

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TANZOZ MINERALS LIMITED

Incorporated thisday of2008

Drawn and Filed by:

SURESH L. GAJJAR

P.O. BOX 1658

DAR-ES-SALAAM.

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TANZOZ MINERALS LIMITED

Incorporated thisday of2008

Drawn and Filed by:
SURESH L. GAJJAR
P.O. BOX 1658
DAR-ES-SALAAM.

TANZANIA
Stamp Duty 5000/-
Stamp Duty Paid
31614410 26/2/08
Stamp Duty Officer

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TANZOZ MINERALS LIMITED

TANZANIA
Stamp Duty 2500/- Paid
3288 4/11/09
Assoc. Registrar of Companies

The name of the Company is "TANZOZ MINERALS LIMITED"

1. The registered office of the company will be in the United Republic of Tanzania.
2. The Objects for which the Company is established are:
 - (a) To carry on business of minerals, develop mineral resources, be master dealers, dealers of Precious and semi-precious gemstone cutters, mineral exports, to be Manufacturers of all products of minerals precious and semi precious, banding and .
 - (b) To be general minerals prospectors and explorers to acquire mining rights and to carry out Mining works for rare metals such as gold, lead, uranium, cobalt, copper, and other similar Metals of all kinds of gems and precious stores such as diamond, rubies, Tanzanite, alexandrite, and all other similar precious stores of all kinds and description.
 - (c) To be mining agents, and to enter into joint ventures with other companies local and or foreign in the mining industry to be general traders and trading agents, to be manufacturers and suppliers representatives, commission agents, general brokers, stock brokers and financial advisors .
 - (d) To carry on business of dealing in marketing, manufacturing, importing, exporting, stock buying & selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufactures, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
 - (e) To carry on business as manufactures of and dealers in furniture, plywood, wood carvers, joiners, carpenters, turners, wheel wrights carriers, haulers, stevedores, builders, shop and office outfitters, and general contractors.
 - (f) To purchase take on lease or in exchange, or by any other means, acquire any freehold, or other property or buildings and any estate or interest whatsoever and any rights privileges or easements over or in respect of any property and buildings. To undertake to install electric wires fittings and apparatus on the premises and to comply with the prevailing electricity rules and regulations as enacted from time to time.



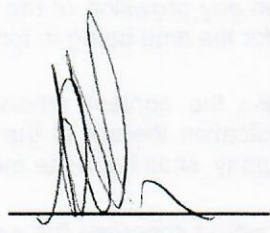
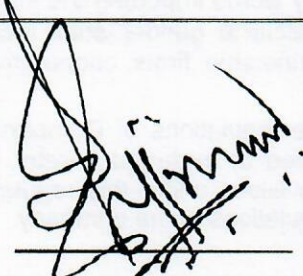
- (g) To acquire by any means the whole or any part of the assets and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorized to carry on which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, and shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon;
- (h) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company;
- (i) To lend money or give credit to such terms as may seem expedient, and in particular to customers and other having dealings with the Company;
- (j) To draw, make accept, endorse, discount, execute and issue promissory notes, bill of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote and obtain any state, charters, privileges, concessions licences or authorization of any government, state or municipality or other authority for enabling the company to carry any of its objects into effect or for extending any of the company's powers or for effecting any modification of the Company's any constitution or for any other purpose which may seem expedient, and oppose actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the company of its members.
- (l) To enter into any arrangement with any governments with any government or authorities supreme, municipal, local or otherwise, or any corporations, companies, or person that may seem conducive to company's objects or any of them, and to obtain from any such government, authority, corporation, company or persons any character contracts, decrees rights, privileges and concessions which the company may think desirable and to carry out, exercise, and comply with any such character, contracts, decrees, rights privilege and concessions which the company may think desirable and to carry out, exercise, and comply with any such characters contracts decrees, rights, privileges and concessions;
- (m) To establish maintain or procure the establishment and maintenance of any person or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any person who are or were at any time in employment or service of the company, or of any company, of any company which is a subsidiary or any of the predecessors of the company of any such other company aforesaid, and the wives, widow, families and dependents of any such person of any such person, and to establish, subsidies and subscribe to any institutions, associations, societies clubs or funds calculated to for the benefit of, or to advance the interests and well being of the company or any other company as aforesaid, or of any such persons as aforesaid, and to make payments for and to subscribe or guarantee money for charitable or benevolent objects, or for any matters aforesaid either alone or in connection with any other company as aforesaid;

- (n) To carry on the business of planters, growers, cultivators horticulturalists, agriculturists, market gardeners, agriculturalist and buyers and exporters added value goods, concentrates, semi processed part-processed and processed goods, refined products of animal, vegetable, mineral flora and fauna origin; to prepare, preserve, process, cure blend ,refine, manufactured, raw or other state, either by wholesale or retail, in such manner as to promote development in the economy of the country and infrastructure;
- (o) 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;
- (p) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent, patent rights, brevets d'invention, trade marks, designs, licences, concession, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company; or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patent, inventions or rights;
- (q) To borrow or raise or secure the payment of money by bank overdrafts, mortgages, 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 collaterally or further to secure any securities of the company by a trust deed or other assurance;
- (r) 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 collaterally or further to secure any securities of the Company by a trust deed or other assurance;
- (s) To buy, sell, otherwise dispose of and to deal in any real or personal property and any stocks, funds shares, and securities of every description, on commission or otherwise, or to act as agent for any of the above or the like purposes;
- (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 to discontinue and regulate the same;
- (u) To purchase or otherwise acquire the undertaking and/or any of the goodwill, business property, and liabilities of any other company, or of any partnership or person carrying on any business which the Company is authorised to carry on, or which may seem to the Board of Directors of the Company to be calculated, directly and indirectly, to benefit the Company, and to pay for the same in cash or by bills or shares in the Company, or otherwise;

