

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

VICHWA BRANDS (T) CORPORATION LIMITED

Incorporated this.....dayOf.....2022

Drawn By:

VICTOR GODFREY WAMBURA

(Subscriber)

P.O BOX 17010

DAR ES SALAAM

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VICHWA BRANDS (T) CORPORATION LIMITED

1. The name of the Company is **VICHWA BRANDS (T) CORPORATION LIMITED**.
2. The registered office of the company will be situated in **Tanzania**
3. **is a private business company established to undertake the following objectives:-**
 - (a) To carry on the business of importers, exporters, warehousemen, shipping and forwarding agents, packers, carriers and freight contractors, import, export, buy, sell barter, exchange, store, pack, ship, transport and otherwise, foodstuffs, consumable goods household goods and textiles, metals, wood, hardware & building materials, plastics, paper and paper products, articles and things manufacture there from footwear, electrical apparatus and equipment, machinery, tools and articles, merchandise, commodities and goods of every description.
 - (b) To carry real estate activities.
 - (c) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
 - (d) To undertake and supply office stationary, computer accessories and consumables, printing materials and promotional items, service of computers and Air conditions.
 - (e) To undertake and carry on the business of providing all kinds of information and communication technology based and enabled services in Tanzania and internationally, electronic remote processing services, services including all types of Internet-based/ Web enabled services.
 - (f) To undertake and carry on transaction processing, fulfillment services, business support services including but not limited to providing financial and related services of all kinds and description is including billings services, processing services, database services, data entry business-marketing services.
 - (g) To carry on the business information and management services, training and consultancy services to businesses, organization, firms, corporations, trusts, local bodies, states, governments and other entities.

- (h) To undertake and handle business process management, remote held desk management, remote management; remote customer interaction, customer relationship management and customer servicing through call centers, email-based activities and letter/fax based communication.
- (i) To deal with knowledge storage and management, data management, warehousing, search, integration and analysis for financial and non-financial data.
- (j) To carry out a recovery of business continuity management, business development management, systems development.
- (k) To act as information technology consultants and trainers and to operate a high technology data processing centre for providing information and data to customers in Tanzania and internationally.
- (l) To carry on the business of gathering, collating, compiling, processing, analyzing distributing, selling, publishing data and information and including conduct of studies and research and marketing of information and services and providing access to information regarding financial operation and management, financial status, creditworthiness and rating, consumer responses and management of businesses of all kinds and descriptions by whatever name called.
- (m) To carry on the business of Internet service provider and undertake any and all kinds of Internet/web based activities and transactions; to design, develop; sell, provide, maintain, market, buy, import, export, sell and license computer software hardware, computer systems and programs products, services and to give out computer machine time and carry on business of collecting storing, devising other systems including software programs and systems.
- (n) To act as middlemen in an escrow business with purpose of bring to selling agreement buyers and sellers of products and services in Tanzania and Internationally.
- (o) To carry on the business of civil engineering, which includes design, excavation, foundation works, reinforcing and structural works, reinforced concrete, general building works, earth, road, and dam construction. Finishing works to buildings landscaping road surfacing and works, electrical works, pavement evaluation, environmental engineering, procurement service including tender, quality surveying, structural and bridge engineering, geotechnical, project management, water resources engineering and foundation engineering, road maintenance, real estates and generally execution of civil works of all kinds and nature.
- (p) To carry on business of clearing and forwarding agents, land & estate agents, transport, cartage and haulage contractors and agents, customs agents, stevedores, wharfingers cargo superintendents, packers, warehousemen, store-keeper, garage proprietors, owners and characters of road Vehicle, aircraft's, hovercraft and shop tugs, barges and vessels of every description, light men and carries of goods and passengers by road rail water or air.
- (q) To carry on the business as traders merchants, manufacturers' representative, commission agents, drapers, outfitters, haberdashers, millers, dress makers, tailors, wholesale and retail dealers in timber, bricks, leather goods, household furniture, fittings and utensil, ironmonger, ornaments, stationery and fancy goods, drugs, chemicals.

