

THE COMPANIES ACT No. 12, 2002

COMPANY LIMITED BY SHARES

Memorandum
and
Articles of Association

GRAND TOP GEMSTONES COMPANY LIMITED

Incorporated thisday of 2020

Certified true copy of the Original
Sign: Date:
GASPAR MAJALIWA
Advocate, Notary Public & Commissioner
for Oaths

DRAWN BY:

JAKOB HOYER - SUBSCRIBER,

P.O. Box 11336,

Arusha Tanzania,

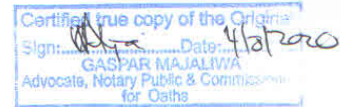
Telephone/Facsimile: +255 757 092 514

E-mail: hoyerjakob@yahoo.com

THE COMPANIES ACT, No.12 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
GRAND TOP GEMSTONES COMPANY LIMITED



1. The name of the company is **GRAND TOP GEMSTONES COMPANY LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
 - (i). To carry on business as a general commercial company
 - a) to carry on trade or business whatsoever
 - b) the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business
 - (ii). To carry on the business of exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, brimstone, brine, bauxite, limestone, precious and other stones; gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, chrome, copper, gypsum, rutile, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents
 - (iii). To carry on the business of goldsmith, silversmith, gemstones and all its related services, whole sellers and or/ retails of gemstones merchants, jewellery product and or dealers in and/or buy, sell, market, import, export and/or

- (xxxviii). To do all or any of the things aforesaid, either alone or in conjunction with others, and either as principal or agent, and either by the Company itself or by sub-contractors or agents or otherwise and either in the United Republic of Tanzania or elsewhere.
- (xxxix). To join, subscribe to, establish and support and aid in the establishment and support of the society or association (including co-operative societies) established for the purpose of assisting all or any of the objects of this Company.
- (xl). Generally to do such things as may appear to be incidental or conducive to the attainment of any of the above objects of the company.

4. LIABILITY

The liability of the members is **Limited**.

5. CAPITAL

The share capital of the Company is **Tanzanian Shillings Ten Million (TZS 10,000,000/=)**, divided into One Thousand (**1000**) shares of **Tanzanian Shillings Ten Thousand (TZS 10,000/=)** each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

Certified true copy of the Original
Sign: *[Signature]* Date: *4/3/2020*
GASPAR MAJALIWA
Advocate, Notary Public & Commissioner
for Oaths

We, the several persons, whose names and addresses are subscribed below, 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:

Name and Addresses taken by the the Subscribers	Number of shares of Subscribers	Signatures of Subscribers
ASHA SIMAI MAHMOUD P.O.BOX 11336, ARUSHA - TANZANIA OCCUPATION: BUSINESS WOMAN	460	<i>AS Mahmoud</i>
JAKOB HOYER P.O.BOX 11336, ARUSHA - TANZANIA OCCUPATION: BUSINESSMAN	170	<i>Jakob Hoyer</i>
JAN KYNICKY BLATNA 173, VOJKOVICE, 667 01 CZECH REPUBLIC OCCUPATION: BUSINESSMAN	160	<i>[Signature]</i>
JINDRICH KYNICKY, NAM. KARLA IV. 6, BRNO, 62800, CZECH REPUBLIC OCCUPATION: BUSINESSMAN	160	<i>[Signature]</i>
OPEN GEMSTONES COMPANY LIMITED, P.O. Box 11336, ARUSHA - TANZANIA	50	NAME: JAKOB HOYER SIGNATURE: <i>Jakob Hoyer</i> DESIGNATION: DIRECTOR
OPEN GEMSTONES COMPANY LIMITED, P.O. Box 11336, ARUSHA - TANZANIA		NAME: ASHA SIMAI MAHMOUD SIGNATURE: <i>AS Mahmoud</i> DESIGNATION: DIRECTOR

ARUSHA - TANZANIA
OPEN GEMSTONES COMPANY LIMITED
TIN NO. 133 - 166 - 947
P.O. BOX 11336
ARUSHA

WITNESS to the above signatures

Full Name : ERICK BALTHAZAR KIMARO
Signature : *[Signature]*
Postal Address: P.O. BOX 1712, ARUSHA
Designation : ADVOCATE

ERICK BALTHAZAR KIMARO
P.O. Box 1712 - Arusha Tanzania
Advocate, Notary Public & Commissioner For Oaths

Dated this 13th day of July 2020

Certified true copy of the Original
Sign: *[Signature]* Date: 4/8/2020
GASPAR MAJALIWA
Advocate, Notary Public & Commissioner for Oaths

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

Name and Addresses taken by the the Subscribers	Number of shares of Subscribers	Signatures of Subscribers
ASHA SIMAI MAHMOUD P.O.BOX 11336, ARUSHA - TANZANIA OCCUPATION: BUSINESS WOMAN	460	<i>A. Mahmoud</i>
JAKOB HOYER P.O.BOX 11336, ARUSHA - TANZANIA OCCUPATION: BUSINESSMAN	170	<i>Jakob Hoyer</i>
JAN KYNICKY BLATNA 173, VOJKOVICE, 667 01 CZECH REPUBLIC OCCUPATION: BUSINESSMAN	160	<i>[Signature]</i>
JINDRICH KYNICKY, NAM. KARLA IV. 6, BRNO, 62800, CZECH REPUBLIC OCCUPATION: BUSINESSMAN	160	<i>[Signature]</i>
OPEN GEMSTONES COMPANY LIMITED, P.O. Box 11336 ARUSHA - TANZANIA		NAME: JAKOB HOYER SIGNATURE: <i>Jakob Hoyer</i> DESIGNATION: DIRECTOR
OPEN GEMSTONES COMPANY LIMITED, P.O. Box 11336 ARUSHA - TANZANIA		NAME: ASHA SIMAI MAHMOUD SIGNATURE: <i>A. Mahmoud</i> DESIGNATION: DIRECTOR

WITNESS to the above signatures

Full Name : *ERICK BALTHAZAR KIMARO*
 Signature : *[Signature]*
 Postal Address: *P.O. BOX 1712, ARUSHA*
 Designation : ADVOCATE

ERICK BALTHAZAR KIMARO
 P.O.Box 1712 - Arusha Tanzania
 Advocate, Notary Public &
 Commissioner For Oaths

Dated this *13th* day of *July*, 2020

Certified true copy of the Original
 Sign: *[Signature]* Date: *4/8/2020*
 GASPAR MAJALIWA
 Advocates, Notary Public & Commissioner
 for Oaths