

AGREEMENT BETWEEN OWNER AND CONTRACTOR

This agreement is hereby made and entered into this 09th day of SEPTEMBER, 2022

BETWEEN

1. **BULIMA JACOB KAHUNGWA** of P.O Box 2043, Mwanza, hereafter called "Owner" of Primary Mining Licence **000479LEZ**
2. **REBEKA JACOB KAHUNGWA** of P.O Box 2043, Mwanza, hereafter called "Owner" of Primary Mining Licence **000482LEZ**
3. **TABITHA JACOB KAHUNGWA** of P.O Box 2043, Mwanza, hereafter called "Owner" of Primary Mining Licence **000480LEZ**
4. **MADELEKE JACOB KAHUNGWA** of P.O Box 2043, Mwanza, hereafter called "Owner" of Primary Mining Licence **000485LEZ**
5. **LUCAS JACOB KAHUNGWA** of P.O Box 2043, Mwanza, hereafter called "Owner" of Primary Mining Licence **000213LEZ&000481LEZ**

AND

CHANGSHENG INTERNATIONAL TRADE AND MINING COMPANY LIMITED a company incorporated and existing under the laws of Tanzania with the head office located at: **CAPRIPOINT, MWANZA P.O Box 10444**, Email address changsheng99999@qq.com hereafter called "Contractor".

WHEREAS, the owners herein being the registered owner of Primary Mining License(**PML000479LEZ**),(**PML000482LEZ**),(**PML000480LEZ**),(**PML000485LEZ**)(**PML000213LEZ&000481LEZ**), **respectively**, located at **MAJIMOTO, SERENGETI DISTRICT Mara**, do hereby employ/allow the Contractor named above to conduct Mining activities on the licensed area in the terms and conditions hereinafter mentioned

1. The owners provide their license while the contractor provides machines and technicians in order to conduct mining activity. The owner shall not interfere the contractor's management, but also need to provide

Bulima Jacob Kahungwa *Rebekeha Jacob Kahungwa* *Tabitha Jacob Kahungwa* *Madeleke Jacob Kahungwa*



2022

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cooperation to make sure the mining activity goes well. And the contractor is free to process its ores.

2. The duration of the contract is 20 years with option to renew or cease.
3. The benefit for both parties is in the form of ores division when work at the PML, the shares go **83%** to the contractor and **17%** to the owner. However, the benefit of **83%** to the contractor and **17%** to the owner will be divided same as PML as conducted at ML once the ML is obtained.
4. The cost of conversion from PML to ML is on the contractor.
5. After mining activity is started, the owner shall sell its share of ores to the contractor for the price of **400,000 Tshs up to 700,000 Tshs-** each Excavator load or Bucket (**equals to 5 tones**) but once the two parties have not reached consensus on the price, the owner shall choose to sell to the third party or the owner shall take the share ores and process it out of the mining site.
6. Once the share ores have been taken by the owner the contractor will not purchase any remaining ores of the particular batch produced.
7. After mining activity is started, annual rent and the renewal of license shall be paid by the contractor
8. The owner is also owner of land on the license, he shall give his land on the license to contractor to use for free
9. And if the mine is found of no value, or below **2 PPM** the contractor shall be entitled with the right to call off the contract and take away the investment machinery
10. The contractor is the only legal personnel to work at the owner's site, the owners shall evacuate the other miners who are working at the site currently within one month, and to assure that no one should work there except the contractor.
11. with exception of the Plant which is located at the site which shall be re allocated within six months
12. On the day of signing contract, the contractor shall give the owners a loan of **TWENTY MILLION ONLY** [20,000,000 Tsh] and upon obtaining a Mining Licence the contractor shall give the owner second loan of

Bahywe Bahywe Bahywe Bahywe

FORTY MILLION ONLY [40,000,000 Tsh], to bring the total amount of SIXTY MILLION ONLY [60,000,000 Tsh] which shall be deducted from the owner's share of ores when the mining activity has started

13. The owner shall pay the contractor 10,000,000 USD if the owner breach the contract

14. If Any disagreement arises parties shall strive to resolve it amicably, and the law applicable shall be the laws of Tanzania.

