

**THE COMPANIES ACT, 2002**

**[Cap. 212 R.E. 2002]**

**PRIVATE COMPANY LIMITED BY  
SHARES**

**Memorandum**

**And**

**Articles of Association**

**Of**

**CAPUTI RESOURCES COMPANY LIMITED**

Incorporated this ..... day of .....2022

**Drawn by:**

**Emmanuel Bwire Muyengi (Advocate),  
Interscope Attorneys (Advocates),  
Plot No. 7 Block N, Mtendeni Street,  
Near Chef Asili Opp. Ngoto Furnitures,  
P. O Box 57,  
Dodoma**

**THE COMPANIES ACT, 2002**  
**[CAP. 212 R. E. 2002]**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**  
**OF**  
**CAPUTI RESOURCES COMPANY LIMITED**




1. The name of the Company is **CAPUTI RESOURCES COMPANY LIMITED.**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objects for which the company is being established are: -
  - i. To search for minerals and mines and to process and market minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose off gold, diamonds, any interests in the same, respectively, and to carry on the business of cutting and polishing precious stones, diamonds out of rough precious and semi-precious stones;
  - ii. To deal with all works involving mining, quarrying and stone crushing.
  - iii. To carry on the business of exportation and importation of different products.
  - iv. To carry on the business as a General Commercial Company.
  - v. To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried out by the Company in connection with or ancillary to any of the above businesses or the general business of the Company
  - vi. To do all such other things as are incidental or conducive to the above objects or any of them.

**AND** it is hereby declared that the word "Company" in this clause, except where used in reference of this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the name of the Company, none of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects

mentioned in the first sub-clauses, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clauses of this clause.

4. The liability of the members is limited.
5. The authorized share capital of the company at the date of registration of this Memorandum of Association is **Tanzanian Shillings Fifty Million only (TZS 50,000,000.00/=)** divided into **One Thousand(1000)** ordinary shares of **Tanzania Shillings Fifty Thousand (TZS 50,000.00)** each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles or Association registered herewith.

We, the several persons whose names, 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(s) of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARE	SIGNATURES
SAEED MOKHTARI 30 PATRICK VISTA PARMELIA, WESTERN AUSTRALIA 6167	309	
TIHITINA TADDESSE ENDALE, Apt:83 Ayet Building ECA, Road Kirkos Sub City Worda 08, Ethiopia	210	
HOLINESS MOSES MWAKANOSYA P.O.BOX 2715, DODOMA.	1	

DATED at Dodoma, this 3<sup>rd</sup> day of MAY 2022.

BEFORE ME:-

NAME: EMMANUEL A.B. SWIRE

SIGNATURE: 

ADDRESS: 74 VINDODUMA

OCCUPATION: ADVOCATE



**THE COMPANIES ACT, 2002**  
**[Cap. 212 R. E. 2002]**

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**COMPANY LIMITED BY SHARES**  
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**ARTICLES OF ASSOCIATION**  
**OF**  
**CAPUTI RESOURCES COMPANY LIMITED**

**APPLICATION OF TABLE "A"**

- 1) Subject as hereinafter provided, the regulations contained in Part 1 of Table "A" in the Companies Act 2002, [Cap. 212 R.E2002] which shall be referred hereinafter as the ((Act) shall apply to the company save for regulation 22.

**INTERPRETATION**

- 2) In these Articles unless the context otherwise requires:

