

TANZANIA
Stamp Duty 5%
PAID ON ORIGINAL
18/3/2018
Receipt No
Stamp Duty Office

Certified as True Copy of the Original
Date: 05/07/2018
By: REUBEN KISHIMSHA
Notary
GEORGE & COMPANY
Sole Agent for Oaths

THE COMPANIES ACT (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PRO MINING SERVICES LIMITED

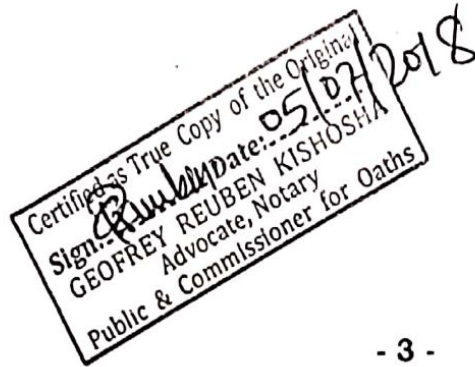
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1. The name of the company is "PRO MINING SERVICES LIMITED".
2. The registered company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are:-
 - (a) Drilling, Exploration and mining minerals - Gold, Diamond and Gemstones. Import & Export of minerals. Trading of Jewels, metal smith processor, dealers in mineral gemstone, to promote and establish shops and factories of all precious stones, metal and scrappers for selling/ exporting and distributing in Tanzania and around the world.
 - (b) Import and Export of plant, machineries, equipments, and accessories.
 - (c) To sell the mining supplies of all kinds to the mines. To make the sales of camp supplies and the related items. To do the work of logistics. To buy plant, machineries, equipments, accessories and related items for the mines or camps and sell them.
 - (d) To do the construction job. To hire machineries, equipment's and vehicles. To import the raw material or any accessories for the purpose of the construction. To import motor vehicles of all sorts and machineries.
 - (e) To carry on the business of dealers in the distribution of kerosene, petrol, motor spirits, mineral oil, crude oil, petroleum, lubricating oil, grease, and petroleum products, hardware suppliers, building materials, spare parts of motor vehicles, agricultural machineries, electrical goods and telecommunication.
 - (f) To carry on the business as exporters of agricultural, forestry, sea and lake products and to import any material or item for industrial or local consumption as the circumstance may avail it self. To deal in the business of Clearing and Forwarding agents.

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GEOFREY REUBEN KISHOS
Advocate, Notary
Public & Commissioner for Oaths

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- (g) To carry on the business as transporter of goods inside and outside Tanzania, documents handling, passengers, cargo superintendents, chartering agents, commission agents, to operate all kinds of motor vehicles, aircraft, marine and lake vehicles and to use and to use in the same of mail and all description of goods. To buy and sell motor vehicles and spares and accessories of the vehicles.
- (h) To engage and or otherwise carry on the business of exporters of the products listed above. To engage and to carry out the business of fish merchants and to be exporters of all kind of fish and marine products.
- (i) To engage and otherwise carry on the business of timber manufactures to be owner of saw mills, to timber processor, treaters, graders, suppliers and exporters, to be furniture manufacturers, manufacturers and distributors of all kind of furniture's.
- (j) To carry on the business of importers, dealers and distributors of kerosene, petrol motor spirit, mineral oil, crude oil, petroleum, lubricating oil grease and all other kind of mineral and petroleum products.
- (k) To carry on any other business may seem to the company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render profitable any of the company's property or rights.
- (l) To establish deposits and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- (m) To carry on the business of general merchants, general store keepers universal providers, importers, exporters, and wholesalers and or retail traders of or otherwise dealers of and in cotton, silk and woolen goods and textile fabrics of all kinds.
- (n) To enter in any arrangements and contracts with Government or authorities (supreme, municipal local or otherwise) or any corporation, companies, person's having objects that may seem conducive to the companies object or any of them and to obtain from any such Government, Authority, Corporation, company or persons any characters, contacts decrees right privileges and concession.



