

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

Of

MAXIMUM ENERGY AND MINERALS LIMITED

Incorporated this _____ day of _____ 2014

DRAWN BY:
LIGINIKO M. CHALE,
(Subscriber)
P.O. BOX 70405,
DAR ES SALAAM,
TANZANIA.

THE COMPANY ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

MAXIMUM ENERGY AND MINERALS LIMITED

1. The name of the Company is "MAXIMUM ENERGY AND MINERALS LIMITED"
2. The registered office of the company will be situated in the Republic of Tanzania
3. The objects for which company is established are:
 - a) To carry on the business of minerals mining, exploration, selling, and buying, processing them and selling them either within the country or abroad.
 - b) To engage and deal in the business of oil and gas exploration, research, distribution and production in Tanzania.
 - c) To carry on the business of power production from various sources of energy, selling and distribution within the country or outside
 - d) To engage and or otherwise carry on business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil, petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.
 - e) To engage and or otherwise carry on the business of stationery and secretarial services and house holds.
 - f) To carry on the business of importing and exporting of all kinds of coffee inside and outside the country and or engage in the business of transportation.
 - g) To engage and deal in opening and running of motorways motels, motorways petrol stations, motorway services garages, road construction, road survey, airport construction, ports construction, shipping lines, air services and other matters connected thereto.
 - h) To engage in the business of transportation of passengers, cargo, parcels and luggage within the country and other near countries.
 - i) To engage or otherwise carry on the business of timber manufacturers, to be owners of sawmills, to be timber processors, treaters, graders suppliers and exporters, to be furniture manufacture, manufacturers and distributors of all kinds of furniture.

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- j) To carry on the business of general estate, financial and insurance agents in all its branches, customs clearing agents, shipping and forwarding agents, and also to carry on the business of salesman, manufacturers representatives, commission agents, factors, brokers, dealers as agents, merchants or any other commercial or industrial business.
- k) To buy and sell immovable property, moveable property, chattels, goods, stock, shares and any kind of property whether moveable or immovable and whether of speculative nature or otherwise and also to hire and lease any kinds of property of things, moveable or immovable.
- l) To apply for hold, purchase otherwise acquire any patents, Licenses and the like, conferring an exclusive or non-exclusive or limited rights to use any secret or any other information which may seem to the company capable of being profitably deal with.
- m) To engage and otherwise carry on the business of timber manufacturers be owners of sawmills, to be timber processors, treaters graders suppliers and exporters, to be furniture manufacture, manufacturers and distributors of all kinds of furniture.
- n) To deal in opening and running leisure parks, ply grounds, adventure safaris (trips) sports events, clubs organization and management, organizing sports, galas competition, gymnasium centres, aerobics steps classes, fitness fit, jogging weight-lifting clubs and all sorts of sport within.
- o) To carry on the business and activities as manufacturers, distributors, exporters, importers of and dealers in all types of wood carvings and trophy carvings.
- p) To engage and deal in the business of prospecting, research and mining various kinds of minerals in Tanzania.
- q) To sell, import, export, improve, and prepare deal and trade in timber, logs, woods, plywoods, hardboard, fibre-boards, furniture, carvings floor per quests and all wooden goods.
- r) To maintain and own schools, construct and manage the schools and education institutions.
- s) To invest and deal with the moneys of the company not immediately required upon such securities and in such manner as may from time to time be determined.

- t) To engage and or otherwise carry on the business of building materials, hardware and general supplies, electrical engineering flour millings, stationery and secretarial services, and households.
- u) To deal in opening and running campsites, tourists guide, ticketing, leisure parks, ply ground, hunting, and adventure safaris (trips)
- v) To engage and or otherwise carry on business of timber manufacturers, to be owners of sawmills, to be timer processors, treaters, graders suppliers and exporters, to be furniture manufacture, manufacturers and distributors of all kinds of furniture.
- w) To conduct the business of opening plantations, keeping chicken for eggs or meat and selling the agricultural products whether within Tanzania or outside the country.
- x) To make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments for the purpose of the company.
- y) To promote any other company for purpose of enquiring all any of the property and/or undertaking any business or operations which may appear likely to assist or benefit the company and to place or guarantee the placing of, underwriting, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such companies aforesaid.
- z) To pay all the cost and expenses of and incidental to the formation and registration of the company.
- aa) To do all or any of the above things in any part of the world as principals or agents, and by or through agents either alone or in conjunction with others.
- bb) To procure the company to be registered or established or authorized to do the business in any part of the world.
- cc) To deal with any unappropriate shares by way of bonus compensation, sale or in any way whatsoever that may appear to be the advantage of the company.
- dd) To deal in opening running leisure parks, play grounds, adventure safaris (trips) sports events, clubs organization and management, organization sports, galas competition, gymnasium centres, Aerobics steps classes, fitness fit, jogging, weightlifting clubs and all sorts of sport within.
- ee) To engage and or otherwise carry on business of consultancy in management, marketing, finance, preparation of business plants advertising by all means available either physically, mechanically or electronically and to act as advertising agent, representatives of manufacturers commission agents, and media monitoring services duties for types of commercial advertisement in radios, newspapers.

