



THE UNITED REPUBLIC OF TANZANIA
 PRIME MINISTER'S OFFICE
 TANZANIA INVESTMENT CENTRE

FILE BEGINS	ENDS	PART
FILE TITLE		FILE NUMBER TICC
CONFIDENTIAL		PP-10 042490

FILE NUMBER
 PART
 PP-10/042490

INDEX HEADINGS

Officer of Section	For Action F/M	Initials	Date	Action taken vide F/M	Officer of Section	For Action F/M	Initials	Date	Action taken vide F/M
DH	F-I	Hony	2/07/13	LO					
Datto	F-I		2/07/13						
M			10/07/13						

CLIMATE CONTROL
CO. LTD

MINUTE SHEET

Dokezo
No.

MINUTE SHEET

Dokezo
No.

1.0

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\$ 0-938M
- (b) Legal entity has been incorporated under certificate No. 86191 of 21/05/2011

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

Submitted for signature.


N. Senzia
DIF

18th July, 2013



2.0

EXD

In response to the TIC letter of registration dated 18th July 2013

the project has submitted the required documents namely: -

- (a) Company Board Resolution.
- (b) Reference letter/Financing from Eco Bank LTD
- (c) Lease Agreement as evidence of land

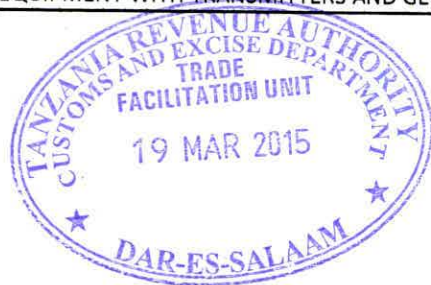
With the above submission EXD is requested to sign Certificate of Incentives No. 042490 herein attached.

15/01/2014


DIF

APPLICATION FOR TAX EXEMPTION
LIST OF IMPORTABLE MACHINERY, EQUIPMENTS, TOOLS AND OTHER MINING

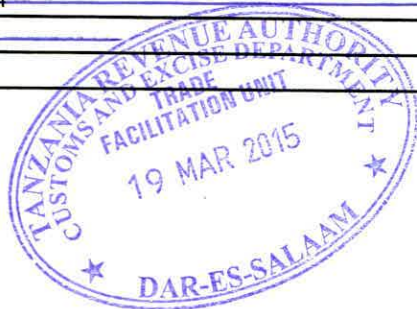
No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
1	CONE CRUSHER FOR STONE SMD 187	SET	1	120-983-490	MACHINE		
2	PLATE FEEDER FOR STONE SMD 186	UNIT	1	120-983-490	MACHINE		
3	BELT FEEDER FOR STONE FROM SMD187	UNIT	1	120-983-490	MACHINE		
4	MOTORIZED CONVEYOR DRUM 2.5K/S, THREE PHASE	UNIT	2	120-983-490	MACHINE		
5	THEOSTAT, MORE THAN 20 WATT	UNIT	1	120-983-490	MACHINE		
6	DRUM SHIFTER FOR STONE, <30T	UNIT	1	120-983-490	MACHINE		
7	EXXENTRIC SHAFTING, FROM CRUSHER - 190	SET	1	120-983-490	MACHINE		
8	BALL BEARING - 13636 >30MM	UNIT	1	120-983-490	MACHINE		
9	ROLLING BEARING - 3000 4244, CONE TYPE WITH RING	UNIT	1	120-983-490	MACHINE		
10	VULCANIZED RUBBER TIGHTENING GASKET	SET	8	120-983-490	MACHINE		
11	CRUSHED AMOUR, 1 ST, FROM CRUSHER CMD-600	SET	1	120-983-490	MACHINE		
12	BRONZE BUSHING	SET	5	120-983-490	MACHINE		
13	DRIVING GEAR, CONE TYPE	UNIT	1	120-983-490	MACHINE		
14	GEAR FOR SIFTER	UNIT	2	120-983-490	MACHINE		
15	CORROSION PROOF CORD 10-24MM	KG	100	120-983-490	MACHINE		
16	COOPER CABLES 5 VEINS, DIAMETER-50MM	M	200	120-983-490	MACHINE		
17	CONTACTOR 400A, 380V	UNIT	3	120-983-490	MACHINE		
18	CONNECTING BOX 400A, A31	UNIT	3	120-983-490	MACHINE		
19	STARING BOX 30A	UNIT	10	120-983-490	MACHINE		
20	AUTOMATIC SWITCH 50A	UNIT	10	120-983-490	MACHINE		
21	STARING BOX 25A	UNIT	3	120-983-490	MACHINE		
22	CONTACTOR 160A, AE	UNIT	3	120-983-490	MACHINE		
23	CONNECTING BOX 160A	UNIT	3	120-983-490	MACHINE		
24	ELECTRIC MOTOR 11 K/X, 1500PRM	UNIT	2	120-983-490	MACHINE		
25	UNADJUSTABLE WRENCHES N20, N55, N75	UNIT	4	120-983-490	MACHINE		
26	ADJUSTABLE WRENCH N2, N3, N5	UNIT	3	120-983-490	MACHINE		
27	IP GEOLOGICAL SURVEY EQUIPMENT WITH TRANSMITTERS AND GENERATORS	SET	2	120-983-490	MACHINE		



No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
28	WALKING MAGNETOMETERS GSM-19W	SET	3	120-983-490	MACHINE		
29	XRF ANALYZER SYSTEM	SET	2	120-983-490	MACHINE		
30	FUEL PUMP	UNIT	1	120-983-490	MACHINE		
31	DIESEL POWER PLANT ED1000-T400-2PKC	UNIT	1	120-983-490	MACHINE		
32	CRUSHER SMD 741	UNIT	2	120-983-490	MACHINE		
33	LING PLATES - 1 LOT	UNIT	2	120-983-490	MACHINE		
34	CONCRETE MIXER	UNIT	2	120-983-490	MACHINE		
35	TURNING MACHINE MODEL 163	UNIT	2	120-983-490	MACHINE		
36	MILLING MACHINE MODEL 6M13P	UNIT	2	120-983-490	MACHINE		
37	CLASSIFIER 15T, 4Kv (1)	UNIT	2	120-983-490	MACHINE		
38	CRUSHER TRANSPORTER 5MTRS (1)	UNIT	2	120-983-490	MACHINE		
39	FEEDER 8T/HR (2)	UNIT	2	120-983-490	MACHINE		
40	HYDROCYCLONE 15T/HR (2)	UNIT	2	120-983-490	MACHINE		
41	GENERATOR 75KV (1)	UNIT	2	120-983-490	MACHINE		
42	CONTRL PANELS 125kW (5)	UNIT	2	120-983-490	MACHINE		
43	TELPHER CONVEYORr 2.5t (1)	UNIT	2	120-983-490	MACHINE		
44	DRILLING MACHINE 380V (1)	UNIT	2	120-983-490	MACHINE		
45	SPHERICAL TWO CHAMBER MILLING MACHINE 1456 Uz (2)	UNIT	2	120-983-490	MACHINE		
46	SPHERICAL TWO CHAMBER MILL ACCESSORIES	UNIT	2	120-983-490	MACHINE		
47	PUMP-AF 40/20 CW & 20HP D/ENGINE (2 SET)	UNIT	2	120-983-490	MACHINE		
48	PUMP ELECTRIC MOTOR - AF40/26C/W 20HP	UNIT	2	120-983-490	MACHINE		
49	GRINDING MACHINE 9" JNO	UNIT	2	120-983-490	MACHINE		
50	ELECTROMETER AKZ3315M2-893	UNIT	2	120-983-490	MACHINE		
51	ITOMAK CONCETRATOR GK-30M2	UNIT	2	120-983-490	MACHINE		
52	DELTA PREMIUM SOIL ANALYSWER & CAMERA	UNIT	2	120-983-490	MACHINE		
53	DEIKA TSR-407	UNIT	2	120-983-490	MACHINE		
54	BALL MILL SM1456A	UNIT	2	120-983-490	MACHINE		
55	FEEDER FOR BALL MILL	UNIT	2	120-983-490	MACHINE		
56	ROLLER FOR BALL MILL (4 SET)	UNIT	2	120-983-490	MACHINE		



No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
57	BALL MILL TRANSPORT LINE	UNIT	2	120-983-490	MACHINE		
58	CONTAINERS 40FT (2PCS)	UNIT	5	120-983-490	MACHINE		
59	SHAKING TABLE S-6 SINGLE DECK	UNIT	3	120-983-490	MACHINE		
60	SHAKING TABLE S-6 DOUBLE DECK	UNIT	3	120-983-490	MACHINE		
61	SHANGAI YUEDA MINERAL PRODUCTION LINE	UNIT	3	120-983-490	MACHINE		
62	DRAINAGE PUMP & ENGINE 15KW, 150RP	UNIT	2	120-983-490	MACHINE		
63	MINI GRINDER FOR LAB USE (4PCS)	UNIT	2	120-983-490	MACHINE		
64	WATER PUMP FOR DIESEL GENERATOR ALTRAY6	UNIT	2	120-983-490	MACHINE		
65	AVELING BARFORD GRADER	UNIT	3	120-983-490	MACHINE		
66	LIEBHERR PR 742 DOZER	UNIT	3	120-983-490	MACHINE		
67	HI LITE TOWED LIGHTING TOWER - 1	UNIT	2	120-983-490	MACHINE		
68	HI LITE TOWED LIGHTING TOWER - 2	UNIT	2	120-983-490	MACHINE		
69	TOYOTA HILUX SINGLE CABIN	UNIT	3	120-983-490	M/VEHICLE		
70	TOYO	UNIT	3	120-983-490	M/VEHICLE		
71	LAND ROVER 110	UNIT	3	120-983-490	M/VEHICLE		
72	LAND ROVER 110	UNIT	2	120-983-490	M/VEHICLE		
73	LAND ROVER ACCESSORIES	SET	4	120-983-490	M/VEHICLE		
74	LAND CRUISER HARD TOP	UNIT	2	120-983-490	M/VEHICLE		
5	WATER TANKS OF DEFFERENT SIZES	UNIT	5	120-983-490	M/VEHICLE		
76	PIPES FOR WATER PIPE - VICTORIA TO SEKA MINE	UNIT	6000	120-983-490	MACHINE		
77	SUBMERSIBLE PUMP MOD ECV8-40-90	UNIT	4	120-983-490	MACHINE		
78	SLUDGE PUMP 63M ³ /HR (4)	UNIT	2	120-983-490	MACHINE		
79	DRAINAGE PUMP 63M ³ /HR (1)	UNIT	3	120-983-490	MACHINE		
80	CAT 330 DL T	UNIT	4	120-983-490	MACHINE		
81	NEW HOLLAND EXCAVATOR E3285LC	UNIT	5	120-983-490	MACHINE		
82	KOMATSU WA470 T	UNIT	4	120-983-490	MACHINE		
83	IVECO 4X4 DRILL RIG	UNIT	4	120-983-490	MACHINE		
84	FODEN WATER TANKER 8X4	UNIT	2	120-983-490	MACHINE		
85	FODEN 6X6 RHD TPPER	UNIT	3	120-983-490	MACHINE		
86	EXCAVATOR KOMATSU	UNIT	5	120-983-490	MACHINE		



No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
87	BULLDOZERS	UNIT	6	120-983-490	MACHINE		
88	HEAVY TRUCKS	UNIT	5	120-983-490	MACHINE		
89	EARTH MOVING EQUIPMENT ACCESSORIES	UNIT	6	120-983-490	MACHINE		
90	MECHANICAL HAND TOOLS - FOR INSTALLATION	SET	10	120-983-490	MACHINE		
91	WELDING MACHINE	UNIT	5	120-983-490	MACHINE		
92	WELDING MACHINE 220V (2)	UNIT	4	120-983-490	MACHINE		
93	MOBILE FIELD KITCHEN FKH 900	UNIT	1	120-983-490	ACCESSORIES		
94	LADDER	UNIT	5	120-983-490	ACCESSORIES		
95	FAN	UNIT	10	120-983-490	ACCESSORIES		
96	PLASTIC TABLE (2)	UNIT	25	120-983-490	ACCESSORIES		
97	PLASTIC CHAIRS	UNIT	100	120-983-490	ACCESSORIES		
98	COFFEE TABLE	UNIT	6	120-983-490	ACCESSORIES		
99	SENETOR ANGLE TABLE	UNIT	6	120-983-490	ACCESSORIES		
100	WASHING MACHINE	UNIT	5	120-983-490	ACCESSORIES		
101	WATER DISPENSER	UNIT	10	120-983-490	ACCESSORIES		
102	PLASTIC CHAIRS (8)	UNIT	50	120-983-490	ACCESSORIES		
103	PRESIDENT CHAIRS (4 PCS)	UNIT	3	120-983-490	ACCESSORIES		
104	STORAGE UNIT ST437	UNIT	5	120-983-490	ACCESSORIES		
105	FRIDGE	UNIT	5	120-983-490	ACCESSORIES		
106	WATER HEATER	UNIT	5	120-983-490	ACCESSORIES		
107	BLENDER SUPER GENERAL	UNIT	2	120-983-490	ACCESSORIES		
108	IRONING BOARD	UNIT	2	120-983-490	ACCESSORIES		
109	SAFE 702 XP DIGITAL & KEY	UNIT	3	120-983-490	ACCESSORIES		
110	WATER FILTER	UNIT	5	120-983-490	ACCESSORIES		
111	TABLE FAX CROWN DELUXE	UNIT	5	120-983-490	ACCESSORIES		
112	WATER SEPARATOR (2PCS)	UNIT	6	120-983-490	ACCESSORIES		
113	HIGH BACK FABRIC CHAIR X12121H	UNIT	12	120-983-490	ACCESSORIES		
114	PLASTIC TANK 2000LTRS (2PCS)	UNIT	8	120-983-490	ACCESSORIES		
115	MEAT MINTER	UNIT	2	120-983-490	ACCESSORIES		



No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
116	PLASTIC TANK 2000LTRS (1 PCS)	UNIT	4	120-983-490	ACCESSORIES		
117	PLASTIC CHAIRS COTEX (12PCS)	UNIT	6	120-983-490	ACCESSORIES		
118	WHEEL BARROW (1PC)	UNIT	4	120-983-490	ACCESSORIES		
119	Dstv HAWARE & SOFTWARE	UNIT	2	120-983-490	ACCESSORIES		
120	BEDS	UNIT	20	120-983-490	ACCESSORIES		
121	WATER FILTRATION SYSTEM FOR KITCHEN	UNIT	2	120-983-490	ACCESSORIES		
122	WIRE FENCE	UNIT	50000	120-983-490	ACCESSORIES		
123	CEMENT	TON	5000	120-983-490	B/MATERIAL		
124	STEEL	TON	2000	120-983-490	B/MATERIAL		
125	ROOFING SHEET	PCS	3000	120-983-490	B/MATERIAL		
126	NAILS	KG	200	120-983-490	B/MATERIAL		
127	FLOOR TILES	SQM	1000	120-983-490	B/MATERIAL		
128	STEEL ROD 16MM	SQM	1000	120-983-490	B/MATERIAL		
129	PVC SHEET	SQM	5000	120-983-490	B/MATERIAL		
130	WIRE MESH	PCS	5000	120-983-490	B/MATERIAL		
131	SIMTANK	PCS	3	120-983-490	B/MATERIAL		
132	PVC PIPE	PCS	200	120-983-490	B/MATERIAL		
133	ELBOW	PCS	200	120-983-490	B/MATERIAL		
134	TEE	PCS	200	120-983-490	B/MATERIAL		
135	VALVE	PCS	200	120-983-490	B/MATERIAL		
136	GATE VALVE	PCS	200	120-983-490	B/MATERIAL		
137	CLAMP	PCS	200	120-983-490	B/MATERIAL		
138	SODIUM CYNADE	T	50	120-983-490			
139	QUICK LIME	T	30	120-983-490			
140	ACTIVATED CABON	T	5	120-983-490			
141	HYDROCHLORIC ACID	LTS	500	120-983-490			
142	CAUSTIC SODA	LTS	500	120-983-490			
143	HYDROGEN PEROXIDE	KG	100	120-983-490			

ARCHITECTS AND QUANTITY SURVEYORS
CONSULTANTS
QPL 16.26/98
SIGN: *[Signature]*
REGISTRATION BOARD
TANZANIA

MR Approved

TANZANIA REVENUE AUTHORITY
CUSTOMS AND EXCISE DEPARTMENT
FACILITATION UNIT
19 MAR 2015
DAR-ES-SALAAM

TICC/PP.10/042490/6

16/03/2015

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.
042490**

M/S Climate Control Co. Limited is a TIC registered company with certificate of incentives **No. 042490** which is valid up to **June 2016**

The company has been registered with objectives of establishing Gold Tailing Processing Project.

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

MINUTE SHEET

Dokezo
No.



MINUTE SHEET

Dokezo
No.



CLIMATE CONTROL COMPANY LIMITED

GOLD TAILING PROCESSING PROJECT

IN MWANZA REGION, TANZANIA

Prepared by:

NADKA TRADING SUPPLIES,

P. O. Box 10549, MWANZA, TANZANIA

Mob: +255 766 639742

E-mail: nadkatrading@gmail.com

Tailing project

1.1 EXECUTIVE SUMMARY

Mission:

Climate Control company Limited is incorporated in Tanzania and issued with Certificate No. 86191 of 21st September, 2011.

