

COMPANIES ACT (CAP. 212)

COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES OF
ASSOCIATION**

OF

LIKWAA RESOURCES COMPANY LIMITED

Drawn by:

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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
LIKWAA RESOURCES COMPANY LIMITED

1. The name of the Company is **LIKWAA RESOURCES COMPANY LIMITED**.
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is formed 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 nor is any general expression in any 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 and engage in mining business of any kind of minerals found in the United Republic of Tanzania.
 - (b) To prospect for minerals whenever situated or suspected of being situated within the United Republic of Tanzania and for that purpose to apply for and take from the minister Prospecting Licenses.
 - (c) To develop and work any minerals which the company as a result of their prospecting or otherwise, deem advisable to work, and for that purpose to apply for and take from the Minister such lease and licenses as the company shall think proper and the minister shall grant.
 - (d) To enter into joint venture and agreements with private persons for the acquisition of any mining business or the purchase of land containing minerals, or the taking of minerals by way of lease or license.
 - (e) To acquire from the minister in accordance with this Act and to carry on and develop any existing mining business which has been acquired under this Act by the Minister.
 - (f) To make marketable and sell or otherwise dispose of any kind of mineral mined by the company.
 - (g) To apply for a retention license on the grounds identified to having mineral deposit within the prospecting area.
 - (h) To purchase take on lease or exchange or acquire and mines, mineral rights and privileges, machine, plant and other effects whatsoever which the

company may from time to time think proper to be acquired the effective carrying on of the companies business.

- (i) To carry on the business of a mining and refining Company and as auxiliary thereto, to purchase or hire vessels, to purchase or erect buildings and works, and construct docks, railways and tramways.
- (j) To search for and extract, to submit to any refinement, process or manufacture, to prepare for market, deal in and turn to account any ores and minerals and generally to carry on the business or prospecting mining, smelting and refining.
- (k) To search ores and minerals, mine, and to apply for licenses and grant licenses for mining over lands which may be acquired by the company and to sell or otherwise dispose of the mines or other property of the company.
- (l) To carry on the business of buying and selling of cashew nuts, coffee, tea and other agricultural products.
- (m) To carry on the business of supplying and exportation of soft commodities such as cashew nuts, coffee, tea and other agricultural products.
- (n) To act as agents for companies dealing with the manufacturing of agricultural products and machinery.
- (o) To carry on business as farmers, planters, growers, harvesters and producers of fruit, vegetables and cereals and grains of all kinds and of any and every sort of crop tree or produce of the soil.
- (p) To carry on the business as horticulturists, florist, agricultural economists, cattle-farming, poultry-farming, breeding and improving livestock, dairy-farming and sellers, contractors and advisors veterinarians and agricultural laboratories, and to import, buy, sell, deal in and acquire all and any farming, harvesting and planting, machinery, machines, tools, plants, tractors, harvesters, motor vehicles, appliances, equipment, gadgets and all goods and articles for any or all of the said business.
- (q) To carry on the business of sale, purchase, import, export and distribution of agricultural commodities and forest produce.
- (r) To carry on the business of agricultural products, marketing and processing requisites such as manure, seeds, fertilizers, agricultural implements and machinery.

- (s) To carry on the business of pesticides and livestock medicines.
- (t) To manufacture, produce, buy, sell, dispose of and deal in liquid petroleum, bio diesel, gas or any other gas, coke, tar and all other residual products resulting from the manufacture of gas and to carry on all the business that are usually or may be conveniently carried on by gas companies.
- (u) To carry on the business of stationeries, photocopying, typing, printing and any other office equipments.
- (v) To carry on the business of extraction and manufacturing of pure and safety drinking water within and outside the country.
- (w) To carry on the business of packing and sealing of the pure and safety drinking bottled water.
- (x) To carry on the business of supplying and distribution of pure and safety drinking bottled water to the households, commerce and industry.
- (y) To carry on the business of digging wells and underground streams for extraction of purest drinking water and maintain high level of purity and hygienic of drinking water extracted from underground streams.
- (z) To carry on the business of importing and selling of imported furniture's within and outside the country.
- (aa) To carry on the business of all kinds of domestic furniture and office's furniture such as sofas, office chairs, office tables and etc. to the individuals and companies.
- (bb) To carry on the business of owning furniture centres, go downs and ware housing within and outside the country.
- (cc) To carry on the business of manufacturing, assemble, recondition, repair, transfer, improve, market, import, export, buy, sell, hire and deal in all kinds of domestic and office furniture.
- (dd) To carry on the business of warehousing and of all implements, appliances, apparatus and all things capable of being used in connection with the repair, maintenance or working thereof.
- (ee) To provide the business of supplies and procurement services such as tender preparations, tender evaluation and stock taking.
- (ff) To carry on the business of courier services.
- (gg) To carry on the business of importation and distribution, buying and selling, hiring, of electricity generating devices and apparatus generally which includes electricity generators, doing installation, repair, assemble marketing, doing the maintenance after sale of such devices, acting as Agent