- ff) To engage in the activity of communication by opening and running telephone services activity, telefax, telegraphic services, opening television station, radio services and opening, running, make classes, import and sell, install and services computer machines as well as all the above mentioned communication machines.
- gg) To open factories, industries and workshops for manufacturing distributing, value adding, processing, mounding various types of machines, consumer goods auxiliary raw material, processing of minerals of all types.
- hh) To engage in the business of importing, exporting and distribution of all types of merchandise, and to open shops for wholesales or retail of all types of goods.
- ii) To conduct the business of opening plantations, keeping chicken for eggs or meat and selling the agricultural products whether within Tanzania or outside the country.
- jj) To engage in the business of packing canning bolting or any means of preserving the agricultural products, for purposes of either selling them locally within Tanzania or exporting them abroad.
- kk) To carry on the business of running financial institutions business by opening banks, lending and savings facilities, development and project funding, real estate agency and other matters concerned with borrowing the money on interest.
- ll) To carry on the business and activities as manufacturers distributors, exporters, importers of and dealers in all types of wood carvings and trophy carvings.
- mm) To engage and deal in the business of prospecting, research and mining various kinds of minerals in Tanzania.
- nn) To carry on the business of buying minerals processing them and selling them either within the country or abroad.
- oo) To engage in the business of importing various inputs such as chemicals, various accessory, stores, packers and carrier of goods, merchandise and personal property of every descriptions.
- pp) To deal in opening tourist hotels and running them within the United Republic of Tanzania
- qq) To open agricultural and horticultural project, fresh foods supply, meat, eggs and milk production, packing and supply the products these activities.
- rr) To open and run quick food restaurants, agricultural produce export hospital and clinic running.

- ss) To carry on the business of insurance brokers or agent in motor vehicles and motorist and on any person who can be covered by the insurance Policy and effect insurance against or upon the contingency of injury damage or loss by reason of accident of any description to real or personal property or any kinds as well as the persons.
- tt) To engage in the business of insurance broker or agent in marine transactions, goods transported by air or the aircraft itself conveyed by rail and to affect insurance against on upon the contingency of loss or injury by reason of accident of any description or any cause whatsoever which is reasonably covered.
- uu) To maintain and deal as insurance broker or agent for life insurance (assurance) and all sorts of insurance transactions whatsoever and wherever and effect insurance according upon the happening of the injury, damages or loss by reason of accident of any description to life or personal property of any kind.
- vv) To secure and enter into contract of all commercial ventures of the company, between the company and other parties both local and foreign for purposes of the company business.
- ww) To carry on the activities of fishing in fresh water and processing the products thereof for sale either within the country and abroad.
- xx) To sell, import, export, improve, prepare deal and trade in timber, logs, wood, plywood, hard board, fibre-boards, furniture, carvings floor parquets and all wooden goods.

4. The Liability of the members is limited

5. The initial share capital of the company is Tshs 20,000,000/= divided into 1000 shares of Tshs 20,000/= each and the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other specified rights, privileges, restrictions or conditions.

We, the several persons whose names and address are subscribed 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.