The company intends to have several Mineral Licenses of its own but also broker some exploration, acquisition and mining contracts for various areas in Tanzania. It has identified two (2) Primary Mining Licenses converted into two (2) Mining Licenses- ML318 and ML319-. Climate Control company Limited has acquired 50% ownership in these which are within the Rwamagaza greenstone belt, Geita district. The existence of several artisan mining operations beside Buckreef and Geita gold mines which have been going on for several years using primitive mining tools; very inefficient and hazardous gold recovery system has called for introduction of modern mining methods as well as efficient and environmentally friendly gold extraction technology. The two Mining Licenses have pits that provide very rich gold ore. The owners have invested in building the shafts.

The Investment:

The project to be undertaken is designed to produce gold from both Mining Licenses with exclusive right to mine and process gold from all the area covered by the licenses, as indicated in the location map, Figure 1.1 and 1.2.

The Technology objective:

The project shall introduce use of compressors, jackhammer and power-drill instead of hand chisels. It shall introduce access to shafts by electric powered lift/winch which shall also bring up mined ore replacing manually pulled ropes. It shall introduce crusher machines to replace manual breaking of rocks down to 25.4 millimeters or 1 inch size by hammer. It shall introduce concentrators to recover gold from milled powder from ball mill. This process removes the slues tables which miners use to concentrate gold and mercury which they use to tap gold. This

Tailing project

method is very hazardous to artisan miners since they do not use gloves and mercury enters their body damaging their hands and causes them cancer. It is also true that 40% of gold is washed in water. Therefore, the introduction of improved technology shall also give them 4 fold output per person increasing their output up to 150 grams per week.

The safety and efficiency measures:

The project thus introduces access into shafts by lift or electric powered winch for humans and mined ore replacing people going down by stepping on sides of timber. This method is prone to accidents since timbers are round in shape and slippery when wet.

Production Volume and financial results:

The project shall start the operations of mining on 2 pits in the first year producing at a capacity of 60% harvesting 7.2 Kilograms of gold in year one selling at a total turnover of \$ 314,174, while in the second turnover shall be an output of 14.4 Kilograms and third year it shall be 21.6 kilograms corresponding amounting to a turnover of \$ 628,344 and \$942,516 respectively. From the third year production is expected to be steady up to year ten (10) which is the life period of the project. *(Mine selling Price is assumed to be \$43,635 per Kg).*

Conclusion:

The project is very viable and scope exists for replicating it in the other lands. The jaw crusher and concentrator have capacity to process 2 tons and 1 ton per hour respectively thereby allowing comfortably 10 tons per day. The present 2 Mining Licenses are within vicinity of the buckreef gold mine and many artisan pits, making the project enviable.

Tailing project

1.2 BACKGROUND:

A low level of artisan gold mining activities has been carried out at Rwamgasa and Buckreef since late 1970s'. The greenstone runs E-W through the two licences and beyond for several miles with many existing artisanal gold workings.

Geology and mineralization:

The Rwamagaza property lies west of Geita mine and forms part of Rwamagaza greenstone belt. It is within the lower Nyanzian system which includes the sequence of dominantly mafic volcanics and immature sediments forming the greenstone belt of the central craton. These greenstones are, of major economic importance as they host most of Tanzania's gold deposits. The sequence is subdivided into a Lower mafic series of an estimated thickness of 5000 metres, and an Upper felsic series with a thickness of 2000-4000 metres with both minor tuffs and inter-bedded sediments. The Lower succession comprises primarily basalt, andesite, and dacite pillow-lavas. The sediments include banded iron formation (BIF), recrystallised cherts.

Most of these greenstone belts, apparently related to regional faults are characterized by flat to steep dipping quartz lodes carrying pyrite, gold, minor base metal sulphides and carbonate alteration of wall rocks. The association of lodes with BIF units is common. Previous exploration drilling of these lithologies and structures on the buckreef reefs intersected significant gold values, but was insufficiently detailed to outline coherent mineralized zones or to understand their character or geological controls. A second, east-west, structural trend recognized at Buckreef, Rwamagaza and Miombo reefs.

Gold occurs principally as free gold within quartz veins or stockworks, often associated with felsic intrusives. Pyrite and arsenopyrite occur in minor quantities but do not contain significant gold. The mineralization is hosted in sediments metamorphosed to greenschist and amphibolite facies. Mineralization is contained in saprolite, which is itself overlain by a discontinuous laterite zone that also contains detrital or chemically remobilized gold.

Tailing project

Climate and Water Supply

The climate is typical of the semi-arid central plateau with day time high temperature reaching 29-32°C from December to March. The short rains fall from mid November through December and the long rains from mid March through May, though there is significant rainfall in January and February. Annual rainfall averages about 800 mm.

There is only one river known as Kabhanda which passes to the north of the license with two tributaries that starts from the license. These tributaries host potential swamps where rice is being cultivated.

Vegetation

Scattered bushes and few tall trees are the characteristics of the area. It is a savannah type of vegetation whereby human activities such as cutting down trees and cultivation have altered the area.

1.3 THE PROJECT OBJECTIVE:

The project shall introduce to artisan mines small scale modern methods of mining and processing which not only give high yield but also safe as they avoid use of mercury and cyanide. Most artisan miners lose up to 40% of gold left in tailings while by using gravity concentrators up to 98% is recovered. In pursuance of this objective, **M/s Climate Control Company Limited** shall mine in ML 318 and ML319.

This project does not fall under Type a Projects requiring a mandatory EIA, stipulated in section 16 (iii) of the Mining Act 2010. However, the development and operations of a mine at Rwamagaza in Geita

District shall include the following:

- Clearing various sites for mining and construction

Tailing project

- Construction of various surface infrastructure and installation of various machines and equipment
- Drilling and blasting of rock in underground shafts to mine gold bearing ore to be lifted to the surface from shafts
- Haulage of ore from the mine to the processing plant
- Processing of the ore to extract the gold metal and associated minerals (by product)
- Erecting of a fence surrounding important facilities
- Closure of the mine and decommissioning

The project intends to run its operations at 60% capacity of production through out the project life producing 6,084 grams in year one, to 12,168gms in year two and 18,252gms each year for the rest of the period of ten (10) years.

Capital investment:

The company is intending to have capital investment on infrastructures such as soil executing machineries, vehicles ranging from small to trucks, generators including inverters, compressors, jack hammer, water slurry pump and hoist. Others are processing equipments, crusher, ball mill, a one ton concentrator, oven with crucibles and borax, and two (2) sets of acetylene gas. (Appendix 3)

Tailing project

1.0.1 Capital Investment Requirements

COST STRUCTURE	
PARTICULAR	AMOUNT USD
Land and Buildings	88,800
Machinery & Equipment	526,450
Motor Vehicles	104,000
Pre exp	40,000
Others	85,000
Working Capital	90,000
TOTAL	934,250

*US\$ 1 = Tshs 1,630

Life time of the project:

The life time of the project shall be a period of ten (10) years where as the first year shall be a period of grace period as the project shall be operating at a capacity of 60 % up to the project life time.

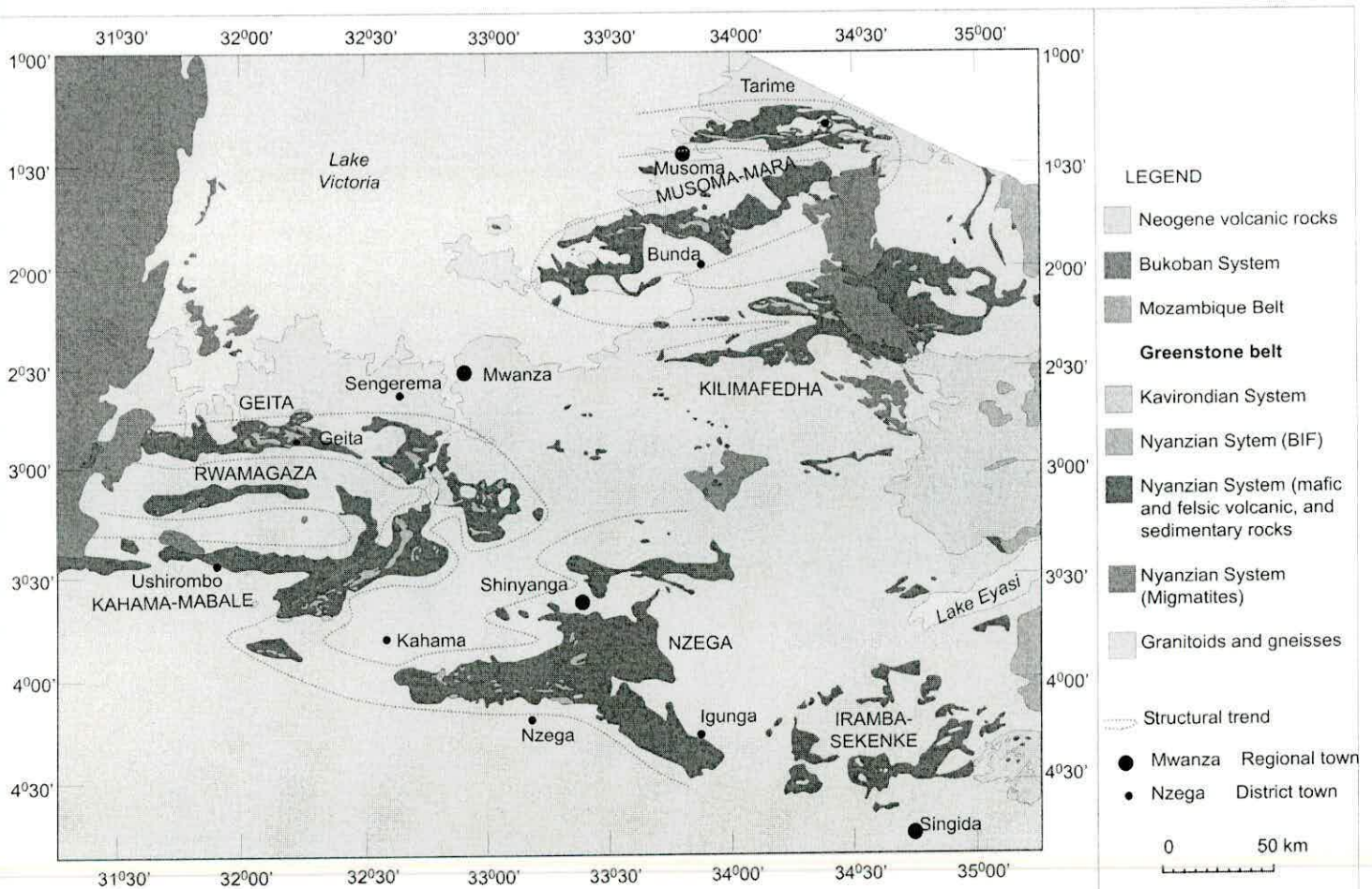
1.4 PROJECT LOCATION AND ACCESS

The Licence area with 2 Mining Licences (ML) numbers 318/2008 and 319/2008 are situated about 35 km from Geita town, Geita District is reached via tarmac road from Mwanza (Figure1.1). The licence area is located within QDS 46/1 and defined by the following corner coordinates presented in the Table 1.1. The area is connected to the tarmac road by motor able trucks. The area, like other areas in Northern zone, is dry from May to September and rain season starts from October to April. The MLs have

Tailing project

many artisan pits within the Miombo gold reef of Rwamagaza greenstone belt, outstanding gold rich part of the Lake Victoria Gold Field:

THE GEOLOGY OF LAKE VICTORIA GOLD FIELDS:



Tailing project

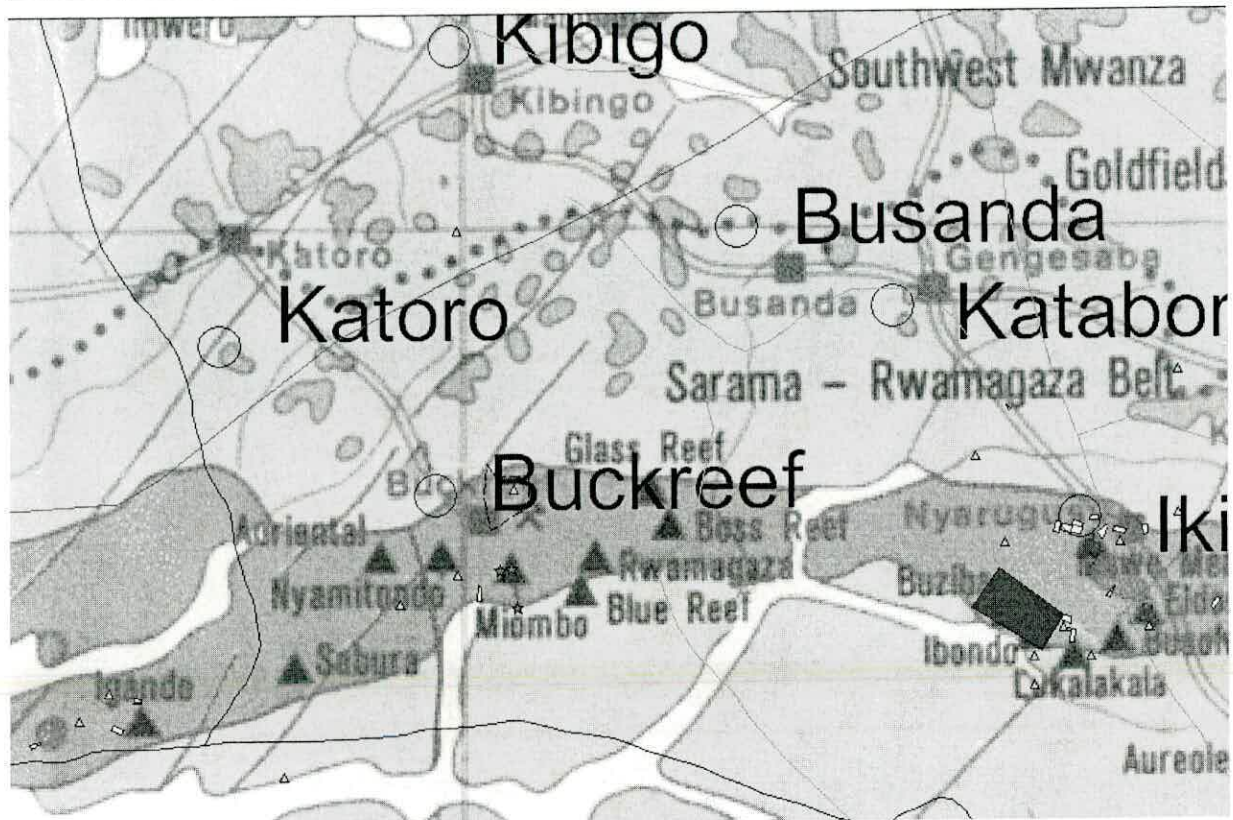
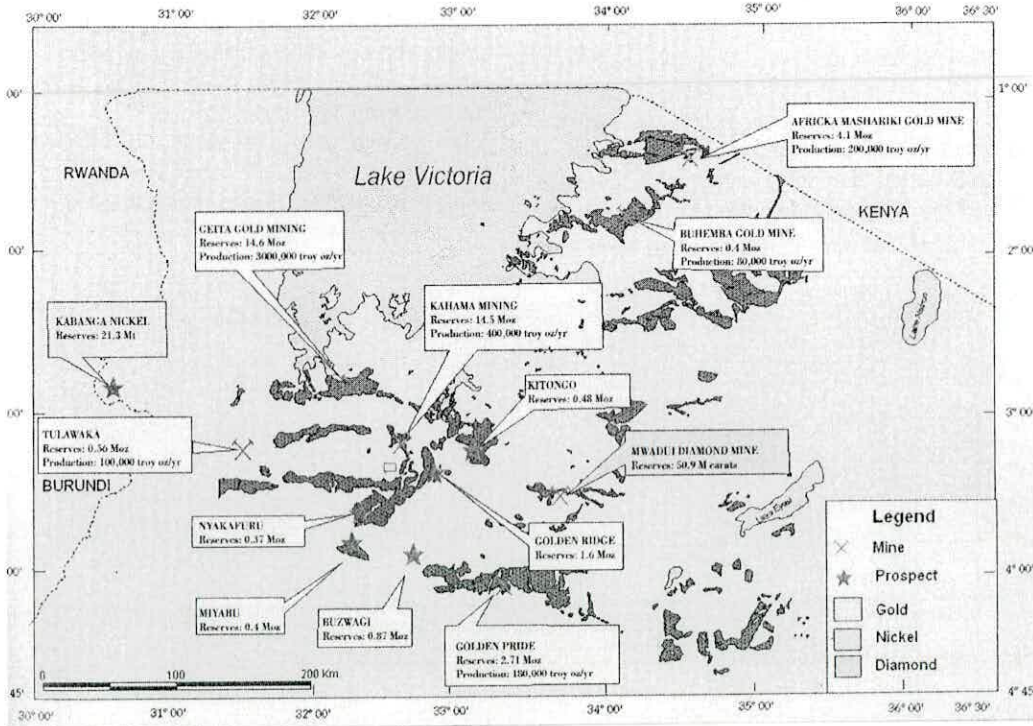
The licence area is described by the following coordinates:

Table 1.1: ML Corner Coordinates

Point	Latitude(S)	Longitude (E)
ML318		
A	03° 07' 04.50"	32° 01' 08.09"
B	03° 07' 05.45"	32° 00' 53.42"
C	03° 06' 58.27"	32° 00' 53.94"
D	03° 06' 57.32"	32° 01' 08.48"
ML319		
A	03° 07' 05.45"	32° 00' 53.42"
B	03° 07' 07.48"	32° 00' 37.05"
C	03° 06' 58.23"	32° 00' 38.07"
D	03° 07' 00.68"	32° 00' 53.94"