IN WITNESS WHEREOF, the parties hereto set their hands and seals the day and year written above.

1st OWNER

CONTRACTOR

BULIMA JACOB KAHUNGWA

ZHU HONGBO

Name / Title

Bulima



Signature by (OWNER).

Name / Title

Zhu Hongbo

Signature by (CONTRACTOR)

2nd OWNER

CONTRACTOR

REBEKA JACOB KAHUNGWA

ZHU HONGBO

Name / Title

Rebeka



Signature by (OWNER).

Name / Title

Zhu Hongbo

Signature by (CONTRACTOR)

3rd OWNER

CONTRACTOR

TABITHA JACOB KAHUNGWA

ZHU HONGBO

Name / Title

Tabitha



Name / Title

Zhu Hongbo

3

NGC
KOG
35 F
30
JAMIN
&
Commissioner
P. O. Box

Bulima *Rebeka* *Tabitha* *Zhu Hongbo* *Bulima*

Signature by (OWNER).

Signature by (CONTRACTOR)

4th OWNER
MADELEKE JACOB KAHUNGWA

CONTRACTOR
ZHU HONGBO

Name / Title

Signature by (OWNER).



Name / Title

Signature by (CONTRACTOR)

5th OWNER
LUCAS JACOB KAHUNGWA

CONTRACTOR
ZHU HONGBO

Name / Title

Signature by (OWNER).



Name / Title

Signature by (CONTRACTOR)

Witnessed By:

Bulima Jacob Kahungwa



COMMISSION FOR OATH

WE, LUCAS JACOB KAHUNGWA, BULIMA JACOB KAHUNGWA, REBEKA JACOB KAHUNGWA, TABITHA JACOB KAHUNGWA, MADELEKE JACOB KAHUNGWA of P.O Box 2043, Mwanza, hereafter called "Owners" of Primary Mining Licence named herein and enclosed with this Agreement. And for the sake of this Agreement we, jointly agreed to be bound by the terms of this contract without reservation of any clause and we stand to be liable by the terms and conditions stipulated under this agreement. And to prove our commitment we hereby endorse our signature and release the said licence to be used by **CHANGSHENG**

Bulima Jacob Kahungwa *Lucas Jacob Kahungwa* *Rebeka Jacob Kahungwa* *Tabitha Jacob Kahungwa*

INTERNATIONAL TRADE AND MINING COMPANY LIMITED for the performance of this Agreement.

1. LUCAS JACOB KAHUNGWA,
2. BULIMA JACOB KAHUNGWA,
3. REBEKA JACOB KAHUNGWA,
4. TABITHA JACOB KAHUNGWA,
5. MADELEKE JACOB KAHUNGWA

Bahungwa.
Bahungwa.
Kahungwa.
Fahuy
[Signature]

THIS Joint agreement is made and signed this 09th day of SEPTEMBER 2022

Before Me

Name KABULA D. BENJAMIN

Signature [Signature]

Postal Address P O BOX 3057 NAWAZA

Qualification ADVOCATE



Bahungwa Fahuy Kahungwa. [Signature] Bahungwa

SPECIAL POWER OF ATTORNEY

TO WHOM IT MAY CONCERN

I, **LUCAS JACOB KAHUNGWA**, residing at 13 Pickering Street Apt B Danvers MA 01923 DO HEREBY appoint **BULIMA JACOB KAHUNGWA** of P. O BOX 2043 MWANZA with contact number 0762029838, to be my Lawful Authority and Attorney with full power and authority for me and in my name to **SIGN A JOINT AGREEMENT** between **CHANGSHENG INTERNATIONAL TRADE AND MINING COMPANY LIMITED** [contractor] and I **LUCAS JACOB KAHUNGWA** [owner] in respect of of Primary Licence **000213LEZ** and **000481LEZ** respectively located at **MAJIMOTO, SERENGETI DISTRICT** in Mara Region an agreement executed on the 09th day of September, 2022.

