals, hostels, private houses and for groups of people where it is agreed to provide such services by tender or through agreement with the parties concerned.
- 2.7 To promote, establish, take over, acquire, engage and carry on the business of travel agents, tourist agents, safari and tour operators, safari outfitters, organisers of hunting and site seeing trips, wildlife and fishing safaris, photographic expeditions and provision of conveniences and guidance generally as may be required by tourists, passengers and others.
- 3.7 To carry on the business or business whether together or separately of proprietors and operators of amusement parks and as promoters, organisers and managers of all kinds of entertainment's sports, recreations and amusements, whether indoor or outdoor, including fun fairs, exhibitions, side shows and games, trade fairs, competitions, tournaments, concerts, cinematography, video and television performances, stage and variety shows, aquatic and equestrian events, dancing, staking, circuses and other forms and types of like enterprises generally.
- 3.8 To undertake and execute any contract for works involving building contractors, civil and mechanical contractors, steel metal fabrication (metal grilling); to acquire, build, construct, maintain, alter, enlarge, pull down and remove or replace any building, factories, mills, offices, roads, clear sites for the same and to join with any person, firm or Company doing any of the thing aforesaid and to work together.
- 3.9 To carry on the business of tailoring, minor repairs on all types of clothes and stitching ladies, gents and children wear including stitching bedcovers, uniforms, car seat covers, sofa covers, mosquito nets, table clothes, curtains and all types of clothing.

- 3.10 To organise, support, encourage and maintain training facilities for instructions in the field of catering, hotel management and promotion of tourism.
- 3.11 To engage in the business of cultivators, planters, market gardeners and buyers and sellers of every kind of vegetables and other agricultural, horticultural products and products of similar nature and sell, dispose of and deal in any such produce, either in its raw, processed, manufactured from or other state by wholesale or retail.
- 3.12 To produce, manufacture, import, buy, sell or otherwise deal in food products, meat, groceries, fruits, wines, spirits, beer and alcoholic beverages, confectioneries, tobacco, beverages, linen, furniture and furnishings, and other articles required in the said business.
- 3.13 To engage in research, collect and prepare information and statistics relating to catering industry and provide consultancy services on all matters pertaining to catering, catering equipment and catering services.
- 3.14 To act as manufacturers' representatives and or commission agents and managers for catering machinery, equipment, tools, accessories and spare parts.
- 3.15 To carry on the business of animal husbandry, butchers of animal of every kind and description, cattle slaughters, fell mongers, soup makers, preserved and potted meat manufacturers, sausage manufacturers, canners of meat, vegetable and other produce dealers in fat, tallow, grease, offal, cream, butter, cheese, eggs.
- 3.16 To process and manufacture, canned fish, fish meal, utilise fish refuse and deal in the business of refrigeration, storekeeping, deep freezing and using means of similar nature.
- 3.17 To establish branches and agencies in different parts of Tanzania and elsewhere for the purpose of carrying on any or all of the business of the Company and to regulate and discontinue the same.
- 3.18 To act as agents, brokers, trustees and commission agents for any person or company and to undertake and perform any contract and also to act in any of the business of the company through or by means of agents, brokers, commission agents, sub-contractors or others.

- 3.19 To pay all costs, charges and expenses incurred or sustained about the promotion and establishment of the company and all preliminary expenses including the cost of advertising, commissions, brokerage, printing and stationery expenses, attendant upon the formation of the Company.
- 3.20 To subscribe or otherwise acquire and hold shares, stocks debentures or other securities of any other Company, society, partnership or undertaking in order to promote or advance the interest of this Company.
- 3.21 To purchase or otherwise acquire all or any part of the business property and liabilities of any Company, society, partnership or person formed for all or any part of the purpose within the objects of the company and to conduct and carry or liquidate and wind up any such business.
- 3.22 To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine.
- 3.23 To develop the resources of and turn to account any lands and any rights over or connected with lands belonging to or in which the company is interested and in particular by clearing, draining, fencing, planting, cultivating, building improving, irrigation and or by the establishment of settlement.
- 3.24 To purchase or otherwise acquire all or any estate or interest in any business, undertaking, property, assets or rights of any kind, patent, patent rights, inventions, concessions and to develop, turn to account and deal with the same in such a manner as may be thought expedient.
- 3.25 To borrow, raise money or secure obligations (whether of the Company or any other person) on such terms as the directors may deem expedient and in particular by issue of bonds, debenture, stock perpetual or redeemable or by mortgage, charge or lien upon the whole or any of the property of the Company, present or future including its uncalled capital and also by similar mortgage charge or lien and to secure and guarantee the performance by the company of any obligation or liability.
- 3.26 To receive money on deposit, with or without allowance of interest thereon and advance or lend and give credit to persons or upon such companies security as may be thought proper or without taking any securing therefor.