Figure 1.1 Mines in Basalts same as MLs 318/2008 and 319/2008

Tailing project



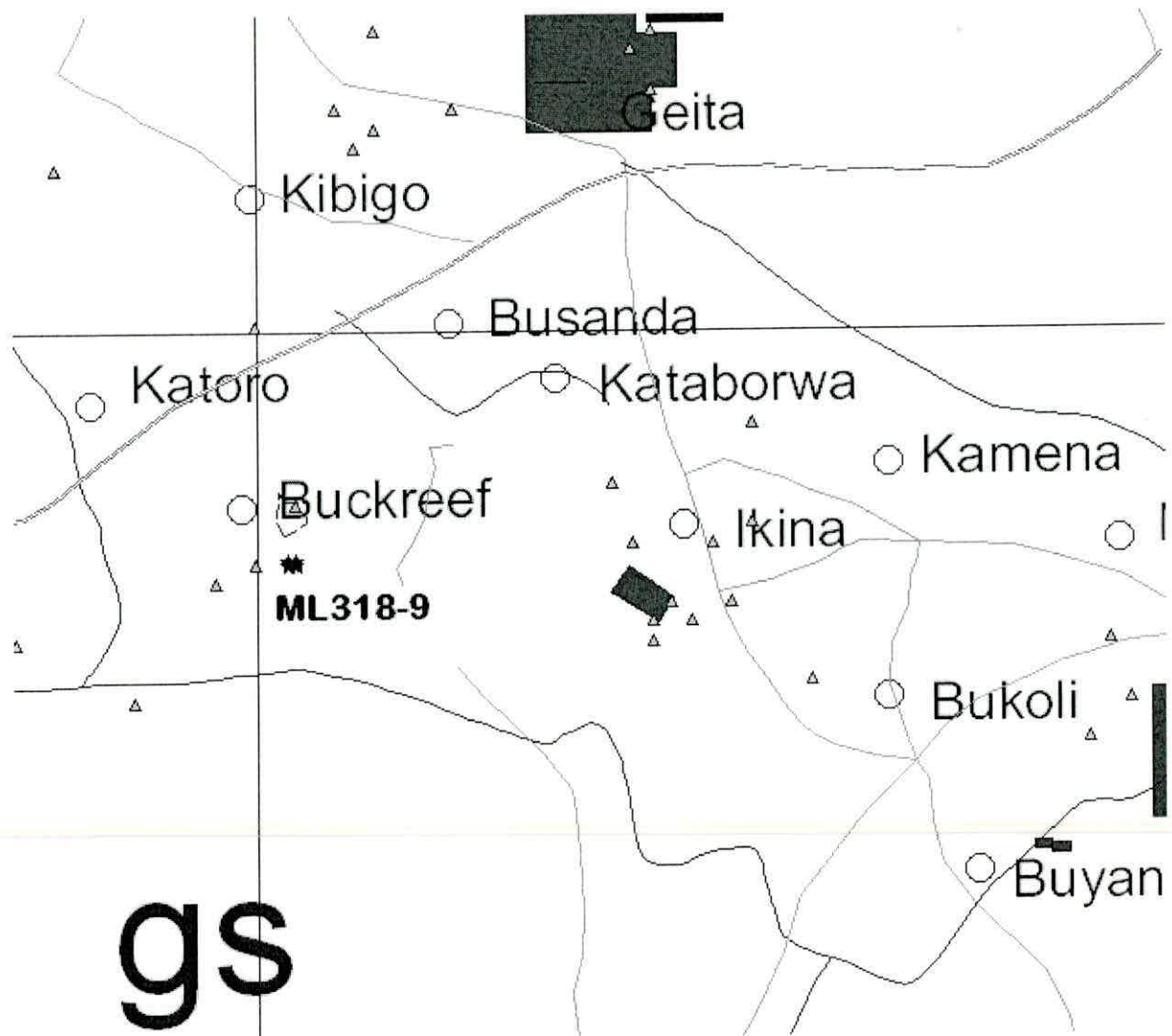
Tailing project

Figure 1.2: ML LOCATION AT MIOMBO ON BARTH GEOLOGICAL MAP

ROAD NETWORK:

Access:

Access to the property is quite good by road from Mwanza city through Lake Victoria by ferry and then a tarmac road to Geita town. An unpaved road is followed which goes to Kakola reaches Rwamagaza, a small mining town with shops and guest houses.



Tailing project

1.5 THE PROJECT:

This Gold Mine Project shall have several stages of development. These stages will start from the Construction phase of a mine to the closure phase of the depleted mine all of which will have impacts to the surrounding environment.

Several subsequent works continues prior to starting construction works of a mine which include preparing a detailed study (mapping) of the deposit that will host a multitude of geological, geotechnical and hydrological data of the deposits to be developed. Preliminary design of the surface mine, is considered to have minimal impacts to the surrounding environment as most of the activities will be office works with computers, plotters and software being utilized to accomplish the works.

Physical works that causes impacts to the surrounding environmental and social conditions are those that may cause adverse or favorable characteristics of the physical conditions (air, water and soils), biological conditions (flora and fauna) and socio-economic and cultural conditions (employment, infrastructure, community support, security, traditions, morality, economic, etc.)

Development of the Gold Mining Project thus, will commence and continue with the following main stages:

- Construction Phase,
- Operational Phase
- Decommissioning and Closure Phase

Tailing project

1.5.1 Construction Phase:

This stage will involve carrying out development activities that will facilitate a proposed mine to operate. These activities include constructing the following:

- Processing plant sheds and foundations for machinery;
- Tailings dump site;
- Fresh water systems for processing the ore and for domestic use;
- Mine offices and workshop;
- Land clearing and leveling for construction sites
- One water borehole for water supply to the plant and for domestic use.

1.5.2 Operational Phase

Operational Phase will commence after infrastructure works have been completed to support the production operations in that place. Production operations will include routine unit operations, these are:

- Loading and delivery of tailing ore;
- Ore stockpiling near the processing plant;
- Gold ore is crushed to maximize the surface area for gold recovery. The gold ore crushing by Jaw crusher shall size the ore ready to be loaded into the ball mill. This heavy duty jaw crusher reduces the rock into 10-15mm diameter pieces. Then the ore is fed into the ball mill. (To minimize cost and due to low volume of ore say 3000kgs per day trolleys are used to take the broken gold ore to crushing plant. The optimum size is ½-¾ inch diameter pieces.
- This crushed reduced size gold ore is further broken down, that is milled, to powder form by a ball mill to the particle size of around 65-150 micron. In this process the finely ground ore is fed into concentrator specifically manufactured to withhold heavy minerals including gold.
- Concentrator shall be employed to concentrate gold in dry process and in wet process to a high degree of 94-87% recovery.

Tailing project

- Thereafter the concentrates are subjected to oven/fire assay; this process shall be used to burn all non gold heavy minerals found in the concentrate. Acetylene gas shall be used to melt the concentrate in crucibles. Further an electric oven, 2 kilo/hr capacity, shall be deployed to melt the gold prior to making tablet.
- Tailing dumping in waste dumps;

1.6 SECURITY:

Processing will be done under a secured system of CCTV cameras and gold will be stored in a locked place daily and later relocated to a bank safe.

1.7 SUPPORT FACILITIES:

For the mine to operate efficiently the following support facilities shall be available;

- Office administration works shall be located in a container housing, insulated and with all facilities
- For laboratory; local lab shall be equipped among others with 100kg batch concentrator for ore quality determination while more for detailed analytical works shall use SGS
- Production shed shall also house welding and machine servicing works.
- Tailings dump operation
- Fresh water 5000lt storage tank is provided
- Only guards quarter is provided
- First aid box is provided, sick and injured persons will be taken to the nearby hospital
- Mine shall support community services in education and health

Tailing project

1.8 PROJECT DESIGN AND ALTERNATIVES:

1.8.1 Underground Mining compared to Surface Mining:

As a rule of thumb, the method of mining by surface mining methods is offered first priority when it comes to mining method selection. Underground methods become attractive when unit costs of mining by open pit exceed those of underground methods. This implies higher NPV is realized by choice that offers comparatively lower costs. However, the artisan mining operations target high value veins -20gms plus per ton- and not back-walls and footwalls. As such the ore they mine here is average 30gms per ton. As such economics of the project indicate higher profits by underground mining method. Open pit mining is one in which the sought minerals are exploited from the surface downward after stripping out the overburden rock which may not be part of the useful mineral. The method is not conducive to artisan miners who have not assessed reserves. It is also out of their reach since it is capital intensive utilizing heavy-duty equipment such as bulldozers, loading shovels, rear dump trucks, drilling rigs, etc., to recover the ore from the ground before sending it to the processing plant for beneficiation. The minerals are mined in sequence of benches, which are staged to conform to schedules of exploitation and to the general layout of the mineral deposit.

1.8.2 Mining Method Description:

Access methodology:

The underground pits will be accessed by a winch/lift system powered by electric motor and material will be hauled out in PP bags using the same lift ramp unto dump tractor /the conveyor belt on the convenient places.

Productivity:

The project in the first year will be mining and processing about 900 tons of ore per year to recover 150.2 kg per annum. The project ore mining and gold production will double

Tailing project

in year 2 and triple in year 3. This will have used 70% capacity of processing plant. This scale of operation shall be maintained for the rest of the life of the project contract.

Ventilation:

The mine will utilize the natural ventilation systems which remove hazardous airborne contaminants from the workplace especially in the blasting zones. Nearly all mining processes generate hazardous waste gases and vapors, and these must be removed from the workplace environment in a cost-effective manner. We shall pump in from compressor air into the pits to reduce blasting gases and humidity vapors. Ventilation engineers, in particular, are involved in ventilation design for a mine. For the first 5 years of operations of this mine no major problems regarding ventilation is expected, however, through auditing and management plan that will be prepared any identified problems that will require ventilation will be solved.

Scheduling Of Mining Operations:

- The mining sequence will consist of a series of pits of increasing depth tracing mineralized ore. Steps to station area must be maintained to secure miners in case of gushing underground water.
- The first pit, with a width of 2.1 metres and length of 2.4 metres shall be dug to 15 meters which depth in neighbouring pits has 30 grams per ton several tunnels shall be cut in direction of veins.
- Ore to processing plant and waste haulage to dump
- Gold recovering through crushing, milling concentrating and fire assay

Tailing project

1.9 ORE BENEFICIATION:

Gold ore crusher machine:

The mined gold ore is crushed to maximize the surface area for gold recovery. The gold ore crushing by Jaw crusher shall size the ore ready to be loaded into the ball mill. This heavy duty jaw crusher reduces the rock into 10-15mm diameter pieces. Then the ore is fed into the ball mill. (To minimize cost and due to low volume of ore say 3000kgs per day trolleys are used to take the broken gold ore to crushing plant. The optimum size is ½-3/4 inch diameter pieces.

Ball mill for gold ore milling:

This crushed reduced size gold ore is further broken down to powder form by a ball mill to the particle size of around 65-150 micron. In this process the finely ground ore is fed into concentrator specifically manufactured to withhold heavy minerals including fine gold and sulphides.

Gravity concentrator:

The material showered with water is fed into the centrifugal concentrator in a slurry form and is passed through gravity concentration to get gold ore concentrate. Modern gravity processing utilizes centrifugal force to help recover about 97 per cent of the gold. The general and simplified flow sheet is shown in figure 2.2.

Tailings Storage Facilities:

Tailings storage facilities would be constructed to store the tailings resulting from the ore processing operations.

Further investigation is required on-site with regards environmental concerns, especially with regards the placement of the plant and tailings dumps.

Tailing project

Production Flow Sheet (Revenue):

The production shall be as follows;

50 bags (3000 Kg) @ 0.5g	25.0 gm/day
6 work days or week	150.0 gm/week
Less Operating costs 22%	33.0 gm/week
Gross revenue	117.0 gm

Production per week 117gms@ USD 43.75= 5,118.75 x 52 = 266,175

PRODUCTION FLOW CHART

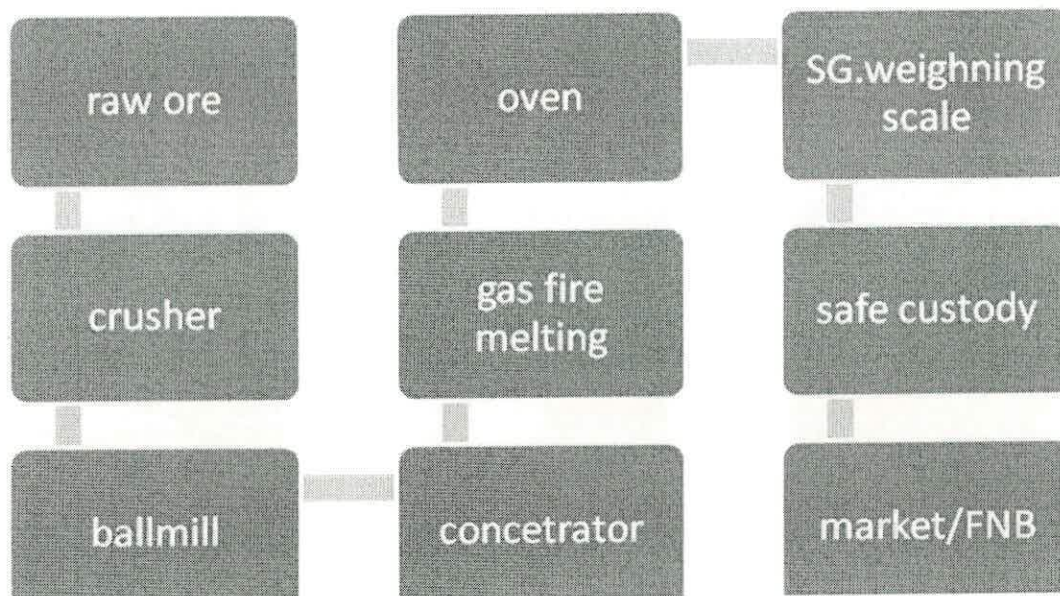


Figure 2.2: Simplified Plant Flow sheet Rwamagaza Gold Project

Tailing project

1.8 MATERIALS TO BE USED AND PRODUCT:

1.8.1 Chemicals & Consumables:

Gold is often alloyed with other metals, most notably silver, and copper, but also with bismuth, mercury, iron, palladium and rhodium. Auriferous sulphides: Sulphide minerals such as galena, chalcopyrite, pyrite, etc. that contain finely disseminated gold, to name the few. To separate gold from other metals need chemicals. However, sometime the nature of gold may only need gravity concentration and flotation to get final product. Some notable chemicals are like mercury in amalgamation process; this technique is suitable only for the recovery of metallic gold that occurs as free particles. Management Plan will be prepared accordingly. Considering the very small scale mine shall consume approximately 900tons of ore in year 1 rising to 2700tons in year 3. We have opted for green technology in which no chemicals shall be used to amalgamate gold. Gravity concentrators shall make concentrates of gold in between 88% to 97%. The total production plant is estimated to consume the following inputs in each year as shown in Table 2.1.

Table 2.1: Estimates of Consumables per Year

S/N	TYPE OF CONSUMABLE	QUANTITIES IN YEAR 1	QUANTITIES IN YEAR 2	QUANTITIES IN YEAR 3
1.	Water	1.5m Lts	3 m Lts	4.5 m Lts
2.	Oils & lubricants= 5% of fuel cost	1450 Lts	2900 Lts	4350 Lts
3.	Fuel (Petroleum/Diesel/Electricity)	28980 Lts	57960 Lts	86940 Lts
4.	Acetylene gas cylinders			
5.	Lab materials (nitric acid)	200 Lts	400 Lts	600 Lts

Tailing project

1.8.2 Ore and Waste tonnages:

There is minimum overburden to be cleared for installation of plant, buildings and storage of tailings.

1.9 POTENTIAL ENVIRONMENTAL IMPACT AND MITIGATION MEASURES

3.1.1 Environmental Issues:

⇒ *Noise, Dust & Vibrations*

Impacts expected from the development of the mining project include environmental impacts such as noise from the transporting trucks and light vehicles, dust, and vibrations from blasting operations, which would cause discomfort to the mine/ plant and other office workers as well as nearest villages considering that the nearest villages, i.e., Kibati

⇒ *Aesthetics*

The impacts on aesthetics may be caused by visual intrusion caused by changes in the topography of the area due to mining operations. The removal and transfer of ore and overburden modify the landscape and loss of existing land uses. Vegetation clearance in areas earmarked for mining infrastructures, roads and other infrastructure erection expose bare land and lead to changes and modifications of the landscape. The surface equipment and other mine facilities cause visual intrusions in the area.

⇒ *Loss of Biodiversity.*

The construction of the mining and the associated infrastructure will involve extensive interaction with flora and fauna in the area, leading to disturbance on the existing biodiversity.

Tailing project

3.1.2 Excessive Pressure on the Natural Resources

There will be increased population migrating into the project area looking for jobs or creating self-employment (like food vendors). These people will need accommodation (shelter/houses), and will depend on the existing water sources and forest for wood fuel and charcoal.

Waste Management:

⇒ *Solid & Hazardous Waste*

The mining operations will generate wastes in various forms including solid, hazardous and liquid waste and fumes from heavy equipment. Waste will be identified; quantities established and managed properly in order to minimize impacts on the environment.

