

THE UNITED REPUBLIC OF TANZANIA
THE COMPANIES ACT
(ACT NO. 12 OF 2002)

THE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

RINAN MINING INVESTMENT TANZANIA LIMITED

Made this..... day of 2016.

Drawn by:

FOX ATTORNEYS,
P.O. BOX 3337,
DAR ES SALAAM, TANZANIA.



TANZANIA
Stamp Duty Shs 2500/-
PAID ON ORIGINAL
Receipt No. 31261 of 08/11/16
Stamp Duty Officer

THE COMPANIES ACT
(ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

RINAN MINING INVESTMENT TANZANIA LIMITED

TANZANIA
Stamp Duty Shs 2500/- Paid
Receipt No. 31261 of 08/11/16
Asst. Registrar of Companies

1. The name of the Company is "RINAN MINING INVESTMENT TANZANIA LIMITED"
2. The Company's registered office is to be situated in the United Republic of Tanzania.
3. The Company's objective are:
 - a) To carry on the business and engage into the activities of Mining, Mineral Production, manufacturing, formulating and packaging of all sorts of minerals, metals, metal products and supplying the same to industrialists and dealers in Tanzania and world over, importers, exporters, buyers and sellers.
 - b) To carry on the Business of Maintaining Carbon in Leach (CIL), Carbon in Pulp (CIP), Diagnostic Laboratories, Diagnostic Kits, Elution, Electro wining and Regeneration of Minerals.
 - c) To carry on the business of provision of specialized services in the field of Mining, Mineral Production, Carbon in Leach (CIL), Carbon in Pulp (CIP), Elution and technical consultations and carry out inspection operations of CIL plant, CIP plant, Elution plant, Machines and Equipment in sites.
 - d) To import, distribute and supplying manufacture, buy, sell and generally deal in any plant, machinery, tools, goods, or things of any description which in the opinion of the Company is in connection with any of its objects.
 - e) To carry on the business and engage into the activities of buying, selling, importing, and exporting all types of minerals, quarrying and exploration for metals, minerals, fossil fuel and precious stones of all kinds and their preparations for sale or use.
 - f) To carry on the business and engage into the activities as general dealers of chemicals for mining, agricultural chemicals, water treatment chemicals, school and laboratory chemicals in Tanzania and the world over.



dd) To do all or any of the things authorized in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, subcontractors, or otherwise and either alone or in conjunction with others.

ee) To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any for the time being required by law.

ff) To support and subscribe to any charitable or public objects and institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carried on business.

gg) To carry on the business of industrialists ranging from small scale to large scale projects, manufacturers of different type of products and goods, to carry on activities of commercial farming, establish poultry farms animal husbandry, dairy farming, producer of animal feeds, and food processors, conduct research in crops, seeds, crops diseases, animals diseases, and seeds growing, cultivation, production processing, dressing of whatever kind ranging from composite seeds to hybrid seeds, crop farmers, farmer growers and planters.

hh) To do all such other things as may be deemed incidental or conducive to the attachment of the company's objectives or of any powers given to it by the Companies Act, Act No. 12 of 2002 of the United Republic of Tanzania.

AND SO THAT:

- (i) None of the provisions set forth in any sub-clause of this clause shall be restrictive construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restrictive by reference from any other provisions set forth in such sub clause, or by reference to inference from the terms of any other sub clause of this clause, or by reference to or inference from the name of the company.

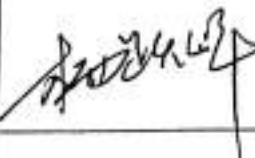



- (ii) The Word "Company" in this Clause except where used in reference to the Company, shall be deemed to include any partnership, joint venture or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Republic of Tanzania or elsewhere.
- (iii) In this Clause the expression "The Act" means the Companies Act, Act No. 12 of 2002, but so that any reference in this clause to any provision of the act shall be deemed to include a reference to any statutory modification or re-enactment of the provision for the time being in force.

4. The Liability of the Members is Limited.

5. The Company's share capital is **TSHS. 100,000,000/=** divided into **100,000 Shares** of **TSHS. 1,000/=** each, with the power of increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the persons whose names and addresses are subscribed, desire to be formed into a company, in pursuance of this memorandum of association, and we respectively agree to take the number of shares in capital of the company set opposite our respective names.