- (a) **"Articles"** Means these Articles of Association of "**CAPUTI RESOURCES COMPANY LIMITED**"
- (b) **"Board"** Means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained
- (c) **"Company"** Shall mean "**CAPUTI RESOURCES COMPANY LIMITED**"
- (d) **"Clear days"** In relation to the period of a notice means that a period excluding the day when the notice is given or deemed to be and the day for which is given or which it is to take effect.
- (e) **"Directors"** Shall mean the Directors for the time being of the Company or if there only be one Director then such one Director.
- (f) **"Member"** Shall mean a registered shareholder in the Company.
- (g) **"Month "** shall mean a calendar month.
- (h) **"Office"** shall mean the registered office of the Company.
- (i) **"The Act"** shall mean the **COMPANIES ACT 2002** [Cap. 212 R.E2002] or any statutory enactment or modification thereof for the time being in force, and reference to any section or provisions of the Act shall include reference to any statutory re-enactment or modification of such section or provision for the time being in force;
- (j) **"The Seal"** shall mean the Common Seal of the Company;
- (k) **"The Board"** shall mean the Board of Directors of the Company

- (l) **"Secretary"** shall mean any person appointed to perform the duties of Secretary of the Company.
- (m) **"In writing" or "written"** shall include printing and lithography and any other mode or modes of representing or producing words in a visible form.
- (n) **"Office"** shall mean the registered office of the Company
- (o) Words importing any gender include other genders and words in the singular include the plural, and vice versa, and words importing a person shall include a body corporate.

### **PRIVATE COMPANY**

- 3) The Company has been formed as a private company, and accordingly:-
  - (a) The number of members of the company (not including persons who are in the employment of the Company, and persons, who having been formerly in the employment of the Company were 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 Article be treated as a single member;
  - (b) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- 4) The right to transfer shares is restricted in the manner hereinafter provided in these articles.

### **SHARES**

- 5) The authorized share capital of the company is **Tanzanian Shillings Fifty Million only (TZS 50,000,000.00/=)** divided into **One Thousand (1000)** ordinary shares of **Tanzania Shillings Fifty Thousand (TZS 50,000.00)** each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.
- 6) Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special

resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.

- 7) The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 8) Subject to such restriction in these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common or any other form which the Directors may approve, provided that the members of the company then present shall have the right of pre-emption in transfer by purchase.
- 9) The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.
- 10) If the Directors refuse to register a transfer, they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.

#### **TRANSMISSION OF SHARES**

- 11) In the case of death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which he has been jointly held by him with other persons.
- 12) Any persons becoming entitled to a share in the consequence of death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as a transferee thereof, but the Directors will, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer of the share by that member before his death or bankruptcy.

#### **ALTERATION OF CAPITAL**

- 13) The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe but such increase in value of the shares shall not affect the number of shares initially taken up by the subscribers to the Memorandum of the Company.
- 14) The Company may by ordinary resolution:

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Sub-divide existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association.

### **GENERAL MEETINGS**

- 15) The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the company hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.
- 16) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 17) The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, as provided for in the Act.
- 18) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting, to such other persons as are, under the regulations of the company, entitled to receive such notices from the company.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 19) All business shall be deemed special that is transacted at an annual general meeting and also that is transacted at any general meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and fixing, the remuneration of the auditors.
- 20) Two members, either present in person or by proxy shall constitute a quorum.
- 21) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved, in any case it shall stand adjourned to the same day in the next week, at the same

time and place or to such other day and ay such other time and place as the Directors may determine.

- 22)The Chairman, if any, of the board of Directors shall preside as chairman of every general meeting of the company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the general meeting or is unwilling to act the Directors present shall elect one of their member to be chairman of the meeting.

### **DIRECTORS**

- 23)Unless determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.

- 24)The following persons shall be first Directors to the Company: -

1. **SAEED MOKHTARI**
2. **TIHITINA TADDESSE ENDALE,**
3. **HOLINESS MOSES MWAKANOSYA**

- 25)The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.

- 26)The quorum of Directors, for transacting business shall unless otherwise fixed, by Directors, be two.

- 27)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.

- 28)The Directors may from time to time borrow; raise moneys for the purpose of the Company which may exceed the issued share capital of the Company.

### **BORROWING POWERS**

- 29)The Directors may exercise all powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or 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.

### **POWERS AND DUTIES OF DIRECTORS**

- 30)The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act, or by these regulations, required to be exercised by the Company in general meeting; subject nevertheless, to any of these regulations, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the

Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

- 31) The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit.