⇒ *Acid Rock Drainage*

The major impact of the surface mine to be developed may include the massive disturbances of large areas of land and possible disruption of groundwater patterns of the area. Similarly, for many surface mines, the generation of acid mine drainage is one of the major problems. Acid mine drainage which sometimes referred to as AMD, results when sulphide minerals such as the mineral pyrite (FeS_2), once exposed to air and water, result in the formation of sulphuric acid and iron hydroxide. Generally, AMD is formed when the underneath rock containing mineral pyrite is exposed to oxygen and water. The products of AMD formation, acidity and iron, can devastate water resources by lowering the pH and coating stream bottoms and may endanger the life of some aquatic organisms.

3.1.3 Prevention and Management of Possible accidents during the Project cycle

Surface accidents that are anticipated may be due to stamping, transportation, falls from benches, rock falls, fire, flooding, blasting, gassing, suffocation and others related to equipment and machine operations. All workers will be employed based on the requisite qualification and will undergo a safety training to ensure that they have the requisite safety knowledge. In addition to the training in house safety and working regulations will

Tailing project

be formulated and safety motivations imposed to motivate employees to adhere to safety.

3.1.4 Plan to Ensure Health and Safety of Workers and Neighboring Communities

Air emissions such as noxious gases, toxic gases, fumes, silica dust etc and water used for ore processing may cause health problems to workers and the neighboring communities. Plans to ensure that permissible levels are not exceeded will be put in place. Monitoring of the levels of emissions will be carried out systematically and where levels exceed measures to lower down will be taken. Primarily proper ventilation, dust suppression and use of protective equipment will be strictly observed and applicable occupational health and Safety regulations will be implemented.

1.10 ECONOMIC AND SOCIO-CULTURAL IMPACTS:

⇒ *The HIV/AIDS and General Health Issues*

The major health issue of concern in the project area is the spread of HIV/AIDS when the mining operation commence. The large volume of cash circulation in the area will attract people from distant places to come to Rwamagaza, Geita in search of fortunes. This will automatically intimate social interaction among the workers particularly new comers with people in the surrounding community.

4.1.1 Impacts Accrued from Continued Influx of Job Seekers in the Area.

The creation of employment opportunities usually attracts a large number of job seekers in a bid to make a living. But usually the numbers of such job seekers are normally high than what the mine can engage, and as a result, the area becomes full of unemployed people who in turn increase pressure on the meager social services and resources, e.g., health, education, water, power and others. In addition, the increase in number of unemployed people compromises security in the area and may lead to increases in crime

Tailing project

rates. The number of people flocking the area also bring different cultures in the area that may have negatively conflict with the local cultural values.

4.1.2 Other General Community Well-being

The mining project is envisaged to generate several positive impacts. These include:

- Improved income-generating opportunities. In a situation where employment opportunities are limited, and general agricultural production is under risk of shortage of rains, stakeholders anticipate employment opportunities for local people, and a boost in the local economy due to increased trades and supply of services.
- Depending on the project's community outreach programmes available, there would be some improvement of community social services in the area in respect of education, health, agriculture, poverty reduction programs, etc.

⇒ Infrastructural Development

There would also be improvement in the road infrastructure, considering that the Rwamagaza Gold Project will utilize the same roads to supply the mine equipment and machinery, and will use village roads in transporting some of the construction materials for the project.

⇒ Stakeholder Further Expectations

It will be the expectation of the local population that the project will comply with the investment policy that requires investors to contribute towards community development in sectors such as education, health, and infrastructure.

⇒ Employment Issues

The proposed mining project will provide employment opportunities to the local population and the entire nation.

Tailing project

4.1.3 Revenue increase to the Government

The taxes and royalties that will be paid to the Government will increase her capacity to give out social services to the people.

4.1.4 Technology Transfer

The expected project is a small scale mine, which owned by local investors; there is a greater opportunity for Tanzanians to gain knowledge in various professions especially in technology which replaces mercury though very hazardous is presently used by artisan mines. The Technology and experience gained helps country to have many professionals who are capable to handle similar tasks in other areas of Tanzania and to transfer this knowledge to the future generations.

1.11 PROJECT BUDGET AND MINE CAPACITY

Capital Equipment cost

A total Capital investment amounting to US\$ 964,000 is expected to be injected, to enable ore production of 210.6 tons per year for a life of 10-years, for underground mining. These monies shall be used mainly for operation and some as capital expenditure.

The annex here under gives brief description on the current situation of the company and how the operations shall be carried out.

Tailing project

1.12 SOURCE OF FUNDS

The investment is expected to be externally funded through financial institution in this case the Bank, where an amount of \$ 164,000 is expected to be solicited in order to run the project.

1.13 PAY BACK PERIOD:

The pay back period shall have grace period of first half year, and shall commence in the third quarter of first year during the five year production sharing period of the project, and payments shall be done as indicated in the financial analysis appendix IV.

1.14. APPENDICES

APPENDIX I: BALANCE SHEET (IN US\$)

1. CURRENT ASSETS (USD)	
Cash	0
Working capital	964,000
Total	934,250
2. CURRENT LIABILITIES	
Bank over draft	260,000
Total	260,000
3.FIXED ASSETS PROJECTION	
Land	18,000
Building	70,800
Machinery and equipment	526,450
Working Capital	90,000
Vehicles	104,000
Other material	125,000
Total	934,250

Tailing project

APPENDIX II: FINANCIAL ANALYSIS (US\$)

CAPITAL COSTS

Inverter batteries and lights	800
CCTV Camera	2,500
Fencing for site	1,500
Site Office Insulated	8,600
Container for accommodation	4,000
Kitchen and dine	4,000
Toilet and Bath rooms	1,500
Pit cover	200
Process shed CIC sheets	400
1 Welding Plant	200
1 Motor vehicle 4x4 drive	40,000
1 Motor cycle	1,200
1 Bore hole	8,000
Water pit Tank 5000Lts and CIC sheets	800
Set of Hand tools	300
Main generator 30 KVA	14,986
Water slurry pump (Chinese)	2,000
Compressor Atlas Copco	28,000
Jack Hammer RH571	3,200
Host (Local assembly)	1,600
Crusher (Chinese)	470
*Ball mill (University of Dar es Salaam)	11,250
1ton capacity concentrator	15,000
Oven + crucibles + borax	3,000
Weighing scale (SG scale \$ 2000)	2,600
Acetylene gas cylinders two sets	144
Total Capital costs	156,250

Tailing project

OPERATION COSTS	US\$
Fuel for Generator and crusher	40,008
Lubricants and oils	8,004
Car and Motor cycle (Site Office)	16,800
Haulage of ore and crushed ore	1,440
Haulage of tailing dumps	2,880
Vehicle (DSM Office)	4,500
Salaries and wages	119,300
Office and stationery	14,520
Fees and Charges (Audit, Legal and Bank)	3,700
Insurance	5,275
Accommodation, entertainment and meals	3,650
Total Operation costs	220,077

Tailing project

APPENDIX III: CAPACITY OF UTILIZATION

Period/Year	1	2	3	4	5	6	7	8	9	10
No. of pit holes	2	4	6	6	6	6	6	6	6	6
Capacity %	60	60	60	60	60	60	60	60	60	60
Output (Kgm)	150.2	300.4	450.6	600.6	750.6	900.6	1050.6	1200.6	1350.6	1500.6

APPENDIX IV: CASH FLOW (US\$) INFLOWS

Year	1	2	3	4	5	6	7	8	9	10
Sales	150.2	300.4	450.6	600.6	750.6	900.6	1050.6	1200.6	1350.6	1500.6
Total inflows	317,174	628,334	942,516	942,516	942,516	942,516	942,516	942,516	942,516	942,516

APPENDIX V: CAPITAL COSTS (US\$)

OUTFLOWS	1	2	3	4	5	6	7	8	9	10
Invetor batteries and lights	800	0	0	0	0	840	0	0	0	0
CCTV Camera	2,500	0	0	0	0	2,625	0	0	0	0
Fencing for site	1,500	0	0	0	0	1,575	0	0	0	0
Site Office Insulated	8,600	0	0	0	0	0	0	0	0	0
Container for accommodation	4,000	0	0	0	0	4,200	0	0	0	0
Kitchen and dine	4,000	0	0	0	0	4,200	0	0	0	0
Toilet and Bath rooms	1,500	0	0	0	0	1,575	0	0	0	0
Pit cover	200	0	0	0	0	210	0	0	0	0
Process shed CIC sheets	400	0	0	0	0	420	0	0	0	0
1 Welding Plant	200	0	0	0	0	210	0	0	0	0
1 Motor vehicle 4x4 drive	40,000	0	0	0	0	0	0	0	0	0
1 Motor cycle	1,200	0	0	0	0	0	0	0	0	0
1 Bore hole	8,000	0	0	0	0	8,400	0	0	0	0
Water pit Tank 5000Lts and CIC sheets	800	0	0	0	0	0	0	0	0	0
Set of Hand tools	300	0	0	0	0	315	0	0	0	0
Sub Total						74,000				24,570

Tailing project

		3,938	4,134	0 0	0	0 0 0
40 timber for box for a new pit	3,750					
Fittings and labour	1,000	1,050	1,103	0 0	0	0 0 0
200 gunny bags	375	394	413	0 0	0	0 0 0
Cost of food for labours	562	590	620	0 0	0	0 0 0
Cook	100	105	110	0 0	0	0 0 0
Pit core CIC sheets	200	210	221	0 0	0	0 0 0
Sub Total 2New pits	5,987	6,287	6,601	0 0	0	0 0 0
<hr/>						
Main generator 3 KVA	14,986	15,735	16,522	0 0	0	0 0 0
Water slurry pump (Chinese)	2,000	2,100	2,205	0 0	0	0 0 0
Compressor (Atlas Copco)	28,000	0	0	0 0	29400	0 0 0
Jack Hammer RH571	3,200	0	0	0 0	3,360	0 0 0
Host (Local assembly)	1,600	0	0	0 0	1,680	0 0 0
Crusher (Chinese)	470	0	0	0 0	0	0 0 0
*Ball mill (University of Dar es Salaam)	11,250	0	0	0 0	0	0 0 0
1ton capacity concentrator	15,000	0	0	0 0	0	0 0 0
Oven + crucibles + borax	3,000	0	0	0 0	0	0 0 0
Weighing scale (SG scale \$ 2000)	2,600	0	0	0 0	0	0 0 0
Acetylene gas cylinders two sets	144	0	0	0 0	0	0 0 0
Sub Total	82,250	17,835	18,727	0 0	34,440	0 0 0
Grand Total Capital costs	160,237	24,122	25,328	0 0	59,010	0 0 0

COSTS	1	2	3	4	5	6	7	8	9	10
Fuel for Generator and crusher	40,008	42,008	44,109	46,314	48,630	51,061	53,615	56,295	59,110	62,066
Libricants and oils	8,004	8,404	8,824	9,266	9,729	10,215	10,726	11,262	11,826	12,417
Sub Total	48,012	50,412	52,933	55,580	58,359	61,276	64,341	67,557	70,936	74,483
Car and Motor cycle (Site Office)	16,800	17,640	18,522	19,448	20,421	21,442	22,514	23,639	24,821	26,062
Haulage of ore and crushed ore	1,440	1,512	1,588	1,667	1,750	1,838	1,930	2,026	2,128	2,234
Haulage of tailing dumps	2,880	3,024	3,175	3,334	3,501	3,676	3,859	4,052	4,255	4,468
Vehicle (DSM Office)	4,500	4,725	4,961	5,209	5,470	5,743	6,030	6,332	6,649	6,981
Sub Total Operating Costs-Fuel	25,620	26,901	28,246	29,658	31,142	32,699	34,333	36,049	37,853	39,745
Salaries and wages	111,300	118,965	122,708	128,844	135,286	142,050	149,153	156,610	164,441	172,663
Office and stationery	14,520	15,246	16,008	16,809	17,649	18,532	19,459	20,431	21,453	22,526
Fees and Charges (Audit, Legal and Bank)	3,700	3,885	4,079	4,283	4,497	4,722	4,958	5,206	5,467	5,740
Insurance	5,275	5,539	5,816	6,106	6,412	6,732	7,069	7,422	7,794	8,183
Sub total salaries, wages and office equip	134,795	143,635	148,611	156,042	163,844	172,036	180,639	189,669	199,155	209,112
Grand Total Out flows	208,427	218,848	229,790	241,280	253,345	266,011	279,312	293,277	307,944	323,340
Interest	0	0	16,400	16,400	16,400					
Loan	0	0	54,667	54,667	54,667					
Loan Repayment	0	0	71,067	71,067	71,067					
Total outflows	208,427	218,848	229,790	241,280	253,345	266,011	279,312	293,277	307,944	323,340
Net cash flows	317,174	628,334	942,516	942,516	942,516	942,516	942,516	942,516	942,516	942,516
Opening balance	0	317,174	945,508	1,888,024	2,830,540	3,773,056	4,715,572	5,658,088	6,600,604	7,543,120
Closing balance	317,174	945,508	1,888,024	2,830,540	3,773,056	4,715,572	5,658,088	6,600,604	7,543,120	8,485,636

APPENDIX VII: PROJECTED DEPRECIATION SCHEDULE (USD)

Fixed assets

Invetor batteries and lights	800	800	800	800	800	800	800	800	800	800
CCTV Camera	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Site Office Insulated	8,600	8,600	8,600	8,600	8,600	8,600	8,600	8,600	8,600	8,600
Container for accomodation	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000
Processing shed CIC sheets	400	400	400	400	400	400	400	400	400	400
1 Welding Plant	200	200	200	200	200	200	200	200	200	200
1 Motor vehicle 4x4 drive	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000
1 Motor cycle	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200