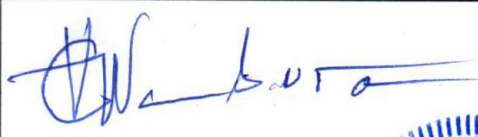
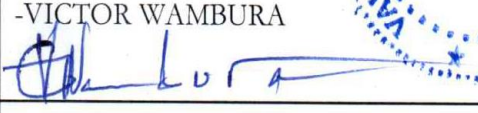
- (f) Government Authority, Corporation, Company, or person any characters, contract, decrees, rights, privileged and concessions.
- (s) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stock, certificates of other securities, perpetual or otherwise charged upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan.
- (t) To enter into partnership or into any arrangement for sharing profits, union or interest cooperation, joint venture, reciprocal, concession, or otherwise with any person firm or company carrying on or engaged in or about to carry on or engage in or any business or transaction capable being conducted so as directly to benefit the company. And the lend money to, guarantee the contract of, or otherwise assist, any such person, firm or company and to take or otherwise acquire shares and securities of any such company, and sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (u) To promote any other company for the purpose of acquiring all or any of the property and undertaking or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- (v) To lend and advance money or give credit to such persons, firms or companies and on such terms as seem expedient, and in particular to customers and others having dealing with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of moneys for the performance of any obligations or liabilities.
- (w) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of land warrants, debentures and other negotiable or transferable instruments.
- (x) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.
- (y) To carry on fumigation and undertake the business of suppliers of cleaning equipment's machineries, materials and accessories for offices, office floors, furniture and homes.
- (z) To carry on the business of travel agents, car rental, tourist agents and contractors; hotel, apartment, inns, motels, auto-courts, lodging, housekeepers and caterers; and generally to facilitate traveling and to provide for tourists provisions of accommodation, communication facilities, entertainment facilities, provisions of guides, safe deposits, bureau exchange, language aids, baggage transport and arranging and operating packages tours.
- (aa) To deal with operation of boats and all kinds of sailing vessels for tour purposes. To operate as tour guide, sightseeing, tour operator, to carry on business of professional hunters. To carry on business of big game fishing, safari outfitters, professional safari photographers, mountain climbing. To carry on activities of operating tented camps and deal with all activities of tourism.

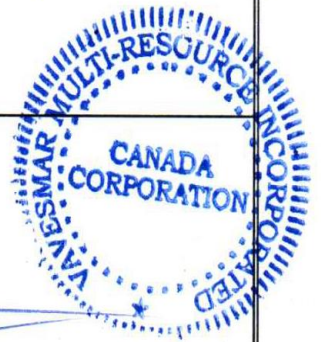
- (bb) To carry on the business of media and entertainment advertising, music solution, music production, music promotion, printing, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advice on publicity, sales promotion, staff relations, industrial relation, press and community relations, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, fair trade, displays, film shows, radio and television programmes, printing of marketing material, and carry on the business of investment advisers.
- (cc) To operate bookshops for selling all types of books. To carry on the business of printing and publishing newspapers, books, magazines, fliers, cards, and calendars; and to carry on the business of sign writers.
- (dd) To carry on the business of importers and suppliers of laboratory equipment for schools and hospitals and other institutions, to supply laboratory chemicals, fumigations, to establish and run pharmacies and to be suppliers of drugs.
- (ee) To carry on hotel business, motels and operate duty free shops, lodge, restaurants, bar, canteen, to be importers of spirits, beer, wine, soft drinks, act as general traders, importers and exporters, traders in the wholesale and retail business of goods and merchandise of any description, size and magnitude, general agents for local and overseas principals establish trading outlets for all types of local and imported goods, engaged in the export of all types of merchandise and to generally carry out retail and wholesale business general traders and to be trading agents.
- (ff) To enter into any arrangement with any Government or authorities, supreme, municipal, local, or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the objects of the Company or any of them.