- 3.27 To sell, dispose or, transfer the business, property and undertakings of the company or any part thereof, for any consideration which the Company may see fit to accept.
- 3.28 To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company.
- 3.29 To accept stock or shares in or debentures, mortgage or other securities of any other company in payment or part payment for any services rendered or for any sale made to or a debt owing from such Company.
- 3.30 To enter into any agreement with any government 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 concession the company may think desirable to obtain, and carry out exercise and comply with such agreement, rights, privileges and concessions.
- 3.31 To carry on the secretarial and communication business of internet, e-mail, web-site and any communication of such nature.
- 3.32 From time to time to subscribe or contribute to any charitable benevolent or useful object of a public character the support of which will in the opinion of the Company, tend to increase its customers or the public.
- 3.33 To distribute any of the property of the Company in species among the members.
- 3.34 To carry out any other business or any of the matters hereby authorised in any part of the world which seem capable of being conveniently carried in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
- 3.35 To obtain all powers and authorities necessary to carry out or extend any of the above objects.

It is hereby declared that the objects of the company specified in each of the foregoing paragraphs of this clause shall be regarded as independent objects accordingly shall in no otherwise be

limited or restricted by reference to or inference from the name of the Company.

- 4.0 The liability of the members is limited.
- 5.0 The share capital of the Company is Tanzanian shillings five hundred million (500,000,000/=) divided into five thousand (5,000) ordinary shares of shillings one hundred thousands (Tshs.100,000/=) each and the Company shall have power to increase or decrease the capital and divided into several classes and attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions but so that any such rights privileges, restrictions or conditions shall not be altered or modified except in accordance with the Article of Association of the Company for the time being in force.

We, the persons whose names and addresses are subscribed, desire to form into a Company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

S/NO.	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1.	DAUDI NELBERT MBOMA P.O. Box 40748 DAR ES SALAAM DIRECTOR	500	
2.	MARY ELISABETH BROWN 325 WATER FRONT DRIVE, OMAR HODGE BUILDING WICKEM'S CAY ROAD TOWN, TORTOLA BRITISH VIRGIN ISLANDS DIRECTOR	2,000	
	Total shares taken	2,500	

Dated at Dar-es-Salaam this ...13th... day of ...NOVEMBER... 2009

WITNESS to the above signatures:

Name: ...Thomas Joseph M...
Signature: ...
Position: ...

Signature: ...

Position: ...



TANZANIA
Stamp Duty Shts.
PAID ON
Receipt No. 3575 18/11/09
Stamp Duty Officer

ARTICLES OF ASSOCIATION

OF

OFF ROUTE TECHNOLOGIES (T) LIMITED

PROCEEDING MEMORANDUM OF ASSOCIATION

TANZANIA
Stamp Duty Shts.
Receipt No. 3575 18/11/09
ASST. REGISTRAR OF COMPANIES

INTERPRETATION.

1.0 In these Articles:

The Act - Means the Companies Act

The Articles Means the articles of the Company

Clear days- - In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

The seal - means the common seal of the Company

Expression referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other mode of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as the Act or other statutory modification thereof in force at the date at which the Articles became binding upon the Company.

MEMBERS.

2.0 The number of members which the Company proposes to be registered is but the directors may from time to time register an increase of members.

3.0 The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the Company.

GENERAL MEETINGS.

4.0 The Company shall 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 next.

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

5.0 All general meetings other than the annual General Meeting shall be called extra-ordinary general meetings.

6.0 The Directors may, whenever they think fit, convene an extra-ordinary general meeting and extra-ordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, 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 meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7.0 Every general meeting shall be called by twenty one days' notice in writing at the least. The notice shall specify the place, the day and the honour 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 the specified in this article be deemed to have been duly called if it so agreed.

a) in the case of meeting called as annual general meeting by all the members entitled to attend and vote thereat, and

b) in case of any other meeting, by a majority in number of the members having right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

8.0 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 of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 9.0 All business shall be deemed special that is transacted at an extra-ordinary meeting and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, the election of Directors and other officers in place of those retiring by rotation, and appointment and fixing of the remuneration of the auditors.
- 10.0 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; save as herein otherwise provided two members present in person or by proxy shall be a quorum.
- 11.0 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of member, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
- 12.0 The Chairman, if any of the board of directors or in the 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 holding of holding of the meeting and willing to act, the directors present shall elect one of their number to be Chairman of the meeting and, if there is only one director present and willing to act, he shall be Chairman.
- 13.0 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.
- 14.0 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 unfinished at the meeting from which the adjourned took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice

of an adjourned or of the business to be transacted at an adjourned meeting.

