

COMPANIES ACT (ACT NO. 12 OF 2002)


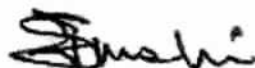
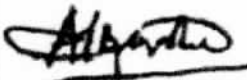
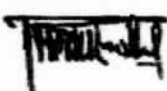

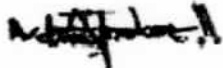
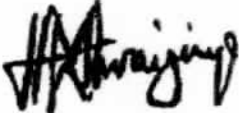
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

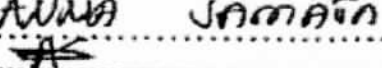
MWALONI COMPANY LIMITED

1. The name of the Company is **MWALONI 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:
 - (a) To carry on the business of minerals, explorers, manufacturers, seller's distributors and producers of all types of minerals and other associated products of every description.
 - (b) To act as miners, quarry masters, smelterers, producers, purchasers, sellers and marketers of all substances, products and derivatives of all kinds, refiners, distillers, transporters, owners and operators of mines, exploratory interests, gas and oil production units and supply bases and generally to carry on
 - (c) To carry on the search for mining, getting obtaining, cutting, polishing and dealing in all precious, semiprecious and valuable stones.
 - (d) To buy, sell, manufacture and deal in minerals, plant, machinery implements, conveniences, provisions and things capable of being used connecting with quarrying, mining and metallurgical operations or required by workmen and others employed by the Company.
 - (e) To provide technical and managerial advice and to undertake any research projects, study, evaluation in the field of Mining and minerals for the Government or any other institution or agency of repute on procurement of health sector goods and services.
 - (f) To explore, survey, prospect, search for, develop, turn to account, work, refine and deal in minerals, ores, stones, gas, fuels and fuel substances, oil, petroleum and other natural resources of all kinds, to drill for, extract, gain, pump, analyse, refine, treat, store, transport, buy, sell, and otherwise deal in the same or any of them and any products or substances produced or derived there from.
 - (g) To act as agents or brokers and trustees of any person or firm or group of person or group of person in respect of any business or matters of any nature whatsoever notwithstanding that the company may not be empowered to act as principal in connection therewith.
 - (h) To take part information, management, supervision or control of the business or operation of any company, and for that purposes to act as directors, administrators, managers secretaries or any other capacity and appoint and remunerate any directors, administrators, a managers, accountants or other experts or agents.

| S/N | NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS. | NUMBER OF SHARES | SIGNATURES OF SUBSCRIBERS |
|-----|---|------------------|---|
| 1. | PARDEEP SINGH HANS P.O BOX 631, PLOT NO 1, THEMI AREA ARUSHA CBD, ARUSHA - TANZANIA | 1020 |  |
| 2. | SPOUS JOHN MUSHI P.O BOX 631, PLOT NO 1, THEMI AREA ARUSHA CBD, ARUSHA - TANZANIA | 420 |  |
| 3. | ANUPCHANDRA LABHSHANKER MODHA P.O BOX 631, PLOT NO 1, THEMI AREA ARUSHA CBD, ARUSHA - TANZANIA | 220 |  |
| 4. | MWIDADI ABDALLAH MIKIDADI. P.O BOX 631, PLOT NO 1, THEMI AREA ARUSHA CBD, ARUSHA - TANZANIA | 140 |  |
| 5. | ABDALLAH BULEMBO MAJURA, P.O BOX 631, PLOT NO 1, THEMI AREA ARUSHA CBD, ARUSHA - TANZANIA | 100 |  |
| 6. | AZIZ MAULIDI NDWATA P.O BOX 631, PLOT NO 1, THEMI AREA ARUSHA CBD, ARUSHA - TANZANIA | 50 |  |
| 7. | WILLY LAZAROUS MWAIGWISYA P.O BOX 631, PLOT NO 1, THEMI AREA ARUSHA CBD, ARUSHA - TANZANIA | 50 |  |

Dated at Dar es Salaam this 14 day of December, 2019

WITNESS TO THE ABOVE SIGNATURES

Name: ANNA SAMATA
 Signature: 
 Address: P.O. Box 19080
 Qualification: ADVOCATE



COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MWALONI COMPANY LIMITED

1. In these articles:-

"the Act" means the Companies Act; 2002 (Act No. 12 of 2002)

"the articles" means the articles of Association of the Company as now framed or as from time to time altered by Special Resolution.

"the Auditors" means the duly appointed auditors of the Company from time to time altered by Special Resolution.

"the Board" The Board of Directors of the Company or the directors, being a quorum, present at a duly convened meeting of directors.

"The Company" means the above named Company.

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

"The Directors" mean the directors of the company for time being;

"The Dividend" means any distribution (whether in cash or property, and whether made before or during a winding up) by the Company to any Member with respect to the Member's equity interest in the Company.

"The holder" In relation to Shares means the Member whose name is entered in the Register of Members as the holder of the Shares.

"Member" means an individual, firm body corporate or association admitted to membership of the company in accordance to these Articles;

"Month" means a Calendar Month;

"The Office" means the registered office of the company;

"Persons" Shall include Corporations, Companies, Partnerships, Cooperative Societies and other Legal/Statutory entities.

"Proxy" shall include an Attorney duly constituted under a Power of Attorney.

"The Register" The Register of Members of the Company.

"Rules" means any rules or regulations issued by the company pursuant to its Memorandum or Articles of Association;

"the seal" means any person appointed to perform the duties of the secretary of the company;

"The Secretary" means any person appointed to perform the duties of the Secretary of the company;

"Words denoting the Masculine gender" shall include the feminine gender

"Words denoting single" Shall include the plural.

"Writing" Shall include printing, lithography and any other mode of representing or reproducing words in a visible form including telegrams and radiograms.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is FIVE, but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

SHARES

4. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may, from time to time, by special resolution determine, and any preference share may, with the sanction or a special resolution, be issued on the terms that it is or at the option of the Company, liable to be redeemed.
5. The Company's is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of person who having been formerly 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 a single member. Any invitation to the public subscribed for any shares or debentures of the Company is prohibited.
 - (c) The Company shall not have the power to issue shares warrants to bearer.

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

34. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

35. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
36. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
37. The following persons shall be first Directors to the Company:-


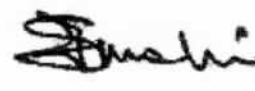
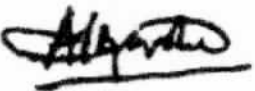
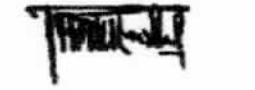


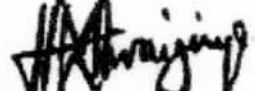
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2. **AZIZI MAULIDI NDWATA**
3. **MWIDADI ABDALLAH MIKIDADI**
4. **ANUPCHANDRA LABHSHANKER MODHA**
5. **SPOUS JOHN MUSHI**

BORROWING POWERS

38. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

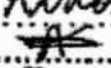
POWERS AND DUTIES OF DIRECTORS

39. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors

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