

THE COMPANIES ORDINANCE, (CAP. 212)

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COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MINJINGU MINES AND FERTILISER LIMITED.

Drawn by: D. Kesaria, Esq.,  
Advocate,  
Jamhuri Street,  
P.O.Box 729,  
Dar es Salaam.

**THE COMPANIES ORDINANCE, (CAP. 212)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

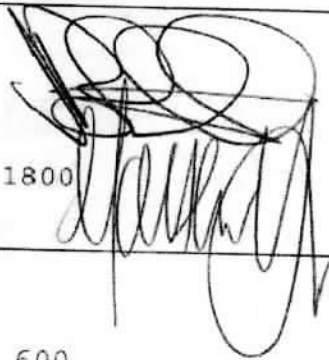
**OF**

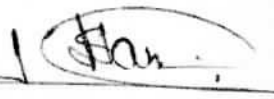
**MINJINGU MINES AND FERTILISER LIMITED**

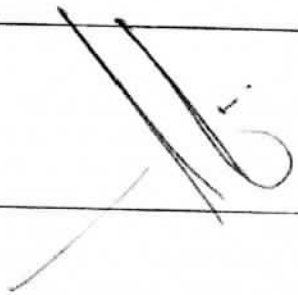
- I. The name of the Company is **MINJINGU MINES AND FERTILISER LIMITED**.
- II. The Registered Office of the Company will be situated in Tanzania.
- III. The objects for which the Company is established are:
  - (1) To purchase and acquire the assets of and to carry on the business activities hitherto carried on by the Minjingu Phosphate Company and accordingly to enter into and carry into effect an agreement with the Loans and Advances Realisation Trust (LART) for the acquisition of the said assets and business.
  - (2) To promote, establish and operate the said business in Tanzania and to undertake all other businesses in connection therewith.
  - (3) To purchase, take on lease, or otherwise acquire land and other farms, properties, mines, and mineral properties, and also grants, concessions, leases, claims, licences of or other interests in mines, mining rights, lands, mineral properties, water rights, and either absolutely or conditionally, and either solely or jointly with others.

To prospect, explore, open and work claims or mines, and raise, dig and quarry for minerals, ores, earth, and other substances.

Names, Addresses and Description of Subscribers	No. of Shares taken by each Subscriber	Signature of Subscribers
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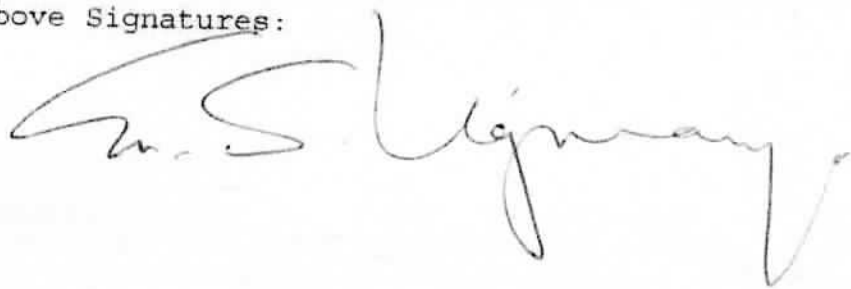
Camilian Investments Limited of 17 Seaton Place, St. Helier, Jersey, Channel Islands, United Kingdom	1800	
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Pradeep Singh Hans, P.O.Box 1131, Arusha	600	
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Hardeep Singh Hans, P.O.Box 1131, Arusha	600	
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Dated this 18<sup>th</sup> day of April 2001.

Witness to the above Signatures:



THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MINJINGU MINES AND FERTILISER LIMITED

1. In these articles, unless the context otherwise requires, expression defined in the Companies Ordinance, 212 ("the Act") or any statutory modification thereof in force at the date at which these articles become binding on the Company, shall have the meanings so defined; and words importing the masculine gender shall include the feminine and words importing persons shall include bodies corporate.
2. The regulations made herein shall apply to this company and the clauses of Table "A" will only apply as modified by the following clauses and regulations and if there appears or arise any inconsistency between the provisions of these regulations and those of Table "A" the provisions of these regulations herein shall prevail.

### SHARES

3. The shares shall be under the control of the Directors, who will allot or otherwise dispose of the same to such persons and on such conditions and terms, as they think fit.
4. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons



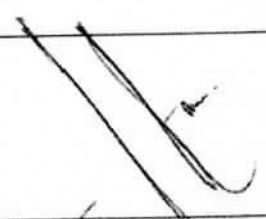
## DIRECTORS

53. Unless otherwise determined by a General Meeting the number of Directors shall not be less than three. The following shall be the first Directors of the company.
1. Pradeep Singh Hans
  2. Hardeep Singh Hans
  3. Kathryn Hilda Coroon
  4. Matthew Charles Robert Youngs
54. The continuing Directors may act notwithstanding any vacancy in their body, but so that if the number falls below the minimum above fixed, the Directors shall not, except in emergencies or for the purpose of filling up vacancies, act so long as the number is below the minimum.
55. The remuneration of each of the Directors shall be determined by the company in General meeting from time to time. The Directors shall also be entitled to be prepaid all travelling expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board meeting. If any Directors shall render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration in addition to his salary, commission, or participation in profits or otherwise as may be arranged.
56. A limited liability company or other corporation if duly qualified in terms of the preceding articles shall be capable of being appointed a Director and shall discharge its duties and functions from time to time through one of its nominee but in no other manner.
57. The Directors shall have power at any time, and from time to time, to appoint any other qualified person as a Director, either to fill a casual vacancy, or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed. But any Directors so appointed shall hold office only until the next following Ordinary General Meeting of the company, and shall then be eligible for re-election.

## POWERS AND DUTIES OF DIRECTORS

58. The business of the company shall be managed by the Directors, who may pay all expenses incurred in

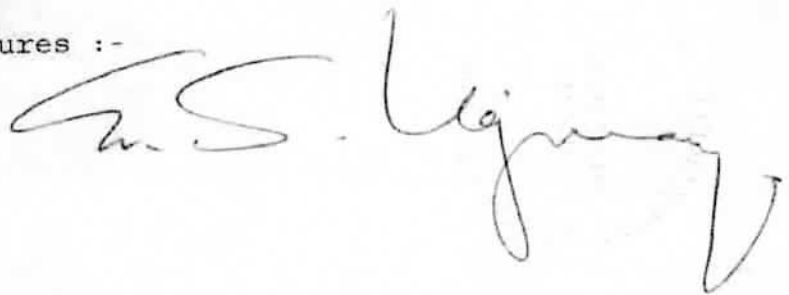
any way in the discharge of his duties, except any such as shall have arisen from their own respective wilful acts or defaults.

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
Camilian Investments Limited of 17 Seaton Place, St. Helier, Jersey, Channel Islands, United Kingdom	1800	
Pradeep Singh Hans, P.O.Box 1131, Arusha	600	
Hardeep Singh Hans, P.O.Box 1131, Arusha	600	

Dated this 18<sup>th</sup> day of April

2001.

WITNESS to the above signatures :-



Drawn by:-

D. Kesaria, Esq  
Advocate  
Plot 36 Bibi Titi Mohamed Street  
P O Box 729  
DAR ES SALAAM