

THE COMPANIES ACT, CAP. 212 R.E 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PRO MINING SERVICES LIMITED

Changed this ...*17TH*..... Day of *SEPTEMBER* 2018

DRAWN BY:

MKAMA M. KALEBU (NOTARY PUBLIC)

ENDO&COMPANY ADVOCATES,

Plot No. 878 Block "C" Sinza

P.O. Box 76630 Dar es Salaam, Tanzania

THE COMPANIE ACT (CAP 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PRO MINING SERVICES LIMITED

1. The name of the company is **“PRO MINING SERVICES LIMITED”**
2. The registered company will be situated in the United Republic of Tanzania
3. The objects for which the company is established are:
 - (a) Drilling, Exploration and mining minerals – Gold, Diamonds and Gemstones. Import and export of minerals. Trading of jewels, metal smith processor, dealers in mineral gemstone, to promote and establish shops and factories of all precious stones, metal and scrappers for selling/exporting and distributing in Tanzania and around the world.
 - (b) Import and Export of plants, machineries, equipment’s, and accessories.
 - (c) To sell the mining supplies of all kinds to the mines. To make the sales of camp supplies and the related items. To do the works of logistics. To buy plant, machineries, equipment, accessories and related items for the mines or camps and sell them.
 - (d) To do construction job. To hire machineries, equipment’s and vehicles. To import the raw materials or any accessories for the purpose of construction. To import motor vehicles of all sorts and machineries.
 - (e) To carry on the business of dealers in the distribution of kerosene, petrol, motor spirits, mineral oil, crude oil, petroleum, lubricant oil, grease, and petroleum products, hardware suppliers, building materials, spare parts of motor vehicles, agricultural machineries, electrical goods and telecommunication.
 - (f) To carry on the business of exporters of agricultural, forestry, sea and lake products and to import any material or item for industrial and local consumption as the circumstance may avail itself. To deal in the business of clearing and forwarding agents

- (g) To carry on the business of transporter goods inside and outside Tanzania, documents handling, passengers, cargo superintends, chartering agents, commission agents, to operate all kinds of motor vehicles, aircraft, marine, and lake vehicles and to use in the same mail and all description of goods. To buy and sell motor vehicles and spares and accessories of the vehicles.
- (h) To engage and or otherwise carry on the business of exporters of the products listed above. To engage and to carry out the business of fish merchants and to be exporters of all kind of fish and marine products.
- (i) To engage and otherwise carry on the business of timber manufactures, to be owner of saw mills, to timber processor, treaters, graders, suppliers and exporters, to be furniture manufacturers, manufacturers and distributors of all kind of furniture.
- (j) To carry on the business of importers, dealers and distributors of kerosene, petrol motor spirit, mineral oil, crude oil, petroleum, lubricating oil grease, and all kind of mineral and petroleum products.
- (k) To carry on any other business may seem to the company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render profitable any of the company's property or rights.
- (l) To establish deposits and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- (m) To carry on the business of general merchants, general store keepers, universal providers, importers, exporters, and whole sellers and or retail traders of or otherwise dealers of otherwise dealers of and in cotton, silk and woolen goods and textile fabrics and all kinds.
- (n) To enter in any arrangements and contracts with government or authorities (supreme, municipal local or otherwise) or any corporation, companies, persons having objects that may seem conducive to the companies object or any of them and to obtain from any such government, authority, corporation, company or persons any characters, contacts decrees right privileges and concession.
- (o) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, lease, options mineral property rents, concessions, charters, privileges, licenses or authority of and over mines, land and mineral or other properties either absolutely or conditionally.

- (p) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures stock, certificate or other securities. Perpetual or otherwise charged upon all or any other company's right and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security of loan.
- (q) To amalgamate with, or enter into partnership or into any arrangement for sharing defaults union of interests, co-operation joint venture reciprocal concession or otherwise with any person or company carrying or, engaged in or about to carry on or engage in any business or about to carry on or engage I any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so directly to the benefit of this company. And to take or otherwise acquire shares and securities of any such company, and sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- (r) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company or for any other purpose, which may seem directly or indirectly calculated to benefit this company
- (s) To sell or dispose of the undertaking and property of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to these of this company.
- (t) To carry on business by whole sale or retail of automotive spares and part of all description tires and tubes, batteries, battery solution and other spares, accessories and goods as any be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.
- (u) To carry on the business of saw mills and the preparation of timber for market and manufacture of and dealing in all articles made of or principally made of wood.
- (v) To construct, erect, maintain and alter any buildings, machinery plant works where necessary or convenient for the purpose of the company.
- (w) To undertake and execute any contracts for work involving the supply or use of any machinery or to carry out any ancillary or other work

comprised in such contracts, carrying passengers and goods in Tanzania.