15.0 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demanded:

- a) by the chairman, or
- b) by at least (two) members present in person or by proxy or,
- c) by any member or members present in person or by proxy and presenting 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.

16.0 Except as provided in article 18, if a poll is dully demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17.0 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.

18.0 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.

19.0 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 effects as if it had been passed at a general meeting dully convened and held, and may consist of several

instruments in the like form each executed by or on behalf of one or more member.

VOTES OF MEMBERS

- 20.0 Every member shall have one vote.
- 21.0 A member in respect of whose estate a manager has been appointed under section 26 of the Mental Disease 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.
- 22.0 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
- 23.0 On a poll votes may be given either personally or by proxy.
- 24.0 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under the seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the Company.
- 25.0 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 place within the Territory as is specified for the purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, and 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.
- 26.0 An instrument appointing a proxy may be in the following form, or in any other form, which the Directors shall approve.

"OFF ROUTE TECHNOLOGIES (T) LIMITED"

I/Weof being a member/members of OFF ROUTE TECHNOLOGIES (T) LIMITED do hereby appoint of as my/our proxy to vote for me/us and on my behalf at the Annual/Extra-Ordinary General Meeting of the Company to be held on day of ... 20... and at any adjournment thereof.

Signed this day of..... 20...

“(Signature of Member)”

- 27.0 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“OFF ROUTE TECHNOLOGIES (T) LIMITED”

I/We of being a member/members of the above named Company, do hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the Annual or Extra-Ordinary as the case may be) General Meeting of the Company to be held on day of 20... and at any adjournment thereof.

Signed this day of..... 20...

“(Signature of Member)”

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

- 28.0 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 29.0 A vote given in accordance with the terms of an instrument of proxy or poll demanded by proxy or by the dully authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at its registered office (or at such other place at which the instrument of proxy was dully deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATION ACTING BY REPRESENTATION AT MEETING

- 30.0 Any Corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised 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

- 31.0 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 resolutions, the number of directors shall be subject to any maximum but shall be not less than two.
- 32.0 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 travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

- 34.0 Subject to the provisions of the Act the memorandum and articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers 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 powers exercisable by the directors

- 35.0 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

36.0 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the directors shall from time to time by resolution determine.

37.0 The Directors shall cause minute to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committee of Directors;

DISQUALIFICATION OF DIRECTORS

38.0 The office of Directors shall be vacated if the director:

- (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 the creditors generally or;
- (c) Ceases to be a director by virtue of any provisions of the Act or becomes prohibited by law from being a Director.
- (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.

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

- 40.0 The directors may appoint a person who is willing 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.
- 41.0 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 this 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.
- 42.0 The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediate preceding article. Without prejudice to the powers of the directors under article 40 of the Company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

PROCEEDING OF DIRECTORS

- 43.0 Subject to the provisions of the articles, the directors may regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A director may and the secretary 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 or any director who is absent from Tanzania.
- 44.0 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
- 45.0 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 these articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

46.0 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 Directors 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 numbers to be the chairman of the meeting.

47.0 The Directors may delegate any of their powers to committees consisting of one or more directors, any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. Subject 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.

48.0 All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or that any of them were disqualified from holding office, or had 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.

49.0 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 like form each signed by one or more of the Directors.

SECRETARY

50.0 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.

51.0 Any provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the

same person acting both as director and as or in place of secretary.

THE SEAL.

- 52.0 The seal of the Company shall only be used by the authority of the Directors of a committee of the Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by the second director.

ACCOUNTS.

- 53.0 The Directors shall cause proper books of account to be kept with respect to:
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the Company; and
 - (c) The assets and liabilities of the Company.

