

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
NORTH AMERICAN HOLDINGS LIMITED

- 1 The name of the company is **NORTH AMERICAN HOLDINGS LIMITED**
2. The Registered Office of the Company will be situated on the mainland of the United Republic of Tanzania.
3. The objects for which the Company is established are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise):
 - (a) To carry on business dealers of mining of lignite, mining of iron ores, support activities for other mining and quarrying, mining of uranium and thorium ores, other mining and quarrying and exports of mining.
 - (b) To carry -on business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
 - (c) To carry on business of buying and selling of all types of minerals and gemstones including Gold, diamond found in the United Republic of

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Asst. Registrar of Companies
Date *19/04/23*

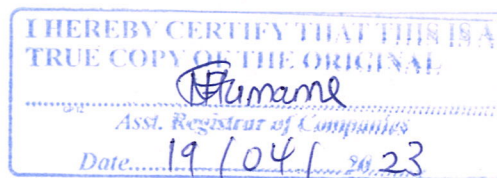
Tanzania and to engage in exportation of rough, cut and polished minerals and gemstones including diamonds to different parts of the world and to open up lapidaries and to acquire mine workings and mining grounds in Tanzania.

- (d) To establish in JV or Independently PPP [with local, regional or overseas Governments, private companies, local Governments (District councils, Municipals)
- (e) To carry-on of business of Aviation industry not limited to passengers, cargo, charter, medical evacuation:
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Republic of Tanzania or elsewhere, any patents, patent rights, brevets d'Invention, licenses, secret processes, trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the company may acquire or proposes to acquire.
- (g) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the business which the company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person firm or company, or for subsidizing or otherwise assisting any such person firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired any Shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any Shares, debentures, debenture stock or securities so received.
- (h) To improve, manage, construct, repair, develop, exchange, let, lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant

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licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (i) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (j) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company), to enter into guarantees, contracts of indemnity and surety of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (Including without prejudice to the generality of the foregoing any such holding company subsidiary, fellow subsidiary or associated company as aforesaid).
- (k) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised, owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it. (k) To draw, make, accept, endorse, discount, negotiate, Execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any license of authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.



consideration as the company may think fit, and in particular for Shares, debentures, or securities of the Company.

- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing selling, or guaranteeing the subscription of any Shares or other securities of the Company.
- (u) To make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or noncontributory) for the benefit of any such person and of their wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or Share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employment or to trustees on their behalf to enable any such purchase scheme to be established or maintained.
- (v) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or registered or recognized in any part of the world.
- (x) To amalgamate, merge, enter into a joint venture, enter into a profit sharing arrangement, or enter into a partnership with any other company or body of persons.
- (y) To do all or any of the thing or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by

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or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.



- (z) To do all such other thing as may be deemed incidental or conducive to the attainment of the company's objectives or any of them.

AND IT IS HEREBY DECLARED THAT:

- (aa) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the interpretation shall be given to each such object, and none of such object shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or object set forth in such sub-clause, or by reference to or inference from the theme of any other associated Clause of this section, or by reference to or inference from the name of the Company.
4. The liability of the members is limited.
5. The Share Capital of the Company is Tanzania Shillings One Hundred Billion only (TZS 100,000,000,000/=) divided into Five Hundred Thousand (500,000) Shares of Tanzania Shillings Two Hundred Thousand Only (TZS 200,000/=) each subject and without prejudice to the right attached to any class of Shares for the time being carrying special rights, the Shares of the company, whether part of the original or any increased capital, of the company, may be issued with any special qualified, preferred or deferred rights and privileges or condition as to capital dividends, right of voting of other matter but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company for the time being in force.

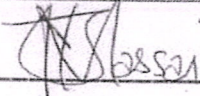
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We, the undersigned whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of Share in the capital of the Company set opposite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

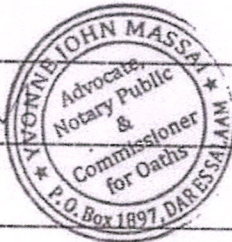
NAMES, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
ROBERT RAYMOND LEWIS 26 SCHMITTLE ROAD SOCORRO, NEW MEXICO 87801 UNITED STATES OF AMERICA	300,000	
KUSANYA FREDERICK SHINDIKA Plot No.62 Block B Isaka, Buchosa 33309, Sengerema P.O. BOX 1200 MWANZA	200,000	

Dated this 14th Day of APRIL, 2023

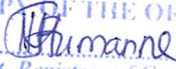
WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE: 

ADDRESSES: 1897 DSM



QUALIFICATION: ADVOCATE

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 Asst. Registrar of Companies
 Date: 19 / 04 / 2023

THE COMPANIES ACT (2002)
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
NORTH AMERICAN HOLDINGS LIMITED

PRELIMINARY

1. No Articles of similar registration set out in any statute, or contained in any instrument made under (including Table A), concerning companies shall apply to the company, but the following shall be the Articles of Association of the company.

INTERPRETATIONS

2. (a) In the Articles unless the context otherwise requires, the words in the first column below shall bear the respective meanings set opposite them in the second column.

