

**CONTRACT**

**BETWEEN**

**DR.PONZIANO MPONZI, GHATI  
MWITA JUMA, WANG ZHIGANG**

**AND**

**GAUZAU TYHER METAL  
MINING(TZ) CO. LIMITED**

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**IN RESPECT OF COLLABORATING IN ESTABLISHING GOLD  
MINING ACTIVITIES**

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**Drawn by:-  
THE PARTIES**

**THIS CONTRACT** is made on this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

此合同签署于：2021年 \_\_\_\_\_

**Between 由**

Gauzay Tyher Metal Mining(TZ)Co. Limited incorporated in Tanzania on 2<sup>nd</sup> December 2021 with company registration number 154299025(hereinafter referred as "investors") of one party, which expression shall include and extend to persons deriving title under the investors, his heirs, successors and assigns.

九州泰和金属矿业有限公司(坦桑尼亚)于2021年12月2号在坦桑尼亚注册成立,公司注册号为154299025(以下简称"投资者"), 应包括并延伸至在其名下取得所有权的人、其继承人、继承人和受让人);

**And 和**

Dr. Ponziano Raphael Mponzi, Ms. Ghati Mwita Juma of Post Office Box Number 6246, Dar es Salaam, Tanzania. (hereinafter called the "**License owners**" which expression shall include and extend to persons deriving title under them, his heirs, successors and assigns) of the other part;

Dr. Ponziano Raphael Mponzi 和 Ghati Mwita Juma女士来自坦桑尼亚达累斯萨拉姆邮政信箱 6246 号(以下简称"许可证拥有者", 应包括并延伸至在其名下取得所有权的人、其继承人、继承人和受让人);

**And 和**

Mr. Wang Zhigang of P.O. Box 15518 Dar es salaam (as broker)

来自达累斯萨拉姆邮政信箱 15518 的王志刚先生(作为中间人)

共同签署。

**WHEREAS**, the investors have shown interest in investing in gold mining activities in Tanzania;  
AND

**WHEREAS**, the License Owners own several mining interests in Tanzania and are willing to collaborate with the investors in establishing mining operations over such licences; AND

**WHEREAS**, the License Owners are willing to pledge one Prospecting License No PL15473/2020 as part of their contribution to a special purpose vehicle to be established for the purpose of the objectives of this contract;

**WHEREAS**, the Investors and the License owners were connected and introduced to each other by Mr. Wang Zhigang

鉴于，投资者对投资坦桑尼亚的金矿开采活动表现出兴趣；

鉴于许可证持有人在坦桑尼亚拥有数个采矿权益，并愿意与投资者合作，就这些许可证开展采矿业务；

鉴于，许可证所有人愿意承诺一个勘探许可证编号为 PL15473/2020 作为签署本合同目的而成立的特殊目的载体（新公司）贡献的一部分。

鉴于，由王志刚先生介绍和联系投资人与许可证拥有者。

**NOWHEREFORE: This Contract witnesses the following**

因此：本合同见证以下事项

1.0 Upon signing of this contract, the investors shall within 20 days be allowed to enter the sites comprised in the licences mentioned above herein and begin exploration activities.

在签署此合同后，投资者应在 20 天内被允许进入上述许可证所包含的地点，并开始勘探活动。

2.0 The exploration activities shall continue up to a maximum period of 3 months, immediately after which the investors shall be required to share their report with the license owners.

勘探活动应持续最多 3 个月，之后投资者应立即与许可证所有者分享其报告。

3.0 During the whole period of exploration the licenses mentioned above shall not be transferred or disposed of in any manner whatsoever, except with the license owners' joint and express consent.

