

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SADANA AGRO & MINING GROUP LIMITED

1. The name of the Company is SADANA AGRO & MINING GROUP 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 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 the business of distribution, selling and transporting agricultural inputs such as fertilizers of all sorts, pesticides, insecticides, herbicides, fungicides, and all chemicals required in crops farming; distribute and sale agricultural implements such as tractors, power tillers and or plough.
 - (b) To purchase, take on lease or in exchange, or acquire by mining set or rights, buildings, easements, rights and privileges, machinery, plant, and other effects whatsoever in the United Republic of Tanzania, which the Company may from time to time think proper to be acquired for any of its purposes.
 - (c) To provide advisory and consultancy services on all aspects of all mineral resource's development from exploration through mining processing to marketing.
 - (d) To search for ores, minerals, gemstones and hydrocarbons and to apply for licenses for mining, prospecting drilling in or over any lands which may be acquired by the company and to lease any such lands for building or for agricultural use and to sell or otherwise dispose of the lands, mines or other property of the company.
 - (e) Generally, to carry out the business of importation and exportation of and distribute in local and export market the agricultural inputs and implements.
 - (f) To purchase or otherwise acquire and undertake all or part of the business, property and assets and debts and liabilities of any person,

firm or company carrying on any business which the company is authorized to carry on or posed of property suitable for the purpose of the company.

- (g) To acquire and undertake the whole or any part of the business, property and assets and debts and liabilities of any person, firm or company carrying on any activity relating to agricultural inputs or business which the company is authorized to carry on or possession of property suitable for the purpose of the company.
- (h) To invest and deal with moneys of the company not immediately required for use upon each security and in such manner as may from time to time be determined.
- (i) To purchase, lease or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses, or any hereditly, rent machinery used in mining or agriculture to be used in other works like civil construction works.
- (j) To excavate and extract and submit to any refinement process or manufacture, to prepare for market and to generally carry on the business of prospecting, mining, smelting and refining.
- (k) To manufacture, buy, sell and generally deal in any plant, machinery equipment tools goods or things of any description which in the opinion of the company may be conveniently dealt with by the company in connection with any of its objects.
- (l) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (m) To undertake all or any of the businesses of selling building/ construction materials which derive from minerals.
- (n) To adopt such means of making known the products of the company as may deem appropriate and in particular by advertising in the press, by circulars, purchase and exhibition of products or interest, by publication of books and periodicals and by granting prizes, rewards, and donations.
- (o) To carry on the business of producing, farming, harvesting, procuring, distributing, marketing, selling, handling, branding, export of all types of Agricultural products and allied businesses of the members and buying within India or importing goods or services for benefit of the members.
- (p) To enter any arrangement with any Governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the company may think it desirable to obtain, or to carry out, exercise, or to comply with any such arrangements, rights, privileges, or concessions.
- (q) To carry on any business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried out in connection with the above or calculated directly to enhance the value or render profitable any of the company's property or rights.



- (r) To remunerate any person or company for services rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital, or any debentures or debenture stock, or other securities of the Company, or in or about the formation or promotion of the company or the conduct of its business.
- (s) To take or otherwise acquire and hold shares in any company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly to benefit this company.
- (t) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (u) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of Company's property (both present and future), including its uncalled capital, and to purchase, redeem, or pay off any such securities.
- (v) To pay the expenses of and preliminary and incidental to the promotion, establishment and registration of the company or of any other company promoted, formed, established or registered by the company and all brokerage discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the company or of any company so promoted, formed, established or registered by the company.
- (w) To guarantee the performance of any obligation by any person, company, or corporation whatsoever.
- (x) To draw, make, accept, endorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit-sharing arrangement with and to Co-operate in any way with or assist or subsidize any company, firm or person.
- (y) To enter into partnership or other arrangement for sharing profits, union of interest, co-operative, joint venture, reciprocal concessions, or otherwise with any company, body or person carrying on or engaged in or about to carry on any business or transaction which is authorized to do.
- (z) To do all such other things as are incidental or conclusive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership, or other body or persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and the intention is that each of the objects specified in each paragraph of this clause where the correct expressly so requires be in, otherwise limited or restricted by reference to or in reference from the terms of any other sub clause or by the name of the company. None of such sub clause or objects herein specified or the powers herein conferred shall be

deemed subsidiary or auxiliary merely to the objects mentioned in the first sub clause 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 are performed do not fall within the objects of the first sub clause that or this clause shall not except.

4. The liability of the members is limited.
5. The share capital of the Company is **Shillings Two Hundred Million Only (TShs. 200,000,000/=)** divide into **Two Hundred Thousand (200,000) Ordinary shares of Shillings One Thousand (TShs. 1,000/=)** 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 be provided by the regulations of the Company.

WE, the several persons, whose names, address, 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 of shares in the capital of the Company set opposite our respective names.


NO.	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1.	SALIM ABDALLAH DHIYEBI P.O.BOX 196, DAR ES SALAAM	180,000	
2.	TARIQ ADIL DHIYEBI P.O.BOX 196, DAR ES SALAAM	20,000	

Dated at Dar es Salaam this 25th day of September 2023

WITNESS to the above SIGNATURES

Name: JOSEPH YOHANA MBOGELA

Address: P.O. Box 71791 Dar es Salaam

Signature: 

Qualification: ADVOCATE