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- (o) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, lease, options mineral property rents, concessions, charters, privileges, licenses or authority of and over mines, land and mineral or other properties either absolutely or conditionally.
- (p) 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 or 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 of loan.
- ~~(q) To amalgamate with, or enter into partnership or into any arrangement for sharing profits union of interest, co-operation joint venture reciprocal concession or otherwise with any person or company carrying or, engaged in or about to carry on or engage in any business or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so directly to the benefit of this company. And to take or otherwise acquire shares and securities of any such company, and sell, hold, re-issue with or without guarantee, or otherwise deal with the same.~~
- (r) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company or for any other purpose, which may seem directly or indirectly calculated to benefit this company.
- (s) To sell or dispose of the undertaking and property of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to these of this company.
- (t) To carry on the business by wholesale or retail of automotive spares and parts of all description tyres and tubes, batteries, battery solution and other spares, accessories and goods as any be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.
- (u) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood,

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- (v) To construct, erect, maintain and alter any buildings, machinery plant works where necessary or convenient for the purpose of the company.
- (w) To undertake and execute any contracts for work involving the supply or use of any machinery or to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- (x) Generally to purchase, take on lease or in exchange his or otherwise or conveniently for the purpose of its business and in particular in any land, buildings, assessments, machinery plant and stock-in-trade.
- (y) To invest and deal with money of the company not immediately required upon such securities and in such manner as the company may from time to time determine.
- (z) To remunerate any person or company for services rendered or to be rendered on placing or assisting place or guaranteeing the placing of the company or the conduct of its business.
- (aa) To distribute any part of the company in specie among the members.
- (bb) To lend an advance money and to give credit to such persons or companies as may seem expedient and in a particular to members of the company and to guarantee the performance of contract by such person.
- (cc) To draw, make, accept, endorse discount, execute and issue cheques, promissory note, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.
- (dd) To do all or any of the above things in any part of the world as principles, agents, contractors, trustees, or other wise alone or in conjunction with others.
- (ee) To pay the expenses of and preliminary and incidental to the promotion, establishment, and registration of the company or of any other company promoted, formed, established or registered by all the company and all the brokerage, discount and other expenses lawfully payable which may at any time and from time to time lawfully payable which may at any time and from time to time be deemed expedient for taking placing or under writing all or any of the shares or debentures or other obligations so promoted, formed, established or registered by the company.

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(ff) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause of the clause shall not except when the context expressly so required, be in anywise limited or restrict by reference to or inference from the terms of any sub-clause or any name of the company. None of such sub-clause, or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause and the company shall have full power to exercise all or any of the powers conferred by any part of this in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transected acquired, dealt with or performed do not fall within the objects of the first sub-clause of the clause.

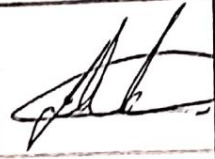

AND it is here by declared that the word "COMPANY" in this clause, shall be deemed to include any partnership or any other body or persons, where incorporated, and whether domiciled in East Africa or else where and the intention is that the object specified in which paragraph of this clause shall expect where otherwise expressed in such paragraph.

4. The liability of the member is limited.
5. The share capital of the company is T.Shs 100,000,000/= divided into 1000 ordinary shares of T.Shs 100,000 /= each with power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amount and to issue all or any part of the said capital.


We, the undersigned whose names and addresses are subscribed are desirous of being formed into the company in pursuance of this memorandum of Association and we respectively agree to take number of shares in capital of the company set opposite our respective names.

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 Signed on 14/03/2002
 GEORGEY PEUBEN KISINDU
 Advocate, Notary Public & Commissioner for Oaths

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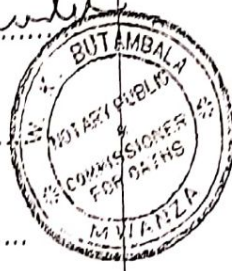
NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1. JOZUA CALEB COETSEE P.O. BOX 532, GEITA.	20	
2. HENNIE NICOLAAS COETSEE P.O. BOX 532, GEITA.	20 <hr/> 40	

DATED at MWANZA this 14th day of March, 2002.

WITNESS to the above signature: 

Address: P.O. Box 2605 - Mwanza

QUALIFICATION: ADVOCATE



Stamp Duty on
Articles of Association
Tanzania
05/07/2018

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Articles of Association
Tanzania
05/07/2018

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THE COMPANIES ORDINANCE (CAP 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PRO MINING SERVICES LIMITED.