of any foreign or local manufacturers of such devices, and that the company may do the same by itself or by appointing an agent to do;

- (hh) To design, manufacture, assemble, erect, recondition, repair, transfer, improve, market, import, export, buy, sell, hire and deal in all kinds of machinery, plants, equipment, apparatus, stores tools and accessories and more particularly elevators, hoists lifts, conveyors, cranes, ropes, cotton belts, leather belts, rubber belts, steel belts, wire belts, chains cables, and material handling labour saving lifting driving elevating hauling and conveying machines plants vehicles and gears of all kinds.
- (ii) To carry on the business of electricians mechanical engineers and manufactures workers and dealers in electrical apparatus and goods and the manufacture sale or hire of apparatus or goods to which the application of electricity or any like power or any power that can be used as a substitute therefore is or may be useful convenient or ornamental or any other business of a like nature.
- (jj) To produce and accumulate electricity and Electro-motive force or other similar agency and to supply the same for the production, transmission or use of any lighting heating motive or other power as may be thought advisable.
- (kk) To carry on the business of importers and exporters of all kinds and classes of goods, materials and merchandise manufacturers and distributors representatives marketing agents salesmen brokers auctioneers commission agents, land and estate, tourist travel, commercial and financial agents, charterer of ships and other vessels, warehousemen wharfingers merchants carriers of goods, clearing and forwarding agents, management consultants, and transportation.
- (ll) To carry on the business as tourist agents and contractors a travel agency and to facilitate travelling and to provide for tourists and travellers and to promote the provision of conveniences of all kinds in the way of through tickets sleeping cars or berths reserved places hotel and lodging accommodation guides safe deposits inquiry bureaux libraries lavatories reading rooms baggage transport and to fit out organize and conduct hunting trips photographic and scientific expeditions with all necessary and useful equipment and conveniences and generally to do all such things as are connected and incidental to the business of tour operators and contractors.
- (mm) To provide and promote the provision of camps buildings and conveniences of all kinds for tourists and others including reserving and

providing hotel messing and lodging accommodation guides safe deposits inquiry bureaux and reading rooms.

- (nn) To carry on business as hotels lodging house and restaurant keepers, transport agents and to as insurance agents.
- (oo) To acquire by license or Otherwise from any Government municipal or other public body or any person the right to maintain and operate air transport and any other services whether by air or land or by water.
- (pp) To establish depots and agencies in different parts of the world for the purposes of carrying on any or all of the business of the Company.
- (qq) To undertake the business of transport and logistics services, including importing and trading of used and reconditioned vehicles, tour arrangement, school bus and car hire operators and general business of goods and passenger transport.
- (rr) To purchase, sell, take on lease property buildings or lands, estates, plantation and to cultivate, improve, manage, develop or otherwise turn to account, deal with or dispose of the same in any manner whatsoever, and likewise to acquire and deal with any agricultural, ranching, grazing, plantation.
- (ss) To undertake and direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the company or not, on the capacity of stewards or receivers or otherwise.
- (tt) To establish companies and association for the prosecution of execution of undertakings, works, projects or enterprises of any description, whether of a private or public charter in Tanzania or elsewhere and to acquire, underwrite and dispose off shares and interests in such companies or associations or in the undertakings thereof.
- (uu) To purchase or otherwise acquire all or any part of the business, property and liabilities of: (i) any company carrying on any business within the objects of the company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.
- (vv) To carry on business as principals, agents, dealers or manufacturers' representatives of importing, exporting, buying, selling or otherwise dealing in or hiring automobiles, cars, trucks, lorries, or other vehicles, conveyances or tractors of every description or any other or all sorts of machinery, apparatus or appliances, operated by mechanical or electrical power and/or any other industrial produce of every description or kind, and including the

spare parts or components thereof or any accessories, implements, tools and/or appliance connected therewith.