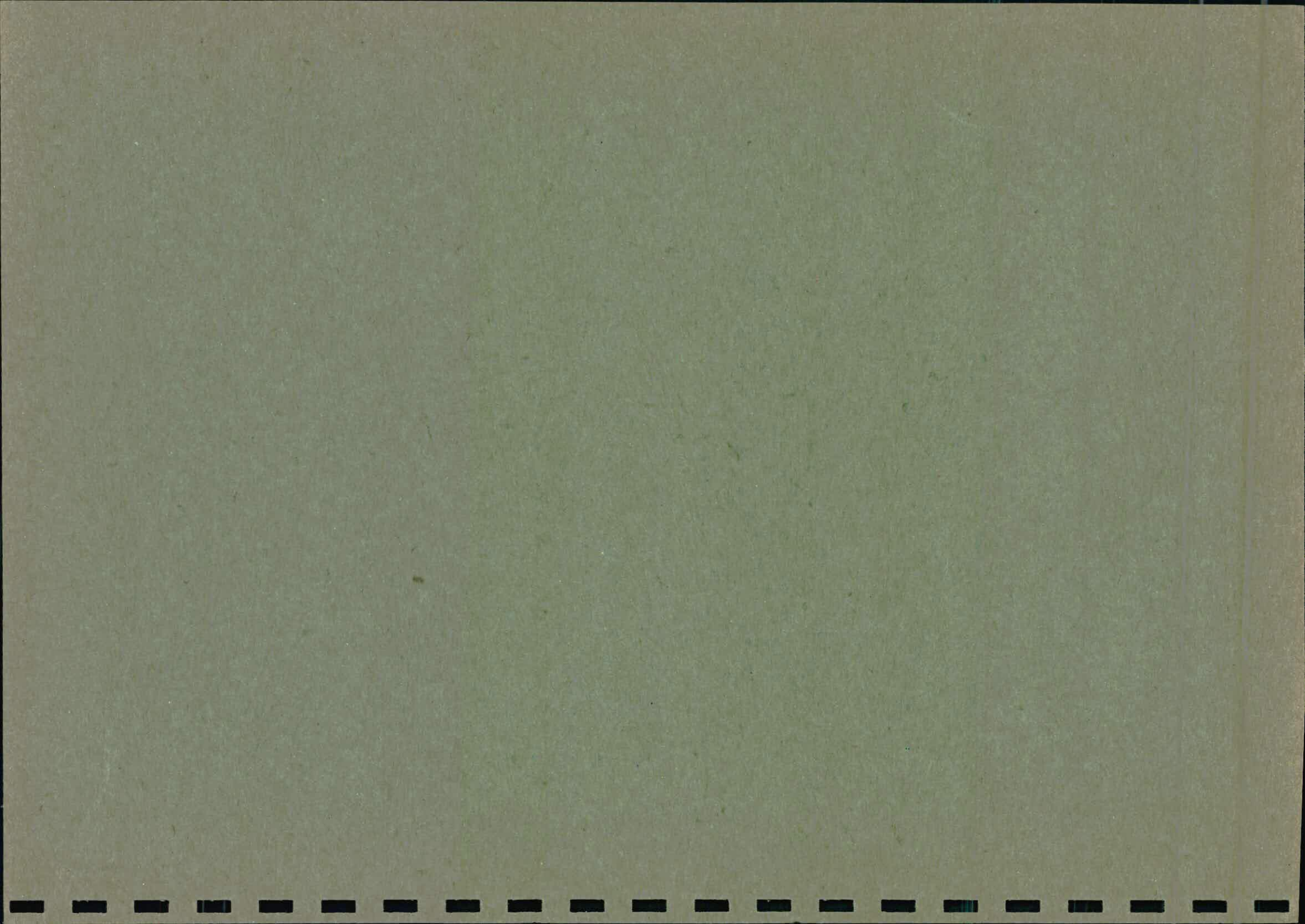
Tailing project

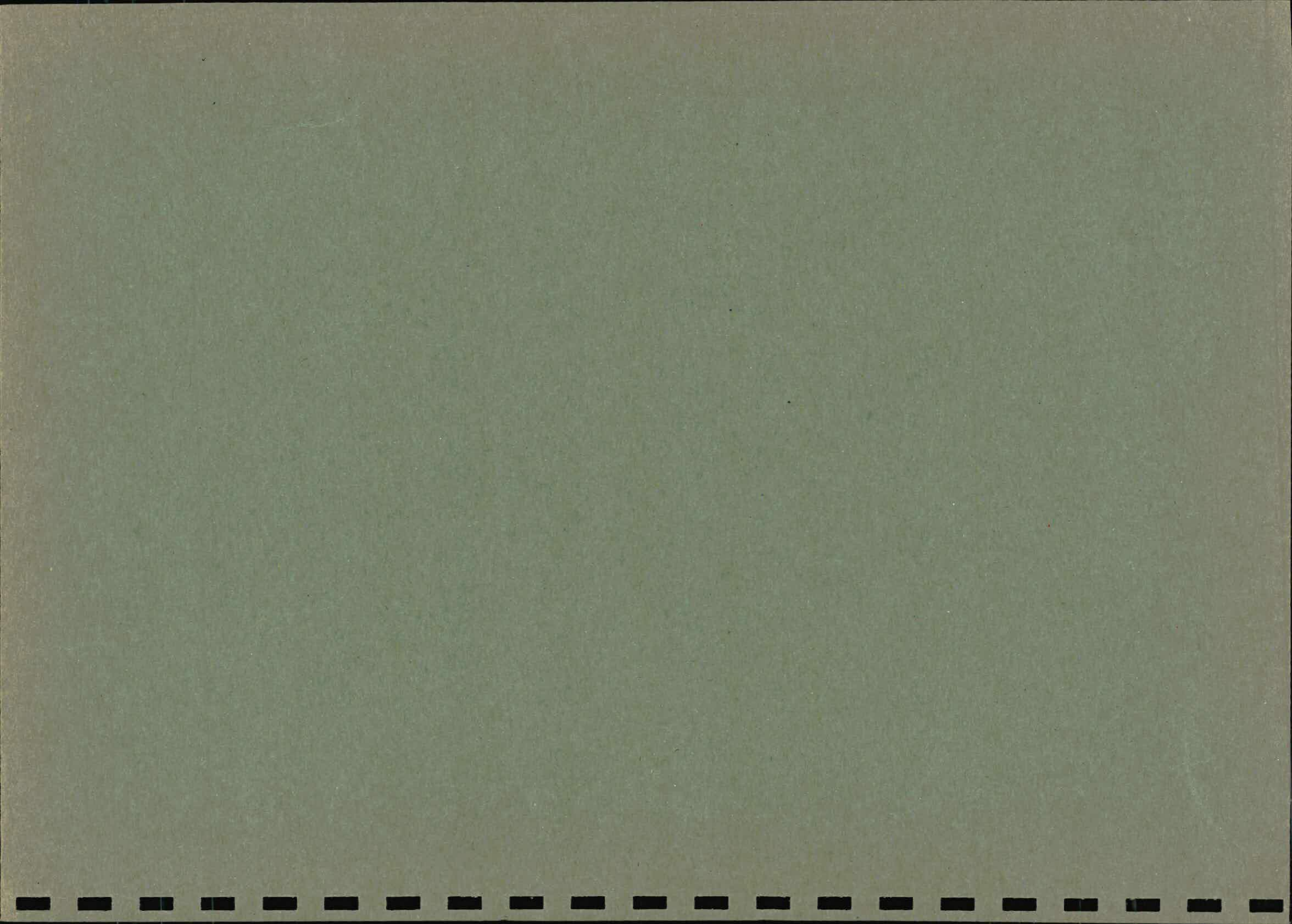
Main generator 3 KVA	14,986	14,986	14,986	14,986	14,986	14,986	14,986	14,986	14,986	14,986	14,986
Water slurry pump (Chinese)	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
Compressor Atlas Copco	28,000	28,000	28,000	28,000	28,000	28,000	28,000	28,000	28,000	28,000	28,000
Jack Hammer RH571	3,200	3,200	3,200	3,200	3,200	3,200	3,200	3,200	3,200	3,200	3,200
Host (Local assembly)	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600
Crusher (Chinese)	470	470	470	470	470	470	470	470	470	470	470
*Ball mill (University of Dar es Salaam)	11,250	11,250	11,250	11,250	11,250	11,250	11,250	11,250	11,250	11,250	11,250
1ton capacity concentrator	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000
Oven + crucibles + borax	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Weighing scale (SG scale)	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Acetylene gas cylinders two sets	144	144	144	144	144	144	144	144	144	144	144
Total	139,950	139,950	139,950	139,950	139,950	139,950	139,950	139,950	139,950	139,950	139,950
Invetor batteries and lights 20%	160	160	160	160	160	160	160	160	160	160	160
CCTV Camera 20%	500	500	500	500	500	500	500	500	500	500	500
Site Office Insulated	1,720	1,720	1,720	1,720	1,720	1,720	1,720	1,720	1,720	1,720	1,720
Container for accomodation	800	800	800	800	800	800	800	800	800	800	800
Processing shed CIC sheets	80	80	80	80	80	80	80	80	80	80	80
1 Welding Plant	40	40	40	40	40	40	40	40	40	40	40
1 Motor vehicle 4x4 drive	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000
1 Motor cycle	240	240	240	240	240	240	240	240	240	240	240
Main generator 30 KVA	2,997	2,997	2,997	2,997	2,997	2,997	2,997	2,997	2,997	2,997	2,997
Water slurry pump (Chinese)	400	400	400	400	400	400	400	400	400	400	400
Compressor Atlas Copco	5,600	5,600	5,600	5,600	5,600	5,600	5,600	5,600	5,600	5,600	5,600
Jack Hammer RH571	640	640	640	640	640	640	640	640	640	640	640
Host (Local assembly)	320	320	320	320	320	320	320	320	320	320	320
Crusher (Chinese)	94	94	94	94	94	94	94	94	94	94	94
*Ball mill (University of Dar es Salaam)	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250
1ton capacity concentrator	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Oven + crucibles + borax	600	600	600	600	600	600	600	600	600	600	600
Weighing scale (SG scale \$ 2000)	520	520	520	520	520	520	520	520	520	520	520
Acetylene gas cylinders two sets	29	29	29	29	29	29	29	29	29	29	29
Total Annual Depreciation	27,990	27,990	27,990	27,990	27,990	27,990	27,990	27,990	27,990	27,990	27,990

Tailing project

**APPENDEX VIII: INCOME
STATEMENT (US\$)**

Operating Profit	317,174	945,508	1,888,024	2,830,540	3,773,056	4,715,572	5,658,088	6,600,604	7,543,120	8,485,636
Minus depreciation	27,990	27,990	27,990	27,990	27,990	27,990	27,990	27,990	27,990	27,990
	289,184	917,518	1,860,034	2,802,550	3,745,066	4,687,582	5,630,098	6,572,614	7,515,130	8,457,646
Tax 30%	8,676	275,255	558,010	840,765	1,123,520	1,406,274	1,689,029	1,971,784	2,254,539	2,537,294
Profit after Tax	280,508	642,263	1,302,024	1,961,785	2,621,546	3,281,308	3,941,069	4,600,830	5,260,591	5,920,352
Net Income	280,508	642,263	1,302,024	1,961,785	2,621,546	3,281,308	3,941,069	4,600,830	5,260,591	5,920,352
Cumulative Income	280,508	642,263	1,302,024	1,961,785	2,621,546	3,281,308	3,941,069	4,600,830	5,260,591	5,920,352





**CLIMATE CONTROL COMPANY LIMITED,
P.O. BOX 1421 MWANZA.**

**EXTRACT FROM A MEETING OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
CLIMATE CONTROL COMPANY LIMITED**

Present:

- | | |
|------------------------------|----------------------|
| 1. CHRISTOPHER NDEGE KIMBUYA | Chairman / Director |
| 2. JOSEPH MWERA SIYANGE | Secretary / Director |
| 3. Celestine Jeremia Mahughu | Director |
| 4. Shabani Suleiman Kiswanya | Director |
| 5. Boniface Emmanuel Pambe | Director |

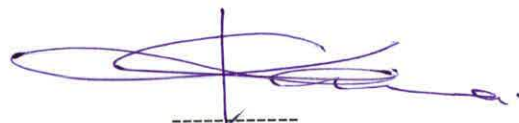
At a duly convened and constituted meeting of the board of directors of Climate Control Company Limited held at the registered offices of the company at Plot number 218, Block 'U', Pamba street, Nyamagana District - Mwanza on the 4th day of June 2013, the following resolutions were passed:

1. That a project for construction and established Laboratory for testing Minerals, processing , polish and cutting them be undertaken at Plot number 218, Block 'U', Pamba street, Nyamagana District – Mwanza.
2. That funds amounting to US\$ 934,250 be raised by shareholders to facilitate implementation of the project.
3. That the project be registered with Tanzania Investment Centre so as to enjoy fully investment incentives, benefits and protection as statutorily provided for under Tanzania Investment Act, 1997.

Certified True Extract
(By order of the Board)



Chairman



Secretary

TANZANIA



Certificate of Incorporation

Section 15

No 86191

I HEREBY CERTIFY THAT


CLIMATE CONTROL CO. 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 **21ST** day of **SEPTEMBER**

TWO THOUSAND AND ELEVEN.


Asst. Registrar of Companies

NDETTO INVESTMENT COMPANY LIMITED

BARABARA YA PAMBA

S. L. P. 858.

MWANZA

MKATABA WA UPANGAJI

MKATABA huu umefanyika leo tarehe 01 Octoba 2012, kati ya NDETTO INVESTMENT COMPANY LIMITED ya S.L.P. 858 Mwanza, wamiliki wa nyumba ya biashara iliyoko MTAA WA PAMBA, KIWANJA NA. 218 KITALU 'U' – JIJINI MWANZA (ambao kwa upande mmoja watajulikana kama MPANGISHAJI) na CLIMATE CONTROL CO. LTD wa S. L. P. 1421 MWANZA, simu: 0754 081940 / 0715 081940 pamoja na warithi wake na wote wale ambao wana haki ya kisheria ya kumiliki mali zake (ambaye kwa upande wa pili atajulikana kama MPANGAJI)

KWA KUWA pande zote mbili wamekubaliana kuwa **Mpangishaji** na **Mpangaji**, kila mmoja atawajibika kutekeleza masharti yote yaliyomo katika mkataba huu kwa upande wake, kama yalivyoainishwa hapa chini:

MPANGISHAJI:

1. Kwamba, chumba na. 6 (second floor), kinapangishwa kwa kipindi cha mwaka mmoja kuanzia 01/10/2012 hadi 30/09/2013 kwa kodi ya Tshs 2,000,000/= (kwa maneno) Milioni mbili tu. Amelipa leo kodi yote.
2. Kwamba, Malipo ya pango yanalipwa yote kupitia benki akaunti ya (**Ndetto Investment Company Limited, NBC Ltd Na. 015103009402 / Azania bank Na. 003003002247270001**) au yapokelewe na Mhasibu / Mhasibu msaidizi wa Ndetto Investment Company Ltd., siku ya kusaini mkataba.
3. Kwamba, Mpangishaji atamruhusu Mpangaji kutumia kwa uhuru chumba alicholipia bila kumbughudhi kwa namna yoyote ile.
4. Kwamba, Mpangishaji atalipia gharama zote za matengenezo makubwa, kodi ya kiwanja, kodi ya majengo na kodi ya mapato.
5. Kwamba, Mpangishaji atamruhusu Mpangaji kuendelea na kipindi kingine cha mwaka mmoja iwapo atakuwa amekamilisha malipo kwa wakati.



6. Kwamba, Mpangishaji ataongeza kodi kwa asilimia tano (05%) kwa kila mwaka unaofuata, iwapo Mpangaji atapenda kuendelea na kipindi kingine cha upangaji.
7. Kwamba, endapo Mpangishaji atalazimika kuvunja mkataba kutokana na sababu ya msingi kabla ya kipindi kumalizika, atampa Mpangaji notisi ya miezi mitatu na kumrudishia kodi ya miezi mitatu.

MPANGAJI:

1. Kwamba, Mpangaji atatumia chumba kwa biashara tu, biashara yoyote atakayofanya isihusishe pombe, sigara na aina yoyote ya biashara haramu.
2. Kwamba, Mpangaji atalipia gharama zote za matengenezo madogo madogo ya kukiweka chumba katika hali ya unadhifu, gharama za umeme, gharama za maji na gharama za usafi katika kipindi chote cha upangaji.
3. Kwamba, Mpangaji atamruhusu Mpangishaji au watumishi wake, wakati wowote wa mchana inapohitajika kufanya ukaguzi katika chumba husika ili kubaini sehemu zinazohitaji matengenezo makubwa na kuruhusu matengenezo hayo yafanyike.
4. Kwamba, Mpangaji haruhusiwi kukipangisha chumba kwa mtu mwingine au kuhamishia upangaji wake kwa mtu mwingine bila idhini ya Mpangishaji.
5. Kwamba, Mpangaji atarudisha chumba kikiwa katika hali nzuri kama alivyokikuta, baada ya kipindi chake cha upangaji kumalizika.
6. Kwamba, Mpangaji akivunja mkataba wakati wowote kabla ya kipindi cha mkataba kumalizika kodi aliyolipa hatarudishiwa na Mpangishaji.
7. Kwamba, endapo Mpangaji atapenda kuendelea na kipindi kingine, atatakiwa kulipa kodi yote pamoja na ongezeko la asilimia tano (05%), mwezi mmoja kabla ya muda wa mkataba kumalizika (yaani tarehe 1 ya mwezi wa mwisho). Endapo hakufanya hivyo, azingatie kukabidhi chumba siku ya mwisho ya kipindi cha mkataba.



8. Kwamba, endapo Mpangaji hatafanya malipo, wala kukabidhi chumba baada ya mkataba kumalizika, na kuendelea kukitumia chumba kinyume cha mkataba, atatozwa asilimia 0.004 kwa kila siku hadi siku atakapokabidhi chumba, hataruhusiwa kutoa bidhaa zake mpaka atakapolipa madai yote anayodaiwa.

Endapo upande wowote utakiuka masharti ya mkataba huu, hatua za kisheria zitachukuliwa kwa mujibu wa sheria za nchi zinazosimamia mikataba ya upangaji na upangishaji.

Umetiwa sahihi na kutolewa na NDETTO INVESTMENT CO. LTD ninaowafahamu / waliotambulishwa kwangu na

..... ambaye
namfahamu, leo tarehe
Mwezi..... Oktoba..... Mwaka..... 2022..... hapa
Mwanza.

.....
WAKILI / MWANASHERIA



Umetiwa sahihi na kutolewa na

..CLIMATE CONTROL.....
ninayemfahamu / aliyetambulishwa kwangu
na J. NDETTO..... ambaye
namfahamu, leo tarehe.....
Mwezi..... Oktoba..... Mwaka..... 2022..... hapa
Mwanza.

.....
WAKILI / MWANASHERIA &



Umetengenezwa na:

Ndetto Investment Company Ltd.
Mtaa wa Pamba, Jijini Mwanza.

.....
[Signature]

MPANGISHAJI

.....
[Signature]

MPANGAJI



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)

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

Land/Building	88,800
Plant/MACHINERY	526,450
Vehicles	104,000
Furniture & Fittings	—
Pre-expenses	40,000
Others	85,000
Working Capital	90,000
TOTAL	\$ 934,250/=

Contact Details:

Name: CHRISTOPHER K. NDEGE

Title: DIRECTOR

Telephone: 0754 081940

Fax: —

Email: Cndege@gmail.com

Payments to be made payable to:

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

APPLICATION SUMMARY

Company Name: CLIMATE CONTROL COMPANY LIMITED

Certificate of Incorporation Number: 86191 Status: NEW

Certificate of Incorporation Date: 21st SEPTEMBER 2011.

Post Box: 1421

Town: MWANZA

Sector: MANUFACTURING

Sub-Sector: MINERALS PROCESSING

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
.....	373,700/=	560,550/=

Project Objectives: TO PRODUCE GOLD FROM WASTE MATERIALS GENERATED BY ARTISANAL MINERS.

Capacity: 150kg OF GOLD PER YEAR.

Employment: Foreign: 2 Local: 39 Total: 41

Implementation Period: 3 YEARS.

Project Location

Site/Plot/Block No.: PLOT N° 218, BLOCK "U"

Street: PAMBA STREET District: NYAMAGANA Region: MWANZA.

(Attach sketch map showing project location)

Shareholders	Nationality	%
① CHRISTOPHER KIMBUYA NDEGE	TANZANIAN	20%
② CELESTINE JEREMIA MAUGHU	TANZANIAN	20%
③ JOSEPH MWERA SYANGE	TANZANIAN	15%
④ BONIFACE EMMANUEL PAMBE	TANZANIAN	15%
⑤ SHABANI SULEIMAN KISWANYA	TANZANIAN	15%
⑥ PRIMUS ANDREW SENGEI	TANZANIAN	15%

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is ~~Tshs./US\$~~ 934,250/=
8. The month and day of the financial year end is 31ST DECEMBER.