In particular and without prejudice to this Power of Attorney conferred upon HIM by virtue of this Power of Attorney, I authorize him to sign the said Agreement of Twenty years between **CHANGSHENG INTERNATIONAL TRADE MINING COMPANY LIMITED** and **LUCAS JACOB KAHUNGWA** in my name. And also to amalgamate the said PML to ML.

AND GENERALLY, to execute and do all such things which he will deem necessary or appropriate with the same effect as I have done executed or performed it myself in relation to the above purpose.

IN WITNESS WHEREOF, I HEREUNDER sign to confirm my voluntary delegated powers to **BULIMA JACOB KAHUNGWA** as **DONEE** in the following manner: -

SIGNED AND DELIVERED at **DANVERS, MASSACHUSETTS USA.**

by **LUCAS JACOB KAHUNGWA**

who is known to me personally/ identified

to me by **BULIMA JACOB KAHUNGWA**

the latter being known to me personally this

09TH day of **SEPTEMBER** 2022.

BEFORE ME

NAME: KABULA D. BENJAMIN

SIGNATURE: 

ADDRESS: P. O BOX 3057 MWANZA

QUALIFICATION: COMMISSIONER FOR OATHS



DONOR



SIGNED AND DELIVERED at **MWANZA**

by **BULIMA JACOB KAHUNGWA**

who is known to me personally this 09TH day of

SEPTEMBER, 2022.

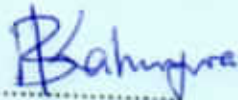
BEFORE ME

NAME: KABULA D. BENJAMIN

SIGNATURE: 

ADDRESS: P. O BOX 3057 MWANZA

QUALIFICATION: COMMISSIONER FOR OATHS



DONEE



THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF MINERALS
MINING COMMISSION



RENEWAL OF PRIMARY MINING LICENCE 000480LEZ
The Mining Act, Cap. 123

I, Resident Mines Officer of **Mara Region**, pursuant to Section 56(2) of the Mining Act, Cap.123 hereby renew the Primary Mining Licence **000480LEZ** granted to M/S **Tabitha Jacob Kahungwa** of **P.O. Box 2043, Mwanza, Tanzania** to prospect and mine for **Gold**, for a period of **7 years** effective from **27th August, 2022**

The description of the renewed Primary Mining License is provided overleaf.

This licence is being renewed under the same terms and conditions of Primary Mining License **000480LEZ**.

Signed this 08TH day of SEPTEMBER 2022

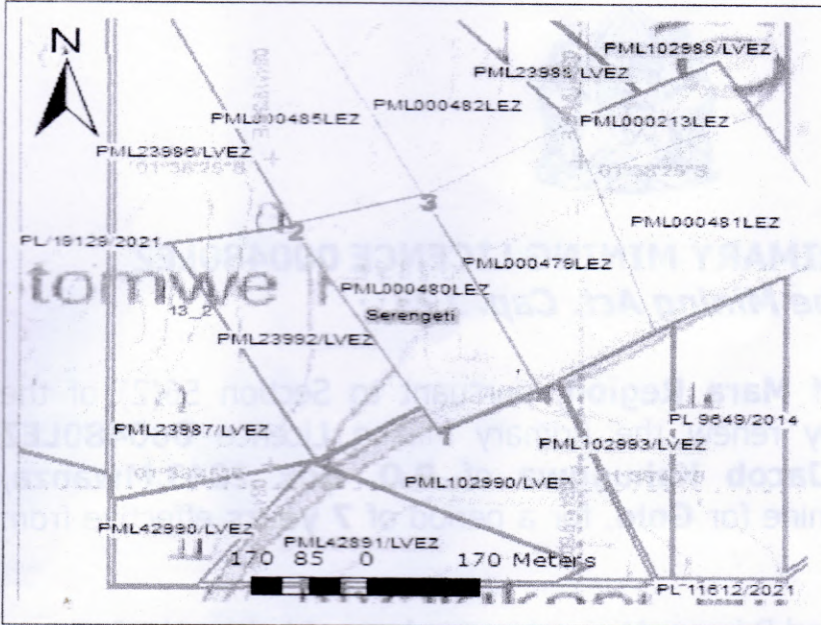
.....
Eng. Joseph N. Kumburu
For: **EXECUTIVE SECRETARY**

