

Dated 2023

PETER RASMUSSEN JONES and ERIC SIKUJUA NG'MARYO
(the Sellers)

and

AZUL EAST AND WEST TANZANIA LIMITED and GREEN TREE PROPERTY MANAGEMENT CO. LLC
(the Buyer)

Share Purchase Agreement

relating to

the Sale and Purchase of Shares in

TANGANYIKA FILM AND SAFARI OUTFITTERS LIMITED



Anjarwalla & Khanna Tanzania

The Address, Ground Floor, 1 Bains Singh Avenue

Msasani Peninsula

P.O. Box 79651 Dar-es-Salaam

Tanzania

It is agreed as follows

1 Definitions and Interpretation

1.1 In this Agreement (including its recitals and the Schedules), unless the context otherwise requires, the following terms shall have the following meanings:

1.1.1 **Accounts Date** means 31 December 2022;

1.1.2 **Affiliate** means:

- (a) with respect to any person, any person Controlling, Controlled by or under the common Control of such person; and
- (b) in relation to an individual, in addition to (a) above, his spouse, parent, brother or sister, or any lineal descendant of his or any such person (each a privileged relation), and the trustees of a trust established for the benefit of such individual and/or his privileged relations;

1.1.3 **Applicable Law** means all laws, statutes, legislations, regulations, decisions or judgements, which apply to a party, including any national, provincial, state or local law, statute, by-law, ordinance, decree, directive, regulation, standard, circular, guideline, code, rule, delegates, or subordinate legislation, judicial act, or decision, judgement, order, or proclamation, directive, executive order, other legislative measure, binding actions or enactments of a Governmental Authority and the expression **Applicable Laws** shall be construed accordingly;

1.1.4 **BRELA** means the Business Registration and Licensing Agency of Tanzania;

1.1.5 **Business Day** means any day (other than a Saturday, Sunday or a gazetted public holiday), on which banks are open for the conduct of ordinary banking business in the United Republic of Tanzania;

1.1.6 **Business** means the tourism business as currently conducted by the Company;

1.1.7 **Buyer's Advocates** means Anjarwalla & Khanna Tanzania, Ground floor, The Address, 1 Bains Singh Avenue, Msasani Peninsula, P.O. Box 79651, Dar es Salaam, Tanzania;

1.1.8 **Companies Act** means the Companies Act, 2002 (as amended), Laws of Tanzania;

1.1.9 **Completion** means the completion of the sale and purchase of the Total Shares in accordance with the terms of this Agreement;

1.1.10 **Completion Date** means the date that is five (5) Business Days from the date of the Completion Notice, or such other date as the Buyer and the Sellers may agree to in writing and no later than the Long Stop Date;

1.1.11 **Completion Notice** has the meaning ascribed to it in Clause 4.8;

1.1.12 **Conditions** means each of the conditions set out in Clause 4.1 and **Condition** shall be construed accordingly;

1.1.13 **Consideration** has the meaning ascribed to it in Clause 3.1;

1.1.14 **Continuing Provisions** means Sections 1, 10, 15, 16, 17, 19, 21, 23, 24 and 25 all of which shall continue to apply after the termination of this Agreement howsoever terminated;

This Agreement has been entered into on the date stated at the beginning of it.

<p> Peter Ramussen Jones</p> <p>In the presence of: Name of witness: SALVASIA N. KIMARIO Signature of Witness:  Designation of Witness: ADVOCATE</p>	
<p> Eric Sikujua Ng'maryo</p> <p>In the presence of: Name of witness: SALVASIA N. KIMARIO Signature of Witness:  Designation of Witness: ADVOCATE</p>	
<p>Signed and Sealed with the common seal of Azul East and West Tanzania Limited</p> <p></p> <p>Director Name: _____ Address: _____</p> <p></p> <p>Director/ Company Secretary Name: _____ Address: DILL CORPORATE SERVICES TANZANIA LIMITED P.O. BOX 79651 DAR-ES-SALAAM - TANZANIA</p>	