

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

Certified true copy of the Original
Sign: *[Signature]* Date: *4/10/2020*
GASPAR MAJALWA
Advocate, Notary Public & Commissioner
for Oaths

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, brails, 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

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 Subscribers	Number of shares of Subscribers	Signatures of Subscribers
ASHA SIMAI MAHMOUD P.O. BOX 11336, ARUSHA - TANZANIA OCCUPATION: BUSINESS WOMAN	460	<i>AShahmad</i>
JAKOB HOYER P.O. BOX 11336, ARUSHA - TANZANIA OCCUPATION: BUSINESSMAN	170	<i>Jakob Hoyer</i>
JAN KYNICKY BLATNA 173, VOJKOVICE, 467 01 CZECH REPUBLIC OCCUPATION: BUSINESSMAN	160	<i>[Signature]</i>
JINDRICH KYNICKY, NAR. KARLA IV. 5, 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>AShahmad</i> DESIGNATION: DIRECTOR

OPEN GEMSTONES COMPANY LIMITED
TEL 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 MAJALWA
Advocate, Notary Public & Commissioner
for Oaths

THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GRAND TOP GEMSTONES COMPANY LIMITED

~~REGULATIONS~~

1. These Regulations:

"the Act" means the Companies Act;

"the articles" Means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding days when the notice is given or on which it is to take effect;

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"the seal" means the common seal of the company;

"the secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

In the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory instrument in force at the date at which these Regulations become effective for the company.

2. The regulations contained in Part 1 of Table A shall apply save for regulation

3. The regulations of the company and accordingly;

~~REGULATIONS~~

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 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	140	<i>J. Kynicky</i>
JINDRICH KYNICKY, NAM. KARLA IV. 6, BRNO, 62800, CZECH REPUBLIC OCCUPATION: BUSINESSMAN	160	<i>J. Kynicky</i>
OPEN GEMSTONES COMPANY LIMITED P.O. Box 11336, ARUSHA - TANZANIA	50	NAME: JAKOB HOYER SIGNATURE: <i>Jakob Hoyer</i> DESIGNATION: DIRECTOR
NO. 133 - 166 - 947 P.O. BOX 11336 ARUSHA		NAME: ASHA SIMAI MAHMOUD SIGNATURE: <i>A. Mahmoud</i> DESIGNATION: DIRECTOR

WITNESS to the above signatures

Full Name : ERICK BALTHAZAR KIMARO
 Signature : *E. Kimaro*
 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: *G. Maja* Date: 4/3/2020
 GASPAR MAJALA
 Advocates, Notary Public & Commissioner
 for Oaths