#### **DISQUALIFICATION OF DIRECTORS**

- 32) The office of director shall be vacated if the director:

- (a) resigns;
- (b) becomes of unsound mind
- (c) becomes prohibited from being a director by reason of any Court Order;
- (d) dies;
- (e) in case of a life director, ceases to be a member of the Company;
- (f) is voted out of office by an ordinary resolution in General Meeting;
- (g) is prohibited from acting as a director by the provisions of the Act.

#### **MANAGING DIRECTOR**

- 33) The Directors may from time to time appoint a Managing Director who may not necessarily be out of their body for such a period and on such terms as they think fit, and subject to the terms of agreement entered into any such particular case, may revoke such an appointment.
- 34) A Managing Director shall receive such remuneration as the Directors may determine.

#### **SECRETARY**

- 35) The Directors shall appoint a Secretary of the Company on such terms, at such remuneration and upon such conditions, as they may think fit; and the Secretary appointed may be removed by them.

#### **THE SEAL**

- 36) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

#### **ACCOUNTS**

- 37) The Directors shall cause true accounts to be kept:
- (a) of the assets and liabilities of the Company;

- (b) of all sums of money received and expended by the Company and the manner in respect of which receipts and expenditures take place. The books of accounts shall be always open for the inspection of the Directors and shall be kept at a place decided by the Directors.

38) The Directors shall from time to time determine whether in any particular case or cases or generally and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and no member (not being a director) shall have any right of inspecting any book or documents of the Company except as conferred by statute or authorised by the Directors.

#### **AUDIT**

39) Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.

40) The Directors shall appoint the first auditor who will hold office until the first annual general meeting.

41) The Directors may fill up any casual vacancy in the office of auditor.

42) The remuneration of the auditor shall be fixed by the Company in general meeting; except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

#### **CAPITALIZATION OF PROFITS**

43) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions on condition that the same shall not be paid in cash but be applied either in or toward paying up any amounts for the time being unpaid or any shares held by such members respectively.

#### **NOTICES**

44) A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, and/or if he has no registered address, to his last known address, if any, supplied by him or her to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effective if the notice was posted.

- 45) Notice of every general meeting shall be given in any manner herein before authorized to every member at his or her registered address or last known address.
- 46) Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative of a trustee 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 the auditor for the time being of the Company.

#### **WINDING UP**

- 47) If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purposes set such value as he may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefits of the contributors as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities where there is any liability.

#### **INDEMNITY**

- 48) Every Director, Managing Director, Agent, Auditor, Secretary, and other officer 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 judgment is given in his favour or in which he is acquitted or in connection with an application under the COMPANIES ACT in which relief is granted to him by the Court.

#### **ALTERATIONS OR ADDITIONS**


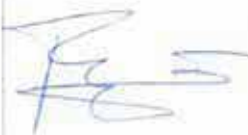

- 49) Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or addition as made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

#### **ARBITRATION**

- 50) If and whenever any dispute or difference shall arise between the Company and any of the members of their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act, matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the

parties by reason of these Articles or the Act such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration Act Cap 15 or any enactment replacing the Arbitration Act.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association, and we respectively agree to take the number of shares in the capital of the company opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARE	SIGNATURES
SAEED MOKHTARI 30 PATRICK VISTA PARMELIA, WESTERN AUSTRALIA 6167.	309	
TIHITINA TADDESSE ENDALE Apt:83 Ayet Building ECA, Road Kirkos Sub City Worda 08, Ethiopia	210	
HOLINESS MOSES MWAKANOSYA P.O.BOX 2715, DODOMA.	1	

DATED at Dodoma this 8<sup>th</sup> day of MAY 2022.

BEFORE ME:-

NAME: EMMANUEL A.G. BRILE

SIGNATURE: 

ADDRESS: 740, DODOMA

OCCUPATION: ADVOCATE