ANNEX A

DESCRIPTION OF THE PRIMARY MINING LICENCE AREA

The Primary Mining Licence is at **Majimoto** area in **Serengeti** District, QDS **13/2** defined by the following corner co-ordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 01 deg. 38 min. 42.59 sec.	34 deg. 19 min. 43.22 sec.
2	- 01 deg. 38 min. 29.25 sec.	34 deg. 19 min. 35.92 sec.
3	- 01 deg. 38 min. 27.28 sec.	34 deg. 19 min. 42.33 sec.
4	- 01 deg. 38 min. 39.88 sec.	34 deg. 19 min. 47.94 sec.



<u>Legend</u>	
Licensed area	
License Number	PML000480LEZ
District	Serengeti
Direction	

An area of approximately **8.28** Hectares.

ANNUAL RENT PAYMENTS

Year	ERV	Amount (TShs.)	Date	Signature & Stamp
1.	922245723918331	745,200/=	02/09/2022	
2.
3.
4.
5.
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7.

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF MINERALS
MINING COMMISSION



RENEWAL OF PRIMARY MINING LICENCE 000213LEZ
The Mining Act, Cap. 123

I, Resident Mines Officer of **Mara Region**, pursuant to Section 56(2) of the Mining Act, Cap.123 hereby renew the Primary Mining Licence **000213LEZ** granted to M/S **Lucas Jacob Kahungwa** of **P. O. Box 2043, Mwanza, Tanzania** to prospect and mine for **Gold**, for a period of **7 years** effective from **11th March, 2022**

The description of the renewed Primary Mining License is provided overleaf.

This licence is being renewed under the same terms and conditions of Primary Mining License **000213LEZ**.

Signed this **08TH** day of **SEPTEMBER** 2022

A handwritten signature in black ink, appearing to be 'JK' with a stylized flourish.

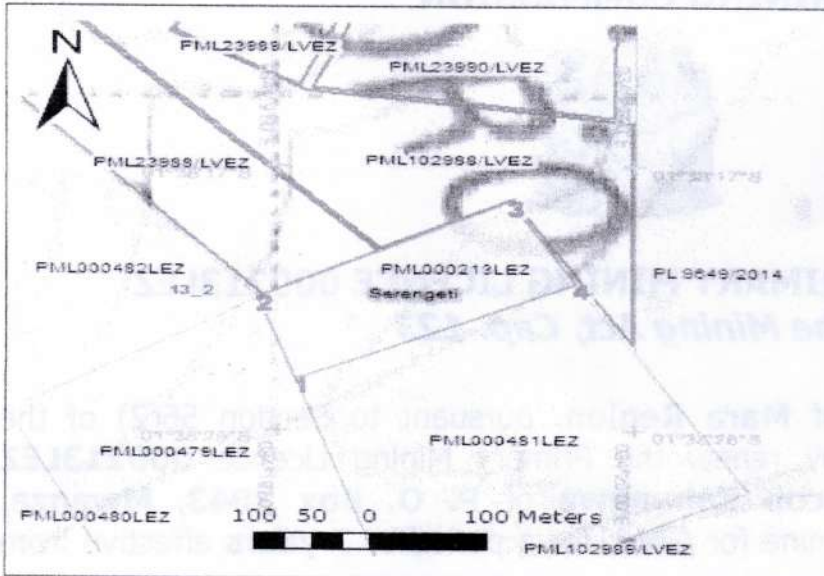
.....
Eng. Joseph N. Kumburu
For: **EXECUTIVE SECRETARY**

