




THE COMPANIES ACT, 2002  
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COMPANY LIMITED BY SHARES  
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MEMORANDUM OF ASSOCIATION  
OF  
"CAPITAL ORE LIMITED".

1. The name of the Company is "AFRICAN OIL LOGISTICS LIMITED".
2. The Registered Office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
- a) The principal line of business of the company shall be to carry on the business of shipping, freight forwarding & courier services, custom agents, cargo agents, shipping agents, clearing and forwarding agents, freight contractors, and forwarding agents, to issue and arrange airway bills & bills of lading for all purpose of transportation services, business of domestic and international shipping agents, freight forwarding, consolidators & courier services and to carry out all the ancillary services connected therewith including carriage by air, land and sea and rapid desk to desk delivery of all type of carriage-able goods, door to door delivery of dutiable and non-dutiable commercial value shipments, complete handling of all documentation and different type of goods, freight, loading, unloading, clearing, storing and forwarding of goods, pick-up and delivery of carriage-able goods, including providing of full air, sea and land cargo service and warehousing facilities for the said purpose.
- b) To acquire by purchase, lease, exchange or otherwise lands, buildings, and hereditaments of any tenure or description for any estate or interest and any rights over or connected therewith and to turn the same to account as may seem expedient and in particular by planting, building, improving, farming, grazing and felling timber and by leasing, letting and disposing of same.
- c) To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for any of the purposes aforesaid or for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting-up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- d) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's businesses, activities and products or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think is desirable to obtain, and to carry out, exercise, or comply with any such arrangements rights, privileges or concessions;
- e) To do all such other things as the Company may deem incidental or conducive to the

attainment of any of the aforesaid.

4. The liability of the Members is limited.
5. The share capital of the Company is Shillings Eight Hundred and Fifty Million (Tshs 850,000,000/=) divided into One Hundred (100) shares of Shillings Eight Million Five Hundred Only (Tshs 8,500,000/-) each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preferential or otherwise, shall be subject to the power hereinbefore contained.

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 the capital of the Company set opposite our respective names.

Names, Postal Addresses and Occupations of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
MAKABUZA NGOGA RUTABANA MODESTE Avenue du Lac n 1407 Himbi, Goma Congo.	34	
GAKURU JEAN DE LA CROIX High Command Avenue No. 320 Gombe, Kinshasa Congo	33	
GATO JEAN DE DIEU High Command Avenue No. 320 Gombe, Kinshasa Congo	33	

Dated at DAR-ES-SALAAM, this 28<sup>th</sup> day of November 2022

WITNESS to the above signatures:

Names :

Signature :

Address :

Qualification :

MUMBEKI KABEMBE  
Advocate  
1173 ASM  
ADVOCATE





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THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF

"AFRICAN OIL LOGISTICS LIMITED"

PRELIMINARY

- 1 The regulations contained in Table A "in the First Schedule to the Act shall not apply to the Company.

PRIVATE COMPANY

- 2 The Company is a private company and accordingly:
- (a) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of 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;
  - (c) The Company shall not have power to issue share warrants to bearer;
  - (d) The right to transfer shares is restricted in manner hereinafter provided.

BUSINESS

- 3 Any branch or kind of business which the Company is either expressly or by implication authorized to undertake may be undertaken by the Board at such time or times as it shall deem fit and, further, may be permitted by it to be in abeyance, whether such branch or kind of business, may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with the same.
- 4 The registered office of the Company shall be at such place in Tanzania as the Board shall from time to time appoint.
- 5 No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with any purchase or subscription by any person of or for shares in the Company or in its holding company (if any) provided that nothing in this Article shall prohibit transactions mentioned in the proviso to section 57(1) of the Act.
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