- (x) Generally to purchase, take on lease or in exchange his or otherwise or conveniently for the purpose of its business and in particular in any land, buildings, assessments, machinery plant and stock-in-trade.
- (y) Invest and deal with money of the company not immediately required upon such securities and in such manner as the company from time to time determine.
- (z) To remunerate any person or company for service rendered or to be rendered on placing or assisting place or guaranteeing the placing of the company or the conduct of its business.
- (aa) To distribute any part of the company in specie among the members
- (bb) To lend an advance money and to give credit to such persons or companies as may seem expedient and in a particular to members of the company and to guarantee the performance of contract by such person.
- (cc) To draw, make, accept, endorse discount, execute and issue cheques, promissory notes, bill of exchange, bills of lading, warrants, debentures or other negotiable or transferring instruments.
- (dd) To add all or any of the above things in any part of the world as principles, agents, contractors, trustees, or otherwise alone or in conjunction with others
- (ee) To pay expenses of and preliminary and incidental to the promotion, establishment, and registration of the company or of any other company promoted, formed, established or registered by all the company and all the brokerage, discount and other expenses lawfully payable which may at any time and from time to time lawfully payable which may at any time and from time to time be deemed expedient for taking placing or under writing all or any of the shares or debentures or other obligation so promoted, formed, established by the company.
- (ff) To obtain all powers and authorities necessary to carry out or extend any of the above objects
- (gg) To carry on business as real estate developers and managers as well as to build, operate and own commercial centers, apartments, hotels, lodgings, tented camps, recreation centers, conferencing and function facilities, office blocks, showrooms, warehousing facilities, and to

develop and to manage buildings and civil works structures of all kinds and descriptions including residential house for rent and sale as a company and or enter into joint venture partnership or any arrangement for sharing profits in carrying such business.

- (hh) To develop, construct, establish, provide, own, operate and maintain leisure and entertainment centers and associated facilities including cinema halls, ater park centers, water sports, boat trips, sport fishing, golf courses and leisure and entertainment facilities and services of all kind and descriptions.
- (ii) To carry on the business of fish, aquaculture fishing, cages fish farming, fish ponds, fish pen and marketing of all sea and fresh water fish products in both local and international market (including interior Africa), fishing operations in the sea and fresh waters and to buy, process, sell and export all type of fish and sea food including but not limited to reef code, red snapper, sea breams, octopus, prawns, lobster, tilapia, nile perch and sardines, processed, dried, smoked and salted fish, processed, dried, smoked and salted fish, canned fish, fresh fish, sea shells and sea products and generally all types of marine products.
- (jj) To carry on business as tour operators, tourists agents, car rental service providers, hotel reservationists, photographic safaris, camping and hunting safaris, travel agents, flight charter contractors, self and chauffeur-driven cabs, and to facilitate creation and operation of cultural tourism programs and other services desirable for the advancement of goals and mission of the company.
- (kk) To establish any other subsidiary company or companies for the purpose of implementing the objectives of the company or for any other purpose, which may seem directly to benefits this company.
- (ll) To carry business of bakers, restaurants, owners and operators of chain of supermarkets, and to process domestic consumables of all sorts and description, producers of the entire range of consumer goods and food stuffs and agricultural products, dairy farm and horticultural produce as well as to manufacture, process, refine, blend, pack, export, import and deal in any and all kinds of food crops.

(mm) To acquire or own land and develop the resources and turn to account the lands, buildings and rights for the time being of the company such manner as the company may think fit and may divide the land of the company into small holdings.

(nn) To purchase or otherwise acquire lands and immovable property of any description or any interest therein for investments of the company for farming cultivation, agriculture, livestock keeping, plantations, building, mortgages, lease, rent or any other legalized business for the interest of the company.

(oo) To carry on business of ranch farming, livestock keeping, breeder of animal of all kinds, ostrich and poultry farmers, millers, grazers, seed growers, meat and fruit preservers,. To operate the business of farmers, planters, market gardeners, agriculturist, horticulturalist, dairymen, purchase and sell in local market and international market livestock, poultry, animals, and animals product of all kinds both whole sale and retailers and engaging in any other business in connection with arboriculture, agriculture, horticulture or livestock.




The objects set forth in any sub-clause of the clause shall not except when the context expressly so required, be in anywise limited or restrict by reference to or inference from the terms of any sub-clause or any name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause and the company shall have the full power to exercise all or any of the power conferred by any part of this in any part of the world and notwithstanding that the business undertaking, property, or acts proposed to be transacted acquired, dealt with or performed do not fall within the objects of the first sub-clause of the clause.

AND it is hereby declared that the word "COMPANY" in this clause, shall be deemed to include any partnership or any other body or persons, where incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the object specified in which the paragraph of this clause shall extend where otherwise expressed in such paragraph.

4. The liability of the member is limited.

5. The share capital of the company is Tshs. 100,000,000/= divided into 1000 shares ordinary shares of Tshs. 100,000/= each with power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amount and to issue all or any part of the said capital.