ANNEX A

DESCRIPTION OF THE PRIMARY MINING LICENCE AREA

The Primary Mining Licence is at **Majimoto** area in **Serengeti** District, QDS **13/2** defined by the following corner co-ordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 01 deg. 38 min. 25.86 sec.	34 deg. 19 min. 50.48 sec.
2	- 01 deg. 38 min. 22.45 sec.	34 deg. 19 min. 49.42 sec.
3	- 01 deg. 38 min. 18.51 sec.	34 deg. 19 min. 56.49 sec.
4	- 01 deg. 38 min. 21.89 sec.	34 deg. 19 min. 58.34 sec.



Legend	
Licensed area	
License Number	PML000213LEZ
District	Serengeti
Direction	

An area of approximately **2.95** Hectares.

ANNUAL RENT PAYMENTS

Year	ERV	Amount (TShs.)	Date	Signature & Stamp
1.	922245123917093	265,500/=	02/09/2022	
2.
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THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF MINERALS
MINING COMMISSION



RENEWAL OF PRIMARY MINING LICENCE 000479LEZ
The Mining Act, Cap. 123

I, Resident Mines Officer of **Mara Region**, pursuant to Section 56(2) of the Mining Act, Cap.123 hereby renew the Primary Mining Licence **000479LEZ** granted to M/S **Bulima Jacob Kahungwa** of **P. O. Box 2043, Mwanza, Tanzania** to prospect and mine for **Gold**, for a period of **7 years** effective from **27th August, 2022**

The description of the renewed Primary Mining License is provided overleaf.

This licence is being renewed under the same terms and conditions of Primary Mining License **000479LEZ**.

Signed this ^{08TH} day of SEPTEMBER 2022

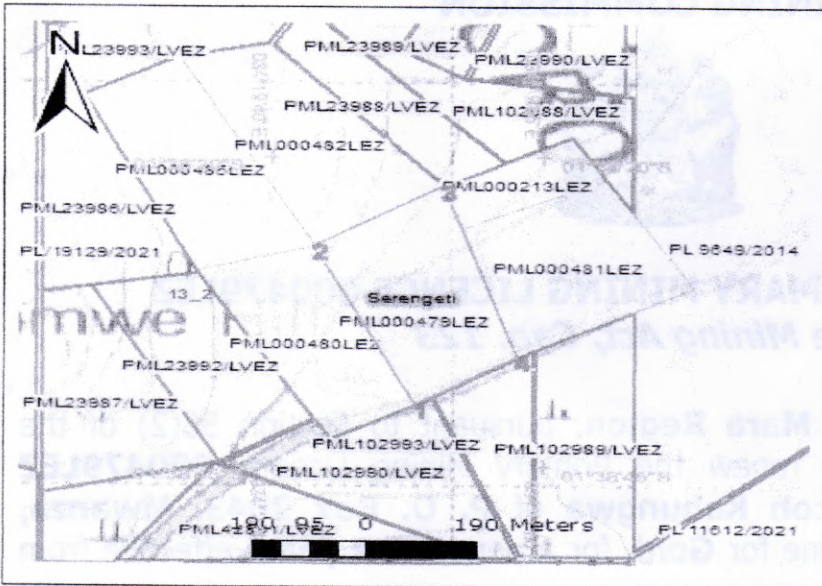
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Eng. Joseph N. Kumburu
For: **EXECUTIVE SECRETARY**

ANNEX A

DESCRIPTION OF THE PRIMARY MINING LICENCE AREA

The Primary Mining Licence is at **Majimoto** area in **Serengeti** District, QDS **13/2** defined by the following corner co-ordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 01 deg. 38 min. 39.89 sec.	34 deg. 19 min. 47.94 sec.
2	- 01 deg. 38 min. 27.28 sec.	34 deg. 19 min. 42.33 sec.
3	- 01 deg. 38 min. 22.45 sec.	34 deg. 19 min. 49.42 sec.
4	- 01 deg. 38 min. 36.02 sec.	34 deg. 19 min. 53.50 sec.