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

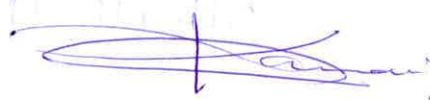
I/~~We~~ enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./~~US\$~~ 162,000/= Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, CHRISTOPHER K. NDEGE of Post Office Number 1421

..... MWANZA do solemnly and sincerely declare that I am a director/~~duly~~ authorized agent of CLIMATE CONTROL COMPANY LIMITED

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

Declared at ~~Dar es Salaam~~ MWANZA }
 }
 The 17th day of June 2013 }


 Applicant

Before me:
STEVEN HAKWEHA


 Commissioner for Oaths



UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT

(No. 26 of 1997)

APPLICATION FOR REGISTRATION

(Made under Regulation 42)

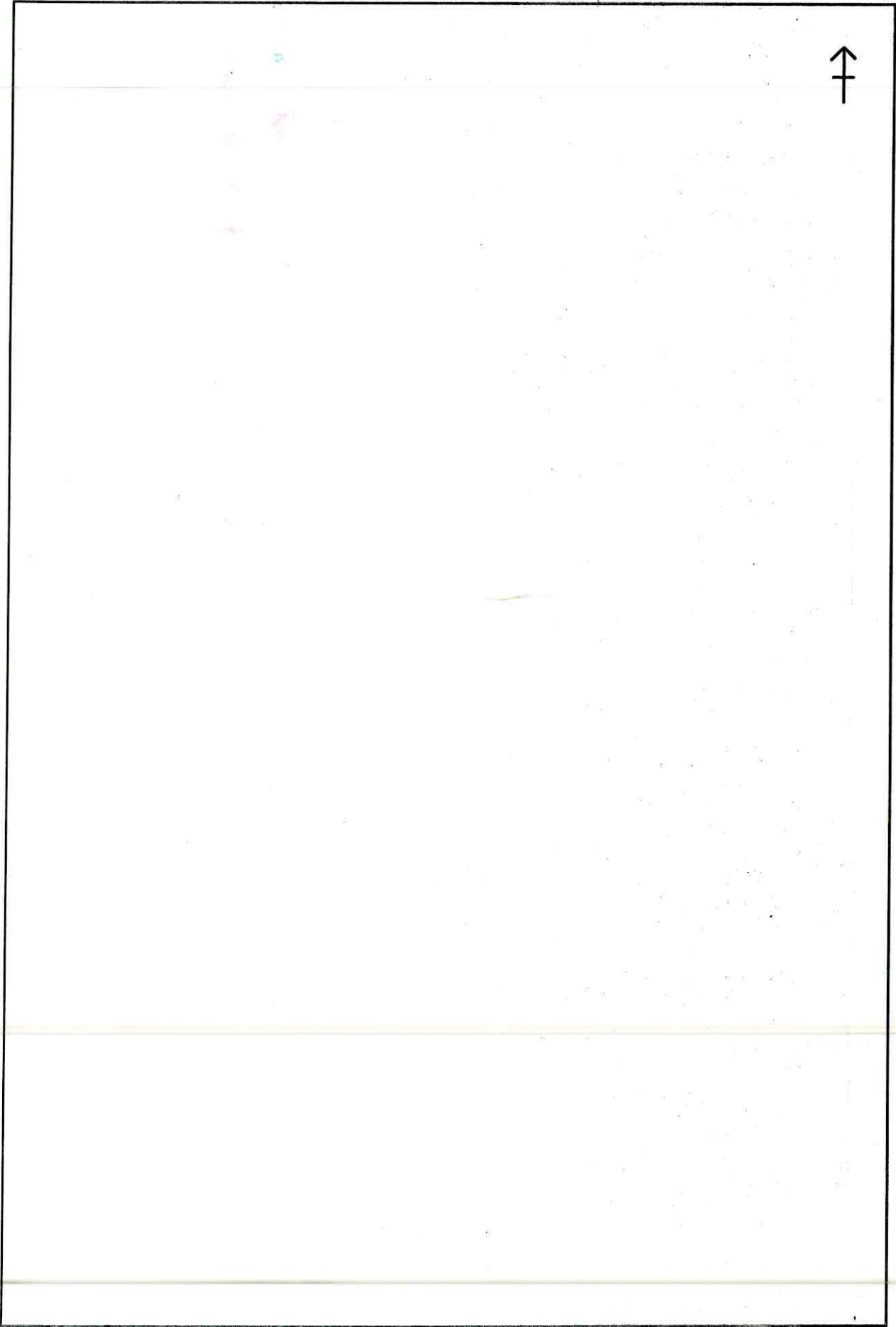
To: The Executive Director
Tanzania Investment Centre
P. O. Box 938
DAR ES SALAAM
Tanzania

1. I/We CHRISTOPHER KIMBUYA NDEGE
(director/directors/agent of CLIMATE CONTROL COMPANY LIMITED
(name of business enterprise) apply for registration of CLIMATE CONTROL COMPANY LTD
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.
2. The registered office of the company will be situated at PAMBA STREET, PLOT N° 218,
KITALU "U".

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 PLOT N° 218, PLOT "U"
PAMBA STREET, NYAMAGANA DISTRICT - MWANZA.
4. The Principal Officers of the Company are ① CHRISTOPHER KIMBUYA NDEGE
② CELESTINE TEREKHA MAUGHU ③ JOSEPH MWERA SIYANGE
④ BONIFACE EMMANUEL PAMBE ⑤ SHABANI SULEIMAN
KISWANYA ⑥ PRIMILIS ANDREW SENGEI.
5. Auditors of the Company are W.M. KILELE & COMPANY, P.O. BOX 1424 MWANZA
6. The authorized share capital of the Company is Tshs./US\$ 5,000,000 = DIVIDED
INTO 100 SHARES OF SHILLINGS 50,000 = EACH.

SKETCH MAP SHOWING PROJECT LOCATION







TIC Evaluation Report

Name of the Company
Climate Control Co. Ltd.

Post Box	Pamba Street, Plot No. 218 Block U, Nyamagana District	COI Number	86191	Contact	Mr. Christopher K. Ndege
Post Office	1421	COI Date	21/09/2011	Designation	Director
Region	Mwanza	Application F. No	11221	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0754 081 940
		Sub Sector	Minerals Processing	Fax	0
		File No	042490	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD											
Plot/Block	Plot No. 218 Block U	<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>0.374</td> <td>0</td> <td>0.561</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0	0.374	0	0.561			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
0	0.374		0	0.561									
Street	Pamba												
District	Nyamagana												
Region	Mwanza												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.089
Primus Andrew Sengei	Tanzanian	15	Plant	0.53
Shabani Suleiman Kiswanya	Tanzanian	15	Vehicles	0.104
Boniface Emmanuel Pambe	Tanzanian	15	Furniture & Fittings	0
Joseph Mwera Siyange	Tanzanian	20	Pre-expenses	0.04
Celestine Jeremia Maughu	Tanzanian	20	Others	0.085
Christopher Kimbuya Ndege			Working Capital	0.09
			Total	0.938

Employment	41	Evaluated By	,wf officer3
Capacity	150kg of gold pa.	Drawn By	wf registry2
Project Turn Over		Project Type	Local


Description

To establish gold tailing processing project

Recommendations

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

APPROVED BY EXD

Sign: 

Date: 17/07/13

1

CLIMATE CONTROL COMPANY LIMITED, P.O. BOX 938 MWANZA.

The Executive Director,
Tanzania Investment Centre,
P.O. Box 938,
Dar es salaam,
TANZANIA.

Date: 22nd June 2013



Dear Maadam,

RE: APPLICATION FOR TIC CERTIFICATE OF INCENTIVES.

We are currently developing a mineral processing building project at Plot No. 218, Block 'U', Pamba Street, Nyamagana District - Mwanza. This project is designed to accommodate a building for refining, Laboratory for testing minerals (especially Gold), polish and cutting them.

It is due to this reason that we kindly submit our application for TIC Certificate of Incentives to facilitate smooth implementation of our programme.

Attached herewith please find the following basic documents for your perusal and necessary action:

1. One (1) duly completed and signed Application Form for TIC Certificate.
2. A copy of our Certificate of Incorporation
3. A copy of the company's Memorandum and Articles of Association
4. Lease Agreement in respect of the site between Climate Control Company Limited and Ndetto Investment Company Limited.
5. A letter of credibility from our Banker
6. Company Board Resolution to register with TIC
7. A copy of our Business Plan.
8. Overall covering Letter.

Thanking you for your kind cooperation.

Yours' sincerely,

A handwritten signature in blue ink, appearing to read "D. Ndege".

Christopher Kimbuya Ndege.

**DIRECTOR
CLIMATE CONTROL COMPANY LIMITED**

TICC/PP.10/042490/3

18th July 2013

Managing Director,
Climate Control Co. Ltd.,
P.O. Box 1421,
Mwanza

RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE ESTABLISHMENT OF GOLD TAILING PROCESSING PROJECT

We wish to acknowledge receipt of your project proposal to establish gold tailing processing project as presented in the TIC P.A. 1 Form No. 11221 and Feasibility Study with a projected investment of USD 0.938m.

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

- Company Board Resolution accompanied by Bank Reference for equity funding or a letter from Bank/Financial Institution that a loan is granted or is under consideration as required by Section 17(3) (f) of Tanzania Investment Act,1997.
- Certified lease agreement of a minimum of three years as an evidence of Land ownership for the location of the project.

You will also be required to submit to the Centre a Progress Report on the implementation of the project after every six months for our information and review. Guidelines for the preparation of the report are contained in annexure 2 also attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Please also note that a facilitation fee equivalent to US\$ 1000.00 is payable at the ruling exchange rate before your Certificate of Incentives is prepared. Please arrange to make payments at your earliest convenience. Please make deposit direct to the bank as per bank details below:

TICC/PP.10/042490/3

18th July 2013

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

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

Yours sincerely,
Tanzania Investment Centre

Juliet R. Kairuki
EXECUTIVE DIRECTOR

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

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

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

Date: 10th July, 2013.

Ref. No.: ETZ /MZA/CLI/TIC/001/2013

**Managing Director
Tanzania Investment Centre
Mwanza**

Dear Sir,

**REQUEST FOR BANK OPINION IN CONFIDENCE-
CLIMATE CONTROL COMPANY LIMITED.**

At the request of the Director (Mr. Primus Sengei) of the subject company, we are writing to confirm that Climate Control Company Limited holds current account with Ecobank Tanzania Limited, which to date have been operated to our satisfaction. This company has maintained a good banking relationship with Ecobank Tanzania Ltd since 03rd July, 2013.

We would like to advise that the company has the ability to access credit facilities subject to meeting all of the terms and conditions of Ecobank Tanzania Limited.

Should you require any further clarification regarding the above subject, do not hesitate to contact the undersigned on telephone: +255 28 2500857 or email pjacob@ecobank.com/

Kindly note that the information provided herein, opinion and report is issued in strict confidence and is not to be considered as a representation or as a guarantee for any financial undertaking or engagement and is strictly without any prejudice or responsibility whatsoever on the part of this Bank, its principals, successors and/or officers.

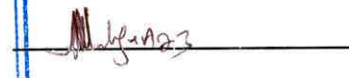
Further, it is a condition for this letter that the name of this Bank will not be disclosed in the event of our report being used with respect to any third parties.

Yours faithfully,

For: **ECOBANK TANZANIA LIMITED**


Authorized Signatory

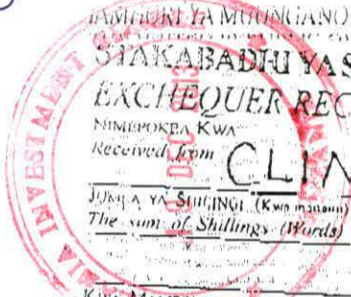



Authorized Signatory

FROM : (0000010000N000000)

FAX NO. : 2550202500670000111 Dec. 10 2013 01:00PM P1

TFN. 614 (Rev. 8/94)
TFN. 614 (Rev. 8/94)



JAMHURIA YA MUNGUJANO WA TANZANIA

STAKABADHI YA SERIKALI

EXCHEQUER RECEIPT

NIMEPOKPA KWA
Received from

JUMHA YA SHILINGI (Kwa majina)
The sum of Shillings (Words)

CLIMATE CONTROL COMPANY LTD

ONE THOUSAND US DOLLARS ONLY

37897026
TANZANIA INVESTMENT PROMOTION AUTHORITY

Shs	\$	Cts
1	000	00

KWA MALIPO YA
In respect of CERTIFICATE OF INCENTIVES

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

SALIMI YA MPOKPA...
Signature

1 FTO 18-12-13

KITUO - Station TIC - Mwanza



00220553

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042490

This is to certify that

CLIMATE CONTROL CO. LIMITED

of address P.O. BOX 1421

MWANZA

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation/extension~~
~~XXXXXX~~ enterprise known as

CLIMATE CONTROL CO. LIMITED

Which is located at PAMBA STREET, PLOT NO. 218 BLOCK U

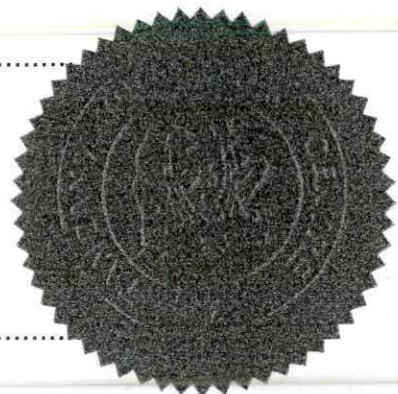
MWANZA

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

Executive Director

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

Dated 15TH JANUARY 2014



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 (%)
	Christopher N. Kimbuya	Tanzanian	20
	Celestine J. Maughu	Tanzanian	20
	Joseph M. Siyange	Tanzanian	15
	Boniface E. Pambe	Tanzanian	15
	Shabani S. Kiswanya	Tanzanian	15
	Primus A. Sengei	Tanzanian	15

To establish a Gold Tailing Processing Project

2. Proposed Activities :

3. Sector: **Manufacturing** Subsector: **Gold processing**

4. Investment cost: Foreign Local **USD 0.938m.** Total **USD 0.938m.**

5. Project Financing: **USD 0.374m.** **USD 0.561m.** Total **USD 0.938m.**

6. Source, terms and conditions of loan.....

7. Assets to be invested:

Capital items: Foreign Local **USD 0.938m.** Total **USD 0.938m.**

8. Technology Agreement **None**

9. Date of TIC Registration: **18th July 2013**

10. Implementation period **July 2013 - June 2016**

11. Operative date..... **July 2016**

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

(i) Applicable Import Duty **As per Income Tax Act, 2004 (as amended)**

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

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

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

14. Conditions attached to this Certificate of Incentives

- (i) Date of Commencement of investment has to be notified to the Centre.
- (ii) Certificate not to be transferred, assigned or amended
- (iii) Failure to commence implementation within two years invalidates Certificate
- (iv) Failure to operate investment must be notified to the Centre
- (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre

15. Additional conditions attached to Certificate **Finished goods are not allowed under this Certificate**

Signed  Executive Director

NDETTO INVESTMENT COMPANY LIMITED

BARABARA YA PAMBA
S.L.P 858,
MWANZA.

MKATABA WA UPANGAJI

MKATABA huu umefanyika leo tarehe 01 Octoba 2012, kati ya NDETTO INVESTMENT COMPANY LIMITED wa S.L.P 858 Mwanza, wamiliki wa nyumba ya biashara iliyopo MTAA WA PAMBA, KIWANJA NA. 218 KITALU 'U' – JIJINI MWANZA (ambao kwa upande mmoja watajulikana kama MPANGISHAJI) na CLIMATE CONTROL CO. LTD wa S.L.P 1421 MWANZA, simu: 0754 081940 / 0715 081940 pamoja na warithi wake na wote wale ambao wana haki ya kisheria ya kumiliki mali zake (ambaye kwa upande wa pili atajulikana kama MPANGAJI)

KWA KUWA pande zote mbili wamekubaliana kuwa **Mpangishaji** na **Mpangaji**, kila mmoja atawajibika kutekeleza masharti yote yaliyomo katika mkataba huu kwa upande wake, kama yalivyoainishwa hapa chini:

MPANGISHAJI:

1. Kwamba, chumba Na. 6 (second floor), kinapangishwa kwa kipindi cha miaka mitano kuanzia 01/10/2012 hadi 30/09/2017 kwa kodi ya Tshs. 2,000,000/= (kwa maneno) Milioni mbili tu kwa kila mwaka katika kipindi chote cha mkataba huu.
2. Kwamba, Malipo ya pango yanalipwa yote kupitia benki akaunti ya **(Ndetto Investment Company Limited, NBC Ltd Na. 015103009402 / Azania bank Na. 003003002247270001)** au yapokelewe na Mhasibu / Mhasibu Msaidizi wa Ndetto Investment Company Ltd, siku ya kusaini mkataba.
3. Kwamba, Mpangishaji atamruhusu Mpangaji kutumia kwa uhuru chumba alicholipia bila kumbughudhi kwa namna yoyote ile.
4. Kwamba, Mpangishaji atalipia gharama zote za matengenezo makubwa, kodi ya kiwanja, kodi ya majengo na kodi ya mapato.
5. Kwamba, Mpangishaji atamruhusu Mpangaji kuendelea na kipindi kingine cha miaka mitano iwapo atakuwa amekamilisha malipo kwa wakati.

Certified as a True Copy of the Original


ILDEFONCE LUNILI NDEMELA
Advocate, Notary Public & Commissioner for Oaths


10/11/2014



6. Kwamba, Mpangishaji ataongeza kodi kwa asilimia tano (05%) kwa kila mwaka unaofuata, iwapo Mpangaji atapenda kuendelea na kipindi kingine cha upangaji.
7. Kwamba, endapo Mpangishaji atalazimika kuvunja mkataba kutokana na sababu ya msingi kabla ya kipindi kumalizika, atampa Mpangaji notisi ya miezi mitatu na kumrudishia kodi ya miezi mitatu.