在整个勘探期间，除许可方同意外，不得以任何方式转让或处理上述许可。

4.0 Upon successful completion of the exploration and confirmation of economically viable reserves, the parties here agree to form a new company (SPV) which shall be incorporated in Tanzania, to which 70% of the shares shall belong to the investors and the remaining 30% be distributed to Dr. Ponziano Mponzi (12.5%), Ms. Ghati Mwita Juma (12.5%) and Mr. Wang Zhigang (5%)

在成功完成勘探和确认经济可行的储备，双方同意在坦桑尼亚成立一个新的公司 (SPV)，当中 70% 的股份属于投资者，30% 应分发给 Dr. Ponziano Mponzi (12.5%)、Ghati Mwita Juma 女士 (12.5%) 和王志刚先生 (5%)。

5.0 Upon incorporation of the SPV, all the mining interests over the licenses mentioned above herein shall be transferred into the name of the SPV

公司 (SPV) 成立后，上述许可证上的所有采矿权益均转入该公司名下。

6.0 The SPV shall carry out all the mining activities over the licenses on behalf of its shareholders and its directors shall be accountable to the shareholders

该公司应代表其股东在许可证上进行所有采矿活动，其董事应对股东负责

7.0 Upon transfer of the mining interests as stated above, the investors shall pay or cause to be paid, a token transfer fee as follows:

在上述矿业权益转让后，投资者应支付或要求支付以下象征性转让费：

(i) USD 200,000.00 to the License holders namely Dr. Ponziano Mponzi, Ghati Juma.

支付许可证持有人 Dr. Ponziano Mponzi 和 Ghati Juma 女士 200,000.00 美元

(ii) 200,000.00 to Mr. Wang Zhigang as finding fees

向王振刚先生支付 200,000.00 的发现费

8.0 In addition to what is agreed in paragraph 7 above, upon commencement of mining activities over the licenses mentioned above or any part thereof, the investor shall pay the balance of the finding fees, a sum of USD 300,000.00 to Mr. Wang Zhigang.

除以上第7段所商定的事项外，在上述许可证或其任何部分上开始采矿活动时，投资者应向王志刚先生支付发现费的余额 300,000.00 美元。

9.0 The License owners shall be responsible for all legal and administrative steps required by the laws in order to make the operations intended herein smooth and compliant

许可证所有人应负责法律要求的所有法律和行政步骤，以使本协议规定的操作顺利和合规。

10.0 Upon Commencement of production, the investors shall be entitled to recoup their investment at the rate of 5% of the net profit every time a profit is made by the SPV until the entire approved and paid up initial invested capital is recouped in full.

项目投产后，每次公司产生利润时，投资者有权按净利润的 5% 收回投资，直至全部收回批准缴清的初始投资资金为止。

11.0 Investors and license owners agree that the daily processing capacity of the mine(s) shall not be less than 450 tons of the mined and processed gold ore, with exceptional provision for planned and breakdown maintenance which would cause the plant to be shut down.

投资者和许可证所有人同意，矿山的每日处理能力不少于 450 吨开采和加工的黄金矿石，但有计划性和故障维修导致工厂关闭属于特殊情况。

12.0 For purposes of transparency and accountability, the parties herein agree that the investor shall be responsible with the cashier and cash office while the license owners shall be responsible for accounting in respect of all finances of the SPV.

为了透明度和问责性，双方同意投资者对出纳和收款处负责，而许可证所有人负责 SPV 的所有财务的会计核算。

13.0 The Board of Directors of the SPV shall be comprised of a total of 5 members, three of which from the investors and two from the license owners.

特殊目的公司董事会由 5 名成员组成，其中 3 名来自投资者，2 名来自许可所有人。

14.0 The quorum of the meetings shall be three, of which at least two members shall come from the investors side and one from the license owners' side.

会议的法定人数为三人，其中至少两名来自投资方一方，一名来自许可所有人一方。

15.0 Recruitment and employment of project staff and hiring of suppliers shall consider local content regulations.

项目人员的招聘和聘用以及供应商的聘用应考虑当地的内容法规。

16.0 All monies spent for prospecting activities, transfer fees and the funds paid to Mr. Wang Zhigang shall not form part of the investment capital

所有用于勘探活动的款项、转让费和支付给王志刚先生的款项均不构成投资资本的一部分。

17.0 It is agreed that this Contract shall be governed by and construed in all respects in accordance with laws of Tanzania as amended from time to time.