We, the undersigned whose names and addresses are subscribed are desirous of being formed into the company in pursuance of this memorandum of Association and we respectively agree to take number of shares in capital of the company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTON OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1. JOZUACALEB COETSEE P.O. BOX 532. GEITA	320	
2. HENDRIK NICOLAAS COETSEE P.O. BOX 532. GEITA	320	
3. DAVID URIOH NYAMELEMBO AREA PLOT No. 3 GEITA	1	
TOTAL	641	

DATED at GEITA this...17TH...day of...September...2018

WITNESS to the above signature 

ADDRESS...P.O. Box 32196 DSAI.....

QUALIFICATION...ADVOCATE.....



THE COMPANIE ACT (CAP 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PRO MINING SERVICES LIMITED

1. In this regulations:-

“The Act” mean the companies Act Chapter 212 of the laws of Tanzania. When any provision of the Act is referred to, the reference if that provision as modified by any law for the time being in force.

Unless the context otherwise required, the expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnerships, firms, cooperative societies etc.

The regulation of table “A” in the first schedule of the Companies Act (hereinafter call table “A”) shall apply to the company, save in so far as they are varied or excluded here by, and the provisions under table “A” the formal shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The company is the private company and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of the members of the company (exclusive of the persons who are in the employment of the company and of the persons who are having been formally in the employment of the company where while in such employment to be members of the company) is limited to fifty, provided that where two or more persons hold one or more shares in the company they shall for the purpose of this regulation be treated as single member.

- (c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited.
- (d) The company shall not have power to issue share warrant to bearer

TRANSFER OF SHARES

- 3. The directors may in their discretion and without assigning any person, refuse to register the transfer of any shares to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership
- 4. Subject to Article 2 and 3 the rights of members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the directors so one who it is desirable in the interests of the company to admit the membership
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the directors that the desires to make such sales or such a transfer. Such notice shall constitute the board of directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the part giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the company.
 - (c) Upon the price of such shares being agreed on or determined as per clause above, the board shall forthwith give notice to such shareholders other than those desiring to sell or transfer the said shares, stating the number of prices such shares inviting the persons to whom the notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number as such shares. At the expiration of such 21 days' notice, the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same as far as they may be proper according to the share already held by them respectively, or if there will be one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to make more than the maximum number of such share stated in answer to the notice.

Upon such appointment made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment the said price to transfer the shares to the respective shareholder or to the single shareholder or to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS.

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT THE GENERAL MEETINGS

5. Article 39 to 53 of Table "A" of the Act shall apply subject to the following variations:
- (a) A general meeting, Ordinary or Extra ordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - (b) Two members present either personally or by proxy shall form a corum
 - (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and or the members of the company holding three votes of the issued shares of the company shall be valid and effectual as an or inanity resolution duly passed at the general meeting of the company.

DIRECTORS

- (a) Until otherwise determined by the company in general meeting the directors shall not be less that 5 and not more than 50 in number.
 - (b) The following persons shall be the first Directors of the company:-
 - 1. JOZUA CALEB COETSEE
 - 2. HENDRIK NICOLAAS COETSEE
6. The shareholding qualification for the Directors may be fixed by the company in General Meeting, and until so fixed no qualification shall be required.
7. The quorum of Directors for transaction business shall, unless otherwise fixed by the directors, be two.
8. A resolution in writing signed by all the directors then in Tanzania shall be as valid and effectual as if has been passed at the meeting of directors duly called and constituted.

9. The directors may from time to time borrow or raise any moneys for the purpose of the company which may exceed the issued share capital of the company.

BORROWING POWERS

10. The directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets of the company, or not charged, or in such other way as the directors may think expedient.

ALTERNATE DIRECTORS

11. Each Director may nominate a person, who shall be approved off in writing by the other directors, to act as alternate in his place during his absence from Tanzania or inability to act as such director. Such alternate Director shall be subject in all other respect to the terms and conditions existing with reference to the directors of the company and such alternate Directors when acting shall exercise and discharge all duties and functions of the directors to whom he represents in the case of an inability to act as director whom he represents he may subjects to the like approval of the other directors appoint a dully qualified person to act on his place.

SECRETARY

12. The secretary shall be appointed by the board of such terms at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the board

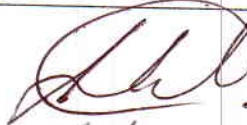


WINDING UP

13. With the sanction of the special resolution of the shareholders any part of the assets of the company including any share in other companies may be divided between the members of the company is special or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is only liability.


14. Every director, Managing director, Agent, Auditor, Secretary and officers for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with the application (under section 345 of the Act) in which relief is granted to him by the Court.

ALTERATION OR ADDITION

15. Subject to the provision of the Act and those contained in the Memorandum of Association the company may by special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution

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TOTAL	641	

DATED at GEITA this 17TH day of SEPTEMBER 2018

WITNESS to the above signature 

ADDRESS P.O. Box 32196 DSM

QUALIFICATION ADVOCATE