MPANGAJI:

1. Kwamba, Mpangaji atatumia chumba kwa biashara tu, biashara yoyote atakayofanya isihusishe pombe, sigara na aina yoyote ya biashara haramu.
2. Kwamba, Mpangaji atalipia gharama zote za matengenezo madogo madogo ya kukiweka chumba katika hali ya unadhifu, gharama za umeme, gharama za maji na gharama za usafi katika kipindi chote cha upangaji.
3. Kwamba, Mpangaji atamruhusu Mpangishaji au watumishi wake, wakati wowote wa mchana inapohitajika kufanya ukaguzi katika chumba husika ili kubaini sehemu zinazohitaji matengenezo makubwa na kuruhusu matengenezo hayo yafanyike.
4. Kwamba, Mpangaji haruhusiwi kukipangisha chumba kwa mtu mwingine au kuhamishia upangaji wake kwa mtu mwingine bila idhini ya Mpangishaji.
5. Kwamba, Mpangaji atarudisha chumba kikiwa katika hali nzuri kama alivyokikuta, baada ya kipindi chake cha upangaji kumalizika.
6. Kwamba, Mpangaji akivunja mkataba wakati wowote kabla ya kipindi cha mkataba kumalizika kodi aliyolipa hatarudishiwa na Mpangishaji.
7. Kwamba, endapo Mpangaji atapenda kuendelea na kipindi kingine, atatakiwa kulipa kodi yote pamoja na ongezeko la asilimia tano (05%), mwezi mmoja kabla ya muda wa mkataba kumalizika (yaani tarehe 1 ya mwezi wa mwisho). Endapo hakufanya hivyo, azingatie kukabidhi chumba siku ya mwisho ya kipindi cha mkataba.



8. Kwamba, endapo Mpangaji hatafanya malipo, wala kukabidhi chumba baada ya mkataba kumalizika, na kuendelea kukitumia chumba kinyume cha mkataba, atatozwa asilimia 0.004 kwa kila siku hadi siku atakapokabidhi chumba, hataruhusiwa kutoa bidhaa zake mpaka atakapolipa madai yote anayodaiwa.

Endapo upande wowote utakiuka masharti ya mkataba huu, hatua za kisheria zitachukuliwa kwa mujibu wa sheria za nchi zinazosimamia mikataba ya upangaji na upangishaji.

Umetiwa sahihi na kutolewa na NDETTO INVESTMENT CO. LTD ninaowafahamu / waliotambulishwa kwangu na ambaye namfahamu, leo tarehe Mwezi.....Mwaka.....hapa Mwanza.




MPANGISHAJI

.....
WAKILI / MWANASHERIA


Umetiwa sahihi na kutolewa na
 ..CLIMATE CONTROL.....
 ninayemfahamu / aliyetambulishwa kwangu na ambaye namfahamu, leo tarehe..... Mwezi.....Mwaka.....hapa Mwanza.



MPANGAJI

.....
WAKILI / MWANASHERIA &


Umetengenezwa na:
Ndetto Investment Company Ltd.
Mtaa wa Pamba, Jijini Mwanza.

Certified as a True Copy of the Original

.....
ILDEFONCE LUNILI NDEMELA
 Advocate, Notary Public & Commissioner for Oaths

10/1/2014

(5)

CLIMATE CONTROL COMPANY LIMITED

P.O. BOX 1421, PAMBA STREET, PLOT NO. 218, BLOCK4, MWANZA, TANZANIA

12TH March 2015

Commissioner of Customs & Excise
Tanzania revenue Authority
P.O. Box 9053
DAR ES SALAAM

UFS:

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



Dear Sir/Madam,

RE: DUTY & VAT EXEPTION ON CAPITAL/DEEMED CAPITAL GOODS
FOR CERTIFICATE OF INCENTIVES NO. 042490

We are TIC approved project with Certificate of Incentive No. 042490 which is valid upto June 2016.

The company has been registered with objective of Gold Tailing Processing.

Attached herewith please find a list of capital deemed capital goods for Duty/VAT exemption approve.

Yours sincerely

A handwritten signature in dark ink, appearing to be "A. K. K. K.", written over a horizontal line.

MANAGING DIRECTOR

APPLICATION FOR TAX EXEMPTION
LIST OF IMPORTABLE MACHINERY, EQUIPMENTS, TOOLS AND OTHER MINING

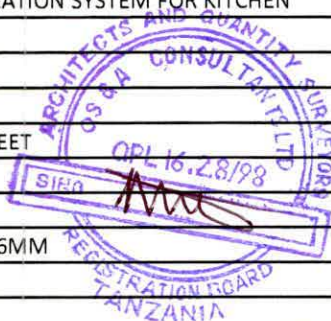
No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
1	CONE CRUSHER FOR STONE SMD 187	SET	1	120-983-490	MACHINE		
2	PLATE FEEDER FOR STONE SND 186	UNIT	1	120-983-490	MACHINE		
3	BELT FEEDER FOR STONE FROM SMD187	UNIT	1	120-983-490	MACHINE		
4	MOTORIZED CONVEYOR DRUM 2.5K/S, THRE PHASE	UNIT	2	120-983-490	MACHINE		
5	THEOSTAT, MORE THAN 20 WATT	UNIT	1	120-983-490	MACHINE		
6	DRUM SHIFTER FOR STONE, <30T	UNIT	1	120-983-490	MACHINE		
7	EXXENTRIC SHAFTING, FROM CRUSHER - 190	SET	1	120-983-490	MACHINE		
8	BALL BEARING - 13636 >30MM	UNIT	1	120-983-490	MACHINE		
9	ROLLING BEARING - 3000 4244, CONE TYPE WITH RING	UNIT	1	120-983-490	MACHINE		
10	VULCANIZED RUBBER TIGHTENING GASKET	SET	8	120-983-490	MACHINE		
11	CRUSHED AMOUR, 1 ST, FROM CRUSHER CMD-600	SET	1	120-983-490	MACHINE		
12	BRONZE BUSHING	SET	5	120-983-490	MACHINE		
13	DRIVING GEAR, CONE TYPE	UNIT	1	120-983-490	MACHINE		
14	GEAR FOR SIFTER	UNIT	2	120-983-490	MACHINE		
15	CORROSION PROOF CORD 10-24MM	KG	100	120-983-490	MACHINE		
16	COOPER CABLES 5 VEINS, DIAMETER-50MM	M	200	120-983-490	MACHINE		
17	CONTACTOR 400A, 380V	UNIT	3	120-983-490	MACHINE		
18	CONNECTING BOX 400A, A31	UNIT	3	120-983-490	MACHINE		
19	STARING BOX 30A	UNIT	10	120-983-490	MACHINE		
20	AUTOMATIC SWITCH 50A	UNIT	10	120-983-490	MACHINE		
21	STARING BOX 25A	UNIT	3	120-983-490	MACHINE		
22	CONTACTOR 160A, AE	UNIT	3	120-983-490	MACHINE		
23	CONNECTING BOX 160A	UNIT	3	120-983-490	MACHINE		
24	ELECTRIC MOTOR 11 K/X, 1500PRM	UNIT	2	120-983-490	MACHINE		
25	UNADJUSTABLE WRENCHES N20, N55, N75	UNIT	4	120-983-490	MACHINE		
26	ADJUSTABLE WRENCH N2, N3, N5	UNIT	3	120-983-490	MACHINE		
27	IP GEOLOGICAL SURVEY EQUIPMENT WITH TRANSMITTERS AND GENERATORS	SET	2	120-983-490	MACHINE		

No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
28	WALKING MAGNETOMETERS GSM-19W	SET	3	120-983-490	MACHINE		
29	XRF ANALYZER SYSTEM	SET	2	120-983-490	MACHINE		
30	FUEL PUMP	UNIT	1	120-983-490	MACHINE		
31	DIESEL POWER PLANT ED1000-T400-2PKC	UNIT	1	120-983-490	MACHINE		
32	CRUSHER SMD 741	UNIT	2	120-983-490	MACHINE		
33	LING PLATES - 1 LOT	UNIT	2	120-983-490	MACHINE		
34	CONCRETE MIXER	UNIT	2	120-983-490	MACHINE		
35	TURNING MACHINE MODEL 163	UNIT	2	120-983-490	MACHINE		
36	MILLING MACHINE MODEL 6M13P	UNIT	2	120-983-490	MACHINE		
37	CLASSIFIER 15T, 4Kv (1)	UNIT	2	120-983-490	MACHINE		
38	CRUSHER TRANSPORTER 5MTRS (1)	UNIT	2	120-983-490	MACHINE		
39	FEEDER 8T/HR (2)	UNIT	2	120-983-490	MACHINE		
40	HYDROCYCLONE 15T/HR (2)	UNIT	2	120-983-490	MACHINE		
41	GENERATOR 75KV (1)	UNIT	2	120-983-490	MACHINE		
42	CONTRL PANELS 125kW (5)	UNIT	2	120-983-490	MACHINE		
43	TELPHER CONVEYORr 2.5t (1)	UNIT	2	120-983-490	MACHINE		
44	DRILLING MACHINE 380V (1)	UNIT	2	120-983-490	MACHINE		
45	SPHERICAL TWO CHAMBER MILLING MACHINE 1456 Uz (2)	UNIT	2	120-983-490	MACHINE		
46	SPHERICAL TWO CHAMBER MILL ACCESSORIES	UNIT	2	120-983-490	MACHINE		
47	PUMP-AF 40/20 CW & 20HP D/ENGINE (2 SET)	UNIT	2	120-983-490	MACHINE		
48	PUMP ELECTRIC MOTOR - AF40/26C/W 20HP	UNIT	2	120-983-490	MACHINE		
49	GRINDING MACHINE 9" JNO	UNIT	2	120-983-490	MACHINE		
50	ELECTROMETER AKZ3315M2-893	UNIT	2	120-983-490	MACHINE		
51	ITOMAK CONCETRATOR GK-30M2	UNIT	2	120-983-490	MACHINE		
52	DELTA PREMIUM SOIL ANALYSWER & CAMERA	UNIT	2	120-983-490	MACHINE		
53	DEIKA TSR-407	UNIT	2	120-983-490	MACHINE		
54	BALL MILL SM1456A	UNIT	2	120-983-490	MACHINE		
55	FEEDER FOR BALL MILL	UNIT	2	120-983-490	MACHINE		
56	ROLLER FOR BALL MILL (4 SET)	UNIT	2	120-983-490	MACHINE		

No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
57	BALL MILL TRANSPORT LINE	UNIT	2	120-983-490	MACHINE		
58	CONTAINERS 40FT (2PCS)	UNIT	5	120-983-490	MACHINE		
59	SHAKING TABLE S-6 SINGLE DECK	UNIT	3	120-983-490	MACHINE		
60	SHAKING TABLE S-6 DOUBLE DECK	UNIT	3	120-983-490	MACHINE		
61	SHANGAI YUEDA MINERAL PRODUCTION LINE	UNIT	3	120-983-490	MACHINE		
62	DRAINAGE PUMP & ENGINE 15KW, 150RP	UNIT	2	120-983-490	MACHINE		
63	MINI GRINDER FOR LAB USE (4PCS)	UNIT	2	120-983-490	MACHINE		
64	WATER PUMP FOR DIESEL GENERATOR ALTRAY6	UNIT	2	120-983-490	MACHINE		
65	AVELING BARFORD GRADER	UNIT	3	120-983-490	MACHINE		
66	LIEBHERR PR 742 DOZER	UNIT	3	120-983-490	MACHINE		
67	HI LITE TOWED LIGHTING TOWER - 1	UNIT	2	120-983-490	MACHINE		
68	HI LITE TOWED LIGHTING TOWER - 2	UNIT	2	120-983-490	MACHINE		
69	TOYOTA HILUX SINGLE CABIN	UNIT	3	120-983-490	M/VEHICLE		
70	TOYO	UNIT	3	120-983-490	M/VEHICLE		
71	LAND ROVER 110	UNIT	3	120-983-490	M/VEHICLE		
72	LAND ROVER 110	UNIT	2	120-983-490	M/VEHICLE		
73	LAND ROVER ACCESSORIES	SET	4	120-983-490	M/VEHICLE		
74	LAND CRUISER HARD TOP	UNIT	2	120-983-490	M/VEHICLE		
5	WATER TANKS OF DEFFERENT SIZES	UNIT	5	120-983-490	M/VEHICLE		
76	PIPES FOR WATER PIPE - VICTORIA TO SEKA MINE	UNIT	6000	120-983-490	MACHINE		
77	SUBMERSIBLE PUMP MOD ECV8-40-90	UNIT	4	120-983-490	MACHINE		
78	SLUDGE PUMP 63M ³ /HR (4)	UNIT	2	120-983-490	MACHINE		
79	DRAINAGE PUMP 63M ³ /HR (1)	UNIT	3	120-983-490	MACHINE		
80	CAT 330 DL T	UNIT	4	120-983-490	MACHINE		
81	NEW HOLLAND EXCAVATOR E3285LC	UNIT	5	120-983-490	MACHINE		
82	KOMATSU WA470 T	UNIT	4	120-983-490	MACHINE		
83	IVECO 4X4 DRILL RIG	UNIT	4	120-983-490	MACHINE		
84	FODEN WATER TANKER 8X4	UNIT	2	120-983-490	MACHINE		
85	FODEN 6X6 RHD TPPER	UNIT	3	120-983-490	MACHINE		
86	EXCAVATOR KOMATSU	UNIT	5	120-983-490	MACHINE		

No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
87	BULLDOZERS	UNIT	6	120-983-490	MACHINE		
88	HEAVY TRUCKS	UNIT	5	120-983-490	MACHINE		
89	EARTH MOVING EQUIPMENT ACCESSORIES	UNIT	6	120-983-490	MACHINE		
90	MECHANICAL HAND TOOLS - FOR INSTALLATION	SET	10	120-983-490	MACHINE		
91	WELDING MACHINE	UNIT	5	120-983-490	MACHINE		
92	WELDING MACHINE 220V (2)	UNIT	4	120-983-490	MACHINE		
93	MOBILE FIELD KITCHEN FKH 900	UNIT	1	120-983-490	ACCESSORIES		
94	LADDER	UNIT	5	120-983-490	ACCESSORIES		
95	FAN	UNIT	10	120-983-490	ACCESSORIES		
96	PLASTIC TABLE (2)	UNIT	25	120-983-490	ACCESSORIES		
97	PLASTIC CHAIRS	UNIT	100	120-983-490	ACCESSORIES		
98	COFFEE TABLE	UNIT	6	120-983-490	ACCESSORIES		
99	SENETOR ANGLE TABLE	UNIT	6	120-983-490	ACCESSORIES		
100	WASHING MACHINE	UNIT	5	120-983-490	ACCESSORIES		
101	WATER DISPENSER	UNIT	10	120-983-490	ACCESSORIES		
102	PLASTIC CHAIRS (8)	UNIT	50	120-983-490	ACCESSORIES		
103	PRESIDENT CHAIRS (4 PCS)	UNIT	3	120-983-490	ACCESSORIES		
104	STORAGE UNIT ST437	UNIT	5	120-983-490	ACCESSORIES		
105	FRIDGE	UNIT	5	120-983-490	ACCESSORIES		
106	WATER HEATER	UNIT	5	120-983-490	ACCESSORIES		
107	BLENDER SUPER GENERAL	UNIT	2	120-983-490	ACCESSORIES		
108	IRONING BOARD	UNIT	2	120-983-490	ACCESSORIES		
109	SAFE 702 XP DIGITAL & KEY	UNIT	3	120-983-490	ACCESSORIES		
110	WATER FILTER	UNIT	5	120-983-490	ACCESSORIES		
111	TABLE FAX CROWN DELUXE	UNIT	5	120-983-490	ACCESSORIES		
112	WATER SEPARATOR (2PCS)	UNIT	6	120-983-490	ACCESSORIES		
113	HIGH BACK FABRIC CHAIR X12121H	UNIT	12	120-983-490	ACCESSORIES		
114	PLASTIC TANK 2000LTRS (2PCS)	UNIT	8	120-983-490	ACCESSORIES		
115	MEAT MINTER	UNIT	2	120-983-490	ACCESSORIES		

No.	ITEM NAME	UNIT	QTY	TIN	ITEM GROUP	EXM REF.	EXM DATE
116	PLASTIC TANK 2000LTRS (1 PCS)	UNIT	4	120-983-490	ACCESSORIES		
117	PLASTIC CHAIRS COTEX (12PCS)	UNIT	6	120-983-490	ACCESSORIES		
118	WHEEL BARROW (1PC)	UNIT	4	120-983-490	ACCESSORIES		
119	Dstv HAWARE & SOFTWARE	UNIT	2	120-983-490	ACCESSORIES		
120	BEDS	UNIT	20	120-983-490	ACCESSORIES		
121	WATER FILTRATION SYSTEM FOR KITCHEN	UNIT	2	120-983-490	ACCESSORIES		
122	WIRE FENCE	UNIT	50000	120-983-490	ACCESSORIES		
123	CEMENT	TON	5000	120-983-490	B/MATERIAL		
124	STEEL	TON	2000	120-983-490	B/MATERIAL		
125	ROOFING SHEET	PCS	3000	120-983-490	B/MATERIAL		
126	NAILS	KG	200	120-983-490	B/MATERIAL		
127	FLOOR TILES	SQM	1000	120-983-490	B/MATERIAL		
128	STEEL ROD 16MM	SQM	1000	120-983-490	B/MATERIAL		
129	PVC SHEET	SQM	5000	120-983-490	B/MATERIAL		
130	WIRE MESH	PCS	5000	120-983-490	B/MATERIAL		
131	SIMTANK	PCS	3	120-983-490	B/MATERIAL		
132	PVC PIPE	PCS	200	120-983-490	B/MATERIAL		
133	ELBOW	PCS	200	120-983-490	B/MATERIAL		
134	TEE	PCS	200	120-983-490	B/MATERIAL		
135	VALVE	PCS	200	120-983-490	B/MATERIAL		
136	GATE VALVE	PCS	200	120-983-490	B/MATERIAL		
137	CLAMP	PCS	200	120-983-490	B/MATERIAL		
138	SODIUM CYNADE	T	50	120-983-490			
139	QUICK LIME	T	30	120-983-490			
140	ACTIVATED CABON	T	5	120-983-490			
141	HYDROCHLORIC ACID	LTS	500	120-983-490			
142	CAUSTIC SODA	LTS	500	120-983-490			
143	HYDROGEN PEROXIDE	KG	100	120-983-490			