双方同意，此合同受坦桑尼亚不时修订的法律管辖制约并按其各方面进行解释。

18.0 This contract has been executed in the English Language which shall be the binding and controlling languages for all matters relating to the meaning or interpretation thereof.

本合同以英语签署，英语是所有与合同含义或解释有关的事宜的约束力和控制语言。

19.0 Should any dispute or difference arise between the Parties of or in connection with this Agreement (or its construction, operation or termination) or other arrangements between them connected with and relating to legality of the contractual relationship between them, in which the Parties have been unable to settle amicably, then that dispute or difference shall, upon agreement by both Parties, be referred to a jointly chosen arbitrator and finally resolved by arbitration in accordance with the Arbitration Act, Cap. 15 of the Laws of Tanzania.

如果双方因本协议(或其解释、运行或终止)、双方之间与合同关系的合法性或与之相关的其他安排发生任何争议或分歧，且双方无法友好解决，在双方同意后，该争

议或分歧应提交给共同选定的仲裁员，并根据坦桑尼亚法律第 15 章《仲裁法案》  
通过仲裁最终解决。

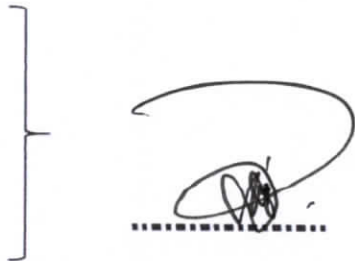
**IN WITNESS WHEREOF** the Parties have hereunder put their Hands the date and year  
first above appearing and this contract is made in two originals;  
兹证明，双方已在本协议项下签署上述日期和年份，此合同一式两份；

**SIGNED and DELIVERED** by the said **GAUZAU TYHER  
METAL MINING(TZ) CO.LIMITED**

who is known to me personally/identified to

me by ..... the later known

to me personally in my presence this ..... day of..... 2021



Before Me:

Name:.....

Signature:.....

Qualification:.....



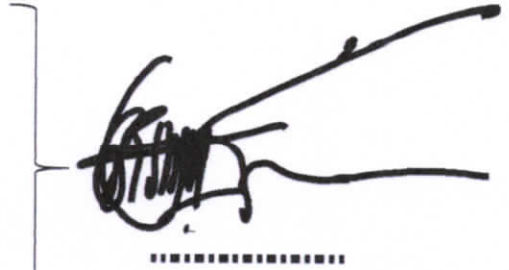
**SIGNED and DELIVERED** by the said

**DR. PONZIANO RAPHAEMPONZI**

who is known to me personally/identified to

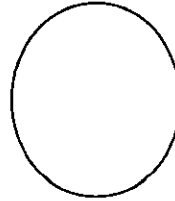
me by ..... the later known

to me personally in my presence this .... day of.....2021



Before Me:

Name:.....



Signature:.....

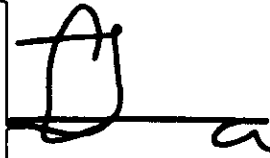
Qualification:.....

**SIGNED and DELIVERED** by the said **GHATI MWITA JUMA**

who is known to me personally/identified to

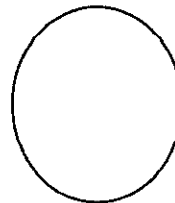
me by .....the later known

to me personally in my presence this .... day of.....2021

  
.....

Before Me:

Name:.....



Signature:.....

Qualification:.....

**SIGNED and DELIVERED** by the said **WANG ZHIGANG**

who is known to me personally/identified to

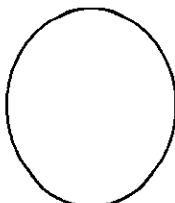
me by .....the later known

to me personally in my presence this ..... day of..... 2021

  
.....

Before Me:

Name:.....



Signature:.....

Qualification:.....