Words:

MEANINGS:

"A" Director"

a Director appointed by the "A" Shareholder

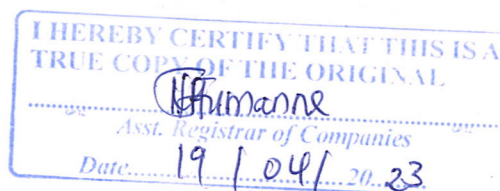
"A" Share

an "A" Share of TZS 200,000 each in the capital of the Company having the rights described in these Articles:

"Accountant"

a person registered as a Certified Public accountant with NBAA:

"Accounts" The audited profit and loss account and balance sheet of the Company, sources and application of funds or if the Company has any subsidiary undertakings, the audited consolidated profit and loss account and balance sheet of the Company and its subsidiary undertakings together with all notes thereto for each financial year or period (as the case may be) calculated on the historical cost basis and prepare in accordance with all applied statement of Statements of Standard Accountancy Practice, Financial Reporting Standard and pronouncements issued by the Accountancy Standards Committee of the National Board of Accountant and Auditors ("NBAA") or where there are none in accordance with



executed provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or such other place (if any) as is specified for depositing the instrument of proxy not later than the last time at which an instrument of proxy should have been delivered in order to be valid for use at the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) 24 hours before the time appointed for the holding of a poll at which such vote is given.

84. Subject to the provision of the Act, a resolution in writing signed by or on behalf of all the Shareholders for the time being entitled to receive notice of and to attend and vote a general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of two or more documents in like form each signed by or on behalf of one or more of the Shareholders.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

85. A corporation (including a corporation sole) which is a Shareholder of the Company may by resolution of its Board or other governing body or, by authority given under seal or under the hand of an officer duly authorized by it, authorize such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or of any class of Shareholders in respect of its entire holding or any part of parts thereof. A person so authorized pursuant to the foregoing provisions of the Article shall be entitled to exercise the same powers on behalf of the corporation which he represents in respect of that part of such corporation's holding to which his authorization relates as the corporation could exercise if it were an individual Shareholder with such a holding.

NUMBER OF DIRECTORS

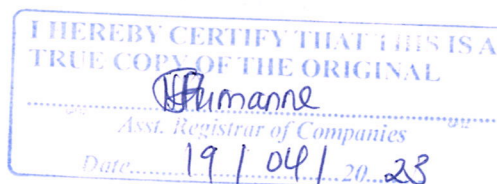
86. (a) Subject to paragraph (b) the number of Directors shall be not less than two.

The following shall be the first Directors of the Company

- (i) ROBERT RAYMOND LEWIS
- (ii) KUSANYA FREDERICK SHINDIKA

- (b) The Company may by Special Resolution from time to time vary the minimum number and/or the maximum number of Directors

87. A director shall not be required to hold any Shares in the capital of the Company.



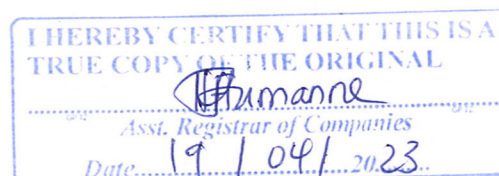
88. A Director who is not a Shareholder shall nevertheless be entitled to receive notice of and attend and speak at all general meetings of the Company and all separate general meetings of the Holders of any class of Shares in the capital of the Company.

ALTERNATE DIRECTORS

89. Any Director (other than an ultimate Director) may appoint any other Director, or any other person approved by resolution of the Board and willing to act, to be an ultimate Director and may remove from office a alternate Director so appointed by him.
90. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointer is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer or as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director.
91. An alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director, but if, a Director retires by rotation or otherwise but is reappointed or is deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
92. Any appointment or removal of an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director.
93. Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing.

POWERS AND DUTIES OF DIRECTORS

94. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company in general meeting, such regulation, being not inconsistent with the aforesaid Articles 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 Board which would have been valid if the regulation had not been made.



- (i) by one Director and the Secretary;
 - (ii) by two Directors; or
 - (iii) by a person duly authorized by the Board either generally or in relating to specific instruments of specific descriptions.
- (c) Notwithstanding the provisions of provisions of paragraph(b)of this Article and without prejudice to paragraph (c) of this Article the Board may resolve in the case of any certificates for Shares or debentures or other securities of the Company, to dispense with any or all of the signatures referred to in paragraph (b) of this Article.
- (d) Notwithstanding the provisions of Article 114 a committee authorized by the Board for the purpose of paragraph (a) of this Article may consist entirely of one or more persons other than Directors.

AUTHENTICATION OF DOCUMENTS.

125 Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolution passed by the Company or the Board or any committee, and any books, records, documents and Accounts relating to the business of the company and to certify copies thereof or any committee, or any local or area Board which is certified as aforesaid shall be conclusive evidence in favor of all persons dealing with the company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceeding at a duly constituted meeting.

RESERVES

126. Subject to the Act the Board may, before recommending any Dividend, whether preferential or otherwise, set aside out of the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such manner as the Board thinks fit. The Board may also without placing the same to reserve carry forward any profits.

DIVIDENDS

127. Subject as hereinafter provided, the Company by Ordinary Resolution may declare Dividends in accordance with the respective rights and priorities of Shareholders, but no Dividend shall exceed the amount recommended by the Board.

128. The Board may from time to time declare and pay to the Shareholders such interim Dividends, and such fixed or other Dividends payable upon any preference Shares or

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