- (ww) To construct, equip, maintain, work, buy, sell and generally to deal in taxis, cabs, buses, omnibuses and other automobiles and vehicles appropriate for the carriage of passengers or goods and to carry on the business of carriers and or transporters generally in Tanzania or elsewhere and for that purpose to buy, sell, exchange and generally to deal in new and/or second hand cars, trucks, buses, omnibus and other motor vehicles.
- (xx) To carry on the trades or business of making, selling, hiring out, buying, installing, putting up, maintaining, repairing and working, mobile telephones, telegraphs, radios, televisions sets, recording instruments and electronics, electrical and mechanical apparatus, equipment and fittings of all kinds whatsoever.
- (yy) To carry on the trades or business of a telephone, telegraph cable and wireless communications company and to establish, work, manage, sell, hire out, and maintain telephone exchanges, cable communications, telegraph offices and radio and television receiving and transmitting stations and any other systems for communications whether consisting of sounds, visual images, electrical impulses or otherwise either alone or in any combination.
- (zz) To acquire, by purchase or otherwise, construct, maintain, and otherwise deal with, land and submarine telegraphs (including in such expression telephones and all other electrical or other contrivances for transmitting messages by any means), and also lands, works, buildings and convenience in any part of the world.
- (aaa) To acquire, carry on, and deal with undertakings, works, lands, property, and businesses of other telegraph companies, and of companies and persons engaged in manufacturing, constructing, and laying down telegraph lines, instruments, machinery, wire, and other materials and things used with or appertaining to telegraphs.
- (bbb) To carry on business by wholesale or retail of ironmongers, hardware, barber shops, hair dressing saloon, dealers in builders' materials, timbers, household contractors, manufacturers and producers of all kinds of iron and steel goods, machinery, tools, tiles, nails, bricks, cement, iron bars, doors, engines, boilers, plants, implements, windows, pipes, pottery, earthenware, clay, plasters, sand gravel, mineral, earth, all types of fuel, artificial stones, linoleum, floor coverings, agricultural and industrial machinery, plants,

varnishes, electrical, sanitary and civil engineers, timber merchants, tin ware, brassware, gold-ware, ornaments of all metals, curios, drugs, chemicals, gases, fertilizers, salts, acids, oils, glue pigments, dyes, pens, newspapers, periodicals, fancy goods and all kinds of good and articles and to manufacture, produce, import, export, distribute or assemble the same.

- (ccc) To manufacture, put up and use telephones, telegraphs (wireless or otherwise), photographs, dynamos, accumulators, lamps and all apparatus now known or that any hereafter be invented, connected with the generation, accumulation, distribution, supply and employment of electricity or any power or appliances for connecting apparatus at a distance with other apparatus and including the formation of exchange and centres.
- (ddd) To carry on business of all kinds of cables, fuses, switches, lamps, holders, plugs, tube lights, meters, cabins, adapters and generally to import, export all kinds of electricity goods and their by-products.
- (eee) To carry on business whether manufacturing, assembling or otherwise in all electrical products and goods, apparatus and appliances connected therewith.
- (fff) To carry on business of manufacturers of and dealers in paper of all kinds and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, railway and other tickets, bill boards and wall and ceiling papers.
- (ggg) To carry on business of a wholesale, import and export of looking glass, glass bevellers, patent silver, glass embosser, ecclesiastical lead worker, glass table, show card and show case manufacturer, importer and exporter.
- (hhh) To own, buy, sell, run, manage and deal generally in petrol, petroleum and diesel products and to service, repair, maintain and store cars, trucks, buses, omnibuses and other automobiles either of the company or any person, firm, or corporation and for that purpose buy, sell exchange, construct, building lease any tenements, buildings, service stations, workshops, conducive and profitable to the business of the Company.