00220553

12/03/2015
Executive Director
Tanzania Investment Centre

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042490

This is to certify that

CLIMATE CONTROL CO. LIMITED

of address P.O. BOX 1421

MWANZA

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

CLIMATE CONTROL CO. LIMITED

Which is located at PAMBA STREET, PLOT NO. 218 BLOCK U

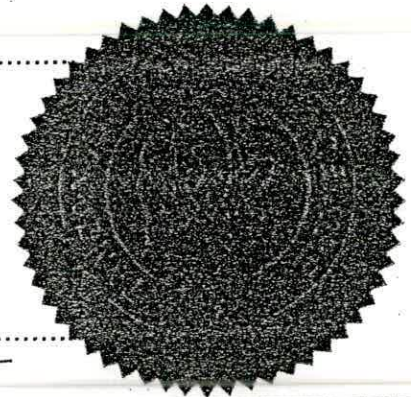
MWANZA

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

Executive Director

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

Dated 15TH JANUARY 2014




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 (%)
Christopher N. Kimbuya	Tanzanian	20
Celestine J. Maughu	Tanzanian	20
Joseph M. Siyange	Tanzanian	15
Boniface E. Pambe	Tanzanian	15
Shabani S. Kiswanya	Tanzanian	15
Primus A. Sengei	Tanzanian	15
2. Proposed Activities : **To establish a Gold Tailing Processing Project**
3. Sector: **manufacturing** Subsector: **Gold Processing**
4. Investment cost: Foreign **—** Local **USD 0.938m.** Total **USD 0.938m.**
5. Project Financing: Equity **USD 0.374m.** Loans **USD 0.561m.** Total **USD 0.938m.**
6. Source, terms and conditions of loan.....
7. Assets to be invested:

	Foreign	Local	Total
Capital items:	—	USD 0.938m.	USD 0.938m.
8. Technology Agreement **None**
9. Date of TIC Registration: **18th July 2013**
10. Implementation period **July 2013 - June 2016**
11. Operative date..... **July 2016**
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 **And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997**
 - (i) Applicable Import Duty **As per Income Tax Act, 2004 (as amended)**
 - (ii) Applicable with-holding Tax **As per Income Tax Act, 2004 (as amended)**
 - (iii) Eligibility of Capital Allowances **As per Income Tax Act, 2004 (as amended)**
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
 - (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate
Finished goods are not allowed under this Certificate

Signed 
Executive Director



TANZANIA REVENUE AUTHORITY

TRA/CE/C/P20/8/4963

19.03.2015

The Managing Director,
Climate Control co. Ltd,
P. O. Box 1421,
Mwanza.

Dear Sir,

**RE: DUTY/VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO. 042490 OF 15.01.2014**

We are writing in response to your letter Ref dated 12.03.2015 as supported by the letter TICC/PP.10/042490/6 of 16.03.2015 from Tanzania Investment Centre regarding the captioned subject.

We hereby confirm and approve five-page list herewith attached as capital/deemed goods for establishment and operation of the project with certificate of incentives mentioned above and item therein deleted could not be approved because they are not eligible for exemption.

The approved deemed capital items will be exempted from the Import Duty to the tune of 75% of the amount of import duty payable on the goods and VAT relief at 45% of the amount of VAT payable. Please complete VAT 224 and submit the same to the Commissioner for Customs and Excise for all imported items and for locally procure items, the forms should be submitted to the Commissioner for Domestic Revenue.

Sincerely Yours


Novat Kabogora

For: Commissioner for Customs and Excise

RS/

c.c. Manager - Customs Service centre,
c.c. Manager – Tax exemption,
c.c. Executive Director,
Tanzania Investment Centre,
P. O. Box 938,

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

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

**ARTICLES OF ASSOCIATION
OF**

CLIMATE CONTROL CO. LIMITED

Incorporated this *day of* *2011*

**DRAWN BY
CHRISTOPHER N. KIBUYE
SUBSCRIBER
P.O. BOX 110410
DAR ES SALAAM**

TANZANIA
Stamp Duty Sbs. 5000/-
PAID ON ORIGINAL
Receipt No. 12713 of 21/9/2011
Stamp Duty Office

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

12713
2500/-
21/9/2011

OF

CLIMATE CONTROL CO. LIMITED

1. The name of the company "**CLIMATE CONTROL CO. LIMITED**"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To engage in and or otherwise carry on the business of professional mining and exploration works, all kinds of minerals, gemstones, diamonds, and gold, dealers in mines and prospectus make research, prospecting, sale and exporters of all dealership, including marketing and promotion of gold mines and other mines, mineral contractor and/or exchanges, take on lease or otherwise acquire any mines, mining licences or rights protected areas, ores, emeralds, diamonds, rubies, and other precious and semi-precious stones, mineral products and substance, explore, excavator, quarry, dredge, sell, export gold, diamonds, ores, emeralds, rubies and substances from the earth and extract, reduce, wash, crush, refine, treat, smelt, amalgamate, manipulated and or otherwise treat gold, ores, metals, emeralds, rubies and other precious an semi-precious stones or other valuable substances there from or prepare, render and make them fit for markets locally or internationally level, general consultants in mining industry all businesses and trades incidental, analogous similar thereto required to be capable of being carried on in conjunction therewith.
 - (b) To search for, prospect, win, get, quarry, mine, crush, work, preshape, facet, polish or otherwise prepare for marketing precious and semi-precious stones including kaolin, diamonds, gemstones, Tanzanite's and valuable and base minerals and metal and mineral substitutes of all kinds including aluminum, manganese and petroleum and to buy, sell, market, import, export and deal in the same and to carry on any other operations which may seem conducive to any of the Company's objects.
 - (c) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain kaolin, minerals, diamonds, or other precious stones, and any interest therein, and to

explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.

- (d) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouse, shops, stores, garages and other buildings, roads, machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alternation, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
- (e) To carry on business of transport, cargo and travel agents, commission agents, customs agents, insurance agents, tourists agents, manufacturers representatives, clearing and forwarding agents, shipping agents, road contractors, cargo superintendents, packers machinery, haulage specialists, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transport by any other means of conveyance of people and goods neighboring countries and such other places as may from the time determined by the company, export of agricultural products and importers and exporters traders, commission and general agents, or other wise del in electrical goods, produce articles and general merchandise.
- (f) To carry on the business as general merchants, traders, consumers, suppliers, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (g) To do all kinds of business relating to telecommunication, information technology, and to act as consultants and training carry on business as managers or advisors in information management, applications development, data telecommunication and networks technology and those purpose to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere and to promote, arrange facilitate and operate information technology activities in all its diverse areas and all such facilities advantages and conveniences as may be considered necessary or incidental thereto, to do activities as development of consumer-made and instructional

software, educational managerial and control software products for small, medium and large clients.

- (h) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (i) To deal in any type of machinery manufacture buy, sell, import, alter, maintain, service, repair and otherwise del in plant, appliances of the company likely to be required by the customers.
- (j) To carry on the business of general civil works and deal in all kinds of scrap metal and precious metals.
- (k) To carry on business as merchants, manufacturers, importers, exporters, distributors and selling of metal products, raw materials, iron-masters, steel makers, iron founders, brass founders, tin-plate makers, colliery proprietors, cock manufacturers, miners, smelters, engineers, and workers and dealers in aluminum, cooper , bras, silver steel, tin-plate, German silver and all other kinds of metals in all their respective branches.
- (l) To carry on the business of steel sheets, aluminum and other metals and alloys and all kinds of products thereof; to trade market, buy, sell, distribute, grant sub-agencies or otherwise deal with or do any other things in respect of such metals, alloys or products
- (m) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers and harms gun dealer
- (n) To carry on promote and trade or business of farm and agricultural inputs, implement, tools, packaging of sunflower, materials and deal in the livestock and or the veterinary health - care products to farmers and stockist, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industrial and equipment, manufacture and semi processed products in Tanzania and other parts of the world.

- (o) To provide agricultural consultations, training, research and advisory services to farmers, planters and livestock keepers through seminars, workshops, field visits and farm demonstrations, to engage in vegetables seeds production and marketing of horticultural products, to carry on the business of farming, cultivating, planting growing sunflower, cash and food crops, inter alia, sugar cane, tea, coffee, cocoa, coconut, papaya and pyrethrum.
- (p) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of garments, new and second hand clothing, Mitumba, tents, textiles material, tie and dye, boutique, belts, shoes, caps, bags, dresses of all types and description whatsoever.
- (q) To carry on the business of timber and sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, woodwork contractors, and to buy, sell, mine, prepare for market, import, export and deal in minerals, tree logs, hardboards, soft boards, building materials, hardwares, oil, paints, varnishes and generally to deal in articles of all kinds in the manufacture of which timber or wood is used. To carry on business of processing of timber and its allied products including timber-cutting production, forestry and cultivation of man-made forest and to process forest products including the process of cutting, lumbering and all other forest products.
- (r) To carry on the business buy, sell agriculture equipments of every description, as general food processors, packers, to be general supplies of food stuffs and agriculture crops, grain millers, food mixers, general exporters of fresh fruits, honey, vegetable and flowers, to act as agents of buying and selling all kinds of food stuffs.
- (s) To undertake all kind of electrical installation, electronics repairs and maintenance as contractors, sub contractors, sell and distribute all sort of electrical goods, electronic accessories as an agent of any manufacturing firm within and from outside the country.
- (t) To be general traders, suppliers, merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of motor spare parts and industrial spare parts, new and second hand spare parts and accessories and general to deal in all types of auto service, hardware, building materials, maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- (u) To carry on and deal in the business of pharmaceuticals, medical preparations, chemicals, animal feeds, manufacturing, making and assembling of machines equipments, plants, vessels, devices of all descriptions using modern technology appropriate and applicable to veterinary and agricultural industries.
- (v) To carry on the trades or business of a telephones, telegraph cable and wireless communications company and to establish, work, manage, sell, hire out, and maintain telephone exchanges, web design, Internet, café, cable communications, telegraph offices and radio and television receiving and transmitting stations and any other systems for communications whether consisting of sounds, visual images, electrical impulses or otherwise either alone or in any combination.
- (w) To engage in and carry on all or of the business of manufacturers of and dealers, and workers in cement, lime, plasters, clay, whittlings, gravel, stone, chippings, minerals, eat, fuel, artificial stones, bricks tiles, tiles, roofing's, pipes, pottery earthenware, china sanitary and conveniences of all of all-kinds and as well as tone crushers and quarry owners. To carry on the business of manufacturing, wholesalers, retailers, exporters and importers of cement, aggregate stones, lime bricks, tiles, pipe earth wire, artificial stones, earth wire, hardware's like apparatus solution, paint, iron sheets, earth fuel and all building materials.
- (x) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (y) To carry on the business of training in variety of Computer software applications, to import computers, printers, peripherally, software, and computer supplies for sale, to offer repair services for computer, hardware and troubleshooting computer software, to provide software and hardware support to customers, to carry on business of installation of computers and hardware packages, to carry on the business of writing of programmes and applications for word-processing, spreadsheets and Databases for customers, to proved Secretarial Services, word-processing, spreadsheets, databases in our offices and customers site.
- (z) To establish workshops for training of heavy duty construction equipment handling and safety measures, high of construction equipment, construction labour and general advisory services.

- (aa) To carry on the business of farming, planters, growers, cultivators, horticulturists, market gardeners, agriculturists and buyer of every kinds of vegetables and fruits to prepare farms of coffee, rice, maize, sugarcane, banana plants, beans, tomatoes, onions, and other products, to preserve process cure, blend, refine trait, manufacture and render marketable any such produce and to sell, dispose and deal in a produce either in its prepared, manufactured raw or other state and either in its prepared.
- (bb) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- (cc) To carry on the business of export and or import of bird, carvings, artworks, woodworks, guiding aids, artistic and or demonstration tools, business promotion apparatus and or tools, wood and or timber products, forest produce, designers of arts and representations thereof, dealers in carvings of all kinds, types and description whatsoever.
- (dd) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (ee) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (ff) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (gg) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus,

fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.

- (hh) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical services, oil storage tank erections and all other businesses which can be carried out in connection to the above.
- (ii) To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (jj) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (kk) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ll) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (mm) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (nn) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (oo) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (pp) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.

- (qq) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (rr) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ss) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient..
- (tt) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (uu) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (vv) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ww) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (xx) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (yy) To obtain any provisional order, act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (zz) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (qq) To transact or carry on all kinds of Agency business and in

particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

- (rr) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that:-


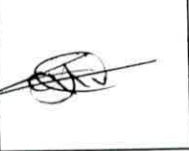

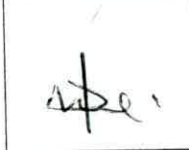
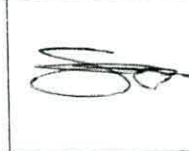
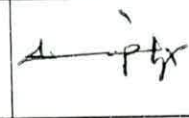
The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph

AND it is hereby declare that the word "Company" in this clause , except where used in reference of this Company , shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the firs sub-clause.


4. The Liability of the Members is Limited
5. The capital of the Company is Shillings 5,000,000/= divided into 100 shares of Shillings 50,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

We, the several persons whose names and addresses are subscribed, are desirous of being formed 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 our respective names.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
CHRISTOPHER NDEGE KIMBUYA P.O. BOX 110410 DAR ES SALAAM	20	
CELESTINE JEREMIA MAUGHU P.O. BOX 110410 DAR ES SALAAM	20	
JOSEPH MWERA SIYANGE P.O. BOX 110410 DAR ES SALAAM	15	
BONIFACE EMMANUEL PAMBE P.O. BOX 110410 DAR ES SALAAM	15	
SHABANI SULEIMAN KISWANYA P.O. BOX 110410 DAR ES SALAAM	15	
PRIMUS ANDREW SENGEI P.O. BOX 110410 DAR ES SALAAM	15	

Dated at Arusha this 16 day of SEPT 2011

Witness to the above signatures

Name : J. S. Mwakanga
 Signature : 
 Postal Address : P.O. Box 110410
 Qualification : Advocate



Stamp Duty Paid
PAID ON ORIGINAL
13713
21/9/2011

THE COMPANIES ACT NO. 12 OF 2002
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

CLIMATE CONTROL CO. LIMITED

Stamp Duty Paid
PAID ON ORIGINAL
13713
21/9/2011

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the act 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 any person appointed to perform the duties of the secretary of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph; and other modes 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 in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.
3. 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. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and

shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen 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. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

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

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

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
- (a) by the chairman; or
 - (b) by at least (three) members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

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

The demand for a poll may, before the poll is taken, be withdrawn

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
17. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.
21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether

on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.

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

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

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

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

"..... Limited
I/We of, being a member/
members
of the above - named company, hereby appoint
.....
, of
or failing him of, as my/our
proxy to vote for
me/us on my/or behalf at the {annual or extraordinary, as the case
maybe} general meeting of the
company to be held on theday of200.....,
and at any adjournment thereof.
Signed this day of,200"

27. 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:-

"..... Limited.

I/WeofBeing a member/members of the above named company, hereby appoint ofof or failing himof, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on theday of200 and at any adjournment thereof.

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

*Strike out which ever is not desire"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of a instrument of proxy, or poll demanded by proxy, or by the duty authorized 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 a such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

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

DIRECTORS

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

1. **CHRISTOPHER NDEGE KIMBUYA**
2. **CELESTINE JEREMIA MAUGHU**
3. **JOSEPH MWERA SIYANGE**
4. **BONIFACE EMMANUEL PAMBE**
5. **SHABANI SULEIMAN KISWANYA**
6. **PRIMUS ANDREW SENGEI**

32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
37. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

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

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
40. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re - election.
41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.

44. The quorum necessary for the directors may fix the transaction of the business of the directions, and unless so fixed shall be two.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
48. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or 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. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by

its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
53. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the company; and
 - (c) the assets and liabilities of the company.






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


54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting

AUDIT

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

59. Any notice to be given to or by any person pursuant to the act 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 prepared envelope addressed to a member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzanian and who gives to the company an address within the Tanzanian at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
CHRISTOPHER NDEGE KIMBUYA P.O. BOX 110410 DAR ES SALAAM	20	
CELESTINE JEREMIA MAUGHU P.O. BOX 110410 DAR ES SALAAM	20	
JOSEPH MWERA SIYANGE P.O. BOX 110410 DAR ES SALAAM	15	
BONIFACE EMMANUEL PAMBE P.O. BOX 110410 DAR ES SALAAM	15	
SHABANI SULEIMAN KISWANYA P.O. BOX 110410 DAR ES SALAAM	15	

PRIMUS ANDREW SENGEI P.O. BOX 110410 DAR ES SALAAM	15	
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Dated at Arusha this 16 day of Sept 2011

WITNESS to the above Signatures:-

Name : J. S. Mwanuzi

Signature : 

Postal Address : P.O. Box 22316

Qualification : Advocate

