

THE COMPANIES ACT  
(CAP 212)  
(LAWS OF TANZANIA)

-----  
COMPANY LIMITED BY SHARES  
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MEMORANDUM

AND

ARTICLES OF ASSOCIATION  
OF

-----  
LONG REEF RESOURCES LIMITED  
(A PRIVATE COMPANY)

**DRAWN BY**

Mohyadini Mohamed Hussein  
Subscriber  
House No. 68, Plot No. 168/2,  
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P.O. Box 71708,  
Dar Es Salaam, Tanzania

  
Certified True Copy of the Original  
**Mwajuma Choggy**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 7/12/22

THE COMPANIES ACT  
(CHAPTER 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
LONG REEF RESOURCES LIMITED

1. The name of the Company is **LONG REEF RESOURCES LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The Object for which the Company is established are:
  - a) 0710 - Mining of iron ores
  - b) 0899 - Other mining and quarrying.
  - c) 0990 - Support activities for other mining and quarrying
  - d) 0729 - Mining of other non-ferrous metal ores
  - e) 8299 - Other business support service activities.
  - f) 7490 - Other professional, scientific, and technical activities.
  - g) 2420 - Manufacture of basic precious and other non-ferrous metals
  - h) 4923 - Freight transport by road
  - i) 4100 - Construction of buildings
  - j) 4690 - Non-specialized wholesale trade
  - k) 4799 - Other retail sale not in stores, stalls or markets
  - l) To provide services related to mining and mineral exploration activities and services.
  - m) To undertake any services directly and indirectly related to the objectives set above.
  - n) To exercise and enforce all rights and power conferred by or incident to the ownership of shares, stock, obligations, or other securities, included without prejudice to the generality

  
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- ll) To draw, execute, accept, indorse, discount, deal in and otherwise negotiate bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments and to accept deposits of money with or without interest.
- mm) To acquire, use, assign, transfer or in any way manage and dispose of rights, privileges, and permits, of every nature about any movable or immovable property or with any other business or activity of every kind.
- nn) To purchase, own or otherwise acquire lands, real property, easements, rights, and other property, real or personal for the purpose and conducive to the objects of the Company.
- oo) To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or company carrying in any business which the company is authorized to carry on or possess property suitable for the purpose of the company.
- pp) To invest and deal with moneys of the Company not immediately required upon each security and in such manner as may from time to time be determined.
- qq) To purchase, lease, or otherwise acquire, and hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or factories, warehouses, or any hereditaments.
- rr) To adopt means of making known the services of the Company as may seem expedient and by advertising in the press, by circulars, by purchase and exhibition of works, art, or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- ss) Generally, to do all such other things as may appear to the Directors to be incidental or conducive to the attainment of the above objects or any of them or for the promotion and expansion of the Company.

  
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**AND** it is hereby declared that the intention hereof is that the Objects hereinabove specified in this clause shall be independent main Objects of the Company and shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph or the other clauses hereof.

4. The liability of the members is Limited.
5. The nominal share capital of the Company is **Tanzania Shillings Two Billion (TZS 2,000,000,000) divided into Ten Thousand (10,000) shares, per value of Tanzania Shillings Two Hundred Thousand (TZS 200,000) each share**, with the rights, privileges, and conditions respectively attached thereto as may from time to time be conferred by the regulations of the Company with powers to increase or to reduce its capital and to divide the share capital of the Company from time to time into several classes and attach thereto such preferential, differed,

76. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
77. A resolution in relation to any of the following shall require the approval of Members representing at least seventy-five per cent (75%) of the share capital of the Company present in person or by proxy at the meeting:
- (a) the adoption of any change to the Articles of Association of the Company, other than a change of name of the Company (which shall be decided by the Board).
  - (b) the consolidation or amalgamation of the Company.
  - (c) Winding up of the Company.

#### DIRECTORS



78. Unless and until otherwise from time to time determined by a special resolution of the Company, the number of Directors (excluding alternate directors) shall not be less than two (2) and not more than five (5) in number. If at any time the number of Directors falls below the minimum number fixed by or in accordance with these Articles, the remaining Directors may act for the purpose of convening a general meeting or for the purpose of bringing the number of Directors to such minimum, and for no other purpose. The remuneration of the Directors shall from time to time be determined by the Board.

The first Directors of the Company are:

1. **MOHYADINI MOHAMED HUSSEIN**
2. **NOOR HUSSEIN MOHAMUD**
3. **MUSTAFA NOOH HUSSEIN**



79. Unless otherwise determined by the Company in a General Meeting, the Board shall appoint the Chairman of the Board. The Chairman of the Board shall also be the Chairman of the General Meeting of the Company.
80. Each Director shall have the power to appoint an alternate Director to act in his place and may at his discretion, remove such alternate Director. A person so appointed shall be subject in all respects to the terms and conditions existing in respect of Directors and each alternate Director, while so acting shall exercise and discharge all functions, powers, and duties as a Director of his appointer in such appointer's absence. An acting Director shall *ipso facto* cease to be an alternate Director if his appointer ceases, for any reason, to be a Director: Provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.
81. All appointments and removals of an alternate Director shall be affected by instrument in Writing delivered at the Office and signed by the appointer. A Director exercising the power to appoint an alternate Director shall give prior notice of such appointment in Writing to the Secretary of the Board.
82. Any Director who, by request, performs special services or who otherwise performs services which, in the opinion of the Board, are outside the normal scope of the usual duties of a Director,

NAMES, POSTAL ADDRESSES & OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE AND STAMP OF SUBSCRIBERS
1. MOHYADINI MOHAMED HUSSEIN Businessman House No. 68, Plot No. 168/2, Mwal Kibaki Road, Regent Estate, 14112 Mikocheni P.O. Box 71708, Dar Es Salaam, Tanzania	5100	
2. MUSTAFA NOOH HUSSEIN Businessman House No. 68, Plot No. 168/2, Mwal Kibaki Road, Regent Estate, 14112 Mikocheni P.O. Box 71708, Dar Es Salaam, Tanzania	500	
3. NOOR HUSSEIN MOHAMUD Businessman HSE No 22, Isiolo Main Street, 60300 Isiolo Isiolo, Kenya	500	NOOR

DATED as of this 19 Day of APRIL 2022.

IN WITNESS of above signatures

**BEFORE ME:**

Name: ERIC FRANK RINGO

Signature: 

Address: P.O. box 33316, DARE ES SALAAM

Occupation: Advocate, Notary Public and Commissioner of Oaths.



  
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