No.	Name, Address and Description of Subscribers	Number of Shares Taken	Signature of Subscribers
1	LIGINIKO MUSA CHALE, P.O BOX 70405, DAR ES SALAAM.	40	<i>Musa Chale</i>
2	JACKLINE KWIHA CHALE. P.O BOX 70405, DAR ES SALAAM.	20	<i>Jackline Chale</i>
3	MAGRETH LIGINIKO CHALE, P.O BOX 70405, DAR ES SALAAM.	10	<i>Magreth Chale</i>
4	ROZINA LIGINIKO CHALE. P.O BOX 70405, DAR ES SALAAM	10	<i>Rozina Chale</i>
5	VERONIKA LIGINIKO CHALE, P.O BOX 70405, DAR ES SALAAM	10	<i>Veronika Chale</i>
6	GLORY LIGINIKO CHALE P.O BOX 70405, DAR ES SALAAM	10	<i>Glory Chale</i>

DATED at DAR ES SALAAM this 28 day of Aug 2014.

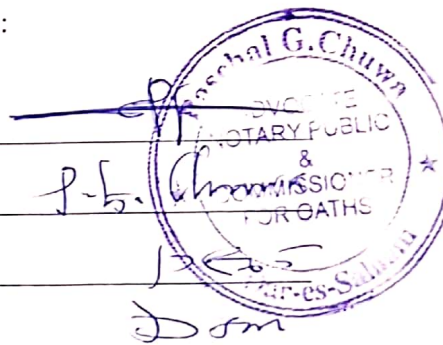
WITNESS to the above SIGNATURE:

Signature: _____

Name: _____

Postal Address: _____

Qualification: _____



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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARED
ARTICLES OF ASSOCIATION
OF

MAXIMUM ENERGY AND MINERALS LIMITED

PRELIMINARY

1. In these regulations:-

“The Act” means the Companies Act of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provisions are 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 shall include bodies corporate, partnership, firms, co-operatives societies, etc.

The regulation of Table “A” in the first schedule to the Companies Act (hereinafter called Table “A” shall 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 Table “A” the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a private company and accordingly:
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 share to the respective shareholder or to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS:**

**NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE
GENERAL MEETINGS**

Articles 39 to 53 "A" shall apply subject 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 be from a quorum.
- c) Any ordinary resolution of company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the member of the company holding three fourths of the issued shares of the company shall be valid and effectual as ordinary resolution duly passed at a general meeting of the company.

6. **DIRECTORS**

- a) Until otherwise determined by the company in General Meeting. The directors shall not be less than two and not more than seven in number.
 - b) The following persons shall be the first Directors of the Company:-
 1. LIGINIKO MUSA CHALE
 2. JACKLINE KWIHA CHALE
 3. MAGRETH LIGINIKO CHALE
 4. ROZINA LIGINIKO CHALE
 5. VERONIKA LIGINIKO CHALE
 6. GLORY LIGINIKO CHALE
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 three.
 9. A Resolution in writing signed by all 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 moneys for the purpose 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 and secure 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 or 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 time being, or by the issue at such price as they may think fit, or bonds or debentures either charged upon the whole or any part of 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 resolution 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; or
 - (d) Abstains himself from meetings of the Director for a period of six months without special leave of absence from the other Directors.

SEAL

15. The seal of the company shall not be affixed to any instrument except by the authority of the resolution of the Board of the Directors and in the presence of the Director and of the secretary or such other persons as the Directors may point for the purposes of the 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 Director and such Alternate Director shall exercise and discharge all the duties of Directors 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 as 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 share in other Companies may be divided between the members of the company in specie or may be vested in Trustees or 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 and effectual as if originally contained in these articles and be subject in like manner to alteration by Special Resolution.

No.	Name, Address and Description of Subscribers	Number of Shares Taken	Signature of Subscribers
1	LIGINIKO MUSA CHALE, P.O BOX 70405, DAR ES SALAAM.	40	<i>[Signature]</i>
2	JACKLINE KWIHA CHALE, P.O BOX 70405, DAR ES SALAAM.	20	<i>[Signature]</i>
3	MAGRETH LIGINIKO CHALE, P.O BOX 70405, DAR ES SALAAM.	10	<i>[Signature]</i>
4	ROZINA LIGINIKO CHALE, P.O BOX 70405, DAR ES SALAAM	10	<i>[Signature]</i>
5	VERONIKA LIGINIKO CHALE, P.O BOX 70405, DAR ES SALAAM	10	<i>[Signature]</i>
6	GLORY LIGINIKO CHALE P.O BOX 70405, DAR ES SALAAM	10	<i>[Signature]</i>

DATED at DAR ES SALAAM this 28 day of Aug 2014

WITNESS to the above SIGNATURE:

Signature: _____

Name: _____

Postal Address: _____

Qualification: _____