NAMES, ADRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1. YUEFENG YANG P.O. Box 3337, DAR ES SALAAM - TANZANIA	60,000	
2. XINZHI WANG P.O. Box 3337, DAR ES SALAAM - TANZANIA	40,000	
TOTAL	100,000	



Dated at Dar es Salaam this 05th day of DECEMBER, 2016

BEFORE ME:

NAME: GEORGE M. STEVEN

POSTAL ADDRESS: 3337, DAR ES-SALAAM

SIGNATURE: 



QUALIFICATION: ADVOCATE



TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 74205 of 28/12/16
Stamp Duty Officer

THE COMPANIES ACT
(ACT NO. 12 OF 2002)

A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RINAN MINING INVESTMENT TANZANIA LIMITED

TANZANIA
Stamp Duty Shs. 2500/- Paid
Receipt No. 3047058 of 28/12/16
Asst. Registrar of Companies

PRELIMINARY:

1. In these articles, if not inconsistency with the subject or context, the words and expressions standing on the left side shall bear the meanings set opposite them respectively on the right side thereof

INTERPRETATION:-

"**The Act**" means the Companies Act, Act No. 12 of 2002;

"**The Seal**" Means the common seal of this Company;

"**Capital**" Means the initial capital of this Company and the sum of the aggregate per value of all outstanding shares with per value of the Company's shares;

"**The Company**" shall mean RINAN MINING INVESTMENT TANZANIA LIMITED;

"**Chief Executive Officer**" means the Chief Executive officer of the Company from time to time appointed by the Directors of the Company;

"**Member**" a person who holds shares in the Company;

"**Person**" means any individual, firm, Company, corporation, trust, government, state or Agency of a state, joint venture, the public company, the estate of a deceased individual, limited liability company, partnership, incorporated or unincorporated association of persons.

"**Resolution of Directors**" except otherwise required by laws, memorandum or these articles of this company means a resolution:-

- (a) approved at a duly convened and constituted meeting of Directors of the company or of a committee of Directors of the Company by the affirmative vote of a simple majority of the Directors present at the meeting who voted and did not abstain from voting or;
- (b) consented to a resolution in writing by three-quarter of all Directors of the Company or of all members of a Committee as the case may be: except that where the Director is given more than one vote, he shall be counted by the number of votes he casts for the purpose of establishing a majority;



"Resolution of Members" except otherwise required by the Act, the Memorandum or Articles of this Company a resolution of members shall be approved at a duly convened and constituted meeting of the Members of the Company;

"Securities" means shares and debt obligations of every kind, and options, warrants and rights to acquire shares or debts obligations;

"Surplus" means the excess, if any at the time of the determination of the total assets of the company over the aggregate of its total liabilities, as shown in its books of accounts plus the company's capital.

"The Memorandum" means the Memorandum of Association of this Company as originally drafted or as amended from time to time;

Save for what has been stated any words or expressions defined in the Act shall bear the same meaning in these Articles. The regulations contained in Table A of the first schedule to the Act shall apply to the Company unless expressly excluded;

Whenever singular, masculine, feminine or Neuter gender words were used in this Articles shall equally where the context so requires include the others or vice versa;

A reference to Money in this Article is unless otherwise stated shall be referred as a reference to the currency in which shares of the company were issued according to the provisions of the Memorandum;

A reference in these Articles to voting in relation to shares shall be construed as a reference to voting by members holding the shares except that it is the votes allocated to the shares that shall be counted and not the number of members who actually voted and a reference to shares being present at a meeting shall be given a corresponding construction.

REGISTERED SHARES

2. Every Member holding registered shares in the Company shall be entitled to a certificate of shares signed by a director or officer of the Company and under the seal of the company specifying the shares held by him and the signature of the director or officer of the company and the seal may be facsimiles.
3. If several persons are registered as joint shares/holders of any shares first the said persons shall be treated as one person and any one of such persons may give an effectual receipt for any dividend payable in respect of such shares.



company as remuneration for their services such sums as the company may in general meeting determine.

POWERS OF DIRECTORS

30. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise by the directors.
31. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
32. The directors may exercise all the powers of the company 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.
33. The company may exercise the powers conferred upon the company by Act with regard to the keeping of a branch registered, and the directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.



DISQUALIFICATIONS OF DIRECTORS

The office of Director shall be vacated, if the Director:-

34. Becomes bankrupt in this Territory or in any territory which is declared to be a reciprocating territory under the Bankruptcy Act Cap 25 or becomes insolvent or enters into any arrangement with creditors; or
35. Becomes prohibited from being a Director by reason of any order made under the Companies Act; or
36. Is found Lunatic or becomes of unsound mind; or



We, the undersigned, subscribe our names to these Articles of Association.

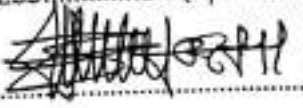
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Dated at Dar es Salaam this 05th day of DECEMBER, 2016

BEFORE ME:

NAME GEORGE M. STEVEN

POSTAL ADDRESS: 3337, DAR ES SALAAM

SIGNATURE: 

QUALIFICATION: ADVOCATE