- (v) To grant pensions, allowances, gratuities and bonuses, to officers, ex-officers, employees or ex-employees of the Company or the dependants of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to institute and maintain any club or other establishment for the benefit of the Company's employees;
- (w) To subscribe to or otherwise aid benevolent charitable national or other institutions or objects of a public character;
- (x) To purchase take on lease or otherwise acquire for the purposes of the Company any estates lands buildings easements or other interest in real estate and to sell let on lease or otherwise dispose of or grant rights over any real property belonging to the Company;
- (y) 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;
- (z) To sell, improve, manage, develop, turn to account, exchange, let on rent, share of profits or otherwise grant licences, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the property for the time being of the Company, and for any consideration whether in cash or in shares (fully or partly paid) debentures, debenture stock or other interest in or securities of any company or otherwise;
- (aa) To amalgamate with any other company whose objects are or include objects similar to those of the company whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking subject to the liabilities of the Company or any such other company as aforesaid with or without winding up or by purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in shares or stock of any such other company or in any other manner;
- (bb) To register the Company, if the Directors should so think fit, in any other Country in Africa or elsewhere, and to take such other steps as may be necessary to give the Company so far as may be the same rights and privileges abroad as are possessed by local companies or partnerships of a like character, and to promote and obtain any Act of Parliament or similar authority of any foreign government for the purposes of the Company's objects;
- (cc) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company both in Tanzania or elsewhere, and to remunerate any persons, company or association, for services rendered, or to be rendered for

- (4) The liability of the Members is limited.

- (5) The share capital of the company is Tshs. 1,250,000,000/= divided into 100,000 Ordinary Shares of Tshs 12,500/= each, with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privilege or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise or any such rights privileges or conditions shall not be altered to modified except in accordance with the Articles of Association registered herewith.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1. ALISTAIR JAMES SMITH , 104 LATHER ROAD , BELLBOWRIE, QLD 4070 AUSTRALIA. BUSINESSMAN.	317	
2. CRAIG DOUGLAS ROSS, 162 SIMPSONS ROAD, BARDON , QLD 4065 AUSTRALIA. BUSINESSMAN	317	
3. SETH JOHN DICKINSON 990 EUNGELLA ROAD PLEYSTOWE QLD 4741 AUSTRALIA. BUSINESSMAN	316	
4. SURESH L. GAJJAR P.O. BOX 1658 DAR-ES-SALAAM TANZANIA. BUSINESSMAN	50	

Dated this 26th Day of February 2008

WITNESS to the above signatures.

Drawn and filed by:-
Suresh L. Gajjar
P.O. Box 1658,
DAR ES SALAAM.



TANZANIA
Stamp Duty Shs. 5000/-
ORIGINAL
Receipt No. 31614410 of 26/2/2008
Stamp Duty Officer

: 7 :

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TANZOZ MINERALS LIMITED

TANZANIA
Stamp Duty Shs. 2500/- Paid
Receipt No. 32558 of 4/3/09
Asst. Registrar of Companies

PRELIMINARY

INTERPRETATION

1. In these regulations:-
"The Act" means the Companies Act 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 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 substitution shall be regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-
 - (A) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (B) The members of the Company (exclusive of persons who are in the employment of the Company while in such employment and have continued after the determination of 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 jointly, they shall for the purpose of this Article be treated as a single member.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is 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 to refuse to register the transfer of any share to any person who it shall in their opinion is undesirable for any reason whatsoever to admit to membership.
4. Subject to clause 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 whom it is 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 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 the 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 share 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 notice the board shall apportion such expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

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

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS

The regulation of 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 or 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.

6. DIRECTORS

Until otherwise determined by the company in General meeting the Directors shall not be less than two and not more than seven in number.

The following persons shall be the first Directors of the company:-

1. MR. ALISTAIR J. SMITH
 2. MR. CRAIG DOUGLAS ROSS
 3. MR. SETH JOHN DICKINSON
 4. MR. SURESH L. GAJJAR
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 four.
 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 called and constituted
 10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

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.

11. The Directors may secure the repayment of 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 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 a 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 notice in writing to the Company:
 - (d) abstains himself from 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 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 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 personally 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 the 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


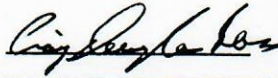

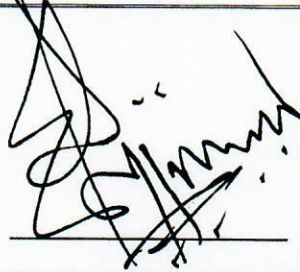
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other office 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 judgement 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 3) arbitrators, one to be appointed by the first two or, in the event of failure to agree within (cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1. ALISTAIR JAMES SMITH , 104 LATHER ROAD , BELLBOWRIE, QLD 4070 AUSTRALIA. BUSINESSMAN.	317	
2. CRAIG DOUGLAS ROSS, 162 SIMPSONS ROAD, BARDON , QLD 4065 AUSTRALIA. BUSINESSMAN	317	
3. SETH JOHN DICKINSON 990 EUNGELLA ROAD PLEYSTOWE QLD 4741 AUSTRALIA. BUSINESSMAN	316	
4. SURESH L. GAJJAR P.O. BOX 1658 DAR-ES-SALAAM TANZANIA. BUSINESSMAN	50	

Dated this 26th Day of February 2008

WITNESS to the above signatures.

Drawn and filed by:-
 Suresh L. Gajjar
 P.O. Box 1658,
 DAR ES SALAAM.