AND IT IS HEREBY DECLARED that the word “Company” save when used in reference to this Company, in this clauses shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

- 4. The Liability of the members is limited.
- 5. The capital of the Company is **Tanzanian Shillings one Billion (Tshs. 1,000,000,000)** divided into one thousand shares (1000) Ordinary shares of Tshs 1,000,000/=. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.

WE, the several persons whose names and addresses and descriptions 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.:-

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NO. OF SHARES TAKEN	SIGNATURE OF SUBSCRIBERS
VICTOR GODFREY WAMBURA P.O BOX 17010 DAR ES SALAAM TANZANIA.	500	
VAVESMAR MULTI RESOURCE INCORPORATED. 54 FIFE ROAD, AURORA, ONTARIO, CANADA, L4G 6Z8.	500	-MARIA MUIKILA M.M. -VICTOR WAMBURA 
TOTAL SUBSCRIBED SHARE	1000	



DATED at DAR-ES-SALAAM 7th This JUNE day of JUNE 2022

WITNESS to the above signatures: Sarah salvatory
 Name.....
 Signature..... 
 Postal Address..... 27760 Dar es salaam
 Qualification..... Advocate



THE COMPANIES ACT (CAP. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
VICHWA BRANDS (T) CORPORATION LIMITED

PRELIMINARY

1. The Regulation contained in Table A in the First Schedule to the Companies Act (Cap. 212) shall not apply to this Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Regulations:
 - a) Words denoting the singular number shall include the plural number and vice versa.
 - b) Words denoting the masculine gender shall include the feminine gender.
 - c) Words denoting persons shall include corporations.
 - d) "The Company" shall mean "VICHWA BRANDS (T) CORPORATION LIMITED"
 - e) "Month" shall mean a calendar month.
 - f) "Dividend" shall include bonus.
 - g) "A Director" shall include Alternate Director.
 - h) "The Directors" shall include the directors for the time being of the Company, and "the Board" shall mean the Directors or any of them acting as the member of the Board of the Company.
 - i) "Paid-up" shall include credited as paid up.
 - j) "Tanzania" means the Mainland of the United Republic of Tanzania.
 - k) "The Secretary" shall mean the Company Secretary or any person appointed by the Board to perform the duties of Company Secretary.
 - l) "The Seal" means the Common Seal of the Company
 - m) "The Act" shall mean the Companies Act (Cap. 212) or any statutory re-enactment of modification thereof for the time being in force, and reference to any section or provision of the Act shall include a reference of any statutory re-enactment or modification of such section or provision for the time being in force;

- n) "The Register" shall mean the Register of Members of the Company.
- o) Expressions in these regulations referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, telex, telefax, cables and other modes of representing or reproducing words in a visible form.
- p) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.
- q) "Proxy" shall include attorney duly under the power of Attorney.

3. The Company is a private Company and accordingly:

- a) The right to transfer shares is restricted in manner hereafter 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 Articles 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.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
- 5. The shares of the company, whether forming part of the original capital or of any increased capital, may, subject to the provisions of these articles be allotted or otherwise disposed of to such persons and for such consideration as the directors may determine, subject also, in the case of any shares forming part of any increased capital, to such directions as to allotment or disposal thereof as may be given by the company in General Meeting at the time of the creation of such shares provided always however that no such shares shall be issued at a discount except in accordance with the Act.
- 6. Subject to the provisions of the section 61 of the Act, any shares may, with the sanction of a special resolution be issued upon the terms that they are or, at the option of the company, and are liable to be redeemed as the company may by ordinary resolution determine.
- 7. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

8. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

9. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgements of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal which it relates, and the amount or respective amounts paid thereon. In respect of a more than one certificate and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
10. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

11. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any on a share extend to any amounts payable in respect of it.
12. The company may sell, in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

CALLS ON SHARES

13. The directors may from the time to time make calls upon members in respect of any moneys unpaid on their shares and each member shall [subject to receiving at least fourteen{14} days' notice specifying the time and place of payment] pay to the company the amount called on the shares. A call may be revoked or postponed as the directors may determine.
14. No member shall be entitled to receive any dividend or to be present or vote on any question, either personally or by proxy, at any General Meeting, or on a poll, or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the company in respect of any shares held by the member whether alone or jointly with any other person.

15. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
16. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installments of a call, shall be deemed to be call, and if it is not paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call.
17. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
18. The Directors may in their discretion and without assigning any reason thereof refuses to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any person whatsoever to admit to membership.

TRANSFER OF SHARES

19. Subject to articles 10 and 11, the directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of shares or otherwise as the company may by ordinary resolution determine.
20. The company is a private company and accordingly: -
 - (a) No shares in the company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
 - (b) Every member or other person who desires to transfer shares [hereinafter called “the vendor”] shall give notice in writing to the directors of such desire and such notice shall constitute the directors as agents for the sale of the said shares, in one or more lots at the discretion of the directors, to the members of the company at a price to be agreed upon by the vendor and the directors or, in case of any difference, at the price which the auditor for the time being of the company shall certify, in writing to be in his opinion the fair selling value thereof as between a willing vendor and purchaser. Such certificate shall be final and binding on all parties concerned and the auditor shall be deemed to be actions as an expert and not as an arbitrator.
 - (c) Upon the price being fixes as aforesaid, the directors shall forthwith give notice to all the members of the company of the number and price of shares to be sold and invite each of them to state in writing within thirty [30] days whether anyone will be willing to purchase any and, if so in what maximum amount.
 - (d) At the expiration of the said thirty days, the directors shall allocate the said shares to or amongst the members willing to purchase them as aforesaid, and, if more than one, so far as may be pro rata according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the maximum number notified as aforesaid. Upon such allocation being made, the vendor shall be bound, upon payment of the said price, to transfer the shares to the purchasers. If the vendor does not transfer the shares in what the directors regard as reasonable time, the directors may, on behalf of the vendor, receive and give a good discharge for the purchase money and may negotiate some person to execute a transfer or transfers of the said shares and enter the name of the purchasers in the register of members as holder by transfer of the purchased shares.

- (e) In the event of all the shares not being sold, the vendor may at any time within sixty [60] days after the expiry of the aforesaid thirty days transfer the unsold shares to any person at a price not lower than the agreed or certified one.
 - (f) Notwithstanding the foregoing sub-clause of this article, a transfer of shares in the company may be made to any person at the price or for any or no consideration provided that all the members agree thereto in writing.
21. The provisions of article 8 hereof shall apply to the shares of a deceased member provided, however, that where shares are standing in the name of trustees, executors or administrators of any deceased member, such shares may be transferred, upon any change of such trustees, executors or administrators and the directors shall not have power to decline to register such transfers.

TRANSMISSION OF SHARES

22. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
23. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
24. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
25. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.
26. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
27. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and

at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.

28. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company of cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have receive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture of for any consideration received on their disposal.
29. A statutory declaration by a director or the secretary that a share have been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

FORFEITURE OF SHARES

30. If the requirements of any notice issued pursuant to the provisions of the Act which are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before the payment of all calls or installments, interests and expenses required by the notice has been made, be forfeited by a resolution of the directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture.

ALTERATION OF CAPITAL

31. The company may from time to time by Ordinary Resolution: -
 - (a) Increase its share capital by new shares of such amount, as the resolution prescribed.
 - (b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (c) Subject to the provisions of section 65 (1) (d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association.
 - (d) Cancel shares which, at the date of the passing of the resolution, have into been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
32. Subject to the provisions of the Act, the company may by special resolution reduce its share its share capital, any capital redemption reserve fund, or any share premium account in any way.
33. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting a s such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

34. All general meetings other than annual general meetings shall be called extraordinary general meetings.
35. The Directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened by such requisitionists, as provided by section 134 of the Act. If at any time there are not within the territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

