

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JIUDING MINING INVESTMENT COMPANY LIMITED

Incorporated this day of 2020

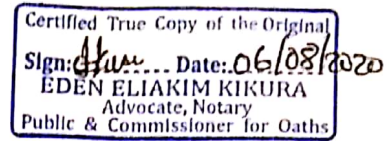
DRAWN BY:

XIE KUN
Subscriber
QINGHAI PROVINCE
CENTRAL TOWER,
FLOOR NO 4,
ROOM NO 455
CHINA.

Certified True Copy of the Original
Sign: *[Signature]* Date: 06/08/2020
EDEN ELIAKIM KIKURA
Advocate, Notary
Public & Commissioner for Oaths

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

OF



JIUDING MINING INVESTMENT COMPANY LIMITED

1. The name of the company is **JIUDING MINING INVESTMENT COMPANY LIMITED**
2. The registered office of the Company will be situated in TANZANIA.
3. The objects for which the Company is established are:
 - a) 0510 - To carry on the business of Mining of hard coal Main
 - b) 0520 - To carry on the business of Mining of lignite
 - c) 0710 - To carry on the business of Mining of iron ores
 - d) 0729 - To carry on the business of Mining of other non-ferrous metal ores
 - e) 0899 - To carry on the business of Other mining and quarrying n.e.c.
 - f) 0990 - To carry on the business of Support activities for other mining and quarrying
 - g) 6810 - To carry on the business of Real estate activities with own or leased property
 - h) 6820 - To carry on the business of Real estate activities on a fee or contract basis
 - i) 4100 - To carry on the business of Construction of buildings
 - j) 5229 - To carry on the business of Other transportation support activities
 - k) 5221 - To carry on the business of Service activities incidental to land transportation
 - l) 4659 - To carry on the business of Wholesale of other machinery and equipment

m) 4662 - To carry on the business of

Wholesale of metals and metal ores

- n) To trade in all types of motor spare parts, to manufacture, sell, import and export the same and to enter into arrangements concerning the same with persons companies or such other bodies within and outside Tanzania and to carry on the business of manufacturers, dealers, importers and exporters of hand tools, all types of motor vehicles, pumps, sisal twine and cordage, aluminum sheets of all description and such other articles of similar nature.
- o) To carry on business as traders, merchants, manufactures, representatives, commission agents, importers, exporters, warehouse, shipping and forwarding agents, packers, carriers and freight contractors and to import, export, buy, sell barter, exchange, store, pack, ship transport and otherwise deal with foodstuff and consumable goods and articles of every description, household goods and textiles, metals, wood, plastic, paper and paper products, timber, articles and things manufactured therefrom, clothing, footwear, electrical apparatus and equipment, machinery tools and materials, articles, merchandise, commodities, motor vehicles, spares, industrial machinery and goods of every description
- p) To carry on business of hotel, restaurant, cafe, swimming pools, auto-court, motel holiday camp, and apartment-house keepers. To fit up any furnish property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, cottages or otherwise. To buy, sell (both to persons residing on the company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat groceries, fruit, confectionery, wine spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses. To appropriate any part of the property of the company for the purpose or and to build or let shops, offices, and other places of business and to use or lease any

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part of the property of the company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.

- q) To carry on all or any of the businesses of manufacturers, buyers, sellers, exporters, importers of and dealers in pharmaceuticals, medicinal, chemical, industrial and other preparations, veterinary and surgical instruments and appliances medicines, medical preparations, liniments and lotions, and as chemist and druggists and to manufacture, refine, distill, manipulate, compound, prepare for market and deal in all kinds of chemical, medical and other articles, preparations, ingredients, commodities, products, substances and things necessary or which may be conveniently used or dealt with in connection with the company's business.
- r) To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the Company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested.
- s) To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, and collateral or further to secure any securities of the company by a trust deed or other assurance.
- t) To establish and maintain branches and agencies for the purpose of the Company in any part of Tanzania or elsewhere and from time to time discontinue and regulate the same;

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- u) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, works, plant and machinery and other things found to be necessary or convenient for the purposes of the company.
- v) To raise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.
- w) To accept stock or shares in or the debentures, mortgage or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- x) To draw, accept, make, endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- y) To carry on the business of financiers in all their branches and departments, including the borrowing raising or taking up of money, the lending or advancing of money, securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, underwriting and dealing with stocks, funds, shares, debenture stock, bonds, obligations, securities and investments of all kinds.
- z) To capitalize if and when deemed advisable the whole or part of the undivided profits of the company and/or monies standing to the credit of the company's reserve funds and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as

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may seem expedient and whether amongst holders of shares in the company or others.

- aa) To establish, as a holding company, subsidiary company, which will either do one or more of the objectives stipulated herein before or with a different objectives from the objectives of this company, in the United Republic of Tanzania, Africa or elsewhere as it deem fit and advisable to do so.
- bb) 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 other, and either by or through agents, sub-contractors, trustees or otherwise.
- cc) Generally, to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
- dd) To carry on business in Tanzania or any part of the world, all or any of the business of buying, selling, exchange, exporting, importing, manufacturing and generally dealing (wholesale or retail) in hardware, household fittings utensils, stationery, all kinds of machinery implements, appliances, apparatus, cement, solutions, enamel, plumbing materials, cosmetics, crockery, utensils of glass, or metals, all kinds of domestic and household requisites and requirements, dairy produce, farm produce. 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.

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a. 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 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.

b. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusden generis with any particular word or words in the same paragraph.


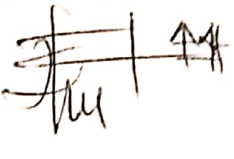

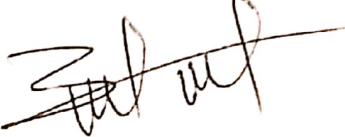
4. The Liability of member is Limited.