PRELIMINARY:

1. In this regulations -

"The Ordinance" means the companies ordinance chapter 212 of the laws of Tanzania

When any provision of the Ordinance is referred to, the reference if that provision as modified by any law for the time being in force.

Unless the context otherwise required, the expressions defined in the Ordinance or any statutory modification thereof in 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, partnerships, firms cooperative societies etc.

The regulations of table 'A' in the first schedule of the companies Ordinance (hereinafter called table 'A') shall apply to the company, save in so far as they are varied or excluded here by, and the provisions under table 'A' the format shall prevail, and in addition, to substitution shall be the regulation as of the company

PRIVATE COMPANY:

2. The company is a private company and accordingly

(a) The right to transfer shares is restricted in manner here in after prescribed

Family First Law of the State of
Singapore
Company Secretary & Solicitors
110, Raffles Place, Singapore 048578

- (b) The number of the members of the company (exclusive of the persons who are in the employment of the company and of the persons who are leaving soon formerly in the employment of the company where while in 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 they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited.
- (d) The company shall not have the powers to issue warrants to bearer.

TRANSFER OF SHARES

- 3. The directors may in their discretion and without assigning any person of refuse to register the transfer of any shares to any person whom to their opinion he/she is undesirable for any reason what so ever to admit to membership.
- 4. Subject to Article 2 and 3 there of the rights of members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors so one who it is desirable in the interests of the company to admit the membership.
 - (b) Every shareholder or Trustee in bankruptcy, or any person who may desire to sell or to transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the directors that the desire to make such sale of such a transfer. Such notice shall constitute the board of directors as his agents for sale of such shares to any member or members of the company as a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the company.
 - (c) Upon the price of such shares being agreed on as determined as per Clause above the board shall forthwith give notice to such shareholders other than those desiring to sell or transfer the said shares, stating the number and price of such shares naming the persons to whom the notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number as such shares. At the expiration of such 21 days no notice, the board shall

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apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as they may be proper according to the shares already held by them respectively, or if there will be one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such share stated in his answer to the notice.

Upon such apportionment made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholder or to the single shareholder or to the single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS:

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT THE GENERAL MEETINGS

Articles 39 to 53 Table "A" shall apply subject to the following variations:

- (a) A General meeting, Ordinary or Extra ordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and or the members of the company holding three votes of the issued shares of the company shall be valid and effectual as an or inanity 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 5 and not more than 50 in number.
- (b) The following persons shall be the first Directors of the Company:-

1. JOZUA CALEB COETSEE
2. HENNIE NICOLAAS COETSEE

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Signed by: *[Signature]* Date: 25.07.2018
GEORGE M. MUBENI KISHOBUA
Advocate, Kenya
Company & Companies for Ombuds

7. The shareholding qualifications for the 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 transaction business shall, unless otherwise fixed by the Directors, be 2.
9. A Resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if has 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 with may exceed the issued share capital of the company.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money 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, or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved off 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 respect 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 duties

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and functions of the directors whom he represents and in the case of an inability to act as director whom he represents he may subject to the like approval of the other directors appoint a duly qualified person to act on his place.

SECRETARY

13. The secretary shall be appointed by the board of such terms at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the board.



WINDING UP

14. With the sanction of a special Resolution of the shareholders any part of the assets of the Company including any shares in other companies may be divided between the Members of the Company is special or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company Dissolved but so that no member shall be compelled to accept any shares whereupon there is only liability.
15. Every Director, Managing Director, Agent, Auditor, Secretary and officers for the time being of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in this favor or in which he is acquitted or in connection with any application (under section 345 of ordinance) in which relief is granted to him by the Court.

ALTERATION OR ADDITION

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

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 Signed by GEOPREY EMBEN KISHOSI
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2. HENNIE NICOLAAS COETSEE P.O. BOX 532, GEITA.	20	
	40	

DATED at MWANZA this 14th day of March 2002.

WITNESS to the above signature: Samuel

Address: P.O. Box 2605 - Mwanza

QUALIFICATION: ADVOCATE