36. Every general meeting shall be called by twenty-one clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such; Provided that a meeting of the company may be called by shorter notice if it is so agreed:
 - (a) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) In the case of another meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
37. Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETING

38. No business shall be transacted at any General Meeting unless a quorum of members is present. Two [2] members present in person or by proxy or attorney and together holding not less than three-fourths [3/4] part of the issued share capital of the company shall be a quorum for all purposes provided that one person, whether a member or not, although representing as proxy or attorney another member or members, shall not constitute a quorum.
39. At any General Meeting a resolution put to vote shall be decided on a show of hands unless a poll is demanded by any member present or by their representatives either before or on the declaration of the result of the show by hands. Unless a poll is so demanded, a declaration by a chairman that a resolution has, on a show of hands, either been carried or rejected by a majority, entry to the book containing minutes of the proceedings of the company shall be conclusive evidence of the fact. The demand for a poll may be withdrawn.

VOTES OF MEMBERS

40. On a show of hands every member present in person or by his or her representatives shall be entitled to one vote. On a poll, every member shall be entitled to one vote for every share held.

41. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the company or at such other place in Kenya as may be specified for that purpose in the notice convening the meeting, not less than twenty-four [24] hours before the meeting or poll and in default, the said instrument shall be invalid.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

42. Any corporation that is a member of the company may, by resolution of its directors or other governing body, appoint such persons as it thinks fit to act as its representatives at any meeting of the company or of any class of members of the company. The production at a meeting of a copy of a resolution certified by one director, other than the appointee if also a director, and the secretary [if any] of such a corporation to be a true copy of the resolution, shall be accepted by the company as sufficient evidence of the validity of such appointment. The person so appointed shall be entitled to exercise the same powers on behalf of such corporation as it would exercise if it were an individual member of the company.

DIRECTORS

43. 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 less than two [2] and, unless otherwise determined by the company in General Meeting, shall not exceed seven [7].
44. The directors shall be entitled to such remuneration as shall, from time to time, be determined by the company in General Meeting and such remuneration shall be divided amongst the directors as they may by resolution determine, or failing such determination, equally. The exception being that in such event any director holding office for less than a year shall only rank in such division in proportion to the period held in office. The directors shall also be entitled to be paid their reasonable travelling, accommodation and incidental expenses while engaged in the business of the company.
45. Any director who, by request of the company, performs special services or goes abroad on behalf of the company may be paid such extra remuneration [whether lump-sum, salary, commission, percentage of profits or otherwise] as the directors may determine.
46. A director need not be a shareholder but shall be entitled to receive notice of and to attend and speak at general meetings of the company.
47.
 - (a) Any director may appoint another director or any person who is approved by the directors, to be their alternate and to act in their place at any meetings which cannot be attended. Such appointees shall be entitled, in the absence of the appointer, to exercise all rights and powers of a director and to attend and to vote at meetings in place of the appointer, and if the appointee is also a director he shall be entitled to a separate vote of his or her own. The appointer may, at any time revoke the appointment of the alternate director. The appointment of the alternate shall be revoked ipso facto if the appoint ceases for any reason to be a director. Every appointment and revocation under this article shall be effected by notice in writing

under the hand of the appointer to be served on the company and on the said alternate.

- (b) The remuneration of an alternate director shall be payable out of the remuneration of his or her appointer and shall be of such proportion as shall be agreed between them.
- (c) An alternate director whose appointer is a member of the company shall, in the absence of a directive to the contrary in the instrument appointing him, be entitled to receive notice of and to vote at general meetings of the company as if he is a proxy of the appointer under the provision of these articles.
- (d) The directors by resolution may remove an alternate from office and a copy of such a resolution shall be served upon the alternate and his appointer. Another alternate may, however, be appointed as a replacement in the terms of sub-clause (a) of this article.
- (e) The following persons shall be the first Directors of the Company,

1. VICTOR GODFREY WAMBURA

2. SAMWEL WILLIAM SALIKI

- 48. 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.
- 49. The quorum of Directors for transacting business shall unless otherwise fixed, by the Directors, be two.
- 50. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 51. 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.
- 52. The Directors may raise or borrow for the purpose of the Company's business any sum or sums for moneys as they think fit and they 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 and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets for the Company, or not charged, or in such other way as the Directors may think expedient.
- 53. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, 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 of any third party.
- 54. The Directors shall cause a proper register of charges to be kept in accordance with section 88 of the Act and shall duly comply with the requirements of section 79, 80 and 81 of the Act in regard to the registration of charges therein specified or otherwise.