Legend	
Licensed area	
License Number	PML000479LEZ
District	Serengeti
Direction	

An area of approximately **9.86** Hectares.

ANNUAL RENT PAYMENTS

Year	ERV	Amount (TShs.)	Date	Signature & Stamp
1.	922245123919554	887,400/-	02/09/2022	
2.
3.
4.
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6.
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THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF MINERALS
MINING COMMISSION



RENEWAL OF PRIMARY MINING LICENCE 000481LEZ
The Mining Act, Cap. 123

I, Resident Mines Officer of **Mara Region**, pursuant to Section 56(2) of the Mining Act, Cap.123 hereby renew the Primary Mining Licence **000481LEZ** granted to M/S **Lucas Jacob Kahungwa** of **P. O. Box 2043, Mwanza, Tanzania** to prospect and mine for **Gold**, for a period of **7 years** effective from **30th June, 2022**

The description of the renewed Primary Mining License is provided overleaf.

This licence is being renewed under the same terms and conditions of Primary Mining License **000481LEZ**.

Signed this 08TH day of SEPTEMBER 2022

A handwritten signature in black ink, appearing to be 'JK' or similar initials.

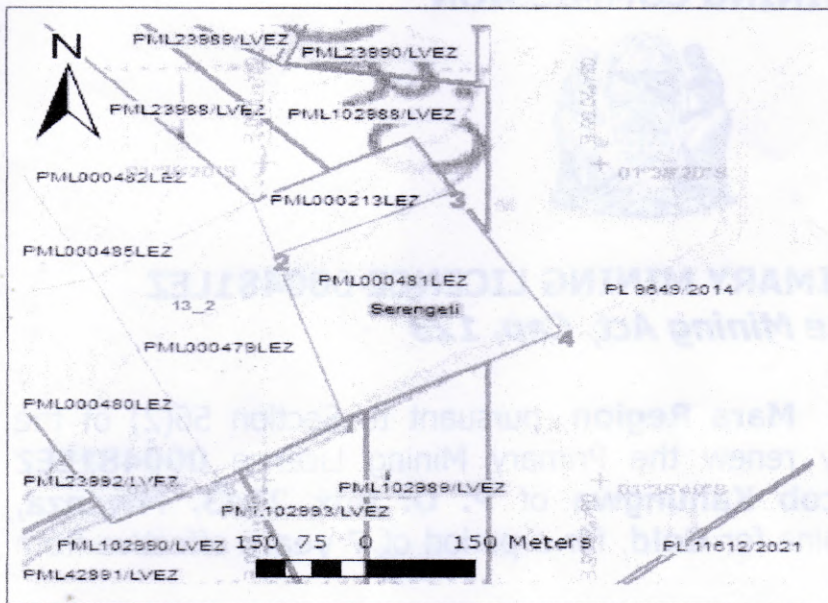
.....
Eng. Joseph N. Kumburu
For: **EXECUTIVE SECRETARY**

ANNEX A

DESCRIPTION OF THE PRIMARY MINING LICENCE AREA

The Primary Mining Licence is at **Majimoto** area in **Serengeti** District, QDS **13/2** defined by the following corner co-ordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 01 deg. 38 min. 36.02 sec.	34 deg. 19 min. 53.50 sec.
2	- 01 deg. 38 min. 25.86 sec.	34 deg. 19 min. 50.48 sec.
3	- 01 deg. 38 min. 21.89 sec.	34 deg. 19 min. 58.34 sec.
4	- 01 deg. 38 min. 30.54 sec.	34 deg. 20 min. 3.23 sec.