5. The Capital of the Company is **Tanzania Shillings fifty Million (50,000,000/=) only** divided into **One Thousand (1000) ORDINARY SHARES** of **Tanzania shillings Fifty Thousand (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 to our respective names.

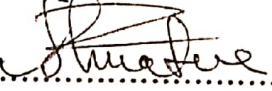
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	Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
1.	JINJIU HONG KONG INTERNATIONAL INVESTMENT LIMITED. DIRECTOR : WU JIANG SICHUAN PROVINCE, STREET FISH MARKERT, HOUSE NO 20, HONG KONG DIRECTOR : XIE PING SICHUAN PROVINCE, STREET FISH MARKERT, HOUSE NO 19, HONG KONG	510	JINJIU HONG KONG INTERNATIONAL INVESTMENT LIMITED, SICHUAN PROVINCE, STREET FISH MARKERT, HOUSE NO 20 HONG KONG  
2.	XIE KUN QINGHAI PROVINCE, CENTRAL TOWER, FLOOR NO 4, ROOM 455, CHINA	340	
3.	LI JUN QINGHAI PROVINCE, CENTRAL TOWER, FLOOR NO 4, ROOM 455, CHINA	150	

DATED at DSM this 28 day of FEB 2020

WITNESS TO THE ABOVE SIGNATURE:

NAME: WILSON M. MAJIE

SIGNATURE: 

POSTAL ADDRESS: P.O. BOX 5464, DSM

QUALIFICATION: ADVOCATES



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 Signed [Signature] Date: 06/08/2020
EDEN ELIAKIM KIKURA
 Advocate, Notary Public & Commissioner for Oaths

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

JIUDING MINING INVESTMENT COMPANY LIMITED

1. In these regulations:-

"The Act" means the Company Act Cap. 212. R.E 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

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

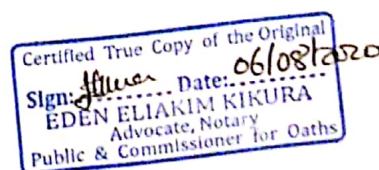
Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to the substitution shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer its shares is restricted as herein after prescribed.
- (b) The number of members of the company (exclusive of persons in the employment of the company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the Company) is not to exceed fifty but where two or more persons hold one more shares in the company jointly they shall for the purposes of this paragraph be treated as a single member.



more shares in the company jointly they shall for the purposes of this paragraph be treated as a single member.

- (c) Any invitation to the Public to subscribe for any share or debenture stock of the company is hereby prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to 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 of any person selected by the Directors as one who it is not desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every person who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such shares inviting the person to whom 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 of 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 number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such

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shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such appointment being 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 to the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS; NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

- 5 The regulation of the Companies Act shall apply to the following variations:-
- (a) A General Meeting, Ordinary or Extraordinary 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 quorum.
 - (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 of the members of the company holding three-fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

6. (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in numbers.
- (b) The following persons shall be the first Directors of the Company:-
1. LI JUN
 2. XIE KUN
7. The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly constituted.



10. The Directors may from time to time borrow or raise any money for the purpose of the Company which may exceed the issued share capital of the Company.

BORROWING POWERS

11. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

The Directors 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 or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.

13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

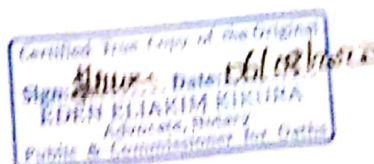
14. The office of the Director shall be vacated if the Director;
(a) becomes bankrupt; or
(b) is found to be a lunatic or becomes of unsound mind; or
(c) resigns his office by lunatic in writing to the Company;
(d) abstains himself from the meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any Director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with the reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.



17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personal present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and 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 any liability.

ALTERNATION OR ADDITION

20. Subject to the provisions of the Act and to 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.

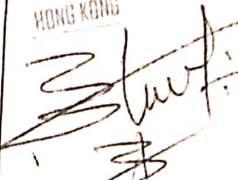
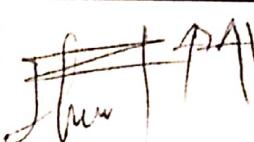
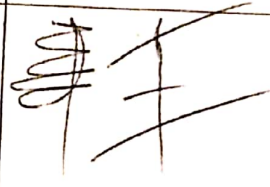
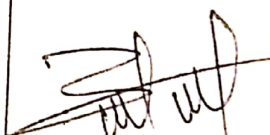
INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer 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 favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three arbitrators, one to be appointed by each party and

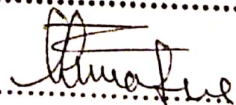
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	Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
1.	JINJIU HONG KONG INTERNATIONAL INVESTMENT LIMITED. DIRECTOR : WU JIANG SICHUAN PROVINCE, STREET FISH MARKERT, HOUSE NO 20, HONG KONG DIRECTOR : XIE PING SICHUAN PROVINCE, STREET FISH MARKERT, HOUSE NO 19, HONG KONG	510	JINJIU HONG KONG. INTERNATIONAL INVESTMENT LIMITED. SICHUAN PROVINCE, STREET FISH MARKERT, HOUSE NO 20 HONG KONG  
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3.	LI JUN QINGHAI PROVINCE, CENTRAL TOWER, FLOOR NO 4, ROOM 455, CHINA	150	

DATED at DSM this FEB day of FEBRUARY 2020

WITNESS TO THE ABOVE SIGNATURE:

NAME: WILSON M. MAFIE

SIGNATURE: 

POSTAL ADDRESS: PO BOX 5464 DSM

QUALIFICATION: ADVOCATE

Certified True Copy of the Original
 Sign: Huiler Date: 06/08/2020
EDEN ELIAKIM KIKURA
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