ALTERNATE DIRECTORS

55. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, and such Alternate Directors when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

POWERS AND DUTIES OF DIRECTORS

56. A director who is in any way, whether directly or indirectly, interested in contract or proposed contract with the company shall declare the nature of the interest in the manner required by section 200 of the act. A director may vote in respect of any such contract or proposed contract and such a vote will be valid. A director in such situations may count towards constituting a quorum at any meeting notwithstanding the fact that such contract or proposed contract may be considered thereat.
57. A director may hold any other office of place of profit under the company [other than the office of Auditor] in conjunction with his office of director for such period and on such terms [as to remuneration and otherwise] as the directors may determine.
58. Any director may act by himself or his firm in a professional capacity for the company and he or his firm shall be entitled to remuneration for professional services as if he were not a director, provided that nothing herein contained shall authorize a director to act as Auditor of the company.
59. The directors shall cause minutes to be made, in books provided for such purpose, recording in respect of every meeting of the company, directors or committees of the directors:
- (a) The names of all person's present.
 - (b) All resolutions and proceedings at such a meeting. The minutes of every such meeting shall be read at the next meeting of the company, directors or committees of the directors, as the case may be, and after being amended or corrected, if necessary, and approved by the meeting, shall be signed by the Chairman of the meeting.
60. The directors may grant retiring pensions or annuities or other gratuities or allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the company whether as Managing Director or in any other office or employment under the company or indirectly as an officer or employee of any subsidiary company of the company or of its holding company [if any], notwithstanding that he may be or may have been a director of the company and the directors may make payments towards insurance or trusts for such purposes in respect of such person.

DISQUALIFICATION OF DIRECTORS

61. A director shall cease to hold office as such if he;
- (a) Is removed from office pursuant to this regulation and the provisions of the Act.
 - (b) Resigns his office by notice in writing to the company
 - (c) Becomes bankrupt or makes any arrangement or composition with his creditors generally.

- (d) Becomes prohibited from being a director by reason of any order made under provisions of the Act; or.
- (e) Becomes of unsound mind

ROTATION OF DIRECTORS

- 62. Every director shall remain office until his office is vacated in accordance with the regulation or the provisions of the Act.
- 63. The directors shall have power at any time, and from time to time, to appoint any person to be Director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
- 64. In addition, and without prejudice to the provisions of the Act, the company may, by Special Resolution remove any director from office and may, by Ordinary Resolution, appoint another director in his stead. Without prejudice to the powers of the directors under articles 31, the company, in General Meeting, may also, at any time appoint any person to be director either to fill a casual vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

- 65. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of voted. In case of an equality of votes, the Chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. Notice of all meetings of directors shall be given to all directors and alternate directors.
- 66. The quorum for the transaction of the business of the directors shall be two [2] directors present either personally or by an alternate provided that one person, whether a director or not although a duly appointed alternate for one or more directors shall not constitute a quorum basing on the provisions of the Act.
- 67. A resolution in writing signed or approved by letter, telegram, cablegram facsimile or electronic mail by each director or his alternate, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several document each signed by one or more of the persons aforesaid,

MANAGING DIRECTOR

- 68. The director may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into any particular case, may revoke such appointment. Subject to the terms of any such agreement as aforesaid, the appointment of a director so appointed shall be automatically determined if he ceases from any cause to be a director.