- (iii) To act as advisors, consultants, secretaries, managers and trustees in respect of any, matters relating to the affairs, management, finance and dealings of companies, corporations, body corporate or incorporate, statutory and Parastatal bodies, department agencies or organs of any governments, firms and individuals, to act as consultants and advisors on marketing research and as business and tax consultants.
- (jjj) To carry on business of owners, consultants, advisors or management of hotels, lodges, restaurants, catering trade, super markets and mini supermarkets, tourist trade, fitting, furnishing, building, development, budgeting and improvement thereof and market research on all kinds of business.
- (kkk) To let on lease any such premises or parts thereof and to provide such facilities for the occupier or tenants thereof as are commonly provided in residential flats, business offices or hotels.
- (lll) To lend or advance money to builders and other persons with or without securities of all descriptions, whether real or personal and to grant loans upon mortgages of any lands, buildings and premises of whatever tenure in Tanzania, for the improvement thereof or otherwise.
- (mmm) To procure capital for any company in any country but particularly in Tanzania, formed for the purpose of carrying into effect any objects connected with lands such as companies formed for purposes of agriculture, land credit and various dealings in immovable property and to issue the capital of such companies, to subscribe for purchase of, dispose of and otherwise deal in the shares, bonds and securities of such companies or other securities on immovable property.
- (nnn) To carry on all or any of the business of printers stationers, lithographers, type-founders, stereotypes, electrotypes, photographic printers, designers, draughts men, advertising agents, engineers and dealers in or manufacturers of any other articles or things of a character similar or analogues to the foregoing or any of them connected therewith.
- (ooo) To manufacture, produce, buy, sell, dispose of and deal in liquid petroleum, gas or any other gas, coke, tar and all other residual products resulting from the manufacture of gas and to carry on all the businesses that are usually or may be conveniently carried on by gas companies.

- (ppp) To supply liquid petroleum, gas or any other gas for lighting, heating, motive power, for any other purpose whatsoever and to run, manage and equip petrol stations and garages.
- (qqq) To lend and advance money or give credit to such persons, firm, companies or corporations and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to give indemnities, guarantees or become surety for any such persons, firms, companies or corporations and to furnish security by way of debentures of the Company or otherwise in respect of any such indemnity, guarantee or surety so given whether such persons, firms, companies or corporations are customers or not and whether such persons, firms, companies or corporations are connected with the Company or not.
- (rrr) To invest the money raised or borrowed by the Company in and to hold, sell and deal with the stock, shares, bonds, debentures, debenture stock, obligations, notes and securities of any government, state, company, corporation, municipal or local or other body or authority.
- (sss) To borrow and raise money and to secure or discharge any debts or obligation of or binding on the Company in such manner as may be thought fit and, in particular, by legal and equitable mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company or by the creation and issue on such terms and conditions as may be thought expedient of debenture, debenture stock or other securities of any description.
- (ttt) To vary the investments of the Company.
- (uuu) To mortgage or charge all or any part of the immovable property and rights of the company including its uncalled capital.
- (vvv) To acquire any such shares, stocks, debentures, debenture stock script, bonds, notes securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (www) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations,

or partly in one mode and partly in another and generally on such terms as may be determined.

(xxx) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, debenture or other negotiable or transferable instruments.

(yyy) To promote the registration or incorporation of the Company in or under the laws of any place outside Tanzania.


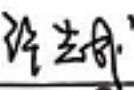
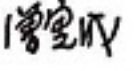
(zzz) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.

(aaaa) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

It is hereby declared that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere.


4. The liability of the members is limited.
5. The share capital of the Company is Tanzania Shillings One Hundred Million only (TZS.100, 000,000/=) divided into Ten Thousand (10,000) ordinary shares of Tanzanian Shillings Ten thousand (TZS. 10,000/=) 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.

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
EDWARD VEDASTO BYOMA P. O. BOX 13017 DAR ES SALAAM	5000	
XU ZHICHENG P.O. BOX 13017 DAR ES SALAAM	2000	
ZENG XIANCHENG P.O. BOX 13017 DAR ES SALAAM	2000	

Dated at Dar es Salaam this 03rd day of March 2023.

Witness to the above signatures:

Name : RICHARD GERALD LIMBAGAN
 Signature : 
 Postal Address : P.O. BOX 13017 DAR ES SALAAM
 Qualification : ADVOCATE