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

- 54.0 The books of account shall be kept at the registered office of the Company, or subject to section 151(4) of the Act, at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
- 55.0 No member shall (as such) have any right of inspecting any accounting records or other books or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.
- 56.0 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 sheet, group accounts (if any) and report as are referred to in those sections.
- 57.0 In accordance with Section 164 of the Act, a copy of the Company's annual account to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of


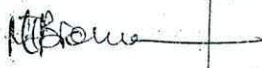
debentures of the Company PROVIDED THAT this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

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

NOTICES

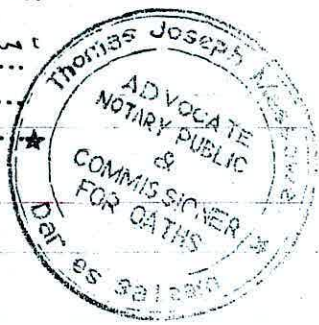
59.0 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The Company may give any notice to a member either personally or by sending it by post in a prepared envelop addressed to a member at his registered address or by leaving it at that address. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posing 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 Tanzania and who gives to the Company an address within the Tanzania at which notices may be given 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.	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1.	DAUDI NELBERT MBOMA P.O. Box 40748 DAR ES SALAAM DIRECTOR	500	
2.	MARY ELISABETH BROWN 325 WATER FRONT DRIVE, OMAR HODGE BUILDING WICKEM'S CAY ROAD TOWN, TORTOLA BRITISH VIRGIN ISLANDS. DIRECTOR	2,000	
	Total shares taken	2,500	

Dated at Dar-es-Salaam this 13th day of November 2009

WITNESS to the above signature:

Name: Thomas MASHAU
Signature: [Signature]
Position: AD-0-CAF-C



[Handwritten signature]



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PRIVATE & CONFIDENTIAL

The Executive Director
Tanzania Investment Centre
P.O. Box 398
Dar es Salaam

Our ref TD/2011

4th November 2011

Dear Sir

Re : Mr Brian Thomson

We confirm that the above has been known to us since 2008. We consider him to be suitable, trustworthy and good for normal business engagements.

The following information is given in confidence for your private use only without responsibility on the part of this Bank or the writer, and where the information has been obtained from another bank or informant, without responsibility on the part of themselves or of their officials.

Cc The Managing Director
Off Route Technologies (T) Limited
P.O. Box 13811
Dar es Salaam

ACKNOWLEDGMENT AND RECORDING IN THE CENTRAL REGISTER THE TRANSFER OF PROSPECTING LICENCE

I, The Commissioner for Minerals pursuant to Section 106(1) of the Mining Act, No. 14 of 2010 hereby confirm recording in the Central Register the transfer Prospecting Licence No. 7072/2011 from **ASHKENAZI MHANDO, BAKARI KAINDA** and **HAMAD RASHID MOHAMED** to **OFF ROUTE TECHNOLOGIES (T) LIMITED**.

The foregoing transfer has been duly recorded on terms and conditions contained in the above Prospecting Licence.

IN WITNESS WHEREOF this transfer of Prospecting Licence has been duly recorded

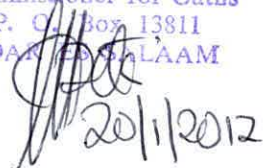
this 6th day of July 2011.



Dr. Dalaly P. Kafumu

COMMISSIONER FOR MINERALS

CHIPETA WALTER B.
Advocate, Notary Public &
Commissioner for Oaths
P. O. Box 13811
DAR ES SALAAM



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the original document

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF ENERGY AND MINERALS

PROSPECTING LICENCE NO. PL 7072/2011

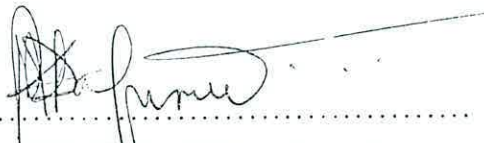
GRANTED PURSUANT TO
SECTION 32 OF THE MINING ACT, 2010

WHEREAS M/S Ashkenazi Mhando, Bakari Kaında and Hamad Rashid Mohamed of P.O Box 200035 Dar es Salaam , - 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 Ashkenazi Mhando, Bakari Kaında and Hamad Rashid Mohamed (hereinafter called the Licensee) a **Prospecting Licence - Energy Minerals**, to prospect for Coal, at Ngana area in Kyela 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.

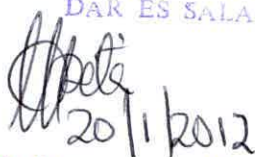
This Licence, unless sooner cancelled, suspended or surrendered pursuant to the provisions of the Mining Act, 2010, shall be valid for a period of **forty eight (48)** months, effective from the date of grant.

Granted this 29th day of APRIL 2011



CHIPETA WALTER B.
Advocate, Notary Public &
Commissioner for Oaths
P. O. Box 13811
DAR ES SALAAM

Dr. Dalaly P. Kafumu
COMMISSIONER FOR MINERALS



20/1/2012

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