MINUTES

- 69. The directors shall cause minutes to be made in books kept for the purpose-
 - (a) Of all appointments of officers made by the directors.

- (b) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

SECRETARY

- 70. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 71. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

- 72. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

DIVIDENDS AND RESERVE

- 73. Subject to section 180 of the Act, the company may by ordinary resolution declare dividend in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
- 74. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.
- 75. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the direction of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the discretion, either be employed in the business of the company or be invested in such investments other than shares of the company as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward and any profits which they may think prudent not to divide.
- 76. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividends is paid. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
- 77. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value of distribution of

any assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any assets in trustees.

78. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.
79. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

80. The directors shall cause proper books of account to be kept with respect to: -
 - (a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the company; and
 - (c) The assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and explain its transactions.

81. The books of account shall be kept at the registered office of the company, or, subject to 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
82. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
83. The directors shall, in accordance with section 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those section.
84. In accordance with section 163 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT

85. Auditors shall be appointed, and their duties regulated in accordance with section 170 of the Act.

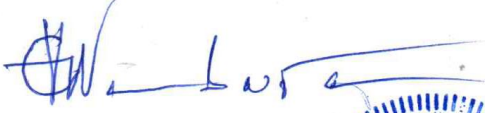
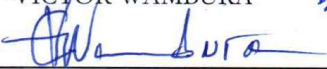
NOTICE

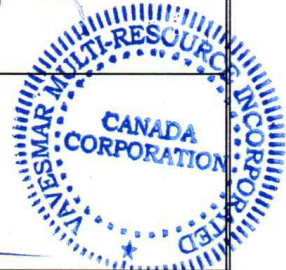
86. Any notice or document may be served by the company on any member either personally or by sending it through the post, by airmail, in pre-paid cover addressed to such member at his address as appearing in the register of members. Where a notice is sent by post it shall be deemed to have been served on the fourth day after the day on which it was posted.

87. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post, in a pre-paid cover addressed to them by name or by the title of representative of the deceased or trustee of the bankrupt, or by any like description at the address supplied for the purpose by the persons claiming to be so entitled, or [until such an address has been supplied] by giving notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
88. Notice of every general meeting shall be given in the same manner herein before authorized, to every member or person upon whom the ownership of a share devolves by reason of his being a personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting and also to the auditor for the time being of the company.


WINDING UP

89. In the event of a winding up of the company, every member who is not, for the time being, in Tanzania, shall be bound within three [3] months after the passing of an effective resolution to wind up the company voluntarily or after the making of an order for the winding up of the company, to serve a notice in writing upon the company appointing some person having an address in Kenya upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the company may be served and, in default of any such nomination, the liquidator of the company may on behalf of such member, appoint some such person and service upon such appointee whether appointed by the member or the liquidator, shall be deemed to be valid service on such member for all purposes. Where the liquidator makes any such appointment he shall forthwith give notice thereof to such member by a registered letter sent through the post and addressed to such member at the address appearing in the register of members of the company and such notice shall be deemed to have been served on the day following that on which the advertisement appears or seventy-two [72] hours after the day on which the letter is posted. The provisions of this article shall not prejudice the right of the company to serve any notice or other document in any other manner prescribed by these articles.
90. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor 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 judgment is given in his favor or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NO. OF SHARES TAKEN	SIGNATURE OF SUBSCRIBERS
VICTOR GODFREY WAMBURA P.O BOX 17010 DAR ES SALAAM TANZANIA.	500	
VAVESMAR MULTI RESOURCE INCORPORATED. 54 FIFE ROAD, AURORA, ONTARIO, CANADA, L4G 6Z8.	500	-MARIA MUIKILA M.M. -VICTOR WAMBURA 
TOTAL SUBSCRIBED SHARE	1000	



DATED at DAR-ES-SALAAM this 7th day of JUNE 2022

WITNESS to the above signatures:
 Name..... Sarah Salvatory.....
 Signature..... .....
 Postal Address..... 22760 Dar es salaam.....
 Qualification..... Advocate.....