Legend	
Licensed area	
License Number	PML000481LEZ
District	Serengeti
Direction	

An area of approximately **9.62** Hectares.

ANNUAL RENT PAYMENTS

Year	ERV	Amount (TShs.)	Date	Signature & Stamp
1.	922245/23918048	865,860/=	02/09/2022	
2.
3.
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5.
6.
7.

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF MINERALS
MINING COMMISSION



RENEWAL OF PRIMARY MINING LICENCE 000482LEZ
The Mining Act, Cap. 123

I, Resident Mines Officer of **Mara Region**, pursuant to Section 56(2) of the Mining Act, Cap.123 hereby renew the Primary Mining Licence **000482LEZ** granted to M/S **Rebeka Jacob Kahungwa** of **P. O. Box 2043, Mwanza, Tanzania** to prospect and mine for **Gold**, for a period of **7 years** effective from **06th July,2022**

The description of the renewed Primary Mining License is provided overleaf.

This licence is being renewed under the same terms and conditions of Primary Mining License **000482LEZ**.

Signed this **08TH** day of **SEPTEMBER** 2022

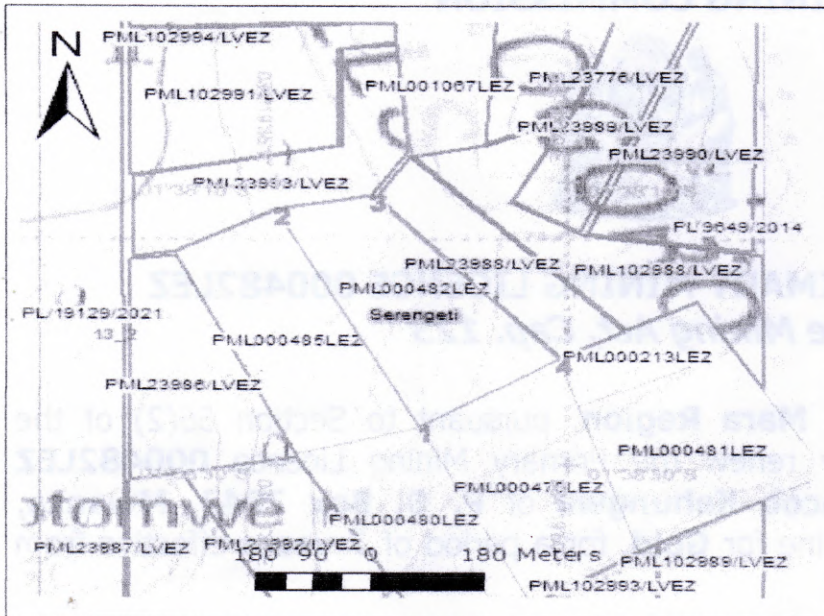
.....
Eng. Joseph N. Kumburu
For: **EXECUTIVE SECRETARY**

ANNEX A

DESCRIPTION OF THE PRIMARY MINING LICENCE AREA

The Primary Mining Licence is at **Sirori Simba, Majimoto** area in **Serengeti** District, QDS **13/2** defined by the following corner co-ordinates (Arc 1960):

Corner	Latitude	Longitude
1	- 01 deg. 38 min. 27.28 sec.	34 deg. 19 min. 42.33 sec.
2	- 01 deg. 38 min. 12.02 sec.	34 deg. 19 min. 34.96 sec.
3	- 01 deg. 38 min. 11.00 sec.	34 deg. 19 min. 39.90 sec.
4	- 01 deg. 38 min. 22.45 sec.	34 deg. 19 min. 49.42 sec.



<u>Legend</u>	
Licensed area	
License Number	PML000482LEZ
District	Serengeti
Direction	

An area of approximately **9.97** Hectares.

ANNUAL RENT PAYMENTS

Year	ERV	Amount (TShs.)	Date	Signature & Stamp
1.	922245123917476	897,300/=	02/09/2022	
2.
3.
4.
5.
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7.